Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

For calendar year 2012, or tax year beginning Aug 1 , 2012, and ending Jul 31 , 2013

Name of foundation: ROBERT HOAG RAWLINGS FOUNDATION

A Employer identification number: 84-1090907

Number and street (or P O box number if mail is not delivered to street address): 825 W. 6TH ST, P. O. BOX 36

Room/suite:

B Telephone number (see the instructions): (719) 544-3520

City or town: PUEBLO State: CO ZIP code: 81002-0036

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 ► ☐

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)* ► $ 3,092,839.

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

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

			(a) Revenue and expenses per books	**(b)** Net investment income	**(c)** Adjusted net income	**(d)** Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is not req to att Sch B				
	3	Interest on savings and temporary cash investments	16.	16.		
	4	Dividends and interest from securities	96,196.	96,196.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10				
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		11,448.		
	8	Net short-term capital gain			6,515.	
	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) See Line 11 Stmt	8,495.	-2,953.		
	12	**Total.** Add lines 1 through 11	104,707.	104,707.	6,515.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach sch) L-16b Stmt	1,550.	1,550.		
	c	Other prof fees (attach sch)				
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Line 18 Stmt	1,926.	108.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings	284.	284.		
	22	Printing and publications				
	23	Other expenses (attach schedule) See Line 23 Stmt	2,895.	2,895.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	6,655.	4,837.		
	25	Contributions, gifts, grants paid	127,674.			127,674.
	26	**Total expenses and disbursements.** Add lines 24 and 25	134,329.	4,837.		127,674.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-29,622.			
	b	**Net investment income** (if negative, enter -0-)		99,870.		
	c	**Adjusted net income** (if negative, enter -0-)			6,515.	

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Part II		Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	262.	951.	951.
	2	Savings and temporary cash investments	159,130.	165,285.	165,285.
	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 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) L-10b Stmt	2,529,008.	2,498,850.	2,876,878.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ►			
		Less accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule) L-13 Stmt	44,804.	38,496.	49,725.
	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)	2,733,204.	2,703,582.	3,092,839.
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	**Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,733,204.	2,703,582.	
	30	**Total net assets or fund balances** (see instructions)	2,733,204.	2,703,582.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,733,204.	2,703,582.	

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	2,733,204.
2	Enter amount from Part I, line 27a	2	-29,622.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	2,703,582.
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	2,703,582.

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)
1a	2000 CITIGROUP CAPITAL VII	P	07/19/01	04/16/13
b	4000 HARRIS PFD CAPITAL CORP	P	02/09/98	04/30/13
c	4000 AMERICAN INTERNATIONAL GROUP INC	P	05/31/07	06/17/13
d	160.514 CAPITAL INCOME BUILDER	P	07/27/05	07/16/13
e	See Columns (a) thru (d)			

	(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	100,000.		100,000.	0.
b	100,000.		99,173.	827.
c	100,000.		100,000.	0.
d	9,000.		8,864.	136.
e	See Columns (e) thru (h)		137,605.	10,485.

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

	(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	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				0.
b				827.
c				0.
d				136.
e	See Columns (i) thru (l)			10,485.

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 — 11,448.

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 — 6,515.

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	127,813.	2,626,892.	0.048656
2010	121,256.	2,632,086.	0.046068
2009	59,993.	2,352,083.	0.025506
2008	143,226.	2,023,285.	0.070789
2007	155,079.	3,009,865.	0.051524

2	**Total** of line 1, column (d)	2	0.242543
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	0.048509
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,916,325.
5	Multiply line 4 by line 3	5	141,468.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	999.
7	Add lines 5 and 6	7	142,467.
8	Enter qualifying distributions from Part XII, line 4	8	127,674.

