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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

2012**Open to Public Inspection**

For calendar year 2012 or tax year beginning

07/01, 2012, and ending

06/30, 2013

Name of foundation **HOWARD WALLIS IRWIN & DORISE CARLYON IRWIN
FOUNDATION 97320570**

A Employer identification number

93-1067941

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

503- 275-4327

P O BOX 3168

City or town, state, and ZIP code

PORTLAND, OR 97208

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, col. (c), line

16) \$ 2,779,425.

J Accounting method

☒ Cash☐ Accrual☐ Other (specify) _____

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

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 (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

78,382

78,382

STMT 1

5a Gross rents

b Net rental income or (loss)

6a Net gain or (loss) from sale of assets not on line 10

177,738

b Gross sales price for all
assets on line 6a

1,076,766

7 Capital gain net income (from Part IV, line 2)

177,738

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 or (loss) (attach schedule)

11 Other income (attach schedule)

12 Total Add lines 1 through 11

256,120

256,120

13 Compensation of officers, directors, trustees, etc.

16,623

14,961

1,662

14 Other employee salaries and wages

NONE

NONE

15 Pension plans, employee benefits

NONE

NONE

16a Legal fees (attach schedule)

b Accounting fees (attach schedule) STMT 6

1,500

NONE

NONE

1,500

c Other professional fees (attach schedule)

17 Interest

18 Taxes (attach schedule) (see instructions) STMT 7

411

411

19 Depreciation (attach schedule) and depletion

20 Occupancy

21 Travel, conferences, and meetings

NONE

NONE

22 Printing and publications

NONE

NONE

23 Other expenses (attach schedule) STMT 8

20,801

20,801

24 Total operating and administrative expenses

Add lines 13 through 23

39,335

15,372

NONE

23,963

25 Contributions, gifts, grants paid

151,500

151,500

26 Total expenses and disbursements Add lines 24 and 25

190,835

15,372

NONE

175,463

27 Subtract line 26 from line 12

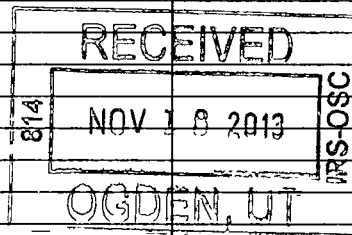
a Excess of revenue over expenses and disbursements

65,285

b Net investment income (if negative, enter -0-)

240,748

c Adjusted net income (if negative, enter -0-)

POSTAL MAIL DATE
SCANNED NOV 25 2013

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		45,139.	217,259.	217,259.
	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	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	STMT 9	228,506.	281,432.	277,296.
	b	Investments - corporate stock (attach schedule)	STMT 10	1,497,674.	1,443,864.	1,835,410.
	c	Investments - corporate bonds (attach schedule)	STMT 16	486,740.	387,196.	449,460.
	11	Investments - land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)					
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)		2,258,059.	2,329,751.	2,779,425.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
23	Total liabilities (add lines 17 through 22)			NONE		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		2,258,059.	2,329,751.	
	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)		2,258,059.	2,329,751.	
31	Total liabilities and net assets/fund balances (see instructions)		2,258,059.	2,329,751.		

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	2,258,059.
2	Enter amount from Part I, line 27a	2	65,285.
3	Other increases not included in line 2 (itemize) SEE STATEMENT 17	3	6,418.
4	Add lines 1, 2, and 3	4	2,329,762.
5	Decreases not included in line 2 (itemize) ROUNDING ADJUSTMENT	5	11.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,329,751.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,076,766.		899,028.	177,738.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			177,738.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7		2 177,738.
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

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	184,431.	2,663,873.	0.069234
2010	163,662.	2,727,220.	0.060011
2009	140,877.	2,505,756.	0.056221
2008	178,125.	2,376,797.	0.074943
2007	205,590.	3,008,904.	0.068327
2 Total of line 1, column (d)			2 0.328736
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 0.065747
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,734,995.
5 Multiply line 4 by line 3			5 179,818.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 2,407.
7 Add lines 5 and 6			7 182,225.
8 Enter qualifying distributions from Part XII, line 4			8 175,463.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a 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 instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	4,815.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	4,815.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	4,815.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,000.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	1,000.	
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	3,815.	
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"/> NONE Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a 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
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
1c 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"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
4b 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?		X
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?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/>		
OR		
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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <input type="text" value="N/A"/>				
14	The books are in care of <input type="text" value="US BANK"/> Telephone no <input type="text" value="(503) 275-4327"/>			
Located at <input type="text" value="555 SW OAK, PORTLAND, OR"/>		ZIP+4 <input type="text" value="97204"/>		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <input type="text" value="15"/>			
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 <input type="text"/>	16	Yes	No X

<p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(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</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(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</p> <p>(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</p> <p>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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		1b	X
<p>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))</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>If "Yes," list the years <input type="text"/></p> <p>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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <input type="text"/></p>		1c	X
<p>3a 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</p> <p>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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		2b	X
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>		3b	X
		4a	X
		4b	X

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

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

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

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

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

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

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? ☐ 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? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 18		18,123.	-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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ NONE

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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
FERGUSON WELLMAN CAPITAL MGMT PORTLAND, OR	INVESTMENT MGMT SVCS	NONE
Total number of others receiving over \$50,000 for professional services		NONE

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	

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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	2,648,061.
b	Average of monthly cash balances	1b	128,584.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	2,776,645.
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	NONE
3	Subtract line 2 from line 1d	3	2,776,645.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	41,650.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,734,995.
6	Minimum investment return Enter 5% of line 5	6	136,750.

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	136,750.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,815.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,815.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	131,935.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	131,935.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	131,935.

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	175,463.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	175,463.
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	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	175,463.

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				131,935.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	58,051.			
b From 2008	61,233.			
c From 2009	17,155.			
d From 2010	31,087.			
e From 2011	53,235.			
f Total of lines 3a through e	220,761.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>175,463.</u>				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				131,935.
e Remaining amount distributed out of corpus	43,528.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	264,289.			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	58,051.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	206,238.			
10 Analysis of line 9:				
a Excess from 2008	61,233.			
b Excess from 2009	17,155.			
c Excess from 2010	31,087.			
d Excess from 2011	53,235.			
e Excess from 2012	43,528.			

