FED

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 11/01 **, 2012, and ending** 10/31, 20 13

Name of foundation ELIZABETH C POOL CHARITABLE TR UMA
050011913500

A Employer identification number 91-6577853

Number and street (or P O box number if mail is not delivered to street address) P O BOX 3168 — Room/suite

B Telephone number (see instructions) 503- 464-3580

City or town, state, and ZIP code PORTLAND, OR 97208

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: [X] 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)* ▶ $ 1,620,006.

J Accounting method: [X] 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)
1	Contributions, gifts, grants, etc , received (attach schedule)				
2	Check ▶ [X] if the foundation is **not** required to attach Sch B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	42,443.	42,443.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	57,043.			
b	Gross sales price for all assets on line 6a 774,527.				
7	Capital gain net income (from Part IV, line 2)		57,043.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	244.	244.		STMT 7
12	**Total.** Add lines 1 through 11	99,730.	99,730.		
13	Compensation of officers, directors, trustees, etc	24,601.	22,141.		2,460.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule) STMT 8	1,500.	NONE	NONE	1,500.
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 9	7,785.	958.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 10	1,075.			1,075.
24	**Total operating and administrative expenses.** Add lines 13 through 23	34,961.	23,099.	NONE	5,035.
25	Contributions, gifts, grants paid	76,135.			76,135.
26	**Total expenses and disbursements** Add lines 24 and 25	111,096.	23,099.	NONE	81,170.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-11,366.			
b	**Net investment income** (if negative, enter -0-)		76,631.		
c	**Adjusted net income** (if negative, enter -0-)				

Revenue / Operating and Administrative Expenses

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JSA **For Paperwork Reduction Act Notice, see instructions.**
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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets 1	Cash - non-interest-bearing			
2	Savings and temporary cash investments	52,719.	15,630.	15,630.
3	Accounts receivable ▶ 3,953.			
	Less allowance for doubtful accounts ▶	2,601.	3,953.	3,953.
4	Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
7	Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶ NONE			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10 a	Investments - U S and state government obligations (attach schedule)			
b	Investments - corporate stock (attach schedule) STMT 11	1,006,752.	899,657.	1,008,512.
c	Investments - corporate bonds (attach schedule) STMT 18	469,505.	598,373.	591,911.
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)	1,531,577.	1,517,613.	1,620,006.
Liabilities 17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ▶)			
23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ 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. ▶ X			
27	Capital stock, trust principal, or current funds	1,531,577.	1,517,613.	
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds			
30	**Total net assets or fund balances** (see instructions)	1,531,577.	1,517,613.	
31	**Total liabilities and net assets/fund balances** (see instructions)	1,531,577.	1,517,613.	

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	1,531,577.
2	Enter amount from Part I, line 27a	2	-11,366.
3	Other increases not included in line 2 (itemize) ▶ ROUNDING ADJUSTMENT	3	2.
4	Add lines 1, 2, and 3	4	1,520,213.
5	Decreases not included in line 2 (itemize) ▶ ADJUSTMENT FOR TIMING ON AMMORTIZATION	5	2,600.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,517,613.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a	PUBLICLY TRADED SECURITIES			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	774,527.		717,484.	57,043.
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				57,043.
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	57,043.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8		3	

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	72,049.	1,551,539.	0.046437
2010	76,510.	1,623,705.	0.047121
2009	74,776.	1,551,235.	0.048204
2008	83,935.	1,567,286.	0.053554
2007	107,638.	2,038,445.	0.052804

2 **Total** of line 1, column (d)	2	0.248120
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	0.049624
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,596,330.
5 Multiply line 4 by line 3	5	79,216.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	766.
7 Add lines 5 and 6	7	79,982.
8 Enter qualifying distributions from Part XII, line 4	8	81,170.

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	766.
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	766.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	766.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,728.		
b	Exempt foreign organizations - tax withheld at source	6b NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c NONE		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	3,728.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	2,962.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 768. **Refunded** ▶		11	2,194.

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		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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) ▶ WA			
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 ▶ US BANK Telephone no ▶ (503)464-3580

Located at ▶ 555 SW OAK, PORTLAND, OR ZIP+4 ▶ 97208

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		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		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)*

		Yes	No
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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] 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
US BANK PO BOX 3168, PORTLAND, OR 97208	TRUSTEE 1	26,101.	-0-	-0-

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

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

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

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		NONE

Total number of others receiving over $50,000 for professional services . . . ▶ NONE

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NONE	
2	
3	
4	

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

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

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	1,577,575.
b	Average of monthly cash balances	1b	43,065.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	1,620,640.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	1,620,640.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	24,310.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,596,330.
6	**Minimum investment return.** Enter 5% of line 5	6	79,817.

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	79,817.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	766.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	766.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	79,051.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	79,051.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	79,051.

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	81,170.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	81,170.
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	766.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	80,404.

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				79,051.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,417.	
b Total for prior years 20 10 ,20 ,20		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 NONE				
b From 2008 NONE				
c From 2009 NONE				
d From 2010 NONE				
e From 2011 NONE				
f **Total** of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 81,170.				
a Applied to 2011, but not more than line 2a			1,417.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				79,051.
e Remaining amount distributed out of corpus	702.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	702.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	702.			
10 Analysis of line 9				
a Excess from 2008 NONE				
b Excess from 2009 NONE				
c Excess from 2010 NONE				
d Excess from 2011 NONE				
e Excess from 2012 702.				

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

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

1 **Information Regarding Foundation Managers:**

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

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

SEE STATEMENT 20

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV **Supplementary Information** (continued)

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

Recipient 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 24				76,135.
Total . . . . . . ▶ **3a**				76,135.
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					
4 Dividends and interest from securities			14	42,443.	
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			14	244.	
8 Gain or (loss) from sales of assets other than inventory			18	57,043.	
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)				99,730.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 99,730.

(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.)
	NOT APPLICABLE

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

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

Becky A. Norlander 06/06/2014 OFFICER

Signature of officer or trustee | Date | Title

US BANK

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
	Firm's name ▶			Firm's EIN ▶	
	Firm's address ▶			Phone no	

SCHEDULE D (Form 1041)
Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

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

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
ELIZABETH C POOL CHARITABLE TR UMA	91-6577853

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS					4,115.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	15,819.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5 **Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	19,934.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					6,099.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	30,896.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	114.
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12 **Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	37,109.

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

Part III Summary of Parts I and II

Caution: *Read the instructions **before** completing this part.*

			(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			19,934.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			37,109.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			114.
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			57,043.