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ► ☐ and enter 'N/A' on line 1 Date of ruling or determination letter: ________ **(attach copy of letter if necessary – see instrs)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	1,997.
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	1,997.
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	1,997.
6	Credits/Payments			
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 1,840.		
b	Exempt foreign organizations – tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	1,840.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►		9	157.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	0.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 0. **Refunded** ►		11	

Part VII-A Statements Regarding Activities

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

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► SCHMIDT VALENTINE WHITTEMORE & CO PC Telephone no ► (719) 543-2066

Located at ► 119 COLORADO AVENUE, PUEBLO, CO ZIP + 4 ► 81004-4213

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

and enter the amount of tax-exempt interest received or accrued during the year ► 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the foreign country ►			

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

			Yes	No
	File Form 4720 if any item is checked in the 'Yes' column, unless an exception applies.			
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? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1 b		X
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2 b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__			
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3 b		
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

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

5 a 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)? **5 b** ☐ ☐

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)

6 a 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? **6 b** X

If 'Yes' to 6b, file Form 8870

7 a 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? **7 b**

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
ROBERT H RAWLINGS 1401 RANCHO DEL SOL PUEBLO CO 81008	PRESIDENT 5.00	0.	0.	0.
MARY G RAWLINGS 20 COUNTRY CLUB VILLAGE PUEBLO CO 81008	VICE PRES 0.50	0.	0.	0.
DAVID B SHAW 3234 SHALIMAR TERRACE PUEBLO CO 81008	SECRETARY 1.00	0.	0.	0.
See Information about Officers, Directors, Trustees, Etc		0.	0.	284.

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 ► None

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 ►		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	0.
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	
2	
All other program-related investments. See instructions 3	
Total. Add lines 1 through 3 ►	

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		1 a	2,798,590.
b	Average of monthly cash balances		1 b	162,146.
c	Fair market value of all other assets (see instructions)		1 c	
d	**Total** (add lines 1a, b, and c)		1 d	2,960,736.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e		
2	Acquisition indebtedness applicable to line 1 assets		2	
3	Subtract line 2 from line 1d		3	2,960,736.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	44,411.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	2,916,325.
6	**Minimum investment return.** Enter 5% of line 5		6	145,816.

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	145,816.
2 a	Tax on investment income for 2012 from Part VI, line 5	2 a	1,997.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2 b			
c	Add lines 2a and 2b			2 c	1,997.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	143,819.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	143,819.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	143,819.

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	1 a	127,674.
b	Program-related investments — total from Part IX-B	1 b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3 a	
b	Cash distribution test (attach the required schedule)	3 b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	127,674.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	127,674.

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					143,819.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				17,585.	
b Total for prior years 20 ___ , 20 ___ , 20 ___					
3 Excess distributions carryover, if any, to 2012:					
a From 2007	0.				
b From 2008	0.				
c From 2009	0.				
d From 2010	0.				
e From 2011	0.				
f **Total** of lines 3a through e		0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 127,674.					
a Applied to 2011, but not more than line 2a				17,585.	
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2012 distributable amount					110,089.
e Remaining amount distributed out of corpus		0.			
5 Excess distributions carryover applied to 2012 (*If an amount appears in column (d), the same amount must be shown in column (a).*)					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		0.			
b Prior years' undistributed income Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions			0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					33,730.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		0.			
10 Analysis of line 9					
a Excess from 2008	0.				
b Excess from 2009	0.				
c Excess from 2010	0.				
d Excess from 2011	0.				
e Excess from 2012	0.				

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

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

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

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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))