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

NOT APPLICABLE

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

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

4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

SEE ATTACHED DETAIL

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

SEE ATTACHED DETAIL

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

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

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

SEE STATEMENT 21

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 STATEMENT 37				151,500.
Total			▶ 3a	151,500.
b <i>Approved for future payment</i>				
Total			▶ 3b	

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust

Employer identification number

HOWARD WALLIS IRWIN & DORISE CARLYON IRWIN

93-1067941

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	7,181.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	7,181.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					
LONG-TERM CAPITAL GAIN DIVIDENDS					8,634.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	161,839.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	84.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	170,557.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		7,181.
14	Net long-term gain or (loss):			
a	Total for year	14a		170,557.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b		84.
c	28% rate gain	14c		18,108.
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		177,738.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of a The loss on line 15, column (3) or b \$3,000	16	()
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Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

SCHEDULE D-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D
(Form 1041)

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

HOWARD WALLIS IRWIN & DORISE CARLYON IRWIN

Employer identification number

93-1067941

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a .3332 DUKE ENERGY HOLDING	09/26/2011	07/23/2012	22.00	20.00	2.00
103. DUKE ENERGY HOLDING C	09/26/2011	07/24/2012	6,727.00	6,157.00	570.00
80. DUKE ENERGY HOLDING CO	09/26/2011	08/01/2012	5,422.00	4,782.00	640.00
330. BIG LOTS INC	03/27/2012	08/23/2012	9,723.00	15,433.00	-5,710.00
20. BCE INC	10/18/2011	09/14/2012	887.00	779.00	108.00
60. INTEL CORP	05/10/2012	09/19/2012	1,395.00	1,632.00	-237.00
75. UNITED PARCEL SERVICE	10/18/2011	09/21/2012	5,366.00	5,160.00	206.00
340. OCWEN FINANCIAL CORPO	05/24/2012	10/05/2012	12,330.00	5,387.00	6,943.00
50. BAYER AG A D R	10/18/2011	10/16/2012	4,575.00	3,083.00	1,492.00
80. THE ADT CORPORATION	11/18/2011	10/17/2012	3,086.00	2,417.00	669.00
100. ELI LILLY CO	07/25/2012	10/17/2012	5,359.00	4,352.00	1,007.00
.3909 PENTAIR INC	11/18/2011	10/17/2012	17.00	13.00	4.00
38. PENTAIR INC	11/18/2011	10/17/2012	1,678.00	1,308.00	370.00
127. EXPRESS SCRIPTS HLDGS	08/08/2012	11/21/2012	6,531.00	7,691.00	-1,160.00
230. NRG ENERGY INC	07/24/2012	11/21/2012	4,531.00	4,343.00	188.00
380. NEWFIELD EXPL CO	02/10/2012	11/27/2012	9,163.00	14,501.00	-5,338.00
270. EATON CORP	10/17/2012	12/03/2012	14,083.00	13,050.00	1,033.00
270. INTEL CORP	VAR	12/14/2012	5,547.00	7,120.00	-1,573.00
800. NRG ENERGY INC	VAR	02/13/2013	19,257.00	13,059.00	6,198.00
100. MCCORMICK CO INC	01/24/2013	03/20/2013	7,148.00	6,129.00	1,019.00
110. ANALOG DEVICES INC	05/11/2012	04/03/2013	4,869.00	4,123.00	746.00
20. APPLE COMPUTER INC	VAR	04/08/2013	8,503.00	11,358.00	-2,855.00
100. DR PEPPER SNAPPLE GRO	08/03/2012	04/10/2013	4,728.00	4,569.00	159.00
200. AMEREN CORP	02/13/2013	04/11/2013	7,035.00	6,655.00	380.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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**Continuation Sheet for Schedule D
(Form 1041)**

OMB No 1545-0092

2012

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

HOWARD WALLIS IRWIN & DORISE CARLYON IRWIN

Employer identification number

93-1067941

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	7,181.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

HOWARD WALLIS IRWIN & DORISE CARLYON IRWIN

93-1067941

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100. J P MORGAN CHASE & CO	VAR	07/05/2012	3,455.00	4,073.00	-618.00
380. J P MORGAN CHASE & CO	VAR	07/09/2012	12,832.00	13,097.00	-265.00
250. AETNA INC	08/25/2010	07/25/2012	8,832.00	6,792.00	2,040.00
140. NEXEN INC	01/27/2011	07/26/2012	3,573.00	3,415.00	158.00
280. HUMANA INC	VAR	07/31/2012	16,935.00	14,449.00	2,486.00
150. UNION PACIFIC CORP	VAR	08/01/2012	18,331.00	10,849.00	7,482.00
. MILLS CORP		08/06/2012	16.00		16.00
100. PRINCIPAL FINANCIAL G	07/01/2011	08/08/2012	2,609.00	3,045.00	-436.00
120. BCE INC	06/03/2011	09/14/2012	5,323.00	4,730.00	593.00
50000. CINC GAS & ELEC 9/15/12	06/04/2007	09/15/2012	50,000.00	50,209.00	-209.00
60. INTEL CORP	03/08/2010	09/19/2012	1,395.00	1,249.00	146.00
25. UNITED PARCEL SERVICE	01/13/2011	09/21/2012	1,789.00	1,794.00	-5.00
180. NISSAN MTR LTD SPONSO	08/24/2009	09/27/2012	3,030.00	2,642.00	388.00
. VERITAS SOFTWARE CORP		10/04/2012	60.00		60.00
100. NISSAN MTR LTD SPONSO	08/24/2009	10/11/2012	1,668.00	1,468.00	200.00
20. BAYER AG A D R	05/06/2011	10/16/2012	1,830.00	1,681.00	149.00
130. IDACORP INC	07/27/2011	11/01/2012	5,841.00	5,180.00	661.00
280. ALASKA AIR GROUP INC	06/10/2010	11/05/2012	11,160.00	6,862.00	4,298.00
60. DR PEPPER SNAPPLE GROU	01/06/2011	11/16/2012	2,566.00	2,201.00	365.00
70. ANALOG DEVICES INC	11/05/2008	11/21/2012	2,806.00	1,472.00	1,334.00
140. CAPITAL ONE FINANCIAL	VAR	11/21/2012	8,146.00	5,118.00	3,028.00
70. CARDINAL HEALTH INC	10/08/2009	11/21/2012	2,773.00	1,904.00	869.00
50. DAVITA HEALTHCARE PART	VAR	11/21/2012	5,497.00	3,124.00	2,373.00
113. EXPRESS SCRIPTS HLDGS	VAR	11/21/2012	5,811.00	6,351.00	-540.00
50. FRESENIUS MED AKTIENGE ADR	07/15/2008	11/21/2012	3,271.00	2,884.00	387.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