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

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of: a The loss on line 15, column (3) **or** b $3,000	16	( )

Note: *If the loss on line 15, column (3), is more than $3,000, **or** if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover*

Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No 1545-0092

2012

Name of estate or trust: ELIZABETH C POOL CHARITABLE TR UMA

Employer identification number: 91-6577853

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a	252. JULIUS BAER GROUP LTD		11/07/2012	43.00		43.00
	37. EATON CORP	04/02/2012	12/03/2012	1,922.00	1,839.00	83.00
	447. AU OPTRONICS CORPA D	04/02/2012	01/08/2013	1,931.00	2,110.00	-179.00
	116. AMADEUS IT HOLDING UN	04/02/2012	01/08/2013	2,770.00	2,210.00	560.00
	56. AMERISOURCEBERGEN CORP	04/02/2012	01/08/2013	2,452.00	2,201.00	251.00
	641. ASAHI KASEI CORP A D	VAR	01/08/2013	7,365.00	7,084.00	281.00
	19. AUTOMATIC DATA PROCESS	04/02/2012	01/08/2013	1,123.00	1,052.00	71.00
	30. BRISTOL-MYERS SQUIBB C	04/02/2012	01/08/2013	1,006.00	1,016.00	-10.00
	410. DEUTSCHE TELEKOM AG A	10/02/2012	01/08/2013	4,703.00	5,187.00	-484.00
	366. DEUTSCHE POST AG A D	VAR	01/08/2013	7,898.00	7,286.00	612.00
	17. E I DU PONT DE NEMOURS	04/02/2012	01/08/2013	781.00	901.00	-120.00
	190. EUROPEAN AERO DEFENSE D R	VAR	01/08/2013	7,680.00	7,402.00	278.00
	88. EXXON MOBIL CORP	VAR	01/08/2013	7,714.00	7,924.00	-210.00
	217. FIDELITY NATL INFORMA INC	VAR	01/08/2013	7,729.00	6,981.00	748.00
	105. HOME DEPOT INC COMMON	VAR	01/08/2013	6,640.00	6,193.00	447.00
	202. KINDER MORGAN INC	VAR	01/08/2013	7,502.00	7,325.00	177.00
	11. KRAFT FOODS GROUP INC	04/02/2012	01/08/2013	504.00	443.00	61.00
	94. NISSAN MTR LTD SPONSOR	04/02/2012	01/08/2013	1,792.00	2,046.00	-254.00
	29. ORACLE CORPORATION	04/02/2012	01/08/2013	992.00	855.00	137.00
	6. PHILLIPS 66	04/02/2012	01/08/2013	309.00	211.00	98.00
	20. POTASH CORP OF SASKATC	04/02/2012	01/08/2013	840.00	929.00	-89.00
	281. SCHWAB CHARLES CORP	04/02/2012	01/08/2013	4,254.00	4,089.00	165.00
	65. SCHWAB CHARLES CORP	08/29/2012	01/08/2013	984.00	868.00	116.00
	227. SOUTHERN COPPER CORP	VAR	01/08/2013	8,814.00	7,417.00	1,397.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No 1545-0092

2012

Name of estate or trust: ELIZABETH C POOL CHARITABLE TR UMA

Employer identification number: 91-6577853

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 169. TEVA PHARMACEUTICALS	04/02/2012	01/08/2013	6,469.00	7,738.00	-1,269.00
9. 3M CO	04/02/2012	01/08/2013	861.00	800.00	61.00
88. TIME WARNER CABLE INC	VAR	01/08/2013	8,475.00	7,653.00	822.00
12. UNITED PARCEL SERVICE	04/02/2012	01/08/2013	914.00	965.00	-51.00
84. UNITED TECHNOLOGIES CO	VAR	01/08/2013	7,026.00	6,637.00	389.00
55. V F CORPORATION COMMON	VAR	01/08/2013	8,228.00	8,604.00	-376.00
72. VARIAN MED SYS INC	VAR	01/08/2013	5,356.00	4,790.00	566.00
17. INGERSOLL RAND PLC	04/02/2012	01/08/2013	833.00	706.00	127.00
138. ABBOTT LABORATORIES C	VAR	03/22/2013	4,619.00	4,234.00	385.00
24. AGRIUM INC	04/02/2012	03/22/2013	2,413.00	2,106.00	307.00
58. CENTERPOINT ENERGY INC	04/02/2012	03/22/2013	1,363.00	1,149.00	214.00
50. CHEVRONTEXACO CORP COM	04/02/2012	03/22/2013	6,056.00	5,401.00	655.00
57. CINEMARK HLDGS INC	04/02/2012	03/22/2013	1,658.00	1,260.00	398.00
128. COGNIZANT TECH SOLUTI	VAR	03/22/2013	9,583.00	8,871.00	712.00
192. COMMUNITY BK SYS INC	VAR	03/22/2013	5,691.00	5,510.00	181.00
49. CUMMINS INC	VAR	03/22/2013	5,566.00	5,530.00	36.00
22. DIAGEO PLC SPONSORED A	04/02/2012	03/22/2013	2,719.00	2,160.00	559.00
48. EQUITABLE CORP	04/02/2012	03/22/2013	3,224.00	2,364.00	860.00
196. ENBRIDGE ENERGY PARTN	VAR	03/22/2013	5,755.00	5,898.00	-143.00
30. EXTERRAN PARTNERS L P	04/02/2012	03/22/2013	750.00	647.00	103.00
364. FIFTH THIRD BANCORP	VAR	03/22/2013	5,911.00	5,605.00	306.00
14. GOOGLE INC CL A	VAR	03/22/2013	11,366.00	9,709.00	1,657.00
263. KOMATSU LTD A D R REP SHS	VAR	03/22/2013	6,430.00	6,987.00	-557.00
539. NEW YORK COMMUNITY BA	VAR	03/22/2013	7,594.00	7,238.00	356.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No 1545-0092

