Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning 10/01 , **2012, and ending** 09/30, **20**13

Name of foundation THE DUNHAM CHARITABLE FOUNDATION
C/O WOODWAY FINANCIAL ADVISORS

A Employer identification number 76-0554767

Number and street (or P O box number if mail is not delivered to street address) 10000 MEMORIAL DRIVE

Room/suite 650

B Telephone number (see instructions) (713) 683-7070

City or town, state, and ZIP code
HOUSTON, TX 77024

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, col (c), line 16)* ▶ $ 3,161,588.

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

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	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 (attach schedule)				
2	Check ▶ ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	199.	199.		ATCH 1
4	Dividends and interest from securities	81,187.	81,187.		ATCH 2
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	136,207.			
b	Gross sales price for all assets on line 6a 641,752.				
7	Capital gain net income (from Part IV, line 2)		136,207.		
8	Net short-term capital gain				
9	Income modifications				
10 a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	217,593.	217,593.		
Operating and Administrative Expenses 13	Compensation of officers, directors, trustees, etc	0			
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) ATCH 3	9,088.			
c	Other professional fees (attach schedule) *	10,065.	10,065.		
17	Interest				
18	Taxes (attach schedule) (see instructions) ATCH 5	1,010.	41.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	64.	64.		
24	**Total operating and administrative expenses.** Add lines 13 through 23	20,227.	10,170.		
25	Contributions, gifts, grants paid	190,010.			190,010.
26	Total expenses and disbursements Add lines 24 and 25	210,237.	10,170.	0	190,010.
27	Subtract line 26 from line 12				
a	**Excess of revenue over expenses and disbursements**	7,356.			
b	**Net investment income** (if negative, enter -0-)		207,423.		
c	**Adjusted net income** (if negative, enter -0-)				

*ATCH 4

90-14

4

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	274,275.	202,065.	202,065.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	1,236,361.	1,047,545.	1,239,299.
	c	Investments - corporate bonds (attach schedule) ATCH 8	1,412,364.	1,680,746.	1,720,224.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	2,923,000.	2,930,356.	3,161,588.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	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, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	2,923,000.	2,930,356.	
	30	**Total net assets or fund balances** (see instructions)	2,923,000.	2,930,356.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,923,000.	2,930,356.	

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	2,923,000.
2	Enter amount from Part I, line 27a	2	7,356.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	2,930,356.
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	2,930,356.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	SEE PART IV SCHEDULE			
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 (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (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	136,205.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	452,011.	3,208,635.	0.140873
2010		3,377,956.	
2009	20,000.	3,117,579.	0.006415
2008	17,916.	2,656,322.	0.006745
2007	29,700.	3,123,998.	0.009507

2 Total of line 1, column (d)	2	0.163540
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	0.032708
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,219,394.
5 Multiply line 4 by line 3	5	105,300.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,074.
7 Add lines 5 and 6	7	107,374.
8 Enter qualifying distributions from Part XII, line 4	8	190,010.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ______________ (attach copy of letter if necessary - see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b		1	2,074.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2		3	2,074.
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	2,074.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
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	0
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached		8	21.
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	2,095.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ Refunded ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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		
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
4a	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, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ TX,			
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 ▶ WOODWAY FINANCIAL ADVISORS Telephone no ▶ 713-683-7070

Located at ▶ 10000 MEMORIAL DR., STE.650 HOUSTON, TX ZIP+4 ▶ 77024

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

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

			Yes	No
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ 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**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No *If "Yes," attach the statement required by Regulations section 53 4945-5(d)*			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? *If "Yes" to 6b, file Form 8870*	**6b**		X
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?	**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
ATCH 9		0	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 ▶

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		0
Total number of others receiving over $50,000 for professional services . . . . ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 FOUNDATION HAS NO DIRECT CHARITABLE ACTIVITIES. ALL ACTIVITIES CONSIST OF MAKING DISTRIBUTIONS TO QUALIFIED CHARITABLE ACTIVITIES.	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes				
a	Average monthly fair market value of securities			1a	3,052,326.
b	Average of monthly cash balances			1b	216,094.
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	3,268,420.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	3,268,420.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)			4	49,026.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	3,219,394.
6	**Minimum investment return.** Enter 5% of line 5			6	160,970.