HOWARD WALLIS IRWIN & DORISE CARLYON IRWIN

93-1067941

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 60. GENERAL DYNAMICS CORP	02/02/2011	11/21/2012	3,866.00	4,561.00	-695.00
140. INGREDION INC	11/09/2010	11/21/2012	8,778.00	6,253.00	2,525.00
100. ISHARES RUSSELL 2000	08/19/2008	11/21/2012	7,950.00	7,301.00	649.00
100. ISHARES CORE S&P SMALL	08/15/2008	11/21/2012	7,396.00	6,522.00	874.00
200. JARDEN CORP	02/07/2011	11/21/2012	10,520.00	6,958.00	3,562.00
116. MERCK AND CO INC	09/28/2011	11/21/2012	5,071.00	3,765.00	1,306.00
170. COMPANHIA PARANAENSE R	10/04/2011	11/26/2012	2,226.00	2,992.00	-766.00
170. ANALOG DEVICES INC	11/05/2008	11/28/2012	6,753.00	3,575.00	3,178.00
160. TYCO INTERNATIONAL LTD	11/18/2011	11/28/2012	4,430.00	3,695.00	735.00
110. U S BANCORP	11/04/2011	12/04/2012	3,469.00	2,809.00	660.00
130. DAVITA HEALTHCARE PARTNERS	01/11/2010	12/06/2012	13,758.00	8,036.00	5,722.00
110. BOSTON PROPERTIES INC	11/29/2007	12/14/2012	11,409.00	10,373.00	1,036.00
150. EPR PROPERTIES	11/29/2007	12/14/2012	6,750.00	7,759.00	-1,009.00
60. INTEL CORP	10/18/2011	12/14/2012	1,233.00	1,405.00	-172.00
120. COSAN LTD CL A	03/29/2011	12/14/2012	2,007.00	1,557.00	450.00
160. GROUP CGI INC CL A CO	10/07/2010	12/17/2012	3,734.00	2,505.00	1,229.00
2329.193 FORWARD TACTICAL INVESTOR	10/26/2011	12/20/2012	58,859.00	60,000.00	-1,141.00
220. IDACORP INC	VAR	12/26/2012	9,517.00	8,676.00	841.00
1000. VANGUARD FTSE EMERGING ETF	VAR	12/27/2012	43,522.00	30,136.00	13,386.00
. DELL INC		01/09/2013	9.00		9.00
900. ISHARES IBOXX INVEST ETF	11/03/2009	01/24/2013	108,592.00	94,221.00	14,371.00
. ELECTRONIC DATA SYS CORP		01/25/2013	23.00		23.00
85. MICROSOFT CORP	VAR	01/29/2013	2,375.00	2,210.00	165.00
130. CONOCOPHILLIPS	VAR	02/07/2013	7,480.00	6,138.00	1,342.00
140. MERCK AND CO INC	12/14/2011	02/08/2013	5,750.00	4,987.00	763.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

HOWARD WALLIS IRWIN & DORISE CARLYON IRWIN

93-1067941

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 200. CENTURYLINK INC	VAR	02/14/2013	6,746.00	6,866.00	-120.00
200. GENERAL DYNAMICS CORP	VAR	02/22/2013	13,451.00	13,826.00	-375.00
160. VODAFONE GROUP PLC A	05/04/2007	02/26/2013	3,931.00	4,647.00	-716.00
120. AUSTRALIA & NEW ZEALAND	10/25/2004	02/27/2013	3,439.00	1,755.00	1,684.00
250. NATIONAL-OILWELL INC	07/07/2009	02/28/2013	17,106.00	7,447.00	9,659.00
50000. MORGAN STANLEY 3/01/13	06/04/2007	03/01/2013	50,000.00	50,000.00	
110. DU PONT E I DE NEMOURS	01/24/2012	03/07/2013	5,369.00	5,437.00	-68.00
500. SPDR GOLD TRUST	07/23/2010	03/07/2013	76,261.00	58,153.00	18,108.00
160. U S BANCORP	VAR	03/13/2013	5,466.00	4,468.00	998.00
110. ANALOG DEVICES INC	VAR	03/20/2013	5,002.00	2,241.00	2,761.00
120. CATERPILLAR INC	VAR	03/25/2013	10,447.00	3,238.00	7,209.00
220. ANALOG DEVICES INC	03/09/2009	04/03/2013	9,739.00	4,098.00	5,641.00
200. CAPITAL ONE FINANCIAL	08/14/2009	04/03/2013	10,815.00	6,899.00	3,916.00
80. APPLE COMPUTER INC	04/21/2011	04/08/2013	34,014.00	28,174.00	5,840.00
120. JARDEN CORP	02/07/2011	04/08/2013	5,165.00	2,783.00	2,382.00
150. CASEYS GEN STORES INC	VAR	04/10/2013	8,570.00	5,384.00	3,186.00
230. PORTLAND GENERAL ELEC	09/29/2011	04/11/2013	7,120.00	5,451.00	1,669.00
120. UDR INC	01/30/2012	04/17/2013	2,939.00	3,099.00	-160.00
80. MITSUBISHI CORP A D R	VAR	04/19/2013	2,770.00	2,594.00	176.00
130. SCHLUMBERGER LTD ISIN 86	02/22/2007	04/19/2013	9,175.00	8,394.00	781.00
340. WELLS FARGO & CO NEW	04/26/2010	05/01/2013	12,804.00	11,216.00	1,588.00
15. MASTERCARD INC	10/13/2011	05/06/2013	8,230.00	5,080.00	3,150.00
380. CISCO SYS INC	VAR	05/07/2013	7,726.00	7,193.00	533.00
510. ABBOTT LABORATORIES C	VAR	05/10/2013	18,402.00	13,222.00	5,180.00
400. ALTRIA GROUP INC	VAR	05/10/2013	14,654.00	8,131.00	6,523.00