2012

Name of estate or trust: ELIZABETH C POOL CHARITABLE TR UMA

Employer identification number: 91-6577853

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 92.181 NUVEEN INFLATION PR	08/29/2012	03/22/2013	1,099.00	1,099.00	
75. PERRIGO CO	VAR	03/22/2013	8,857.00	8,059.00	798.00
190. PFIZER INC COMMON STO	04/02/2012	03/22/2013	5,383.00	4,290.00	1,093.00
336. SAIPEM SPA UNSPON A D	VAR	03/22/2013	5,305.00	7,052.00	-1,747.00
392. SONY FINANCIAL HOLD A	VAR	03/22/2013	5,860.00	6,991.00	-1,131.00
454. TESCO PLC A D R	VAR	03/22/2013	7,672.00	7,415.00	257.00
190. SEADRILL LIMITED	VAR	03/22/2013	6,939.00	7,607.00	-668.00
190. ADECCO SA A D R	01/08/2013	05/07/2013	5,227.00	5,073.00	154.00
140. EXPEDITORS INTERNATIO WASHINGTON INC COMMON STOCK	08/29/2012	05/07/2013	5,411.00	5,186.00	225.00
420. MARKS & SPENCER PLC A	01/08/2013	05/07/2013	5,271.00	4,998.00	273.00
75. ROYAL DUTCH SHELL A D	03/22/2013	05/07/2013	5,320.00	5,069.00	251.00
50. STERICYCLE INC COMMON	03/22/2013	05/07/2013	5,509.00	5,236.00	273.00
35. VISA INC	01/08/2013	05/07/2013	6,280.00	5,540.00	740.00
370. ASAHI KASEI CORP A D	03/22/2013	07/02/2013	4,932.00	5,014.00	-82.00
275. AXA A D R	01/08/2013	07/02/2013	5,406.00	4,891.00	515.00
515. BANCO BILBAO VIZCAYA	05/07/2013	07/02/2013	4,305.00	5,108.00	-803.00
210. CAPGEMINI SA A D R	03/22/2013	07/02/2013	5,134.00	4,981.00	153.00
790. DEUTSCHE BOERSE AG UN	03/22/2013	07/02/2013	5,174.00	5,017.00	157.00
100. EUROPEAN AERO DEFENSE D R	03/22/2013	07/02/2013	5,280.00	5,392.00	-112.00
500. ICAP PLC A D R	01/08/2013	07/02/2013	5,620.00	5,080.00	540.00
585. INFINEON TECHNOLOGIES	05/07/2013	07/02/2013	4,797.00	5,160.00	-363.00
200. KOMATSU LTD A D R REP SHS	05/07/2013	07/02/2013	4,760.00	5,308.00	-548.00
120. LORILLARD INC	08/29/2012	07/02/2013	5,321.00	5,100.00	221.00
120. MERCK AND CO INC	01/08/2013	07/02/2013	5,588.00	5,098.00	490.00

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

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

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

OMB No 1545-0092

2012

Name of estate or trust: ELIZABETH C POOL CHARITABLE TR UMA

Employer identification number: 91-6577853

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)	
1a 160. MITSUBISHI ESTATE LTD	05/07/2013	07/02/2013	4,406.00	5,142.00	-736.00	
295. NIDEC CORPORATION A D	05/07/2013	07/02/2013	5,118.00	5,114.00	4.00	
80. ADR NOVARTIS AG SPONSO #US66987V1098	01/08/2013	07/02/2013	5,666.00	5,170.00	496.00	
3478.629 NUVEEN HIGH INCOM I	VAR	07/02/2013	31,377.00	31,372.00	5.00	
499.46599 NUVEEN SHORT TER CL I	10/02/2012	07/02/2013	4,985.00	5,025.00	-40.00	*
1071.80201 NUVEEN SHORT TE CL I	10/02/2012	07/02/2013	10,697.00	10,782.00	-85.00	
6.852 T ROWE PRICE MID CAP #64	07/05/2012	07/02/2013	450.00	394.00	56.00	
385. SECOM COMPANY LIMITED	03/22/2013	07/02/2013	5,263.00	5,032.00	231.00	
900. SILICONWARE PRECISION R	08/29/2012	07/02/2013	5,670.00	5,058.00	612.00	
520. SOFTWARE AG A D R	03/22/2013	07/02/2013	3,869.00	5,101.00	-1,232.00	
330. TOTO LTD	01/08/2013	07/02/2013	6,583.00	5,003.00	1,580.00	
190. VODAFONE GROUP PLC A	01/08/2013	07/02/2013	5,434.00	4,970.00	464.00	
390. BANK OF AMERICA CORP	07/02/2013	07/19/2013	5,678.00	5,069.00	609.00	
120. COACH INC	VAR	07/19/2013	7,055.00	6,868.00	187.00	
135. FIDELITY NATL INFORMA INC	03/22/2013	07/19/2013	6,024.00	5,222.00	802.00	
702.59841 NUVEEN CORE PLUS	10/02/2012	07/19/2013	8,108.00	8,403.00	-295.00	
435.54959 NUVEEN CORE PLUS	10/02/2012	07/19/2013	5,026.00	5,209.00	-183.00	*
224.154 NUVEEN INFLATION P	08/29/2012	07/19/2013	2,528.00	2,672.00	-144.00	*
143.571 NUVEEN SMALL CAP G	10/02/2012	07/19/2013	3,986.00	3,535.00	451.00	
965.603 P I M C O FDS TOTA	10/02/2012	07/19/2013	10,467.00	11,211.00	-744.00	
45. WHIRLPOOL CORP	07/02/2013	07/19/2013	5,713.00	5,278.00	435.00	
180. BEST BUY INC	07/19/2013	08/28/2013	6,457.00	5,218.00	1,239.00	
120. SEADRILL LIMITED	07/19/2013	08/28/2013	5,456.00	5,148.00	308.00	
41.55628 NUVEEN CORE PLUS	05/07/2013	10/08/2013	475.00	497.00	-22.00	

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

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at www irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust: ELIZABETH C POOL CHARITABLE TR UMA

Employer identification number: 91-6577853

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 1215.44472 NUVEEN CORE PLU	VAR	10/08/2013	13,893.00	14,503.00	-610.00 *
420.794 NUVEEN INFLATION P	VAR	10/08/2013	4,704.00	5,027.00	-323.00 *
710.697 AMERICAN CENTY INT INSTL	VAR	10/09/2013	9,957.00	9,666.00	291.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 15,819.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