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	160,970.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,074.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2,074.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	158,896.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	158,896.
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	158,896.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	190,010.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	190,010.
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	2,074.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	187,936.

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				158,896.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			19,510.	
b Total for prior years 20 10 ,20 09 ,20 08				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 190,010.				
a Applied to 2011, but not more than line 2a			19,510.	
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				158,896.
e Remaining amount distributed out of corpus	11,604.			
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	11,604.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	11,604.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 . . . 11,604.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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.

N/A

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

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*				
ATCH 10				
Total . . . . ▶ **3a**				190,010.
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	199.	
4 Dividends and interest from securities			14	81,187.	
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	136,207.	
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)				217,593.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 217,593.

(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	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		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		N/A

2a 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

▶ 2/3/14 ▶ 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
JOHN W. STEFFES		1/20/14		P00186434

Firm's name ▶ BKD, LLP Firm's EIN ▶ 44-0160260

Firm's address ▶ 2800 POST OAK BLVD., STE 3200
HOUSTON, TX 77056 Phone no 713-499-4600

Form **990-PF** (2012)

THE DUNHAM CHARITABLE FOUNDATION 76-0554767

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		500 SHS TEVA PHARMACEUTICALS-ADR PROPERTY TYPE: SECURITIES				P	VARIOUS	12/3/2012
20,236.		17,345.					2,891.	
		1,000 SHS PETSMART, INC. PROPERTY TYPE: SECURITIES				P	VARIOUS	01/30/2013
65,362.		28,260.					37,102.	
		500 SHS ALBEMARLE CORPORATION PROPERTY TYPE: SECURITIES				P	VARIOUS	02/06/2013
30,910.		21,089.					9,821.	
		500 SHS BARRICK GOLD CORP PROPERTY TYPE: SECURITIES				P	VARIOUS	02/06/2013
16,216.		16,202.					14.	
		200 SHS PARKER-HANNIFIN CORP PROPERTY TYPE: SECURITIES				P	VARIOUS	02/06/2013
18,593.		17,062.					1,531.	
		500 SHS PROCTER & GAMBLE PROPERTY TYPE: SECURITIES				P	VARIOUS	02/06/2013
37,571.		30,245.					7,326.	
		600 SHS THERMO FISHER SCIENTIFIC, INC. PROPERTY TYPE: SECURITIES				P	VARIOUS	02/06/2013
44,300.		20,175.					24,125.	
		850 SHS GENERAL MILLS, INC. PROPERTY TYPE: SECURITIES				P	VARIOUS	02/20/2013
38,563.		29,821.					8,742.	
		1,675 SHS MARVELLTECHNOLOGY GROUP LTD PROPERTY TYPE: SECURITIES				P	VARIOUS	06/26/2013
19,062.		23,333.					-4,271.	
		500 SHS AMERICAN EXPRESS CO PROPERTY TYPE: SECURITIES				P	VARIOUS	07/11/2013
38,369.		29,191.					9,178.	
		0.125 SHS MALLINCKRODT PLC PROPERTY TYPE: SECURITIES				P	VARIOUS	07/12/2013
5.		4.					1.	
		53 SHS MALLINCKRODT PLC PROPERTY TYPE: SECURITIES				P	VARIOUS	07/17/2013
2,192.		1,760.					432.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		400 SHS NATIONAL OILWELL VARCO INC PROPERTY TYPE: SECURITIES				P	VARIOUS	07/17/2013
28,935.		9,584.					19,351.	
		650 SHS BROADCOM CORP-CL A PROPERTY TYPE: SECURITIES				P	VARIOUS	08/30/2013
16,378.		24,161.					-7,783.	
		9,372.071 SHS VANGUARD SHORT TERM INVEST PROPERTY TYPE: SECURITIES				P	VARIOUS	09/17/2013
100,000.		100,199.					-199.	
		7015.903 SHS VANGUARD SHORT TERM INVESTM PROPERTY TYPE: SECURITIES				P	VARIOUS	09/19/2013
75,000.		73,961.					1,039.	
		475 SHS CONSUMER STAPLES SEL SEC SPDR PROPERTY TYPE: SECURITIES				P	VARIOUS	09/19/2013
19,683.		12,671.					7,012.	
		1,200 SHS UTILITIES SELECT SECTOR SPDR PROPERTY TYPE: SECURITIES				P	VARIOUS	09/19/2013
46,200.		41,216.					4,984.	
		500 SHS VERIZON COMMUNICATIONS PROPERTY TYPE: SECURITIES				P	VARIOUS	09/19/2013
24,177.		16,393.					7,784.	
		LONG TERM CAPITAL GAINS PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
2,516.							2,516.	
		125 SHS COGNIZANT TECHNOLOGY SOLUTIONS PROPERTY TYPE: SECURITIES				P	VARIOUS	11/16/2012
8,142.		3,533.					4,609.	
TOTAL GAIN(LOSS)							136,205.	

