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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 12-01-2012 , and ending 11-30-2013

Name of foundation
LIVING ROCK FOUNDATION

A Employer identification number
45-1656663

Number and street (or P O box number if mail is not delivered to street address)
1544 OXBOW DRIVE SUITE 200

Room/suite

B Telephone number (see instructions)
(970) 497-5001

City or town, state, and ZIP code
MONTROSE, CO 81401

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 6,909,094

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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

	Line	Description	(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	2	2		
	4	Dividends and interest from securities	173,268	173,268		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	340,493			
	b	Gross sales price for all assets on line 6a 2,661,023				
	7	Capital gain net income (from Part IV, line 2)		340,493		
	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)	11,394	11,355		
	12	**Total.** Add lines 1 through 11	525,157	525,118		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	98,618	0		34,887
	14	Other employee salaries and wages	18,691	0		6,612
	15	Pension plans, employee benefits	32,165	0		11,379
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	34,238	0		12,112
	c	Other professional fees (attach schedule)	3,732	3,732		0
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	6,711	0		2,374
	19	Depreciation (attach schedule) and depletion	4,156	0		
	20	Occupancy	7,311	0		2,586
	21	Travel, conferences, and meetings	5,940	0		2,101
	22	Printing and publications				
	23	Other expenses (attach schedule)	6,865	1,289		3,477
	24	**Total operating and administrative expenses.** Add lines 13 through 23	218,427	5,021		75,528
	25	Contributions, gifts, grants paid	412,476			412,476
	26	**Total expenses and disbursements.** Add lines 24 and 25	630,903	5,021		488,004
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-105,746			
	b	**Net investment income** (if negative, enter -0-)		520,097		
	c	**Adjusted net income** (if negative, enter -0-)				

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	28,997	1,552	1,552
	2	Savings and temporary cash investments	51,881	135,555	135,555
	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 page 15 of the 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	8,315		
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	6,176,461	6,023,600	6,752,215
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ 29,796			
		Less accumulated depreciation (attach schedule) ▶ 10,024	21,551	19,772	19,772
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	6,287,205	6,180,479	6,909,094
Liabilities	17	Accounts payable and accrued expenses	2,532	1,552	
	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)	2,532	1,552	
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	6,284,673	6,178,927	
	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			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	6,284,673	6,178,927	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	6,287,205	6,180,479	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	6,284,673
2	Enter amount from Part I, line 27a	2	-105,746
3	Other increases not included in line 2 (itemize) ▶	3	0
4	Add lines 1, 2, and 3	4	6,178,927
5	Decreases not included in line 2 (itemize) ▶	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	6,178,927

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 Additional Data Table			
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	See Additional Data Table			
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	See Additional Data Table			
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	340,493
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 page 18 of 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	572,899	6,710,584	0 085372
2010	175,272	7,073,399	0 024779
2009	190,382	7,075,783	0 026906
2008	245,785	6,555,024	0 037496
2007	491,968	8,924,447	0 055126

2	**Total** of line 1, column (d).	2	0 229679
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 045936
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	6,725,562
5	Multiply line 4 by line 3.	5	308,945
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	5,201
7	Add lines 5 and 6.	7	314,146
8	Enter qualifying distributions from Part XII, line 4.	8	488,004

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 page 18 of the 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	5,201
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	0
3	Add lines 1 and 2			3	5,201
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	5,201
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,520		
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	2,520
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	2,681
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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶CO, MD			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶WWW LIVINGROCKFOUNDATION ORG

14 The books are in care of ▶ALEX BRUBAKER Telephone no ▶(970) 497-5001

Located at ▶1544 OXBOW DRIVE SUITE 200 MONTROSE CO ZIP +4 ▶81401

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 |

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		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 page 20 of the instructions)?	1b		No
	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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
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		No
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		No

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?	**6b**		No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
See Additional Data Table				

