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 10/01 **, 2012, and ending** 9/30 **, 2013**

DeFalco Family Foundation Inc.
401 B Street #1530
San Diego, CA 92101-4238

A Employer identification number
33-0526533

B Telephone number (see the instructions)
(619) 235-6800

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)* ► $ 6,974,312.

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	5,193.	5,193.	5,193.	
	4	Dividends and interest from securities	218,197.	218,197.	218,197.	
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	211,347.			
	b	Gross sales price for all assets on line 6a 504,934.				
	7	Capital gain net income (from Part IV, line 2)		211,347.		
	8	Net short-term capital gain				
	9	Income modifications			8,100.	
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit/(loss) (att sch)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	434,737.	434,737.	231,490.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	39,000.	17,250.		21,750.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See St 1	2,736.	2,736.		
	b	Accounting fees (attach sch) See St 2	14,044.	14,044.		
	c	Other prof fees (attach sch) See St 3	34,121.	34,121.		
	17	Interest				
	18	Taxes (attach schedule)(see instrs) See Stm 4	8,616.	8,616.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 5	7,994.	2,994.	5,000.	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	106,511.	79,761.	5,000.	21,750.
	25	Contributions, gifts, grants paid Part XV	397,600.			397,600.
	26	**Total expenses and disbursements.** Add lines 24 and 25	504,111.	79,761.	5,000.	419,350.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-69,374.			
	b	**Net investment income** (if negative, enter -0-)		354,976.		
	c	**Adjusted net income** (if negative, enter -0-)			226,490.	

314 23

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	334,162.	196,259.	196,259.
	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 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) Statement 6	128,919.	62,928.	62,928.
	b	Investments — corporate stock (attach schedule) Statement 7	2,109,224.	2,242,866.	2,242,866.
	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) Statement 8	3,916,928.	4,472,259.	4,472,259.
	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)	6,489,233.	6,974,312.	6,974,312.
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)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	6,489,233.	6,974,312.	
	30	**Total net assets or fund balances** (see instructions)	6,489,233.	6,974,312.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	6,489,233.	6,974,312.	

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	6,489,233.
2	Enter amount from Part I, line 27a	2	-69,374.
3	Other increases not included in line 2 (itemize) ► See Statement 9	3	554,453.
4	Add lines 1, 2, and 3	4	6,974,312.
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	6,974,312.

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)
1 a	See Statement 10			
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				
b				
c				
d				
e				

	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	
a				
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**	211,347.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	**3**	0.

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	**(b)** Adjusted qualifying distributions	**(c)** Net value of noncharitable-use assets	**(d)** Distribution ratio (column (b) divided by column (c))
2011	331,922.	6,297,222.	0.052709
2010	446,842.	6,711,701.	0.066577
2009	407,690.	6,286,209.	0.064855
2008	324,411.	5,509,813.	0.058879
2007	435,709.	7,636,766.	0.057054

2	**Total** of line 1, column (d)	**2**	0.300074
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**	0.060015
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	**4**	6,772,922.
5	Multiply line 4 by line 3	**5**	406,477.
6	Enter 1% of net investment income (1% of Part I, line 27b)	**6**	3,550.
7	Add lines 5 and 6	**7**	410,027.
8	Enter qualifying distributions from Part XII, line 4	**8**	419,350.

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	3,550.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	0.
3	Add lines 1 and 2			3	3,550.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	3,550.
6	Credits/Payments:				
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	6,000.		
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	6,000.
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	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	2,450.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ►	2,450.	**Refunded** ►	11	0.

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?	1 a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		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*	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	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		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?	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) ► CA			
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)*

		Yes	No
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 ► Santina J. DeFalco Telephone no. ► (619) 235-6800

Located at ► c/o 401 B Street, #1530 San Diego CA ZIP + 4 ► 92101-4238

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

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

		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

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

				Yes	No
1 a During the year did the foundation (either directly or indirectly).					
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ 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	N/A	
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	N/A	
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ► 20__ , 20__ , 20__ , 20__					
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	N/A	
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?			4 a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?			4 b		X

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

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

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

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

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

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

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

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ► ☐

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

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? N/A **7b**

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Darrell F. Johnson 3723 Moosetrail NW Gig Harbor, WA 98335	Secretary 0	3,000.	0.	0.
David A. Johnson 4931 Geiger Rd. SE Port Orchard, WA 98367	Treasurer 0	3,000.	0.	0.
Santina J. DeFalco 5223 Old Stump Dr. N.W. Gig Harbor, WA 98332	President 0	30,000.	0.	0.
Victoria J. Shrewsbury 5530 E Clinton Street Scottsdale, AZ 85254	Vice Preside 0	3,000.	0.	0.