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Employer identification number

93-1067941

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	161,839.00
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Schedule D-1 (Form 1041) 2012

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
ABB LTD A D R	123.	123.
ATT INC	1,157.	1,157.
ABBOTT LABORATORIES COMMON STOCK	663.	663.
ABBVIE INC	520.	520.
AETNA INC	44.	44.
ALTRIA GROUP INC	1,211.	1,211.
ALTRIA GROUP INC 9.700% 11/10/18	4,850.	4,850.
AMEREN CORP	468.	468.
AMERICAN EXPRESS 7.000% 3/19/18	3,500.	3,500.
AMERICAN TOWER CORP	105.	105.
AMERIPRISE FINL INC	567.	567.
ANALOG DEVICES INC	486.	486.
ANNALY CAP MGMT INC	445.	445.
APPLE COMPUTER INC	856.	856.
AUSTRALIA & NEW ZEALAND BKG	180.	180.
BBT CORP	148.	148.
BCE INC	371.	371.
B N P PARIBAS S A A D R	155.	155.
BANCO SANTANDER CENT HISPANO A D R	1.	1.
BANK MONTREAL QUE	355.	355.
BAXTER INTL INC	185.	185.
BELLSOUTH CORP 5.200% 12/15/16	2,600.	2,600.
BLACKROCK INC	34.	34.
BOSTON PPTYS INC	211.	211.
BRISTOL-MYERS SQUIBB CO	373.	373.
CF INDUSTRIES HOLDINGS INC	14.	14.
C M S ENERGY CORP	396.	396.
CAPITAL ONE FINANCIAL CORP	44.	44.
CARDINAL HEALTH INC	401.	401.
CASEYS GEN STORES INC	193.	193.
CATERPILLAR INC	187.	187.
CATERPILLAR FINL MTN 4.750% 2/17/15	2,375.	2,375.
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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
CENTERPOINT ENERGY INC	369.	369.
CENTURYLINK INC	290.	290.
CHEVRONTXACO CORP COM	1,295.	1,295.
CINC GAS & ELEC 5.700% 9/15/12	1,425.	1,425.
CISCO SYS INC	922.	922.
CITIGROUP INC	22.	22.
COMCAST CORP CL A	111.	111.
CONOCOPHILLIPS	964.	964.
COOPER COS INC	4.	4.
DARDEN RESTAURANTS INC	50.	50.
DEERE & CO	51.	51.
DIAGEO PLC SPONSORED A D R	283.	283.
DIGITAL REALTY TRUST INC	296.	296.
DISCOVER FINL SVCS	46.	46.
DOW CHEM CO	99.	99.
DR PEPPER SNAPPLE GROUP	194.	194.
DU PONT E I DE NEMOURS & CO	751.	751.
ENTERTAINMENT PPTYS TR	139.	139.
EXTRA SPACE STORAGE INC	363.	363.
EXXON MOBIL CORP	304.	304.
F H L B DEB 5.000% 11/17/17	1,000.	1,000.
F H L M C M T N 4.750% 11/17/15	2,375.	2,375.
FRESENIUS MED AKTIENGESSELLSCHAFT ADR	48.	48.
GNC ACQUISITIONS HOLDINGS INC	166.	166.
GENERAL DYNAMICS CORP	367.	367.
GENERAL ELEC CO	945.	945.
GEN ELEC CAP CRP MTN 5.500% 1/08/20	2,750.	2,750.
HEALTH CARE REIT INC	381.	381.
HESS CORP	69.	69.
HOME DEPOT INC COMMON STOCK	503.	503.
HONEYWELL INTERNATIONAL INC	304.	304.
HUMANA INC	161.	161.
HUNTINGTON BANCSHARES INC	213.	213.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
HUTCHISON WHAMPOA LTD UNSP ADR	67.	67.
IDACORP INC	249.	249.
INGREDION INC	360.	360.
INTEL CORP	351.	351.
INTUIT INC	224.	224.
INVESCO MORTGAGE CAPITAL	195.	195.
I SHARES MSCI PACIFIC EX JAPAN E T F	446.	446.
ISHARES IBOXX INVEST GRADE CORP ETF	2,387.	2,387.
ISHARES COHEN STEERS RLTY MAJORS ETF	452.	452.
ISHARES RUSSELL 2000 INDEX ETF	562.	562.
ISHARES CORE S&P SMALL-CAP ETF	431.	431.
J P MORGAN CHASE & CO	636.	636.
KEY BK NA MTN 5.800% 7/01/14	2,900.	2,900.
KIMBERLY CLARK CORP	697.	697.
KIMCO REALTY CORP	209.	209.
LKCM SMALL CAP EQUITY FUND INST	472.	472.
LVMH MOET HENNESSY LOU VUITT A D R	113.	113.
LAS VEGAS SANDS CORP	793.	793.
ELI LILLY CO	211.	211.
M T BANK CORP	168.	168.
MASTERCARD INC	60.	60.
MATTEL INC	164.	164.
MCDONALDS CORP	722.	722.
MERCK & CO INC 4.750% 3/01/15	2,375.	2,375.
MERCK AND CO INC	1,465.	1,465.
METLIFE INC	240.	240.
MICROSOFT CORP	139.	139.
MITSUBISHI CORP A D R	115.	115.
MONSANTO CO	143.	143.
MORGAN STANLEY 5.300% 3/01/13	3,312.	3,312.
MTN GROUP LTD A D R	194.	194.
NRG ENERGY INC	257.	257.
NATIONAL-OILWELL INC	63.	63.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
NEXEN INC	7.	7.
NISSAN MTR LTD SPONSORED ADR	155.	155.
NV ENERGY INC	319.	319.
P N C FINANCIAL SERVICES GROUP INC	328.	328.
PHILIP MORRIS INTL	797.	797.
PHILLIPS 66	231.	231.
PORTLAND GENERAL ELECTRIC COMPANY	521.	521.
PROLOGIS INC	56.	56.
PRUDENTIAL P L C A D R	56.	56.
QUALCOMM INC	390.	390.
RAYONIER INC	88.	88.
ROYAL DUTCH SHELL PLC A D R	209.	209.
SCHLUMBERGER LTD ISIN #AN8068571086	148.	148.
SHELL INTL FIN 6.375% 12/15/38	2,550.	2,550.
SIMON PROPERTY GROUP INC	178.	178.
SUMITOMO MITSUI FINL GROUP A D R	153.	153.
SUNCOR ENERGY INC	35.	35.
SYMANTEC CORP	156.	156.
TARGET CORP	378.	378.
TIME WARNER INC	535.	535.
TOTAL S A A D R	349.	349.
TRAVELERS COS INC	470.	470.
UDR INC	171.	171.
U S BANCORP	137.	137.
UNION PACIFIC CORP	90.	90.
UNITED PARCEL SERVICE INC CL B	57.	57.
U S TREASURY BD 3.125% 11/15/41	1,563.	1,563.
U S TREASURY NT 1.875% 8/31/17	414.	414.
U S TREASURY NT 2.625% 11/15/20	1,313.	1,313.
U S TREASURY NT 2.000% 2/15/22	984.	984.
UNITED TECHNOLOGIES CORP	257.	257.
VANGUARD FTSE EMERGING MARKETS ETF	1,088.	1,088.
VERIZON COMMUNICATIONS	307.	307.