JSA 2F1221 2 000

* INDICATES WASH SALE

CGR080 L885 06/06/2014 12:51:24 050011913500 47 -

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

ELIZABETH C POOL CHARITABLE TR UMA

Employer identification number

91-6577853

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 1017.088 AMERICAN CENT SMA INS	11/17/2011	03/22/2013	9,591.00	8,259.00	1,332.00
2730.121 NUVEEN HIGH INCOM I	11/17/2011	03/22/2013	25,417.00	22,851.00	2,566.00
420.167 NUVEEN INFLATION P	11/17/2011	03/22/2013	5,008.00	4,866.00	142.00
402.589 NUVEEN SMALL CAP G	11/17/2011	03/22/2013	10,129.00	8,660.00	1,469.00
82. AMERICAN EXPRESS CO	04/02/2012	05/07/2013	5,754.00	4,744.00	1,010.00
10. BOEING CO	04/02/2012	05/07/2013	946.00	748.00	198.00
49. EXPEDITORS INTERNATION WASHINGTON INC COMMON STOCK	04/02/2012	05/07/2013	1,894.00	2,279.00	-385.00
166. GILEAD SCIENCES INC	04/02/2012	05/07/2013	8,821.00	3,977.00	4,844.00
177. MARKS & SPENCER PLC A	04/02/2012	05/07/2013	2,221.00	2,154.00	67.00
71. MICROCHIP TECHNOLOGY I	04/02/2012	05/07/2013	2,627.00	2,566.00	61.00
46. MOTOROLA SOLUTIONS INC	04/02/2012	05/07/2013	2,617.00	2,329.00	288.00
40. PACCAR INC	04/02/2012	05/07/2013	2,093.00	1,873.00	220.00
45. ROYAL DUTCH SHELL A D	04/02/2012	05/07/2013	3,192.00	3,205.00	-13.00
84. SINGAPORE TELECOMMUNIC	04/02/2012	05/07/2013	2,604.00	2,105.00	499.00
32. STERICYCLE INC COMMON	04/02/2012	05/07/2013	3,526.00	2,690.00	836.00
30. SYNGENTA A G A D R	04/02/2012	05/07/2013	2,504.00	2,108.00	396.00
18. VISA INC	04/02/2012	05/07/2013	3,229.00	2,143.00	1,086.00
54. ADIDAS AG A D R	04/02/2012	07/02/2013	2,948.00	2,182.00	766.00
454. BOMBARDIER INC CL B	04/02/2012	07/02/2013	1,998.00	1,948.00	50.00
76. COCA COLA ENTERPRISES	04/02/2012	07/02/2013	2,671.00	2,178.00	493.00
47. DBS GROUP HLDGS LTD	04/02/2012	07/02/2013	2,299.00	2,080.00	219.00
55. GEA GROUP AG SPON A D	04/02/2012	07/02/2013	1,971.00	1,917.00	54.00
78. HEINEKEN NV SPN A D R	04/02/2012	07/02/2013	2,497.00	2,177.00	320.00
252. JULIUS BAER GROUP LTD	04/02/2012	07/02/2013	1,950.00	2,049.00	-99.00
75. KAO CORP A D R	04/02/2012	07/02/2013	2,625.00	1,968.00	657.00

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

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

ELIZABETH C POOL CHARITABLE TR UMA

Employer identification number

91-6577853

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

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 54. LORILLARD INC	04/02/2012	07/02/2013	2,394.00	2,359.00	35.00
38. MERCK AND CO INC	04/02/2012	07/02/2013	1,769.00	1,457.00	312.00
1703.815 NUVEEN HIGH INCOM I	VAR	07/02/2013	15,368.00	14,629.00	739.00
300. PORSCHE AUTOMOBIL HLD	04/02/2012	07/02/2013	2,313.00	1,800.00	513.00
85. REPSOL S.A.	04/02/2012	07/02/2013	1,801.00	2,123.00	-322.00
71. ROCHE HLDG LTD A D R	04/02/2012	07/02/2013	4,422.00	3,145.00	1,277.00
116.158 T ROWE PRICE MID C #64	VAR	07/02/2013	7,623.00	6,047.00	1,576.00
84.782 T ROWE PRICE MID CA #64	04/02/2012	07/02/2013	5,564.00	5,107.00	457.00
507.499 T ROWE PRICE MID C INC	10/23/2009	07/02/2013	13,900.00	10,211.00	3,689.00
285.264 SCOUT INTERNATIONA	11/17/2011	07/02/2013	9,602.00	7,976.00	1,626.00
333. SILICONWARE PRECISION R	04/02/2012	07/02/2013	2,098.00	1,998.00	100.00
93. SUNCOR ENERGY INC	04/02/2012	07/02/2013	2,734.00	3,085.00	-351.00
13. SWISS RE LTD SPN A D R	04/02/2012	07/02/2013	946.00	832.00	114.00
73. TECHNIP-COFLEXIP A D R	04/02/2012	07/02/2013	1,868.00	2,172.00	-304.00
20. UNITED HEALTH GROUP IN	04/02/2012	07/02/2013	1,310.00	1,184.00	126.00
113. VODAFONE GROUP PLC A	04/02/2012	07/02/2013	3,232.00	3,179.00	53.00
46. ANNALY CAP MGMT INC	04/02/2012	07/19/2013	547.00	733.00	-186.00
22. CAPITAL ONE FINANCIAL	04/02/2012	07/19/2013	1,506.00	1,242.00	264.00
448.86 NUVEEN REAL ESTATE	06/16/2011	07/19/2013	10,418.00	8,651.00	1,767.00
220.29 NUVEEN INFLATION PR	11/17/2011	07/19/2013	2,485.00	2,551.00	-66.00 *
181.619 NUVEEN SMALL CAP G	11/17/2011	07/19/2013	5,042.00	3,907.00	1,135.00
87. SCHLUMBERGER LTD ISIN 6	04/02/2012	07/19/2013	7,103.00	6,083.00	1,020.00
1. WHIRLPOOL CORP	04/02/2012	07/19/2013	127.00	76.00	51.00
67. YUM BRANDS INC	04/02/2012	07/19/2013	4,836.00	4,706.00	130.00
50000. BROWNSBURG IN BLDG 8/01/13	01/20/2006	08/01/2013	50,000.00	50,000.00	

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

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

ELIZABETH C POOL CHARITABLE TR UMA

Employer identification number 91-6577853

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

	(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)	
6a	16. KIMBERLY CLARK CORP	04/02/2012	08/28/2013	1,484.00	1,192.00	292.00	
	62. ROYAL DUTCH SHELL PLC	04/02/2012	08/28/2013	4,093.00	4,386.00	-293.00	
	937.396 NUVEEN CORE PLUS B	10/02/2012	10/08/2013	10,714.00	11,211.00	-497.00	*
	3393.124 NUVEEN INFLATION	VAR	10/08/2013	37,935.00	40,331.00	-2,396.00	*