ATTACHMENT 1

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NORTHERN INSTITUTIONAL FUND-MONEY MARKET	199.	199.
TOTAL	199.	199.

ATTACHMENT 2

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEREST		39,411.	39,411.
DIVIDENDS		41,776.	41,776.
	TOTAL	81,187.	81,187.

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
ACCOUNTING AND TAX SERVICE	9,088.			
TOTALS	9,088.			

THE DUNHAM CHARITABLE FOUNDATION 76-0554767

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT ADVISORY FEES	10,065.	10,065.
TOTALS	10,065.	10,065.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	41.	41.
EXCISE TAX	969.	
TOTALS	1,010.	41.

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER EXPENSE	64.	64.
TOTALS	64.	64.

THE DUNHAM CHARITABLE FOUNDATION 76-0554767

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED LIST		1,236,361.	1,047,545.	1,239,299.
	TOTALS	1,236,361.	1,047,545.	1,239,299.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED LIST		1,412,364.	1,680,746.	1,720,224.
	TOTALS	1,412,364.	1,680,746.	1,720,224.

Equities

Covidien PLC	425	17,768.17	25,899.50 60.94	0.82%	544.00	2.10%
American Express Co	500	28,140.50	37,760.00 75.52	1.19%	460.00	1.22%
Atwood Oceanics Inc	650	31,295.49	35,776.00 55.04	1.13%	0.00	0.00%
Bank of America Corp	1,400	59,781.68	19,320.00 13.80	0.61%	56.00	0.29%
Baxter International Inc	475	25,627.82	31,202.75 65.69	0.99%	931.00	2.98%
Caterpillar, Inc.	350	29,589.03	29,190.00 83.40	0.92%	840.00	2.88%
Church and Dwight Co Inc	500	31,200.88	30,025.00 60.05	0.95%	560.00	1.87%
Cisco Systems, Inc.	1,500	34,125.00	35,146.50 23.43	1.11%	1,020.00	2.90%
Citigroup Inc	1,000	33,121.70	48,510.00 48.51	1.53%	40.00	0.08%
Coca-Cola Company	700	26,958.82	26,516.00 37.88	0.84%	784.00	2.96%

List of Assets

Description	*Shares*	*Cost*	*Market Value/ Per Unit*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Dollar General	450	22.954 90	25,407 00 56 46	0 80%	0 00	0 00%
EMC Corp - Mass	1,200	28,824 00	30,672 00 25.56	0.97%	480 00	1 56%
Exxon Mobil Corp	715	49,429 63	61,518.60 86.04	1 95%	1.801 00	2 93%
First Marblehead Corp	1,500	58,984 28	1,230.00 0 82	0 04%	0 00	0.00%
Freeport-McMoran Copper & Gold Inc.	900	29,201 82	29,772.00 33.08	0 94%	1,125 00	3.78%
Global Payments Inc.	525	24,393 81	26.817 00 51 08	0 85%	42 00	0 16%
Intel Corp	950	24,871 00	21,774 95 22.92	0.69%	855 00	3 93%
International Business Machines	130	11,663 60	24.073 40 185 18	0 76%	494.00	2 05%
Johnson & Johnson	450	22,372 70	39,010.50 86 69	1 23%	1,188.00	3 05%
Marathon Petroleum Corp	400	28,133 84	25,728.00 64 32	0.81%	672 00	2 61%
McDonald's Corp.	250	22,440 01	24,052 50 96.21	0 76%	810 00	3 37%
Metlife Inc	600	21,802.74	28,170 00 46 95	0 89%	660.00	2 34%
Peabody Energy Corporation	1,100	23,950 52	18,975 00 17.25	0 60%	374.00	1 97%
Pepsico, Inc.	600	26,166 00	47,700 00 79.50	1.51%	1,362 00	2 86%
Qualcomm Inc.	475	25,569.25	31,977 00 67 32	1 01%	665 00	2 08%