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FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
VODAFONE GROUP PLC A D R	306.	306.
VOLVO AB SPONSORED A D R	47.	47.
WELLS FARGO & CO NEW	660.	660.
WEYERHAEUSER CO	59.	59.
COSAN LTD CL A	80.	80.
COVIDIEN PLC	111.	111.
EATON CORP PLC	227.	227.
ENSCO PLC CL A	228.	228.
INGERSOLL RAND PLC	38.	38.
INVESCO LTD	327.	327.
TYCO INTERNATIONAL LTD	64.	64.
AVAGO TECHNOLOGIES	95.	95.
TOTAL	78,382.	78,382.

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	1,500.			1,500.
TOTALS	1,500.	NONE	NONE	1,500.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	294.	294.
FOREIGN TAXES ON QUALIFIED FOR	67.	67.
FOREIGN TAXES ON NONQUALIFIED	50.	50.
	-----	-----
TOTALS	411.	411.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
-----	-----	-----

STATE CHARITABLE FILING FEE	301.	301.
SECRETARY OF STATE	50.	50.
INVESTMENT MANAGEMENT FEES	18,007.	18,007.
MEETING EXPENSES	1,258.	1,258.
GRANTMAKERS	1,125.	1,125.
ADR FEE	60.	60.

TOTALS	20,801.	20,801.
	=====	=====

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
US TREAS NOTE 1.875 08/31/17		52,926.	51,516.
F H L M C M T N 4.75 11/15	52,932.	52,932.	54,942.
FEDERAL HOME LOAN 5.000 11/17	21,339.	21,339.	22,962.
U S TREAS NOTE 2.625 11/15/20	53,410.	53,410.	52,098.
US TREAS NOTE 2.00 2/15/22	49,938.	49,938.	48,903.
US TREAS NOTE 3.125 11/15/2041	50,887.	50,887.	46,875.
	-----	-----	-----
TOTALS	228,506.	281,432.	277,296.
	=====	=====	=====