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 30,896.00

* INDICATES WASH SALE

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	145.	145.
ABBOTT LABORATORIES COMMON STOCK	90.	90.
ABBVIE INC	166.	166.
ABERDEEN FDS EMRGN	1,527.	1,527.
ADECCO SA A D R	183.	183.
ADIDAS AG A D R	48.	48.
AGRIUM INC	12.	12.
ALTRIA GROUP INC	54.	54.
AMERICAN CENT SMALL CAP VALU INS	294.	294.
AMERICAN EXPRESS CO	49.	49.
AMERISOURCEBERGEN CORP	12.	12.
ANADARKO PETE CORP	6.	6.
ANNALY CAP MGMT INC	51.	51.
APPLE COMPUTER INC	224.	224.
ASAHI KASEI CORP A D R	161.	161.
AUTOMATIC DATA PROCESSING INC	8.	8.
AXA A D R	256.	256.
BANKUNITED INC	10.	10.
BLACKROCK INC	65.	65.
BOEING CO	9.	9.
BOMBARDIER INC CL B	34.	34.
BRISTOL-MYERS SQUIBB CO	21.	21.
BROWNSBURG IN BLDG 4.000% 8/01/13	2,000.	2,000.
CAPGEMINI SA A D R	139.	139.
CAPITAL ONE FINANCIAL CORP	9.	9.
CARNIVAL CORP	44.	44.
CATERPILLAR INC	32.	32.
CENTERPOINT ENERGY INC	24.	24.
CENTURYLINK INC	73.	73.
CHEVRONTEXACO CORP COM	280.	280.
CINEMARK HLDGS INC	24.	24.
CITIGROUP INC	2.	2.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CLARK CNTY NV SCH 5.000% 6/15/15	2,500.	2,500.
COACH INC	119.	119.
COCA COLA CO	90.	90.
COCA COLA ENTERPRISES INC	43.	43.
COMMUNITY BK SYS INC	104.	104.
CONAGRA INC	32.	32.
CONOCOPHILLIPS	35.	35.
CULLEN FROST BANKERS INC	69.	69.
CUMMINS INC	145.	145.
DBS GROUP HLDGS LTD	41.	41.
DENTON TX INDPT SCH 4.500% 8/15/17	2,250.	2,250.
DEUTSCHE BOERSE AG UNSPN A D R	214.	214.
DIAGEO PLC SPONSORED A D R	24.	24.
DOW CHEM CO	40.	40.
DRIEHAUS ACTIVE INCOME FUND	718.	718.
E I DU PONT DE NEMOURS & CO	7.	7.
E M C CORP MASS	59.	59.
EQUITABLE CORP	12.	12.
EMERSON ELECTRIC CO	92.	92.
EUROPEAN AERO DEFENSE SPACE CO A D R	79.	79.
EXPEDITORS INTERNATIONAL WASHINGTON INC	53.	53.
EXXON MOBIL CORP	50.	50.
FIDELITY NATL INFORMATION SVCS INC	73.	73.
FIFTH THIRD BANCORP	36.	36.
GEA GROUP AG SPON A D R	39.	39.
GENERAL DYNAMICS CORP	24.	24.
GENERAL ELEC CO	72.	72.
GLAXO SMITHKLINE P L C A D R	52.	52.
HASBRO INC	23.	23.
HEINEKEN NV SPN A D R	29.	29.
HOME DEPOT INC COMMON STOCK	30.	30.
ICAP PLC A D R	234.	234.
INTEL CORP	54.	54.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ITC HOLDINGS CORP	33.	33.
J P MORGAN CHASE & CO	186.	186.
JOHNSON & JOHNSON	61.	61.
JULIUS BAER GROUP LTD A D R	32.	32.
KAO CORP A D R	77.	77.
KIMBERLY CLARK CORP	38.	38.
KINDER MORGAN INC	73.	73.
KOMATSU LTD A D R REPSTG 4 ORD SHS	21.	21.
KRAFT FOODS GROUP INC	6.	6.
LIBERTY PPTY TR SBI	31.	31.
LORILLARD INC	281.	281.
LOWES COMPANIES INC	46.	46.
MARKS & SPENCER PLC A D R	35.	35.
MAXIM INTEGRATED PRODS INC	39.	39.
MCCORMICK CO NON VTG SHRS	49.	49.
MCDONALDS CORP	43.	43.
MERCK AND CO INC	152.	152.
MICROSOFT CORP	132.	132.
MID-AMER APT CMNTYS INC	28.	28.
MOLEX INC CL A	38.	38.
MONDELEZ INTERNATIONAL W I	18.	18.
MOTOROLA SOLUTIONS INC	24.	24.
NATIONAL-OILWELL INC	41.	41.
LOOMIS SAYLES STRATEGIC ALPHA FUND Y	116.	116.
NEW YORK COMMUNITY BANCORP INC	270.	270.
NEXTERA ENERGY INC	114.	114.
NISSAN MTR LTD SPONSORED ADR	29.	29.
ADR NOVARTIS AG SPONSORED ADR ISIN #US66	194.	194.
NOVO-NORDISK A S SPONSORED ADR	43.	43.
NUVEEN HIGH INCOME BOND FD CL I	3,250.	3,250.
NUVEEN REAL ESTATE SECS I	1,152.	1,152.
NUVEEN CORE PLUS BOND I	2,656.	2,656.
NUVEEN SHORT TERM BOND FUND CL I	1,383.	1,383.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NUVEEN INFLATION PRO SEC CL I	454.	454.
OCCIDENTAL PETE CORP COM	20.	20.
OLD REP INTL CORP	29.	29.
ONEOK INC	66.	66.
OPPENHEIMER SENIOR FLOATING RATE Y	671.	671.
ORACLE CORPORATION	7.	7.
OREM UT REF 4.000% 12/01/16	2,000.	2,000.
P I M C O FDS TOTAL RETURN FD	2,567.	2,567.
P P G INDS INC	26.	26.
P P L CORPORATION	64.	64.
PACCAR INC	48.	48.
PERRIGO CO	13.	13.
PFIZER INC COMMON STOCK	321.	321.
PHILIP MORRIS INTL	185.	185.
PHILLIPS 66	48.	48.
PINNACLE WEST CAP CORP	98.	98.
PORSCHE AUTOMOBIL HLDG SE A D R	79.	79.
PORT PORTLAND OR 5.500% 7/01/18	2.	2.
POTASH CORP OF SASKATCHEWAN	4.	4.
PRAXAIR INC	21.	21.
PRUDENTIAL FINL INC	67.	67.
QUALCOMM INC	155.	155.
REDWOOD TRUST INC	50.	50.
REPSOL S.A.	107.	107.
ROCHE HLDG LTD A D R	138.	138.
T ROWE PRICE MID CAP VALUE FD INC	391.	391.
ROYAL DUTCH SHELL A D R	77.	77.
ROYAL DUTCH SHELL PLC A D R	218.	218.
SPDR DJ WILSHIRE INTERNATIONAL	2,723.	2,723.
SCHLUMBERGER LTD ISIN #AN8068571086	78.	78.
SCHWAB CHARLES CORP	99.	99.
SCOUT INTERNATIONAL FUND	2,475.	2,475.
SECOM COMPANY LIMITED A D R	103.	103.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
SINGAPORE TELECOMMUNICATNS A D R	47.	47.
SOFTWARE AG A D R	78.	78.
SOUTHERN COPPER CORP DEL	458.	458.
SPRING FORD PA 4.250% 9/01/14	2,125.	2,125.
STARBUCKS CORP	20.	20.
STATE STREET CORP	35.	35.
SUNCOR ENERGY INC	42.	42.
SWISS RE LTD SPN A D R	105.	105.
SYNGENTA A G A D R	61.	61.
TECHNIP-COFLEXIP A D R	40.	40.
TESCO PLC A D R	102.	102.
TEVA PHARMACEUTICALS INDS LTD ADR	43.	43.
TEXAS INSTRS INC	24.	24.
3M CO	5.	5.
TIME WARNER CABLE INC	49.	49.
TOTO LTD	53.	53.
UNILEVER N V A D R	129.	129.
UNION PACIFIC CORPORATION COMMON STOCK	49.	49.
UNITED PARCEL SERVICE INC CL B	7.	7.
UNITED TECHNOLOGIES CORP	45.	45.
UNITED HEALTH GROUP INC	14.	14.
V F CORPORATION COMMON STOCK	48.	48.
VERIZON COMMUNICATIONS	138.	138.
VISA INC	33.	33.
VODAFONE GROUP PLC A D R	381.	381.
WELLS FARGO & CO NEW	35.	35.
WESTAR ENERGY INC	39.	39.
WHIRLPOOL CORP	2.	2.
WINDSTREAM CORP	40.	40.
WINDSTREAM HOLDINGS INC	13.	13.
YUM BRANDS INC	90.	90.
ACCENTURE PLC CL A	68.	68.
COVIDIEN PLC	22.	22.