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

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

Total number of other employees paid over $50,000 ► 0

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

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

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

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	6,584,440.
b	Average of monthly cash balances		1 b	291,623.
c	Fair market value of all other assets (see instructions)		1 c	
d	**Total** (add lines 1a, b, and c)		1 d	6,876,063.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e 0.		
2	Acquisition indebtedness applicable to line 1 assets		2	0.
3	Subtract line 2 from line 1d		3	6,876,063.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)		4	103,141.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4		5	6,772,922.
6	**Minimum investment return.** Enter 5% of line 5		6	338,646.

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	338,646.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 3,550.		
b	Income tax for 2012. (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	3,550.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	335,096.
4	Recoveries of amounts treated as qualifying distributions		4	8,100.
5	Add lines 3 and 4		5	343,196.
6	Deduction from distributable amount (see instructions)		6	8,100.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1		7	335,096.

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	419,350.
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	419,350.
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	3,550.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	415,800.

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					335,096.
2 Undistributed income, if any, as of the end of 2012:					
a Enter amount for 2011 only				0.	
b Total for prior years: 20 ___, 20 ___, 20 ___			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007	50,953.				
b From 2008	44,098.				
c From 2009	91,696.				
d From 2010	122,931.				
e From 2011	24,607.				
f **Total** of lines 3a through e		334,285.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 419,350.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required – see instructions)			0.		
c Treated as distributions out of corpus (Election required – see instructions)		0.			
d Applied to 2012 distributable amount					335,096.
e Remaining amount distributed out of corpus		84,254.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*		0.			0.
6 **Enter the net total of each column as indicated below:**					
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		418,539.			
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			0.		
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					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		50,953.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		367,586.			
10 Analysis of line 9					
a Excess from 2008	44,098.				
b Excess from 2009	91,696.				
c Excess from 2010	122,931.				
d Excess from 2011	24,607.				
e Excess from 2012	84,254.				

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**
2 a 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).)

None

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

None

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:

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

c Any submission deadlines:

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

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
See Statement 11				
Total			► **3a**	397,600.
b *Approved for future payment*				
Total			► **3b**	

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	5,193.	
4 Dividends and interest from securities			14	218,197.	
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					211,347.
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)				223,390.	211,347.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 434,737.

(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)
N/A	

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
N/A			

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
N/A		

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

✓ Santina d DeFalco | Dec. 2 2013 ✓ 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
Mark E. Haack, JD, LL.M		11/18/13		P00007600

Firm's name ► Haack & Co Intl Tax and Bus. Consulting, Inc.

Firm's EIN ► 20-2598160

Firm's address ► 610 India Street
San Diego, CA 92101

Phone no (619) 544-1985

Statement 5
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Check replacement for 2011 contribution	$ 5,000.		$ 5,000.	
Dues and Subscriptions	150.	$ 150.		
Insurance	2,018.	2,018.		
Office Expense	802.	802.		
[illegible]	24.	24.		
Total	$ 7,994.	$ 2,994.	$ 5,000.	$ 0.

Statement 6
Form 990-PF, Part II, Line 10a
Investments - U.S. and State Government Obligations

U.S. Government Obligations	Valuation Method	Book Value	Fair Market Value
U.S. Treasury Notes	Mkt Val	$ 62,928.	$ 62,928.
		$ 62,928.	$ 62,928.
Total		$ 62,928.	$ 62,928.

Statement 7
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
280 shs Abbott Laboratories	Mkt Val	$ 9,293.	$ 9,293.
51 shs Alleghany Corp (sold 6/18/13)	Mkt Val	0.	0.
275 shs Baxter International	Mkt Val	18,065.	18,065.
600 shs Bristol-Myers Squibb Co	Mkt Val	27,768.	27,768.
445 shs JP Morgan Chase	Mkt Val	23,002.	23,002.
165 shs Clorox Corp (sold 8/21/13)	Mkt Val	0.	0.
630 shs Coca-Cola Company	Mkt Val	23,864.	23,864.
270 shs Exxon-Mobil Corporation	Mkt Val	23,231.	23,231.
700 shs Hewlett-Packard Company	Mkt Val	14,693.	14,693.
220 shs Kimberly Clark Corporation	Mkt Val	20,728.	20,728.
250 shs McGraw-Hill Companies	Mkt Val	16,398.	16,398.
460 shs Merck & Company Inc	Mkt Val	21,900.	21,900.
830 shs Microsoft Inc	Mkt Val	27,622.	27,622.
100 shs Precision Castparts (sold 8/13)	Mkt Val	0.	0.
205 shs Costco Wholesale Inc	Mkt Val	23,610.	23,610.
410 shs Marathon Oil Corp	Mkt Val	14,301.	14,301.
255 shs Berkshire Hathaway B	Mkt Val	28,945.	28,945.
435 shs Home Depot Inc	Mkt Val	32,995.	32,995.
845 shs Intel	Mkt Val	19,368.	19,368.
165 shs FedEx Corporation	Mkt Val	18,828.	18,828.
185 shs Amgen	Mkt Val	20,706.	20,706.
375 shs Johnson & Johnson	Mkt Val	32,509.	32,509.