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
ANALOG DEVICES INC	15,509.		
AT & T INC	18,346.	18,346.	23,010.
B B & T CORP	3,798.	3,798.	4,743.
BOSTON PPTYS INC	14,145.	3,772.	4,219.
CATERPILLAR INC	3,238.		
CHEVRON CORPORATION	22,263.	22,263.	41,419.
CISCO SYS INC	30,022.	22,829.	33,096.
CONOCOPHILLIPS	13,564.	7,426.	18,150.
DU PONT E I DE NEMOURS & CO	19,832.	14,395.	18,375.
E M C CORP	18,676.	18,676.	23,620.
ENTERTAINMENT PPTYS TR	7,845.		
GENERAL ELEC CO	23,089.	33,687.	38,264.
HOME DEPOT INC	12,707.	12,707.	28,664.
HONEYWELL INTERNATIONAL INC	9,382.	9,382.	15,075.
MICROSOFT CORP	2,962.	753.	3,973.
NATIONAL OILWELL VARCO INC	7,447.		
SIMON PROPERTY GROUP INC	2,965.	2,965.	6,317.
VERIZON COMMUNICATIONS INC	6,360.	6,360.	7,551.
WELLS FARGO & CO	24,149.	12,933.	17,746.
AUSTRALIA & NEW ZEALAND BKG	1,755.		
BANCO SANTANDER CENT HISPANO	11.	11.	6.
HUTCHISON WHAMPOA LTD	1,270.	1,270.	2,616.
MITSUBISHI CORP A D R	2,594.		
SCHLUMBERGER LTD	8,394.		
VODAFONE GROUP PLC A D R	5,809.	1,162.	1,150.
LKCM SMALL CAP EQUITY FUND	60,033.	67,052.	101,710.
ALASKA AIR GROUP	6,862.		
ALTRIA GROUP INC	13,072.	4,941.	10,497.
AMERIPRISE FINL INC	10,727.	16,531.	27,499.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
ANNALY CAP MGMT INC	3,810.	3,810.	3,143.
CAPITAL ONE FINANCIAL	12,017.		
CARDINAL HEALTH INC	10,067.	18,106.	24,544.
CENTURYLINK INC	6,866.		
DAVITA	11,159.		
DIGITAL REALTY TRUST INC	3,498.	3,492.	6,100.
EXXON MOBIL	10,378.	10,378.	11,746.
HEALTH CARE REIT INC	4,988.	11,206.	13,406.
HUMANA INC	14,449.	11,761.	14,345.
INTEL CORP	14,542.	8,152.	8,238.
INTUIT INC	13,039.	22,875.	27,468.
JP MORGAN CHASE	29,969.	12,799.	21,644.
MATTEL INC	1,352.	3,629.	6,797.
MCDONALDS CORP	19,579.	19,579.	23,760.
MERK AND CO INC NEW	28,027.	19,276.	32,515.
MONSANTO	6,509.	6,509.	9,880.
NRG ENERGY	10,982.		
TARGET CORPORATION	8,673.	18,124.	20,658.
UNION PACIFIC CORP	10,849.		
UNITED TECHNOLOGIES CORP	8,272.	8,272.	11,153.
US BANCORP	7,277.		
ABB LTD ADR REPSTG	2,988.	2,988.	3,682.
BANK MONTREAL QUE	4,943.	8,140.	8,705.
DIAGEO PLC SPONS ADR	6,076.	6,076.	11,495.
ENSCO PLC ADR	5,002.	5,002.	7,556.
FRESENIUS MED CARE	5,768.	2,884.	3,527.
LVMH MOET HENNESSY LOU	3,447.	919.	1,297.
NISSAN MTR LTD	4,109.		
ROYAL DUTCH SHELL	2,924.	2,924.	3,828.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
ISHARES MSCI PACIFIC EX	13,112.	13,112.	17,212.
ISHARES COHEN & STEERS	9,515.	9,515.	20,155.
ISHARES IBOXX & INVESTMENT	94,221.		
ISHARES RUSSELL 2000 INDEX	27,721.	20,420.	38,800.
ISHARES S&P SMALLCAP	24,557.	18,035.	36,124.
VANGUARD EMERGING MARKETS	30,136.		
AVAGO TECHNOLOGIES	4,492.	4,492.	4,859.
BAYER AG ADR	4,764.		
BCE INC	7,847.	8,518.	8,204.
COSAN LTD	3,633.	2,076.	2,586.
COVIDIEN PLC	6,048.	6,048.	6,912.
GROUP CGI INCORP	3,600.	1,096.	2,050.
MTN GROUP LTD ADR	4,238.	4,238.	3,898.
NEXEN INC	3,415.		
SUMITOMO MITSUI FINL GRP	3,679.	3,679.	5,716.
SPDR GOLD TRUST	58,153.		
AETNA INC	6,792.		
APPLE INC	28,174.	10,171.	7,931.
BRISTOL MYERS SQUIBB	6,990.	8,423.	13,407.
CMS ENERGY CORP	6,992.	2,251.	3,804.
CASEYS GEN STORES	11,761.		
CENTERPOINT ENERGY INC	8,179.	8,179.	10,571.
DR PEPPER SNAPPLE GROUP	2,201.		
GENERAL DYNAMICS	18,388.		
IDACORP	13,855.		
JARDEN CORP	20,837.	11,096.	21,000.
QUALCOMM INC	16,715.	25,673.	27,491.
TIME WARNER	14,024.	20,780.	31,801.
TRAVELERS COS	13,621.	13,621.	19,980.

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	----
UNITED PARCEL SERVICE	6,954.		
VOLVO AB SPONSORED ADR	1,157.		
TYCO INTERNATIONAL LTD	7,433.		
INVESCO LTD	10,967.	10,967.	13,992.
COMPANHIA PARANAENSE ENER SP A	2,992.		
ALTEGRIS MACRO STRATEGY	60,000.	60,000.	52,432.
FORWARD TACTICAL GROWTH INVEST	60,000.		
ABBOTT LABORATORIES	27,561.		
AMERICAN TOWER CORP	6,911.	6,911.	8,049.
BIG LOTS INC	15,433.		
CITIGROUP INC	17,206.	17,206.	26,384.
COMCAST CORP CL A	3,627.	9,811.	11,273.
DUKE ENERGY CORP	10,958.		
EXPRESS SCRIPTS HLDGS C	6,351.	12,112.	12,348.
GNC ACQUISITIONS HOLDINGS INC	11,624.	11,624.	14,147.
HUNTINGTON BANCSHARES INC	8,097.	10,491.	12,356.
INGREDION INC	11,738.	14,472.	19,686.
KIMBERLY CLARK CORP	15,921.	15,921.	22,342.
KIMCO REALTY CORP	4,166.	8,676.	10,286.
LAS VEGAS SANDS CORP	8,778.	15,299.	16,408.
M T BANK CORP	4,558.	4,558.	6,705.
MASTERCARD INC	14,744.	9,664.	14,363.
NEWFIELD EXPL CO	14,501.		
OCWEN FINANCIAL CORP	5,387.		
PNC FINANCIAL SERVICES GROUP	12,412.	12,412.	14,584.
PHILIP MORRIS INTL	16,921.	16,921.	20,789.
PHILLIPS 66	4,031.	4,031.	12,666.
PORTLAND GENERAL ELECTRIC CO	10,666.	8,984.	10,707.
PRINCIPAL FINANCIAL GROUP INC	3,045.		

FORM 990PF, PART II - CORPORATE STOCK

=====

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
UDR INC	7,490.	5,873.	5,863.
ABBVIE INC		19,088.	26,871.
ALLIANCE DATA SYSTEMS CORP		15,581.	19,913.
AMEREN CORP		18,451.	19,631.
AMERICAN INTL GROUP INC		17,876.	21,009.
BAXTER INTL INC		17,624.	18,703.
BLACKROCK INC		5,072.	5,137.
BOEING CO		11,347.	12,293.
CF INDUSTRIES HOLDINGS INC		7,295.	6,003.
DARDEN RESTAURANTS INC		4,599.	5,048.
DEERE & CO		9,281.	8,125.
DISCOVER FINL SVCS		10,123.	10,957.
DOW CHEM CO		4,891.	4,826.
EXTRA SPACE STORAGE INC		10,260.	13,837.
FIFTH THIRD BANCORP		6,172.	5,957.
FOREST CITY ENTERPRISES INC		8,530.	8,418.
GILEAD SCIENCES INC		17,272.	16,919.
GOOGLE INC		11,566.	13,206.
GREEN MTN COFFEE ROASTERS INC		10,271.	13,539.
HESS CORP		19,280.	21,942.
M D U RES GROUP INC		19,811.	20,728.
METLIFE INC		6,908.	9,152.
NOBLE ENERGY INC		19,507.	20,414.
NV ENERGY INC		7,036.	8,915.
PROLOGIS INC		3,524.	3,772.
RAYONIER INC		5,653.	5,539.
REALOGY HOLDINGS CORP		6,175.	6,726.
SUPERIOR ENERGY SVCS INC		21,194.	21,011.
SYMANTEC CORP		25,210.	23,379.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV ----
VANTIV INC		7,167.	8,556.
WEYERHAEUSER CO		4,273.	4,558.
B N P PARIBAS SA ADR		3,684.	4,403.
CIE FINANCIERE RICH ADR		2,393.	2,652.
CREDIT SUISSE GROUP ADR		4,166.	3,704.
EATON CORP PLC		14,025.	17,769.
INGERSOLL RAND PLC		10,190.	9,994.
NIPPON TELEGRAPH TELE ADR		2,610.	2,861.
PRUDENTIAL PLC ADR		2,349.	2,945.
SUNCOR ENERGY INC		1,874.	1,769.
TOTAL SA ADR		9,810.	9,740.
FRANKLIN INTER SM CP GRW ADV		19,000.	18,969.
HARDING LOEVNER INS EMERG MKT		50,000.	46,900.
SCHWAB INTERNATIONAL INDEX SE		37,210.	37,552.
TOTALS	1,497,674.	1,443,864.	1,835,410.