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

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EATON CORP PLC		30.	30.
SEADRILL LIMITED		323.	323.
ACE LTD		61.	61.
	TOTAL	42,443.	42,443.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PARTNERSHIP INCOME		244.	244.
	TOTALS	244.	244.

FORM 990PF, PART I - ACCOUNTING FEES

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

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	461.	461.
FEDERAL TAX PAYMENT - PRIOR YE	3,099.	
FEDERAL ESTIMATES - PRINCIPAL	3,728.	
FOREIGN TAXES ON QUALIFIED FOR	447.	447.
FOREIGN TAXES ON NONQUALIFIED	50.	50.
TOTALS	7,785.	958.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
STATE CHARITABLE FILING FEE	25.	25.
ADR FEE	169.	169.
TAX EXEMPT BOND AMMORTIZATION	881.	881.
TOTALS	1,075.	1,075.

ELIZABETH C POOL CHARITABLE TR UMA 91-6577853

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
LAUDUS INTL MRKTMASTERS INV		117,746.	127,552.
T ROWE PRICE MID CAP GROWTH	29,444.	24,732.	31,577.
T ROWE PRICE MID CAP VALUE	24,652.	26,993.	36,183.
AMERICAN CENTURY SMALL CAP VAL	18,181.	14,922.	18,603.
NUVEEN REAL ESTATE SEC	53,425.	61,885.	70,344.
SPDR WILSHIRE INTL	39,966.	45,054.	49,105.
CREDIT SUISSE COMM	27,645.		
IPATH DOWN JONES COMMODITY	37,172.	47,312.	37,792.
NUVEEN INFLATION PRO SEC	46,335.		
PIMCO TOTAL RETURN FUND INST	62,047.		
ABBOTT LABORATORIES	8,825.		
ALTRIA GROUP	934.	935.	1,117.
AMERICAN EXPRESS	4,744.		
AMERISOURCEBERGEN	2,201.		
ANADARKO PETROLEUM	1,028.	1,028.	1,239.
ANNALY CAP MGMT	733.		
APPLE INC	7,317.	12,585.	11,499.
ATT	2,546.	2,545.	2,932.
AUTOMATIC DATA PROCESSING	1,052.		
BANKUNITED	301.	300.	369.
BERKSHIRE HATHAWAY	7,187.	7,187.	10,128.
BLACKROCK INC	2,049.	2,050.	3,008.
BOEING CO	748.		
BRISTOL MYERS SQUIBB	1,015.		
CAPITAL ONE FINANCIAL CORP	1,242.		
CATERPILLAR	1,595.	1,596.	1,250.
CENTERPOINT ENERGY INC	1,149.		
CENTURYLINK INC	1,199.	1,199.	1,050.
CHEVRON CORPORATION	11,008.	5,608.	5,998.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
CINEMARK HLDGS	1,260.		
CITIGROUP INC	1,655.	1,655.	2,195.
COACH	1,690.	5,247.	5,068.
COCA COLA CO	3,035.	3,035.	3,245.
COCA COLA ENTERPRISES	2,178.		
COGNIZANT TECH SOLUTIONS	8,871.	5,227.	6,954.
COMMUNITY BK SYS	5,510.		
CONAGRA FOODS	838.	838.	1,018.
CONOCOPHILLIPS	769.	769.	953.
CULLEN FROST BANKERS	2,049.	2,049.	2,478.
CUMMINS INC	9,915.	4,385.	5,716.
DOW CHEM	1,072.	1,072.	1,224.
DU PONT DE NEMOURS & CO	901.		
EMC CORPORATION	8,268.	8,268.	7,149.
EATON CORP	1,839.	1,905.	2,611.
EMERSON ELEC CO	2,937.	2,937.	3,750.
ENBRIDGE ENERGY PARTNERS LP	5,898.		
EQUITABLE CORP	2,364.		
EXPEDITORS INTL WASH	7,464.		
EXPRESS SCRIPTS	2,857.	7,997.	9,128.
EXTERRAN PARTNERS LP	647.		
EXXON MOBIL CORP	7,924.		
FIDELITY NATL INFORMATION SVCS	6,981.		
FIFTH THIRD BANK	555.	5,014.	5,044.
GENERAL DYNAMICS CORP	810.	810.	953.
GENERAL ELECTRIC CORP	1,900.	1,900.	2,483.
GILEAD SCIENCES	3,977.	5,234.	7,118.
GOOGLE INC	3,848.	5,158.	6,183.
HASBRO INC	560.	560.	775.