ROBERT H. RAWLINGS

HELENE C MONBERG TRUST

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

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

TRACEY MATTOON-AMOS
P O BOX 36
PUEBLO CO 81002-0036 (719) 544-3520

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

BY LETTER EXPLAINING PURPOSE, AMOUNT OF REQUEST AND SUPPORTING INFORMATION

c Any submission deadlines

BY EARLY NOVEMBER OR EARLY MAY

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

GENERALLY LIMITED TO THE SOUTHERN COLORADO AREA

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ADAMS STATE COLLEGE FOUNDATION 208 EDGEMONT BLVD ALAMOSA CO 81102		PUBLIC	SCHOLARSHIPS	4,000.
ALAMOSA HIGH SCHOOL 805 CRAFT AVENUE ALAMOSA CO 81101		PUBLIC	JOURNALISM PROGRAM EQUIP & NEWSPAPERS	510.
BOYS & GIRLS CLUB OF CHAFFEE COUNTY P O BOX 1430 SALIDA CO 81201		PUBLIC	SUPPORT OF CHILDREN INVOLVED IN PROGRAMS	3,000.
BOYS & GIRLS CLUB OF THE SAN LUIS VALLEY P O BOX 1032 ALAMOSA CO 81101		PUBLIC	SUPPORT OF CHILDREN INVOLVED IN PROGRAMS	3,000.
BOYS & GIRLS CLUB OF FREMONT COUNTY P O BOX 1537 CANON CITY CO 80906		PUBLIC	SUPPORT OF CHILDREN INVOLVED IN PROGRAMS	3,000.
CENTER FOR AMERICAN VALUES 101 S MAIN ST, STE 100 PUEBLO CO 81003		PUBLIC	GENERAL OPERATING SUPPORT	18,000.
CENTRAL HIGH SCHOOL 216 E ORMAN AVE PUEBLO CO 81004		PUBLIC	JOURNALISM PROGRAM EQUIP & NEWSPAPERS	1,332.
COLORADO STATE UNIV-PUEBLO FOUNDATION 2200 BONFORTE BLVD PUEBLO, CO 81001		PUBLIC	SCHOLARSHIPS	21,000.
COLORADO STATE UNIV-PUEBLO FOUNDATION 2200 BONFORTE BLVD PUEBLO CO 81001		PUBLIC	CAPITAL CAMPAIGN FOR IMPROVEMENTS	13,000.
See Line 3a statement				60,832.
Total			► 3a	127,674.
b Approved for future payment				
COLORADO STATE UNIVERSITY-PUEBLO FOUNDATION 2200 BONFORTE BLVD PUEBLO CO 81001		PUBLIC	CAPITAL CAMPAIGN FOR IMPROVEMENTS	26,000.
PUEBLO HOME OF HEROES ASSOCIATION P O BOX 36 PUEBLO CO 81002		PUBLIC	EXPANSION OF MEDAL OF HONOR DISPLAY	30,000.
Total			► 3b	56,000.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion 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			14	16.	
4 Dividends and interest from securities			14	96,196.	
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	11,448.	
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)				107,660.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 107,660.

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

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

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

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If 'Yes,' complete the following schedule

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

RH Rawlings 12/6/13 ▶ Publisher PRESIDENT

Signature of officer or trustee — Date — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Virginia D. Whittemore	Virginia D Whittemore	12/05/13		P00014156

Firm's name ▶ Schmidt, Valentine, Whittemore & Co. P.C. Firm's EIN ▶ 84-0612359

Firm's address ▶ 119 Colorado Avenue
Pueblo CO 81004 Phone no (719) 543-2066

Form 990-PF, Page 1, Part I, Line 11

Line 11 Stmt

Other income.	Rev/Exp Book	Net Inv Inc	Adj Net Inc
NET CAPITAL GAIN	11,448.		
PARTNERSHIP INCOME (LOSS)	-2,953.	-2,953.	
Total	8,495.	-2,953.	

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
EXCISE	1,818.			
FOREIGN	108.	108.		
Total	1,926.	108.		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses.	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
OFFICE & MISCELLANEOUS	176.	176.		
INVESTMENT MANAGEMENT FEES	2,719.	2,719.		
Total	2,895.	2,895.		