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FORM 990PF, PART II - CORPORATE BONDS
=====

DESCRIPTION -----	BEGINNING BOOK VALUE -----	ENDING BOOK VALUE -----	ENDING FMV -----
CINC GAS & ELECTRIC 5.7	50,209.		
MORGAN STANLEY GLOBAL 5.3	49,338.		
KEY BANK NA MTN 5.8	50,397.	50,398.	52,290.
CATERPILLAR FINL SVC CORP 4.75	46,607.	46,608.	53,301.
MERCK & CO INC	51,320.	51,320.	53,397.
BELLSOUTH CORP 5.200	50,944.	50,945.	55,939.
AMERICAN EXPRESS 7.000	47,307.	47,307.	60,154.
ALTRIA GROUP 9.700	51,567.	51,567.	66,471.
GENERAL ELECTRIC 5.500	49,951.	49,951.	56,375.
SHELL INTL 6.375	39,100.	39,100.	51,533.
	-----	-----	-----
TOTALS	486,740.	387,196.	449,460.
	=====	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT

REFUND	1,789.
PRIOR YEAR ACCRUED INCOME	4,629.

TOTAL	6,418.
	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

US BANK

ADDRESS:

P.O. BOX 3168

PORTLAND, OR 97208

TITLE:

AGENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

COMPENSATION 18,123.

OFFICER NAME:

ERIC H. I. HOFFMAN

ADDRESS:

3001 NW LURAY CIRCUS

PORTLAND, OR 97210

TITLE:

PRESIDENT

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

JEAN I. HOFFMAN

ADDRESS:

5290 S.W. LANDING SQUARE, #1

PORTLAND, OR 97201

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

KELSEY GREEN GROUT

ADDRESS:

2594 S.W. BUCKINGHAM

PORTLAND, OR 97201

TITLE:

SECRETARY

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

ALAN GREEN, JR.

ADDRESS:

1707 S.W. HAWTHORNE TERRACE

PORTLAND, OR 97201

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:

SALLY H. MILLER

ADDRESS:

1717 S.W. HIGHLAND ROAD

PORTLAND, OR 97221

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

TOTAL COMPENSATION:

18,123.

=====

AVERAGE MONTHLY FMV - 990PF, PART X, LINES 1a-1c
=====

MONTH -----	LINE 1a-FMV SECURITIES -----	LINE 1b-FMV CASH BALANCES -----	LINE 1c-FMV OTHER ASSETS -----
JANUARY	2,639,415.	121,347.	
FEBRUARY	2,663,305.	104,355.	
MARCH	2,591,179.	229,860.	
APRIL	2,590,761.	266,486.	
MAY	2,598,242.	221,218.	
JUNE	2,562,152.	217,259.	
JULY	2,698,649.	48,026.	
AUGUST	2,732,320.	46,433.	
SEPTEMBER	2,764,822.	60,467.	
OCTOBER	2,715,062.	73,909.	
NOVEMBER	2,656,082.	29,081.	
DECEMBER	2,564,746.	124,562.	
	-----	-----	-----
TOTAL	31,776,735.	1,543,003.	
	=====	=====	=====
AVERAGE FMV	2,648,061.	128,584.	
	=====	=====	=====

RECIPIENT NAME:

US BANK PCG - REBECCA BIBLEHEIMER

ADDRESS:

PO BOX 3168

PORTLAND, OR 97208

RECIPIENT'S PHONE NUMBER: 503-275-5923

FORM, INFORMATION AND MATERIALS:

CONTACT ABOVE

SUBMISSION DEADLINES:

CONTACT ABOVE

RESTRICTIONS OR LIMITATIONS ON AWARDS:

THE FOUNDATIO WILL MAKE GIFTS & GRANTS TO QUALIFIED CHARITABLE

ORGANIZATIONS (IRC SEC 501(C) (3) TWO TIMES A YEAR. THE BOARD OF

DIRECTORS WILL EVALUATE & DECIDE UPON ALL PROPOSALS PURSUANT TO POLICY

RECIPIENT NAME:
BIG BROTHERS BIG SISTERS
COLUMBIA NORTHWEST
ADDRESS:
1827 NE 44TH AVE, STE 100
PORTLAND, OR 97213
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
KEX KIDS FUNDS
ADDRESS:
4949 SW MACADAM AVE
PORTLAND, OR 97239
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
VISION & HEARING CARE
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
METROPOLITAN FAMILY SERVICES
ADDRESS:
1808 SE BELMONT ST
PORTLAND, OR 97214
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
MINDS MATTER OF CHICAGO
ADDRESS:
PO BOX 3149
CHICAGO, IL 60654
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
ECUMENICAL MINISTRIES OF
OREGON
ADDRESS:
0245 SW BANCROFT ST, STE B
PORTLAND, OR 97239
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,500.