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	$ 2,736.	$ 2,736.		
Total	$ 2,736.	$ 2,736.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting	$ 14,044.	$ 14,044.		
Total	$ 14,044.	$ 14,044.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Managment/Advisor	$ 34,121.	$ 34,121.		
Total	$ 34,121.	$ 34,121.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Foreign Tax Paid	$ 163.	$ 163.		
Net Federal Taxes Paid (Refunded)	8,463.	8,463.		
Net State Taxes Paid (Refunded)	-10.	-10.		
Total	$ 8,616.	$ 8,616.	$ 0.	$ 0.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
470 shs Medtronic Inc	Mkt Val	$ 25,027.	$ 25,027.
990 shs Cisco Systems	Mkt Val	23,197.	23,197.
275 shs Wal-Mart Stores Inc	Mkt Val	20,339.	20,339.
185 shs Chevron Corp	Mkt Val	22,478.	22,478.
280 shs Schlumberger Ltd.	Mkt Val	24,741.	24,741.
105 shs IBM	Mkt Val	19,444.	19,444.
335 shs Qualcomm Corporation	Mkt Val	22,552.	22,552.
380 shs AT&T, Inc.	Mkt Val	12,852.	12,852.
275 shs McDonald's Corporation	Mkt Val	26,458.	26,458.
270 shs State Street Corporation	Mkt Val	17,753.	17,753.
305 shs DJ Utilities ETF	Mkt Val	28,636.	28,636.
245 shs Prudential Financial	Mkt Val	19,105.	19,105.
270 shs Emerson Electric Co	Mkt Val	17,469.	17,469.
800 shs General Electric Co	Mkt Val	19,112.	19,112.
265 shs Illinois Tool Works	Mkt Val	20,212.	20,212.
300 shs ConocoPhillips	Mkt Val	20,853.	20,853.
460 shs Adobe Systems Inc	Mkt Val	23,892.	23,892.
750 shs Applied Materials	Mkt Val	13,148.	13,148.
305 shs Auto Data Processing	Mkt Val	22,076.	22,076.
1,200 shs Dell Computer Corp	Mkt Val	16,501.	16,501.
610 shs Texas Instruments	Mkt Val	24,577.	24,577.
400 shs Colgate-Palmolive Co	Mkt Val	23,720.	23,720.
360 shs Sysco Corp (sold 3/7/13)	Mkt Val	0.	0.
545 shs Walt Disney Hold Co	Mkt Val	35,144.	35,144.
185 shs Monsanto Company	Mkt Val	19,308.	19,308.
220 shs Honeywell	Mkt Val	18,269.	18,269.
860 shs Comcast Special Class A	Mkt Val	37,281.	37,281.
191 shs Kraft Foods Grp	Mkt Val	10,024.	10,024.
800 shs Pfizer, Inc.	Mkt Val	22,980.	22,980.
600 shs Wells Fargo & Company	Mkt Val	24,792.	24,792.
955 shs Utilities SPDR	Mkt Val	35,687.	35,687.
260 shs Anadarko Petroleum	Mkt Val	24,177.	24,177.
350 shs Suncor Energy	Mkt Val	12,523.	12,523.
700 shs Basic Materials SPDR	Mkt Val	29,407.	29,407.
165 shs Caterpillar, Inc.	Mkt Val	13,761.	13,761.
200 shs United Tech Corporation	Mkt Val	21,564.	21,564.
485 shs Johnson Controls	Mkt Val	20,128.	20,128.
315 shs Walgreen Company	Mkt Val	16,947.	16,947.
220 shs Travelers	Mkt Val	18,649.	18,649.
800 shs DJ Communication ETF	Mkt Val	11,032.	11,032.
515 shs Time Warner	Mkt Val	33,892.	33,892.
175 shs 3M Company	Mkt Val	20,897.	20,897.
215 shs General Dynamics	Mkt Val	18,817.	18,817.
400 shs Target Corporation	Mkt Val	25,592.	25,592.
235 shs Pepsico Incorporated	Mkt Val	18,683.	18,683.
240 shs Procter & Gamble Company	Mkt Val	18,142.	18,142.
450 shs Eli Lilly & Company	Mkt Val	22,649.	22,649.
1,340 shs Bank of America Corporation	Mkt Val	18,492.	18,492.
105 shs Goldman Sachs	Mkt Val	16,612.	16,612.
54 shs Apple Computer	Mkt Val	25,745.	25,745.
370 shs eBay, Inc.	Mkt Val	20,644.	20,644.
500 shs Vanguard Telecom ETF	Mkt Val	40,385.	40,385.
230 shs American Express Co.	Mkt Val	17,370.	17,370.
200 shs Apache Corp.	Mkt Val	17,028.	17,028.
165 shs Royal Dutch Shell	Mkt Val	10,837.	10,837.