List of Assets

Description	*Shares*	*Cost*	*Market Value/ Per Unit*	*Percent Of Total Market*	*Projected Annual Income*	*Current Yield*
Schlumberger, LTD	500	13,477 50	44 180 00 88.36	1 40%	625 00	1 41%
3M Company	700	57,869 00	83,587 00 119.41	2 64%	1,778 00	2 13%
Vanguard Total International Stock Index Fund Signal Shs Fund # 1769	2,394 382	75,491 07	77,410 37 32 33	2 45%	2,447 00	3 16%
Vanguard Msci Emerging Mkt ETF	625	26,662 50	25,084 38 40.14	0 79%	849 00	3 39%
Vanguard Small-Cap Idx Fd Inst Shs Fund # 857	3,741 845	96,338 29	183,612.33 49.07	5 81%	2.712 00	1 48%
Verizon Communications	500	16,393.09	23,337 50 46 68	0.74%	1,060 00	4 54%
Visa Inc- Class A Shares	240	22,946 40	45,864.00 191 10	1 45%	316 00	0 69%
Total Equities		***$ 1,047,545.04***	***$ 1,239,299.28***	***39.20%***	***$ 25,550.00***	***2.06%***
Fixed Income						
Vanguard Short Term Investment Grade Fund #539	35,169 543	370,694 12	376,665 81 10 71	11 91%	7,209 00	1 91%
Wachovia Corp New 5 25% Due 08/01/2014	200,000	183,722.00	207,670 00 103 84	6 57%	10,500 00	5 06%
Ameriprise Financial Inc 5.65% Due 11/15/2015	120,000	118,533 60	131,857 20 109.88	4 17%	6,780 00	5 14%
Westpac Banking Corp 2.00% Due 08/14/2017	150,000	152.106 00	151,845 00 101 23	4 80%	3 000 00	1 98%
Goldman Sachs Group Inc 6.15% Due 04/01/2018	200,000	196,348 00	228,750 00 114 38	7.24%	12,300 00	5 38%

List of Assets

Description	Shares	Cost	Market Value/ Per Unit	Percent Of Total Market	Projected Annual Income	Current Yield
Astrazeneca PLC 1.950% Due 09/18/2019	200,000	205,444.00	195,908.00 97.95	6.20%	3,944.00	2.01%
Mississippi St Ref-Ser E Txbl 1.895% Due 12/01/2019	145,000	145,263.90	140,114.95 96.63	4.43%	2,747.00	1.96%
Ballinger Texas Ref Txbl 2.90% Due 06/01/2020	100,000	100,631.00	95,669.00 95.67	3.03%	2,900.00	3.03%
Wal-Mart Stores Inc 3.25% Due 10/25/2020	100,000	110,050.00	103,076.00 103.08	3.26%	3,250.00	3.15%
Verizon Communications Inc 2.45% Due 11/01/2022	100,000	97,953.00	88,668.00 88.67	2.80%	2,450.00	2.76%
Total Fixed Income		***$ 1,680,745.62***	***$ 1,720,223.96***	***54.41%***	***$ 55,080.00***	***3.20%***

THE DUNHAM CHARITABLE FOUNDATION 76-0554767

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
ARCHIE DUNHAM 10000 MEMORIAL DRIVE 650 HOUSTON, TX 77024	PRES/DIR 1.00	0	0	0
LINDA DUNHAM 10000 MEMORIAL DRIVE 650 HOUSTON, TX 77024	VP/DIR 1.00	0	0	0
LAURA SHOOK 10000 MEMORIAL DRIVE 650 HOUSTON, TX 77024	VP/DIR 1.00	0	0	0
CARY DUNHAM 10000 MEMORIAL DRIVE 650 HOUSTON, TX 77024	VP/DIR 1.00	0	0	0
STEVE DUNHAM 10000 MEMORIAL DRIVE 650 HOUSTON, TX 77024	VP/DIR 1.00	0	0	0
	GRAND TOTALS	0	0	0