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	6,651,154
b	Average of monthly cash balances	1b	176,828
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	6,827,982
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e: 0		
2	Acquisition indebtedness applicable to line 1 assets	2	0
3	Subtract line 2 from line 1d	3	6,827,982
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	102,420
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	6,725,562
6	**Minimum investment return.** Enter 5% of line 5	6	336,278

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	336,278
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 5,201		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	5,201
3	Distributable amount before adjustments Subtract line 2c from line 1	3	331,077
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	331,077
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	331,077

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	488,004
b	Program-related investments—total from Part IX-B	1b	0
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	488,004
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	5,201
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	482,803

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					331,077
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 20___ , 20___ , 20___			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.	57,371				
b From 2008.					
c From 2009.					
d From 2010.					
e From 2011.	242,382				
f **Total** of lines 3a through e.		299,753			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 488,004					
a Applied to 2011, but not more than line 2a				0	
b Applied to undistributed income of prior years (Election required—see instructions).			0		
c Treated as distributions out of corpus (Election required—see instructions).		0			
d Applied to 2012 distributable amount.					331,077
e Remaining amount distributed out of corpus		156,927			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		0			0
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		456,680			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			0		
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)		0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .		57,371			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		399,309			
10 Analysis of line 9					
a Excess from 2008. . . .					
b Excess from 2009. . . .					
c Excess from 2010. . . .					
d Excess from 2011. . . .	242,382				
e Excess from 2012. . . .	156,927				

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

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 organization 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 organization had $5,000 or more in assets at any time during the year—see instructions.)**

1 Information Regarding Foundation Managers:

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

See Additional Data Table

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

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				412,476
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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	2	
4 Dividends and interest from securities. . . .			14	173,268	
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	340,493	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a FEDERAL TAX REFUND					11,355
b MISC INCOME					39
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		513,763	11,394

13 Total. Add line 12, columns (b), (d), and (e). **13** 525,157

(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)
11A	REFUND OF OVERPAID FEDERAL TAXES
11B	MISCELLANEOUS RECEIPTS

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)		No
(2) Other assets	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization	1b(2)		No
(3) Rental of facilities, equipment, or other assets	1b(3)		No
(4) Reimbursement arrangements	1b(4)		No
(5) Loans or loan guarantees	1b(5)		No
(6) Performance of services or membership or fundraising solicitations	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		No

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2014-01-10	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
DAVID A SEEBA CPA	DAVID A SEEBA CPA			P00747048

Firm's name ▶ SEEBA & ASSOCIATES INC — Firm's EIN ▶ 94-2767324

Firm's address ▶ 1825 HAMILTON AVE SAN JOSE, CA 951255624 — Phone no (408) 559-8410

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
1191 667 SH DFA INTL SMALL CAP VALUE PORTFOLIO		2011-01-28	2013-01-31
3879 612 SH DFA TAX MANAGED INTL VALUE PORTFOLIO		2011-01-28	2013-11-21
1990 823 SH DFA TAX MANAGED INTL VALUE PORTFOLIO		2011-01-28	2013-01-31
924 924 SH DFA TAX MANAGED US TARGETED VALUE PORTFOLIO		2011-01-28	2013-01-31
2396 443 SH DFA TAX MANAGED US TARGETED VALUE PORTFOLIO		2011-01-28	2013-10-23
1 309 SH DFA TAX MANAGED US TARGETED VALUE PORTFOLIO		2012-03-08	2013-10-23
12 624 SH DFA TAX MANAGED US TARGETED VALUE PORTFOLIO		2012-09-10	2013-10-23
9507 606 SH PIMCO EMRG LOCAL BD FD INSTL CL		2008-03-07	2012-12-18
0 052 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-05-07	2012-12-18
20704 522 SH PIMCO EMRG LOCAL BD FD INSTL CL		2008-03-07	2013-08-16
43 299 SH PIMCO EMRG LOCAL BD FD INSTL CL		2011-12-28	2013-08-16
145 305 SH PIMCO EMRG LOCAL BD FD INSTL CL		2011-12-30	2013-08-16
141 155 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-02-29	2013-08-16
0 048 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-02-29	2013-08-16
0 06 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-02-29	2013-08-16
0 06 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-03-30	2013-08-16
25 533 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-04-06	2013-08-16
0 049 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-04-30	2013-08-16
35 46 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-04-30	2013-08-16
111 967 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-05-07	2013-08-16
97 65 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-07-31	2013-08-16
0 059 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-08-31	2013-08-16
128 966 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-08-31	2013-08-16
94 622 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-09-28	2013-08-16
0 058 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-10-31	2013-08-16
123 818 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-10-31	2013-08-16
119 686 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-11-30	2013-08-16
0 055 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-11-30	2013-08-16
0 188 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-12-27	2013-08-16
294 654 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-12-27	2013-08-16