Statement 7 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
95 shs Amazon.com	Mkt Val	$ 29,701.	$ 29,701.
365 shs Yum Brands Inc	Mkt Val	26,057.	26,057.
485 shs Archer Daniels Mid	Mkt Val	17,867.	17,867.
350 shs CVS Caremark Corp	Mkt Val	19,863.	19,863.
320 shs General Mills	Mkt Val	15,334.	15,334.
180 shs Becton Dickinson (sold 3/7/13)	Mkt Val	0.	0.
395 shs UnitedHealth Group	Mkt Val	28,286.	28,286.
455 shs US Bancorp	Mkt Val	16,644.	16,644.
34 shs Google	Mkt Val	29,781.	29,781.
690 shs Oracle Corp	Mkt Val	22,887.	22,887.
135 shs Visa Inc.	Mkt Val	25,799.	25,799.
200 shs Vangard Utility ETF	Mkt Val	16,324.	16,324.
400 shs Cenovus Energy (sold 8/21/13)	Mkt Val	0.	0.
200 shs Occidental Petroleum	Mkt Val	18,708.	18,708.
400 shs Vangard Materials ETF	Mkt Val	38,066.	38,066.
160 shs Lockheed Martin	Mkt Val	20,408.	20,408.
245 shs United Parcel Service	Mkt Val	22,386.	22,386.
365 shs Gilead Sciences	Mkt Val	22,948.	22,948.
305 shs AFLAC	Mkt Val	18,907.	18,907.
525 shs Bank of NY Mellon	Mkt Val	15,850.	15,850.
500 shs Citigroup Inc	Mkt Val	24,255.	24,255.
460 shs MetLife Inc	Mkt Val	21,597.	21,597.
600 shs Morgan Stanley	Mkt Val	16,170.	16,170.
660 shs EMC Corp	Mkt Val	16,870.	16,870.
43 shs Mastercard	Mkt Val	28,930.	28,930.
205 shs Marathon Petroleum	Mkt Val	13,186.	13,186.
510 shs Oil/Gas Services ETF	Mkt Val	21,415.	21,415.
145 shs Union Pacific	Mkt Val	22,524.	22,524.
965 shs Corning	Mkt Val	14,079.	14,079.
350 shs iSh Semiconductor ETF	Mkt Val	23,328.	23,328.
150 shs Phillips 66	Mkt Val	8,673.	8,673.
259 shs Express Scripts Inc	Mkt Val	16,006.	16,006.
575 shrs Mondelez Intl Inc (fka Kraft)	Mkt Val	18,067.	18,067.
280 shs AbbVie Inc (fka Abbott)	Mkt Val	12,524.	12,524.
	Total	$ 2,242,866.	$ 2,242,866.

Statement 8
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities	Valuation Method	Book Value	Fair Market Value
13,949+ shs PIMCo Total Return Fd	Mkt Val	$ 150,933.	$ 150,933.
15,482+ shs Vanguard Bond Index Fd	Mkt Val	165,041.	165,041.
11,984+ shs DFA US Micro Cap	Mkt Val	227,466.	227,466.
5,024+ shs DFA Int'l Small Cap Value	Mkt Val	97,274.	97,274.
7,165+ shs DFA US Sm Cap Value	Mkt Val	238,697.	238,697.
7,959+ shs DFA Int'l Large Cap	Mkt Val	171,138.	171,138.
2,690+ shs Longleaf Small Cap Fd	Mkt Val	95,951.	95,951.
1,612+ shs Vanguard Small Cap Sig	Mkt Val	71,292.	71,292.