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (a) thru (d)

(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)
2130 PRUDENTIAL FINANCIAL 6%	P	12/17/03	08/03/12
SCHEDULE ATTACHED-I	P	06/20/12	12/21/12
SCHEDULE ATTACHED-II	P	06/20/12	03/12/13
329 BRISTOL MYERS SQUIBB CO	P	06/20/12	06/28/13
3 CENTURYLINK INC	P	06/20/12	06/28/13
11 ENTERPRISE PRODUCTS PARTNERS LP	P	06/20/12	06/28/13
7 ENERGY TRANSFER PARTNERS LP	P	03/21/13	06/28/13
4 HEALTH CARE REIT INC	P	12/21/12	06/28/13
33 LORILLARD INC	P	06/20/12	06/28/13
19 LOCKEED MARTIN CORP	P	12/21/12	06/28/13
17 MERCK & CO INC	P	06/20/12	06/28/13
2 PLAINS ALL AMERICAN PIPELINE LP	P	06/20/12	06/28/13

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (e) thru (h)

(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)
53,250.		53,250.	0.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income Continued

Columns (e) thru (h)

(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)
30,779.		29,046.	1,733.
43,352.		38,888.	4,464.
14,901.		11,341.	3,560.
107.		117.	-10.
679.		468.	211.
354.		339.	15.
268.		242.	26.
1,442.		1,408.	34.
2,044.		1,767.	277.
802.		666.	136.
112.		73.	39.
Total		137,605.	10,485.

Form 990-PF, Part IV, Capital Gains and Losses for Tax on Investment Income

Columns (i) thru (l)

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	
			0.
			1,733.
			4,464.
			3,560.
			-10.
			211.
			15.
			26.
			34.
			277.
			136.
			39.
Total			10,485.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person ☐ Business ☐ BOB D WERTZ 45 LEHIGH AVE PUEBLO CO 81005	DIRECTOR 1.00	0.	0.	0.
Person ☒ Business ☐ DAVID CARDINAL 140 E SADDLEWOOD PUEBLO WEST CO 81007	DIRECTOR 1.00	0.	0.	284.
Person ☒ Business ☐ ROBERT RAWLINGS, JR 158 SANTA CLARA BRISBANE CA 94005	DIRECTOR 0.50	0.	0.	0.
Person ☒ Business ☐ JANE RAWLINGS 624 DITTMER AVE PUEBLO CO 81005	TREASURER 5.00	0.	0.	0.
Person ☒ Business ☐ JOHN G RAWLINGS 569 E AVENUE #C CORONADO CA 92118	DIRECTOR 0.50	0.	0.	0.
Person ☒ Business ☐ CAROLYN TEMPLE 2721 MESA AVE DURANGO CO 81301	DIRECTOR 0.50	0.	0.	0.
Total		0.	0.	284.