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
109 82 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-12-31	2013-08-16
0 058 SH PIMCO EMRG LOCAL BD FD INSTL CL		2012-12-31	2013-08-16
83 791 SH PIMCO EMRG LOCAL BD FD INSTL CL		2013-01-31	2013-08-16
0 053 SH PIMCO EMRG LOCAL BD FD INSTL CL		2013-01-31	2013-08-16
72 663 SH PIMCO EMRG LOCAL BD FD INSTL CL		2013-02-28	2013-08-16
0 049 SH PIMCO EMRG LOCAL BD FD INSTL CL		2013-02-28	2013-08-16
91 033 SH PIMCO EMRG LOCAL BD FD INSTL CL		2013-03-28	2013-08-16
0 059 SH PIMCO EMRG LOCAL BD FD INSTL CL		2013-03-28	2013-08-16
78 14 SH PIMCO EMRG LOCAL BD FD INSTL CL		2013-04-30	2013-08-16
0 052 SH PIMCO EMRG LOCAL BD FD INSTL CL		2013-04-30	2013-08-16
99 257 SH PIMCO EMRG LOCAL BD FD INSTL CL		2013-05-31	2013-08-16
0 063 SH PIMCO EMRG LOCAL BD FD INSTL CL		2013-05-31	2013-08-16
0 059 SH PIMCO EMRG LOCAL BD FD INSTL CL		2013-06-28	2013-08-16
90 687 SH PIMCO EMRG LOCAL BD FD INSTL CL		2013-06-28	2013-08-16
88 938 SH PIMCO EMRG LOCAL BD FD INSTL CL		2013-07-31	2013-08-16
0 057 SH PIMCO EMRG LOCAL BD FD INSTL CL		2013-07-31	2013-08-16
17857 691 SH PIMCO FOREIGN BOND FD UNHEDGED INSTL CL		2007-08-17	2012-12-18
117 494 SH PIMCO FOREIGN BOND FD UNHEDGED INSTL CL		2012-08-31	2012-12-18
89 713 SH PIMCO FOREIGN BOND FD UNHEDGED INSTL CL		2012-09-28	2012-12-18
85 473 SH PIMCO FOREIGN BOND FD UNHEDGED INSTL CL		2012-10-31	2012-12-18
95 297 SH PIMCO FOREIGN BOND FD UNHEDGED INSTL CL		2012-11-30	2012-12-18
0 051 SH PIMCO FOREIGN BOND FD UNHEDGED INSTL CL		2012-12-12	2012-12-18
1390 982 SH PIMCO FOREIGN BOND FD UNHEDGED INSTL CL		2012-12-12	2012-12-18
0 444 SH PIMCO FOREIGN BOND FD UNHEDGED INSTL CL		2012-12-12	2012-12-18
158 984 SH PIMCO FOREIGN BOND FD UNHEDGED INSTL CL		2012-12-12	2012-12-18
13140 867 SH PIMCO HIGH YIELD FUND INST CL		1998-08-14	2012-12-18
37705 073 SH PIMCO LOW DURATION FUND INSTL CL		2009-03-11	2012-12-18
0 052 SH PIMCO LOW DURATION FUND INSTL CL		2012-05-07	2012-12-18
185 975 SH PIMCO LOW DURATION FUND INSTL CL		2012-07-31	2012-12-18
182 179 SH PIMCO LOW DURATION FUND INSTL CL		2012-08-31	2012-12-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
154 528 SH PIMCO LOW DURATION FUND INSTL CL		2012-09-28	2012-12-18
0 055 SH PIMCO LOW DURATION FUND INSTL CL		2012-10-31	2012-12-18
243 141 SH PIMCO LOW DURATION FUND INSTL CL		2012-10-31	2012-12-18
0 055 SH PIMCO LOW DURATION FUND INSTL CL		2012-11-30	2012-12-18
250 205 SH PIMCO LOW DURATION FUND INSTL CL		2012-11-30	2012-12-18
0 186 SH PIMCO LOW DURATION FUND INSTL CL		2012-12-12	2012-12-18
877 56 SH PIMCO LOW DURATION FUND INSTL CL		2012-12-12	2012-12-18
185 583 SH PIMCO LOW DURATION FUND INSTL CL		2012-12-12	2012-12-18
545 588 SH PIMCO TOTAL RETURN FUND INSTL CL		2011-12-28	2013-04-25
0 201 SH PIMCO TOTAL RETURN FUND INSTL CL		2011-12-30	2013-04-25
574 165 SH PIMCO TOTAL RETURN FUND INSTL CL		2011-12-30	2013-04-25
533 511 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-01-31	2013-04-25
0 189 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-01-31	2013-04-25
0 172 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-02-29	2013-04-25
499 526 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-02-29	2013-04-25
0 216 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-03-30	2013-04-25
619 195 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-03-30	2013-04-25
143 103 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-08-17	2013-04-25
0 163 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-08-17	2013-04-25
0 171 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-09-13	2013-04-25
0 741 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-10-07	2013-04-25
149 963 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-10-07	2013-04-25
0 139 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-10-07	2013-04-25
227 473 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-10-11	2013-04-25
555 491 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-11-09	2013-04-25
0 2 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-11-09	2013-04-25
569 639 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-12-09	2013-04-25
0 207 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-12-09	2013-04-25
69862 806 SH PIMCO TOTAL RETURN FUND INSTL CL		1998-11-25	2012-12-18
0 158 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-07-31	2012-12-18