Statement 8 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

Other Publicly Traded Securities	Valuation Method	Book Value	Fair Market Value
1,781+ shs Vanguard Extended Market Sig	Mkt Val	$ 89,477.	$ 89,477.
2,886+ shs Vanguard Intl Grwth Portfolio	Mkt Val	202,890.	202,890.
1,342+ shs Vanguard Capital Opp Adm	Mkt Val	138,211.	138,211.
4,374+ shs Vanguard REIT Sig	Mkt Val	109,402.	109,402.
7,776+ shs Vanguard Total Int'l	Mkt Val	251,430.	251,430.
8,081+ shs DFA Int'l Lg Cap Val	Mkt Val	151,930.	151,930.
5,501+ shs DFA Intl Small Cap Fund	Mkt Val	103,211.	103,211.
3,782+ shs DFA US Small Cap Fund	Mkt Val	109,989.	109,989.
900 shs MSCI Emerging Mkts ETF	Mkt Val	36,680.	36,680.
23,701+ shs Vanguard ST Bond Sig	Mkt Val	249,578.	249,578.
4,847+ shs PIMCo Foreign Unhedged Bond F	Mkt Val	49,199.	49,199.
22,974+ shs PIMCo Low Duration	Mkt Val	236,640.	236,640.
10,727+ shs DFA Intl Core Equity	Mkt Val	130,337.	130,337.
2,692+ shs DFA Intl Vector Eq	Mkt Val	30,562.	30,562.
8,619+ shs Vangard IT Invest Grd	Mkt Val	84,562.	84,562.
4,699+ shs Vangard ST Invest Grd	Mkt Val	50,327.	50,327.
15,622+ shs Vanguard Hi-Yield Corp	Mkt Val	92,640.	92,640.
8,761+ shs DFA Emerg Core Eq	Mkt Val	168,740.	168,740.
17,241+ shs DFA Intl REIT	Mkt Val	91,724.	91,724.
6538+ shs DFA Real Estate	Mkt Val	174,262.	174,262.
1,880 shs Vgd Intl exUS RE ETF	Mkt Val	106,634.	106,634.
4,528+ shs Vanguard GNMA	Mkt Val	47,781.	47,781.
12,678+ shs DFA World Ex US Govt	Mkt Val	129,323.	129,323.
9478+ shs PIMCo Emerg Local	Mkt Val	91,273.	91,273.
6,751+ shs PIMCo Emerg Mkt	Mkt Val	75,747.	75,747.
2,067+ shs Dodge & Cox Intl	Mkt Val	83,911.	83,911.
4,184+ shrs Vangd Infl Prot Adm	Mkt Val	109,922.	109,922.
5,176+ shrs PIMCo Gl Adv Strat	Mkt Val	58,085.	58,085.
	Total	$ 4,472,259.	$ 4,472,259.

Statement 9
Form 990-PF, Part III, Line 3
Other Increases

Net Unrealized Gains or Losses on Investments	$ 554,453.
Total	$ 554,453.

Statement 10
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	1 shr Kraft Foods Group	Purchased	3/06/2003	10/01/2012
2	80 shrs Becton Dickinson	Purchased	4/15/2009	3/07/2013
3	100 shrs Becton Dickinson	Purchased	4/15/2009	3/07/2013
4	100 shrs eBay	Purchased	12/28/2005	3/07/2013