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
HOME DEPOT	6,193.		
INTEL CORP	1,690.	1,690.	1,468.
ITC HLDGS CORP	1,613.	1,613.	2,112.
JP MORGAN CHASE	6,286.	6,286.	7,061.
JOHNSON AND JOHNSON	1,586.		
KIMBERLY CLARK CORP	1,192.		
KINDER MORGAN INC	7,325.		
KRAFT FOODS GROUP	443.		
LIBERTY PPTY TR	785.	785.	818.
LORILLARD INC	7,459.		
MAXIM INTERGRATED PRODS INC	1,130.	1,130.	1,188.
MCCORMICK CO	1,969.	1,969.	2,489.
MCDONALDS CORP	1,370.	1,370.	1,351.
MERK AND CO INC NEW	1,457.		
MICROCHIP TECHNOLOGY	2,616.		
MICROSOFT CORP	4,643.	4,643.	5,098.
MID-AMER APT CMNTYS	805.	805.	797.
MOLEX INC	962.	962.	1,579.
MONDELEZ INTERNATIONAL	845.	845.	1,144.
MOTOROLA SOLUTIONS	2,329.		
NATIONAL OILWELL VARCO	2,317.	7,544.	8,037.
NEW YORK COMMUNITY BANK	7,238.		
NEXTERA ENERGY	2,716.	2,716.	3,729.
OCCIDENTAL PETROLEUM CORP	770.	770.	769.
OLD REP INTL CORP	430.	430.	672.
ONEOK INC	1,880.	1,880.	2,599.
ORACLE CORPORATION	855.		
PPG INDS	1,062.	1,062.	2,008.
PPL CORPORATION	1,241.	1,241.	1,348.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
PACCAR INC	1,873.		
PERRIGO CO	2,604.	5,493.	6,205.
PFIZER INC	10,213.	5,923.	7,610.
PHILLIP MORIS INTL	4,740.	4,740.	4,723.
PHILLIPS 66	211.	5,063.	4,832.
PRAXAIR INC	1,032.	1,032.	1,122.
PRUDENTIAL FINANCIAL INC	1,540.	1,540.	1,953.
QUALCOMM INC	8,799.	8,799.	8,964.
REDWOOD TR	620.	612.	929.
SCHWAB CHARLES CORP	9,299.	4,342.	7,361.
SOUTHERN COPPER CORP DEL	7,629.	5,058.	3,913.
STARBUCKS CORP	1,355.	1,355.	1,945.
STATE STR CORP	1,552.	1,552.	2,382.
STERICYCLE INC	2,690.	5,012.	5,229.
TEXAS INSTRUMENTS INC	797.	797.	1,010.
TIME WARNER CABLE	7,653.		
UNION PACIFIC CORP	1,850.	1,850.	2,574.
UNITED HEALTH GROUP INC	1,184.		
UNITED PARCEL SERVICE INC	965.		
UNITED TECHNOLOGIES CORP	6,637.		
V F CORP	8,604.		
VARIAN MED SYS	8,985.	4,194.	5,081.
VERISK ANALYTICS	4,024.	4,024.	5,893.
VERIZON COMMUNICATIONS	2,572.	2,572.	3,384.
VISA INC CLASS A	2,143.	5,560.	5,900.
WESTAR ENERGY INC	812.	812.	917.
WHIRLPOOL CORP	76.		
WINDSTREAM CORP	1,288.	1,232.	940.
YUM BRANDS	4,706.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
3M CO	800.		
ACCENTURE PLC	2,735.	2,734.	3,088.
ADIDAS AG ADR	2,182.		
AGRIUM INC	2,106.		
AMADEUS IT HOLDING UNSP ADR	2,209.		
ASAHI KASEI CORP ADR	7,084.		
AU OPTRONICS CORP ADR	2,110.		
BOMBARDIER INC	1,948.		
CARNIVAL CORP	926.	926.	1,005.
DBS GROUP HLDGS LTD	2,080.		
DEUTSCHE POST AG ADR	7,286.		
DEUTSCHE TELEKOM AG ADR	5,187.		
DIAGO PLC SPONSORED ADR	2,160.		
EUROPEAN AERO DEFENSE SPACE	7,402.		
GEA GROUP AG SPON ADR	1,917.		
GLAXO SMITHKLINE ADR	1,004.	1,004.	1,158.
HEINEKEN NV ADR	2,177.		
INGERSOLL RAND PLC	709.		
JULIUS BAER GROUP LTD ADR	2,049.		
KAO CORP ADR	1,968.		
KOMATSU LTD ADR	2,113.		
MARKS & SPENCER PLC ADR	2,154.		
NISSAN MTR LTD	2,046.		
NOVO NORDISK AS ADR	2,032.	2,032.	2,333.
PORSCHE AUTOMOBIL HLDG ADR	1,800.		
POTASH CORP OF SASKATCHEWAN	929.		
REPSOL S.A. ADR	2,123.		
ROCHE HLDG LTD ADR	3,145.		
ROYAL DUTCH SHELL ADR RDSB	3,205.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ROYAL DUTCH SHELL ADR RDSA	4,386.		
SAIPEM SPA UNSPON ADR	1,977.		
SCHLUMBERGER LTD	6,083.		
SEADRILL LIMITED	7,607.		
SILICONWARE PRECISION IND ADR	7,056.		
SINGAPORE TELECOMMUNICATIONS	2,105.		
SONY FINANCIAL HOLD ADR	2,031.		
SUNCOR ENERGY	3,085.		
SWISS RE LTD SPN ADR	832.		
SYNGENTA AG ADR	2,108.		
TECHNIP-COFLEXIP ADR	2,172.		
TESCO PLC ADR	7,415.		
TEVA PHARMACEUTICAL	7,738.		
UNILEVER NV ADR	3,307.	3,307.	3,813.
VODAFONE GROUP ADR	3,179.		
ABERDEEN FDS EMRGN MKT INSTL	51,026.	112,820.	114,847.
NUVEEN SMALL CAP GWTH OPP	18,933.	15,765.	18,210.
PYXIS LONG SHORT EQUITY Z	28,594.		
SCOUT INTERNATIONAL FUND	99,560.	101,584.	123,583.
ABBVIE INC		4,591.	6,687.
JOHNSON JOHNSON		1,586.	2,223.
LOWES CO INC		5,107.	6,720.
MONSTER BEVERAGE CORP		5,015.	5,723.
PINNACLE WEST CAP CORP		5,108.	5,043.
PRICELINE COM INC		5,284.	8,431.
WELLS FARGO CO		5,096.	4,909.
ACE LTD		5,371.	5,727.
COVIDIEN PLC		5,173.	5,449.
HIGHLAND LONG SHORT EQUITY FUN		33,594.	39,998.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
ISHARES MSCI EMERGING			4,946.	5,519.
ROBECO BOSTON PARTNERS L S			31,574.	33,121.
	TOTALS	1,006,752.	899,657.	1,008,512.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
BROWNSBURG IN BLDG CORP	50,881.		
SPRING FORD AREA SCH DIST PA	51,248.	51,248.	51,671.
CLARK CNTY NV SCH DIST	54,019.	54,020.	50,297.
OREM UT 4.000	51,875.	51,875.	54,406.
DENTON TX INDPT SCH DIST 4.500	53,189.	53,190.	56,507.
DRIEHAUS ACTIVE INCOME FUND	30,539.	35,539.	36,553.
NUVEEN CORE PLUS BOND	61,576.	51,661.	50,472.
NUVEEN HIGH INCOME BOND FD	58,852.		
NUVEEN SHORT TERM BOND FD	57,326.	67,031.	66,840.
AMERICAN CENTY INTL BOND		47,603.	49,976.
CREDIT SUISSE COMM RET		44,292.	36,742.
LOOMIS SAYLES STRATEGIC ALPHA		11,091.	11,063.
OPPENHEIMER SR FLOAT RATE		61,076.	61,327.
PIMCO TOATL RETURN FUND		69,747.	66,057.
TOTALS	469,505.	598,373.	591,911.