Form 990-PF, Page 11, Part XV, line 3a

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
COTOPAXI HIGH SCHOOL 345 COUNTY ROAD 12 COTOPAXI CO 81223		PUBLIC	JOURNALISM PROGRAM EQUIP & NEWSPAPERS	Person or ☐ Business ☒ 1,373.
CROWLEY COUNTY HIGH SCHOOL 602 MAIN ST ORDWAY CO 81063		PUBLIC	JOURNALISM PROGRAM EQUIP & NEWSPAPERS	Person or ☐ Business ☒ 1,413.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
DOLORES HUERTA PREP HIGH SCHOOL 2727 W 18TH ST PUEBLO CO 81003		PUBLIC	JOURNALISM PROGRAM EQUIPMENT	Person or ☐ Business ☒ 1,001.
FLORENCE HIGH SCHOOL 2006 HWY 67 FLORENCE CO 81226		PUBLIC	JOURNALISM PROGRAM EQUIP & NEWSPAPERS	Person or ☐ Business ☒ 1,235.
JOHN MALL HIGH SCHOOL 355 W PINE STREET WALSENBURG CO 81089		PUBLIC	JOURNALISM PROGRAM EQUIPMENT	Person or ☐ Business ☒ 1,253.
LA JUNTA HIGH SCHOOL 1817 SMITHLAND AVE LA JUNTA CO 81050		PUBLIC	JOURNALISM PROGRAM EQUIPMENT	Person or ☐ Business ☒ 1,169.
LAMAR COMMUNITY COLLEGE FND 2401 S. MAIN LAMAR CO 81052		PUBLIC	SCHOLARSHIPS	Person or ☐ Business ☒ 4,000.
LAMAR HIGH SCHOOL 1900 S 11TH LAMAR CO 81052		PUBLIC	JOURNALISM PROGRAM EQUIPMENT	Person or ☐ Business ☒ 1,170.
OTERO COMMUNITY COLLEGE FOUNDATION 1802 COLORADO LA JUNTA CO 81050		PUBLIC	SCHOLARSHIPS	Person or ☐ Business ☒ 4,000.
PIONEER HISTORICAL SOCIETY OF BENT COUNTY P O BOX 68 LAS ANIMAS CO 81054		PUBLIC	AIR CONDITIONING AND SIGNAGE	Person or ☐ Business ☒ 10,100.
PUEBLO CITY-COUNTY LIBRARY DISTRICT 100 E ABRIENDO AVENUE PUEBLO CO 81004		PUBLIC	INFOZONE MUSEUM IMPROVEMENTS	Person or ☐ Business ☒ 10,000.
PUEBLO COMMUNITY COLLEGE FOUNDATION 900 W ORMAN PUEBLO CO 81004		PUBLIC	SCHOLARSHIPS	Person or ☐ Business ☒ 8,000.
PUEBLO COUNTY HIGH SCHOOL 35 LANE & HWY 50 E VINELAND CO 81006		PUBLIC	JOURNALISM PROGRAM EQUIP & NEWSPAPERS	Person or ☐ Business ☒ 1,117.
SALIDA HIGH SCHOOL 905 D ST SALIDA CO 81201		PUBLIC	JOURNALISM PROGRAM EQUIPMENT	Person or ☐ Business ☒ 624.
SARGENT HIGH SCHOOL 7090 NORTH ROAD 2 EAST MONTE VISTA CO 81144		PUBLIC	JOURNALISM PROGRAM EQUIP & NEWSPAPERS	Person or ☐ Business ☒ 1,105.
SOUTH HIGH SCHOOL 1801 HOLLYWOOD DR PUEBLO CO 81004		PUBLIC	JOURNALISM PROGRAM EQUIPMENT	Person or ☐ Business ☒ 811.
SOUTHERN COLORADO COMMUNITY FOUNDATION 121 W 1ST ST, STE 240 PUEBLO CO 81002		PUBLIC	GENERAL OPERATIONS	Person or ☐ Business ☒ 7,500.

Form 990-PF, Page 11, Part XV, line 3a Continued

Line 3a statement

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Person or Business Checkbox Amount
a *Paid during the year*				
TRINIDAD STATE JR COLLEGE EDUCATIONAL FND 600 PROSPECT ST TRINIDAD CO 81082		PUBLIC	SCHOLARSHIPS	Person or ☐ Business ☒ 4,000.
WILEY HIGH SCHOOL BOX 247 WILEY CO 81092		PUBLIC	JOURNALISM PROGRAM EQUIPMENT	Person or ☐ Business ☒ 961.
Total				60,832.

Form 990-PF, Page 1, Part I

Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SCHMIDT VALENTINE WH	BOOKKEEPING & FORM 990	1,550.	1,550.		
Total		1,550.	1,550.		

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	Fair Market Value
ALTRIA GROUP INC 353 SHS	11,942.	12,376.
ANNALY CAPITAL MANAGEMENT INC 988 SHS	15,679.	11,777.
BANK OF AMERICA CORP 2000 SHS	56,125.	29,200.
BANK OF AMERICA CORP DEP 1000 SHS	25,000.	25,000.
BANK OF MONTREAL 216 SHS	11,924.	13,418.
BANK OF NOVIS SCOTIA 233 SHS	13,652.	13,141.
BB&T CORPORATION 5.2% 2000 SHS	50,000.	45,020.
BCE INC NEW 313 SHS	12,756.	12,924.
BRISTOL MYERS SQUIBB 2000 SHS	54,211.	86,480.
CAPITAL INCOME BUILDER 10434.369 SHS	609,153.	585,994.
CAPITAL ONE FINANCIAL CORP 4.7% 1800 SHS	45,000.	43,632.
CENTURYLINK INC 356 SHS	13,625.	12,763.
CHEVRON CORP 1906 SHS	74,795.	239,946.
CITIGROUP INC 200 SHS	100,134.	10,428.
COCA COLA CO 1600 SHS	43,850.	64,128.
COLGATE-PALMOLIVE CO 2000 SHS	55,341.	119,740.