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
5	30 shrs eBay	Purchased	8/29/2006	3/07/2013
6	130 shrs State Street Corp	Purchased	5/23/2001	3/07/2013
7	360 shrs Sysco Corp	Purchased	8/12/2002	3/07/2013
8	167 shrs Time Warner	Purchased	8/03/2005	3/07/2013
9	18 shrs Time Warner	Purchased	8/03/2005	3/07/2013
10	171+ shrs Vanguard Capital Opportunities Fund	Purchased	3/24/1999	3/07/2013
11	60 shrs Visa Inc.	Purchased	4/16/2009	3/07/2013
12	25,000 units First Business Bk 2.500%	Purchased	4/10/2012	4/15/2013
13	115 shrs Adobe Systems Inc	Purchased	6/28/2002	6/18/2013
14	15 shrs Alleghany Corp	Purchased	8/20/1993	6/18/2013
15	55 shrs American Express Co	Purchased	3/07/2008	6/18/2013
16	165 shrs Archer Daniels Mid	Purchased	9/30/2009	6/18/2013
17	95 shrs Auto Data Processing	Purchased	7/17/2002	6/18/2013
18	175 shrs Bank of NY Mellon	Purchased	12/07/2009	6/18/2013
19	50 shrs Bershire Hathaway B	Purchased	10/15/1996	6/18/2013
20	210 shrs Cisco Systems	Purchased	9/20/1999	6/18/2013
21	100 shrs CVS Caremark Corp	Purchased	10/20/2008	6/18/2013
22	366+ shrs DFA US Sm Cap Value Fund	Purchased	12/21/1998	6/18/2013
23	238+ shrs DFA US Sm Cap Value Fund	Purchased	12/21/1998	6/18/2013
24	74+ shrs DFA US Sm Cap Value Fund	Purchased	12/27/1996	6/18/2013
25	90 shrs Emerson Electric Co	Purchased	1/18/2002	6/18/2013
26	30 shrs General Mills	Purchased	4/15/2009	6/18/2013
27	80 shrs General Mills	Purchased	4/15/2009	6/18/2013
28	100 shrs Gilead Sciences	Purchased	8/05/2010	6/18/2013
29	35 shrs Goldman Sachs	Purchased	8/29/2006	6/18/2013
30	6 shrs Google	Purchased	10/20/2008	6/18/2013
31	50 shrs Monsanto Company	Purchased	10/21/1992	6/18/2013
32	25 shrs Precision Castparts	Purchased	10/07/1992	6/18/2013
33	85 shrs Royal Dutch Shell	Purchased	4/15/2009	6/18/2013
34	300 shrs Suncor Energy Inc	Purchased	6/02/2004	6/18/2013
35	145 shrs US Bancorp	Purchased	9/30/2009	6/18/2013
36	312+ shrs Vanguard Capital Opportunities Fund	Purchased	3/24/1999	6/18/2013
37	15 shrs Visa Inc.	Purchased	4/16/2009	6/18/2013
38	15 shrs Visa Inc.	Purchased	4/16/2009	6/18/2013
39	105 shrs Walgreen Company	Purchased	4/15/2004	6/18/2013
40	50,000 shrs US Treasury TIP 1.875%	Purchased	7/09/2003	7/15/2013
41	36 shrs Alleghany Corp	Purchased	8/20/1993	8/21/2013
42	750 shrs Applied Materials	Purchased	9/03/2002	8/21/2013
43	400 shrs Cenovus Energy	Purchased	8/30/2006	8/21/2013
44	165 shrs Clorox Corp	Purchased	12/14/1992	8/21/2013
45	1,677+ shrs DFA International Lg Cap Value Fund	Purchased	2/26/2010	8/21/2013
46	87+ shrs DFA International Lg Cap Value Fund	Purchased	3/21/1994	8/21/2013
47	80+ shrs DFA US Micro Cap Fund	Purchased	11/22/1995	8/21/2013
48	67+ shrs DFA US Micro Cap Fund	Purchased	11/29/1995	8/21/2013
49	30+ shrs DFA US Micro Cap Fund	Purchased	11/29/1995	8/21/2013
50	1,489+ shrs DFA US Micro Cap Fund	Purchased	1/08/1996	8/21/2013
51	300 shrs DJ Communication ETF	Purchased	4/21/2004	8/21/2013
52	100 shrs DJ Communication ETF	Purchased	4/15/2009	8/21/2013
53	175 shrs Gilead Sciences	Purchased	8/05/2010	8/21/2013
54	75 shrs Precision Castparts	Purchased	10/07/1992	8/21/2013
55	419+ shrs Vanguard Extd Mkt Sig Fund	Purchased	9/17/1992	8/21/2013

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	31.		19.	12.				$ 12.
2	7,035.		5,377.	1,658.				1,658.
3	8,794.		6,721.	2,073.				2,073.
4	5,273.		4,456.	817.				817.
5	1,582.		791.	791.				791.
6	7,611.		7,328.	283.				283.
7	11,788.		10,391.	1,397.				1,397.
8	9,401.		6,023.	3,378.				3,378.
9	1,034.		662.	372.				372.
10	15,000.		5,132.	9,868.				9,868.
11	9,591.		3,523.	6,068.				6,068.
12	25,000.		25,468.	-468.				-468.
13	4,998.		1,657.	3,341.				3,341.
14	5,859.		947.	4,912.				4,912.
15	4,134.		2,261.	1,873.				1,873.
16	5,573.		4,825.	748.				748.
17	6,600.		3,524.	3,076.				3,076.
18	5,210.		4,682.	528.				528.
19	5,742.		1,373.	4,369.				4,369.
20	5,229.		7,666.	-2,437.				-2,437.
21	5,982.		2,821.	3,161.				3,161.
22	11,542.		6,296.	5,246.				5,246.
23	7,515.		4,099.	3,416.				3,416.
24	2,343.		1,254.	1,089.				1,089.
25	5,167.		2,445.	2,722.				2,722.
26	1,494.		746.	748.				748.
27	3,983.		1,988.	1,995.				1,995.
28	5,177.		1,792.	3,385.				3,385.
29	5,742.		5,131.	611.				611.
30	5,382.		2,171.	3,211.				3,211.
31	5,257.		84.	5,173.				5,173.
32	5,522.		96.	5,426.				5,426.
33	5,604.		3,644.	1,960.				1,960.
34	9,334.		3,657.	5,677.				5,677.
35	5,120.		3,184.	1,936.				1,936.
36	30,000.		9,373.	20,627.				20,627.
37	2,762.		881.	1,881.				1,881.
38	2,762.		881.	1,881.				1,881.
39	5,345.		3,453.	1,892.				1,892.
40	63,354.		49,479.	13,875.				13,875.
41	14,327.		2,272.	12,055.				12,055.
42	11,761.		9,770.	1,991.				1,991.
43	11,291.		10,273.	1,018.				1,018.
44	13,905.		1,880.	12,025.				12,025.
45	29,852.		27,043.	2,809.				2,809.
46	1,548.		866.	682.				682.
47	1,440.		883.	557.				557.
48	1,218.		739.	479.				479.
49	550.		333.	217.				217.
50	26,792.		15,697.	11,095.				11,095.
51	8,094.		6,584.	1,510.				1,510.
52	2,698.		1,679.	1,019.				1,019.
53	10,370.		3,135.	7,235.				7,235.