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

MONTH	LINE 1a-FMV SECURITIES	LINE 1b-FMV CASH BALANCES	LINE 1c-FMV OTHER ASSETS
JANUARY	1,589,895.	26,318.	
FEBRUARY	1,587,179.	27,898.	
MARCH	1,571,748.	61,659.	
APRIL	1,593,990.	60,925.	
MAY	1,581,231.	58,012.	
JUNE	1,544,473.	60,885.	
JULY	1,581,083.	57,719.	
AUGUST	1,601,278.	13,782.	
SEPTEMBER	1,645,390.	15,150.	
OCTOBER	1,600,423.	15,631.	
NOVEMBER	1,512,452.	53,058.	
DECEMBER	1,521,754.	65,739.	
TOTAL	18,930,896.	516,776.	
AVERAGE FMV	1,577,575.	43,065.	

FORM 990PF, PART XV - LINES 2a - 2d
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RECIPIENT NAME:
US BANK C/O JEAN EDWARDS
ADDRESS:
428 W RIVERSIDE STE 700
SPOKANE, WA 99201
RECIPIENT'S PHONE NUMBER: 509-353-7085
FORM, INFORMATION AND MATERIALS:
CONTACT JEAN EDWARDS
SUBMISSION DEADLINES:
CONTACT JEAN EDWARDS
RESTRICTIONS OR LIMITATIONS ON AWARDS:
GRANTS FOR HUMAN HEALTH, HUMAN HOUSING AND SHELTER FOR WOMEN AND CHILDREN SUFFERING UNDER THE THREAT OF PHYSICAL HARM, YOUTH DEVELOPMENT FOR UNDERPRIVILEGED - EASTERN WASHINGTON OR NORTHERN ID

RECIPIENT NAME:
ANNA OGDEN HALL
ATTN: KARI REESE
ADDRESS:
2828 W MALLON
SPOKANE, WA 99201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,400.

RECIPIENT NAME:
CRISIS SHELTER FOR WOMEN & CHILDREN
ATTN: RICH SHAUS
ADDRESS:
1234 E. SPRAGUE
SPOKANE, WA 99202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 4,500.

RECIPIENT NAME:
WOMENS & CHILDRENS FREE RESTAURANT
ATTN: MARLENE ALFORD
ADDRESS:
1620 N MONROE STREET
SPOKANE, WA 99205
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 2,205.

RECIPIENT NAME:
YWCA OF SPOKANE
ATTN: REGINA MALVEAUX
ADDRESS:
930 N MONROE ST
SPOKANE, WA 99201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 8,500.

RECIPIENT NAME:
CHILDREN FIRST
ATTN: KATHY BLAIR
ADDRESS:
3010 N INDUSTRIAL PARK
SPOKANE, WA 99216
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,400.

RECIPIENT NAME:
NEW HORIZON CARE CENTERS INC
ATTN: LISA PIACQUADIO
ADDRESS:
PO BOX 4627
SPOKANE, WA 99220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 5,600.

RECIPIENT NAME:
ST MARGARET'S SHELTER
ATTN: NADINE VAN STONE
ADDRESS:
101 E HARTSON
SPOKANE, WA 99202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
GENERAL SUPPORT
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 6,500.

RECIPIENT NAME:
MORNING STAR FOUNDATION
ATTN: ROBERT MORGAN
ADDRESS:
PO BOX 31330
SPOKANE, WA 99223
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL OR PROGRAM IMPROVEMENTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,606.

RECIPIENT NAME:
LILAC BLIND FOUNDATION
ADDRESS:
1212 N HOWARD STREET
SPOKANE, WA 99201
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL OR PROGRAM IMPROVEMENTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,606.

RECIPIENT NAME:
MARY QUEEN OF HEAVEN CATHOLIC CHURCH
ADDRESS:
PO BOX 125
MEDICAL LAKE, WA 99022
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL OR PROGRAM IMPROVEMENTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,606.

RECIPIENT NAME:
VANESSA BEHAN CRISIS NURSERY
ADDRESS:
1004 EAST 8TH AVENUE
SPOKANE, WA 99202
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL OR PROGRAM IMPROVEMENTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,606.

RECIPIENT NAME:
SACRED HEART MEDICAL CENTER
ATTN: JOYCE CAMERON
ADDRESS:
PO BOX 2555
SPOKANE, WA 99220
RELATIONSHIP:
NONE
PURPOSE OF GRANT:
CAPITAL OR PROGRAM IMPROVEMENTS
FOUNDATION STATUS OF RECIPIENT:
PUBLIC
AMOUNT OF GRANT PAID .... 7,606.

TOTAL GRANTS PAID: 76,135.

Form **8868** (Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

▶ File a separate application for each return.

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box . . . ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing *(e-file)*. You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit *www.irs.gov/efile* and click on *e-file for Charities & Nonprofits.*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only . . . ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. ELIZABETH C POOL CHARITABLE TR UMA 050011913500	Employer identification number (EIN) or 91-6577853
	Number, street, and room or suite no. If a P.O. box, see instructions. P O BOX 3168	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. PORTLAND, OR 97208	

Enter the Return code for the return that this application is for (file a separate application for each return) . . . 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ US BANK

Telephone No. ▶ (503)275-4327 FAX No. ▶

- If the organization does not have an office or place of business in the United States, check this box . . . ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ . If this is for the whole group, check this box . . . ▶ [ ] . If it is for part of the group, check this box . . . ▶ [ ] and attach a list with the names and EINs of all members the extension is for.

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 06/16 , 20 14 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [ ] calendar year 20 ____ or

▶ [X] tax year beginning 11/01 , 2012 , and ending 10/31, 20 13 .

2 If the tax year entered in line 1 is for less than 12 months, check reason: [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	$ 764.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	$ 3,728.
c	**Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.