RECIPIENT NAME:
CASA FOR CHILDREN
ADDRESS:
1401 NE 68TH AVE
PORTLAND, OR 97213
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
ALBERTINA KERR CENTERS
ADDRESS:
424 NE 22ND AVENUE
PORTLAND, OR 97232
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
OREGON CHILDREN'S FOUNDATION
ADDRESS:
101 SW MARKET ST
PORTLAND, OR 97212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
SMART
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
PORTLAND CENTER STAGE
ADDRESS:
128 NW 11TH
PORTLAND, OR 97209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
SISTERS OF THE ROAD, INC
ADDRESS:
618 NW DAVIS
PORTLAND, OR 97209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
STORE TO DOOR
ADDRESS:
PO BOX 4665
PORTLAND, OR 97208
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
OPERATING EXPENSES
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
BOYS & GIRLS AID SOCIETY OF OREGON
ADDRESS:
018 SW BOUNDARY COURT
PORTLAND, OR 97239
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
CAMP FIRE COLUMBIA
MARK BAYLIS
ADDRESS:
619 SW 11TH AVE, SUITE 234
PORTLAND, OR 97205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
GROWING GARDENS
ADDRESS:
2203 NE OREGON STREET
PORTLAND, OR 97232
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
PORTLAND YOUTH PHILHARMONIC ASSOC.
ADDRESS:
421 SW 6TH AVENUE, SUITE 820
PORTLAND, OR 97204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
YOUNG AUDIENCES OF OREGON
ADDRESS:
1220 SW MORRISON ST, STE 1000
PORTLAND, OR 97205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
IMPACT NORTHWEST
SUSAN STOLTENBERG
ADDRESS:
10055 E BURNSIDE ST
PORTLAND, OR 97216
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
CALDERA
ATTN: TRICIA SNELL
ADDRESS:
224 NW 13TH AVE, STE. 304
PORTLAND, OR 97204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
FRIENDS OF THE CHILDREN - PORTLAND
ADDRESS:
44 NE MORRIS
PORTLAND, OR 97212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
NEIGHBORHOOD HOUSE, INC.
MARI YERGER
ADDRESS:
7780 SW CAPITOL HWY
PORTLAND, OR 97219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBILC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
BRADLEY ANGEL HOUSE
ADDRESS:
5432 N ALBINA AVENUE
PORTLAND, OR 97217
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
LITERARY ARTS, INC.
ANDREW PROCTOR
ADDRESS:
925 SW WASHINGTON
PORTLAND, OR 97205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
METROPOLITAN YOUTH SYMPHONY
ADDRESS:
4800 SW MACADAM AVE, SUITE 105
PORTLAND, OR 97239
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
PACIFIC YOUTH CHOIR
ADDRESS:
1012 SW KIG AVE, SUITE 10
PORTLAND, OR 97205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
MACDONALD CENTER
ADDRESS:
605 NW COUCH STREET
PORTLAND, OR 97209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
CHESS FOR SUCCESS
ADDRESS:
2701 NW VAUGEN, SUITE 101
PORTLAND, OR 97232
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
ZIMMERMAN COMMUNITY CENTER
ADDRESS:
1542 NW 14TH AVE
PORTLAND, OR 97209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

RECIPIENT NAME:
THE DOUGY CENTER
LINDA MILES
ADDRESS:
3909 SE 52ND AVE
PORTLAND, OR 97206
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
NORTHWEST KIDNEY KIDS INC
BENAZ SHIDFAR
ADDRESS:
PO BOX 230075
PORTLAND, OR 97281
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
NORTHWEST DOCUMENTARY ARTS
AND MEDIA
ADDRESS:
115 SW ASH STREET, SUITE 620
PORTLAND, OR 97204
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 1,500.

RECIPIENT NAME:
DRESS FOR SUCCESS OF OREGON INC
ADDRESS:
1532 NE 37TH AVENUE
PORTLAND, OR 97215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
NORTHWEST CATHOLIC COUNSELING CENTE
ADDRESS:
8383 NE SANDY BLVC, SUITE 205
PORTLAND, OR 97220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
MUSEUM OF CONTEMPORARY CRAFT
ADDRESS:
724 NW DAVIS STREET
PORTLAND, OR 97209
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
BEINESTAR
ADDRESS:
220 SE 12TH AVE, STE A-100
HILLSBORO, OR 97123
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
PORTLAND YOUTH BUILDERS
ADDRESS:
4816 SE 92ND AVE
PORTLAND, OR 97266
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
WOAPE, INC
ADDRESS:
PO BOX 182
BRIGHTWOOD, OR 97011
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
HADLEY SCHOOL FOR THE BLIND
ADDRESS:
700 ELM STREET
WINNETKA, IL 60093
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
PORTLAND COMMUNITY COLLEGE
FOUNDATION
ADDRESS:
PO BOX 19000
PORTLAND, OR 97280
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
EDWARDS CENTER, INC
ADDRESS:
PO BOX 6269
PORTLAND, OR 97007
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
ROSE HAVEN
ADDRESS:
PO BOX 10405
PORTLAND, OR 97296
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
COMMUNITY TRANSITIONAL SCHOOL
ADDRESS:
5441 SE BELMONT
PORTLAND, OR 97215
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
JESUIT ALUMNI FOOD DRIVE
ADDRESS:
9000 SW BEAVERTON HILLSDALE HWY
PORTLAND, OR 97225
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
DE LA SALLE NORTH CATHOLIC
HIGH SCHOOL
ADDRESS:
7528 N FENWICK AVENUE
PORTLAND, OR 97217
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
MEALS ON WHEELS PEOPLE
JOAN SMITH
ADDRESS:
7710 SW 31ST AVENUE
PORTLAND, OR 97219
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 5,000.

RECIPIENT NAME:
FINANCIAL BEGINNINGS
ADDRESS:
7327 SW BARNES ROAD #213
PORTLAND, OR 97225
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
PROJECT LEMONADE, INC
KIRSTEN BRADY
ADDRESS:
PO BOX 96144
PORTLAND, OR 97296
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 3,000.

RECIPIENT NAME:
KINSHIP HOUSE
HEATHER JEFFERIES
ADDRESS:
1823 NE 8TH AVENUE
PORTLAND, OR 97212
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID 2,000.

TOTAL GRANTS PAID: 151,500.
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