Statement 10 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
54	16,216.		287.	15,929.				$ 15,929.
55	20,000.		5,845.	14,155.				14,155.
							Total	$ 211,347.

Statement 11
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Zoological Society San Diego P.O. Box 120551 San Diego, CA 92112	None	NP Fdn	Software & Tablets, maintenance of trees & plants.	$ 12,500.
Pt Defiance Zoological Society 5400 North Pearl Street Tacoma, WA 98407	None	NP Fdn	Funding for Animal Avenue	37,500.
Voices for Children 2851 Meadow Lark Drive San Diego, CA 92123	None	NP Fdn	CASA Program	4,000.
Classics for Kids 3730 Fourth Ave. San Diego, CA 92103	None	NP Fdn	General Fund	2,500.
Elder Help of San Diego 4069 30th Street San Diego, CA 92104	None	NP Fdn	Grocery Program	5,000.
Optimist Club Fdn Point Loma 310 San Antonio Street San Diego, CA 92106	None	NP Fdn	Foundation Fund	5,000.
Multicare Health Foundation 315 Martin Luther King Way Tacoma, WA 98415	None	NP Fdn	$50,000 Pledge for Emergency Dept, and $10,000 Pledge for Research Center	60,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Camp Oliver P.O. Box 206 / 8761 Riverside Descanso, CA 91916	None	NP Fdn	Shade Structures	$ 5,000.
Salk Inst - Biological Study 10010 North Torrey Pines Road La Jolla, CA 92037	None	NP Fdn	Cancer Research	5,000.
Greater Tacoma Community Fdn P.O. Box 1995 Tacoma, WA 98401	None	NP Fdn	Dream Weaver	2,500.
Andre House of Arizona P.O. Box 2014 Phoenix, AZ 85001	None	NP Fdn	General Fund	3,000.
Monarch School Project 808 West Cedar Street San Diego, CA 92101	None	NP Fdn	General Fund	2,500.
Emergency Food Network 3318 92nd Street South Lakewood, WA 98499	None	NP Fdn	Greatest Need	5,000.
Sojourner Center P.O. Box 20156 Phoenix, AZ 85036	None	NP Fdn	Women & Children's Shelter	7,000.
St Mary's Food Bank Alliance 2831 N 31st Ave. Phoenix, AZ 85009	None	NP Fdn	Food Bank	3,000.
Shoes That Fit 1420 N. Claremont Blvd, #107-B Claremont, CA 91711	None	NP Fdn	General Fund / Expend Funds in San Diego and Tacoma	7,000.
St Joseph the Worker P.O. Box 13503 Phoenix, AZ 85002	None	NP Fdn	General Fund	3,000.
BSA - Boys/Girls Club of P O. 1501 Pacific Avenue, #301 Tacoma, WA 98402	None	NP Fdn	Bremerton Chapter	5,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Waste Not, Inc. 1700 North Granite Reef Rd Scottsdale, AZ 85257	None	NP Fdn	Fund for Food Redistribution	$ 5,000.
Community Bridges of Arizona 1811 S Alma School Road, #160 Mesa, AZ 85210	None	NP Fdn	Prevention & Treatment of Substance Abusers	3,250.
TEARS Foundation P.O. Box 9415 Tacoma, WA 98405	None	NP Fdn	General Fund	7,500.
Tacoma Goodwill Industries 714 South 27th Street Tacoma, WA 98401	None	NP Fdn	Three-Year Pledge for expansion and classes	25,000.
Admiral Theater Foundation 515 Pacific Avenue Bremerton, WA 98337	None	NP Fdn	General Fund	8,750.
Horses R & R-D 8723 David Day Drive NW Gig Harbor, WA 98332	None	NP Fdn	General Fund	2,500.
Ducks Unlimited - Pac NW 1101 SE Tech Center, #115 Vancouver, WA 98683	None	NP Fdn	General Fund	5,000.
Children's Museum of Tacoma 936 Broadway Tacoma, WA 98402	None	NP Fdn	General Fund	2,500.
Surf Rider Foundation P.O. Box 6010 San Clemente, CA 92674	None	NP Fdn	$2,000 to Washington Chapter & $2,000 to San Diego Chapter	4,000.
Foundation for the Blind Children 1235 E. Harmont Dr. Phoenix, AZ 85020	None	NP Fdn	Services for blind children and adults	3,000.