Form 990-PF, Page 2, Part II, Line 10b Continued
L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year Book Value	End of Year Fair Market Value
DARDEN RESTAURANTS INC 249 SHS	12,621.	12,213.
DIAMOND OFFSHORE DRILLING 181 SHS	11,122.	12,207.
DOMINION RESOURCES INC VA 221 SHS	11,977.	13,107.
DOW CHEMICAL COMPANY 1000 SHS	41,258.	35,040.
ELI LILLY & CO 253 SHS	10,853.	13,437.
EXXON MOBIL CORP 1800 SHS	55,753.	168,750.
FIRSTENERGY CORP 339 SHS	15,605.	12,906.
GENERAL ELECTRIC CAPITAL CORP 2000 SHS	44,766.	42,240.
GENERAL ELECTRIC COMPANY 2000 SHS	32,875.	48,740.
HEALTH CARE REIT INC 187 SHS	11,329.	12,060.
HOME DEPOT INC 1000 SHS	52,782.	79,030.
INTEL CORP 2000 SHS	73,914.	46,670.
LOCKHEED MARTIN CORPORATION 117 SHS	10,848.	14,054.
LORILLARD INC 288 SHS	12,073.	12,249.
MEDTRONIC INC 2000 SHS	102,664.	110,480.
MERCK & CO INC 266 SHS	10,483.	12,813.
MICROCHIP TECHNOLOGY INC 339 SHS	11,009.	13,472.
NATIONAL RETAIL PROPERTIES INC 362 SHS	9,903.	12,666.
PACCAR INC 1500 SHS	79,468.	84,405.
PROCTOR & GAMBLE CO 1000 SHS	54,678.	80,300.
PROTECTIVE LIFE CORP 1800 SHS	45,000.	44,766.
RBS CAPITAL FUNDING TRUST V11 5000 SHS	121,872.	99,100.
TEMPLETON GROWTH FUND 17562.745 SHS	366,256.	394,986.
WELLS FARGO & CO 3000 SHS	58,688.	130,500.
WELLS FARGO & CO 5.25% 2000 SHS	47,866.	44,720.
Total	2,498,850.	2,876,878.

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	End of Year Fair Market Value
ENERGY TRANSFER PARTNERS LP 249 UNITS	12,060.	12,963.
ENTERPRISE PRODUCTS PARTNERS LP 204 UNITS	8,687.	12,654.
KINDER MORGAN ENERGY PARTNERS LP 147 UNITS	9,532.	12,129.
PLAINS ALL AMERICAN PIPELINE LP 225 UNITS	8,217.	11,979.
Total	38,496.	49,725.

CONSULTING SOLUTIONS ACCOUNT STATEMENT

84-1090907

SCHEDULE I

SCHEDULE OF REALIZED GAINS AND LOSSES

	THIS YEAR
Total Realized Gain or Loss	1,732.90
Short-term	1,732.90
Long-term	0.00