THE DUNHAM CHARITABLE FOUNDATION 76-0554767

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE COMMUNITY OF FAITH CHURCH 10860 ROCKLEY ROAD HOUSTON, TX 77099	NONE 501(C)(3)	CHARITABLE	172,510
OKLAHOMA BAPTIST GENERAL CONVENTION 3800 N MAY AVE OKLAHOMA CITY, OK 73112	NONE 501(C)(3)	CHARITABLE	5,000
BOYS AND GIRLS COUNTRY 18806 ROBERTS ROAD HOCKLEY, TX 77447	NONE 501(C)(3)	CHARITABLE	5,000
MARINE CORPS SCHOLARSHIP FOUNDATION 909 N WASHINGTON STREET SUITE 400 ALEXANDRIA, VA 22314	NONE 501(C)(3)	CHARITABLE	2,500
SUMMIT COUMMUNITY CARE CLINIC PO BOX 4337 C/O DEBORAH COOK FRISCO, CO 80443	NONE 501(C)(3)	CHARITABLE	5,000
		TOTAL CONTRIBUTIONS PAID	190,010

THE DUNHAM CHARITABLE FOUNDATION 76-0554767

Schedule D Detail of Short-term Capital Gains and Losses

ATTACHMENT 2

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Short-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
200 SHS PARKER-HANNIFIN CORP	VARIOUS	02/06/2013	18,593	17,062	1,531
1,675 SHS MARVELLTECHNOLOGY GROUP LTD	VARIOUS	06/26/2013	19,062	23,333	-4,271
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			37,655	40,395	-2,740
Totals			37,655	40,395	-2,740

THE DUNHAM CHARITABLE FOUNDATION 76-0554767 76-0554767

Schedule D Detail of Long-term Capital Gains and Losses

ATTACHMENT 3

Description	Date Acquired	Date Sold	Gross Sales Price	Cost or Other Basis	Long-term Gain/Loss
CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES					
500 SHS TEVA PHARMACEUTICALS-ADR	VARIOUS	12/3/2012	20,236	17,345	2,891
1,000 SHS PETSMART, INC	VARIOUS	01/30/2013	65,362	28,260	37,102
500 SHS ALBEMARLE CORPORATION	VARIOUS	02/06/2013	30,910	21,089	9,821
500 SHS BARRICK GOLD CORP	VARIOUS	02/06/2013	16,216	16,202	14
500 SHS PROCTER & GAMBLE	VARIOUS	02/06/2013	37,571	30,245	7,326
600 SHS THERMO FISHER SCIENTIFIC, INC	VARIOUS	02/06/2013	44,300	20,175	24,125
850 SHS GENERAL MILLS, INC	VARIOUS	02/20/2013	38,563	29,821	8,742
500 SHS AMERICAN EXPRESS CO	VARIOUS	07/11/2013	38,369	29,191	9,178
0 125 SHS MALLINCKRODT PLC	VARIOUS	07/12/2013	5	4	1
53 SHS MALLINCKRODT PLC	VARIOUS	07/17/2013	2,192	1,760	432
400 SHS NATIONAL OILWELL VARCO INC	VARIOUS	07/17/2013	28,935	9,584	19,351
650 SHS BROADCOM CORP-CL A	VARIOUS	08/30/2013	16,378	24,161	-7,783
9,372 071 SHS VANGUARD SHORT TERM INVESTMENT GRADE FUND #539	VARIOUS	09/17/2013	100,000	100,199	-199
7015 903 SHS VANGUARD SHORT TERM INVESTMENT GRADE FUND #539	VARIOUS	09/19/2013	75,000	73,961	1,039
475 SHS CONSUMER STAPLES SEL SEC SPDR	VARIOUS	09/19/2013	19,683	12,671	7,012
1,200 SHS UTILITIES SELECT SECTOR SPDR	VARIOUS	09/19/2013	46,200	41,216	4,984
500 SHS VERIZON COMMUNICATIONS	VARIOUS	09/19/2013	24,177	16,393	7,784
LONG TERM CAPITAL GAINS	VARIOUS	VARIOUS	2,516		2,516
125 SHS COGNIZANT TECHNOLOGY SOLUTIONS	VARIOUS	11/16/2012	8,142	3,533	4,609
TOTAL CAPITAL GAINS (LOSSES) HELD FOR INVESTMENT PURPOSES			614,755	475,810	138,945
			614,755		
Totals					

475,810 138,945

JSA
2F0970 1 000

ATTACHMENT 3