Olive Crest Treatment 3625 Perkins Lane SW #108 Lakewood, WA 98499	None	NP Fdn	General Fund	2,500.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Phoenix Art Museum 1625 N. Central Ave. Phoenix, AZ 85004	None	NP Fdn	General Fund	$ 3,000.
Coastal Conservation Assn 1006 W. 11th Street Vancouver, WA 98660	None	NP Fdn	General Fund	2,500.
Umom New Day Center, Inc. 3320 East Van Buren St. Phoenix, AZ 85008	None	NP Fdn	General Fund	5,000.
Bellarmine Prep School 2300 S. Washington Tacoma, WA 98405	None	NP Fdn	Scholarship Fund	24,000.
Tacoma Youth Symphony Association, Inc. 901 Broadway, Ste 500 Tacoma, WA 98402	None	NP Fdn	Youth Program	2,500.
C.A.S.T. for Kids Foundation 227 SW 41st Street Renton, WA 98057	None	NP Fdn	General Fund	2,500.
Lindquist Dental Clinic for Children 324 Garfield Street Tacoma, WA 98499	None	NP Fdn	Uncompensated Care Scholarship Fund	7,500.
Ryan House P.O. Box 16234 Phoenix, AZ 85011	None	NP Fdn	General Fund	3,000.
WTC Westport Tuna Classic 34930 30th Ave. S. Federal Way, WA 98003	None	NP Fdn	General Fund	14,000.
Toy Rescue Mission P.O. Box 64547 Tacoma, WA 98464	None	NP Fdn	General Fund	1,500.
NW Furniture Bank PO Box 307 Wauna, WA 98395	None	NP Fdn	General Fund	5,000.
Rolling Dog Farm PO Box 150 Lancaster, NH 03584	None	NP Fdn	General Fund	1,500.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Neighborhood Christian Clinic 1929 W Fillmore Building C Phoenix, AZ 85009	None	NP Fdn	General Fund	$ 3,000.
Association of Catholic Childhood 2475 E 22nd St, 4th Floor Cleveland, OH 44115	None	NP Fdn	Greatest Need	1,000.
Students International P.O. Box 2733 Visalia, CA 93279	None	NP Fdn	Scholarship Fnd	2,500.
YMCA of Pierce and Kitsap Counties 1614 S. Mildred St., Ste 1 Tacoma, WA 98465	None	NP Fdn	General Fund	1,600.
HAVA, Inc. 552 Frank Smith Rd. Longmeadow, MA 01106	None	NP Fdn	General Fund	2,500.
Young Life P.O. Box 520 Colorado Springs, CO 80901	None	NP Fdn	$7,000 to Lost Canyon Advance Team Fund & $5,000 to Urban Phoenix Club	12,000.
Broadway Center For The Performing Arts 901 Broadway, Ste 700 Tacoma, WA 98402	None	NP Fdn	Youth Expression after school program	2,000.
New Way Learning Academy 1300 N 77th St. Scottsdale, AZ 85257	None	NP Fdn	General Fund	3,000.
Mentorkids USA 15300 N. 90th St., Ste 200 Scottsdale, AZ 85260	None	NP Fdn	South Phoenix promise neighborhood	2,000.
General Council of the Assemblies of God 1445 N Boonville Ave Springfield, MO 65802	None	NP Fdn	General Fund	11,500.
American Cancer Society, Inc. 250 Williams St. Atlanta, GA 30303	None	NP Fdn	General Fund	10,000.

Statement 11 (continued)
Form 990-PF, Part XV, Line 3a
Recipient Paid During the Year

Name and Address	Donee Relationship	Foundation Status	Purpose of Grant	Amount
Hope in Christ Ministries 837 4th St. Bremerton, WA 98337	None	NP Fdn	General Fund	$ 2,500.
Global Health and Education Fndn 3820 Blackhawk Rd Danville, CA 94506	None	NP Fdn	General Fund	2,000.
My Sisters Pantry 621 Tacoma Ave S Tacoma, WA 98402	None	NP Fdn	General Fund	5,750.
Foodmachine Foundation 1200 E D St. Tacoma, WA 98421	None	NP Fdn	Puyallup	2,500.
Flying Samaritans of Escondido PO Box 13302 San Luis Obispo, CA 93406	None	NP Fdn	Free Medical Clinic	2,750.
University of San Diego 5998 Alcala Park San Diego, CA 92110	None	NP Fdn	Scholarship Fund	15,500.
			Total	$ 397,600.