QUANTITY	DESCRIPTION	SYMBOL	OPEN DATE	NET COST	CLOSE DATE	NET PROCEEDS	REALIZED GAIN/LOSS
Short Term							
314 000	AT&T INC	T	06/20/12	11,143.55	12/21/12	10,533.96	-609 59
16 000	BANK OF MONTREAL	BMO	06/20/12	871.65	12/21/12	977.21	105 56
5.000	BCE INC NEW	BCE	06/20/12	203.39	12/21/12	214.29	10.90
603.000	CBL & ASSOCIATES PROPERTIES INC	CBL	06/20/12	11,112.69	12/21/12	12,566.65	1,453.96
20 000	DIAMOND OFFSHORE DRILLING INC	DO	06/20/12	1,214.10	12/21/12	1,378.49	164.39
29.000	ELI LILLY & CO	LLY	06/20/12	1,219.41	12/21/12	1,422.48	203.07
8.000	H J HEINZ CO	HNZ	06/20/12	433.59	12/21/12	470.38	36 79
1.000	KINDER MORGAN ENERGY PARTNERS LP-UNITS LTD PARTNERSHIP INT	KMP	06/20/12	76.57	12/21/12	79.54	2.97
11.000	MERCK & CO INC NEW	MRK	06/20/12	431.07	12/21/12	460.33	29.26
39.000	NATIONAL RETAIL PROPERTIES INC	NNN	06/20/12	1,064.66	12/21/12	1,214 96	150.30
32.000	PLAINS ALL AMERICAN PIPELINE L P UNIT LTD PARTNERSHIP INT	PAA	06/20/12	1,274 94	12/21/12	1,460.23	185.29
Short Term Subtotal							1,732.90
TOTAL REALIZED GAIN OR LOSS				29,045.62		30,778.52	1,732.90

RBC Wealth Management

A division of RBC Capital Markets, LLC, Member NYSE/FINRA/SIPC.

SCHEDULE II

CONSULTING SOLUTIONS ACCOUNT STATEMENT

84-1090907

SALES

DATE	DESCRIPTION	QUANTITY	PRICE	NET PROCEEDS/ ACCRUED INTEREST	NET COST*	REALIZED GAIN/LOSS*	COMMENTS
03/12/13	BRISTOL MYERS SQUIBB CO SOLICITED WE MAKE A MKT IN THIS SECURITY	-25.000	$37.899	$947.44	$867.71	$79.73	
03/12/13	ENTERPRISE PRODUCTS PARTNERS LP SOLICITED WE MAKE A MKT IN THIS SECURITY SOLD PURSUANT TO REGISTRATION STATEMENT/PROSPECTUS AVAILABLE	-13.000	$57.300	$744.88	$641.26	$103.62	
03/12/13	H J HEINZ CO SOLICITED WE MAKE A MKT IN THIS SECURITY	-194.000	$72.498	$14,064.31	$10,514.51	$3,549.80	
03/12/13	ELI LILLY & CO SOLICITED WE MAKE A MKT IN THIS SECURITY	-10.000	$55.145	$551.43	$420.49	$130.94	
03/12/13	MICROCHIP TECHNOLOGY INC SOLICITED WE MAKE A MKT IN THIS SECURITY	-19.000	$36.802	$699.22	$615.64	$83.58	
03/12/13	NATIONAL RETAIL PROPERTIES INC SOLICITED WE MAKE A MKT IN THIS SECURITY	-17.000	$34.879	$592.91	$461.69	$131.22	
03/12/13	PLAINS ALL AMERICAN PIPELINE L P UNIT LTD PARTNERSHIP INT SOLICITED WE MAKE A MKT IN THIS SECURITY	-23.000	$54.058	$1,243.31	$916.36	$326.95	
03/21/13	ROYAL DUTCH SHELL PLC SPONSORED ADR REPSTG B SHS SOLICITED WE MAKE A MKT IN THIS SECURITY	-181.000	$67.003	$12,127.17	$12,680.82	-$553.65	
03/21/13	WILLIAMS PARTNERS L P COM UNIT LTD PARTNERSHIP INT SOLICITED WE MAKE A MKT IN THIS SECURITY SOLD PURSUANT TO REGISTRATION STATEMENT/PROSPECTUS AVAILABLE	-252.000	$49.135	$12,381.64	$ 11,769.51	612.13	
TOTAL SALES				$43,352.31	$38,887.98	$ 4,464.33	