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
449 811 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-08-04	2012-12-18
31 653 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-08-31	2012-12-18
0 171 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-08-31	2012-12-18
378 177 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-09-28	2012-12-18
0 139 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-09-28	2012-12-18
0 2 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-10-31	2012-12-18
555 491 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-10-31	2012-12-18
569 639 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-11-30	2012-12-18
0 207 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-11-30	2012-12-18
2689 482 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-12-12	2012-12-18
0 713 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-12-12	2012-12-18
0 971 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-12-12	2012-12-18
1974 075 SH PIMCO TOTAL RETURN FUND INSTL CL		2012-12-12	2012-12-18
910 961 SH VANGUARD 500 INDEX FD SIGNAL SHRS		2011-01-28	2013-04-25
482 171 SH VANGUARD 500 INDEX FD SIGNAL SHRS		2011-01-28	2013-01-31
595 516 SH VANGUARD 500 INDEX FD SIGNAL SHRS		2011-01-28	2013-05-24
365 991 SH VANGUARD INTL GROWTH FD ADMIRAL SHARE		2011-01-28	2013-01-31
726 109 SH VANGUARD INTL GROWTH FD ADMIRAL SHARE		2011-01-28	2013-11-22
1155 27 SH VANGUARD SMALL CAP GWTH INDEX FD ADM		2012-12-18	2013-04-25
0 809 SH VANGUARD SMALL CAP GWTH INDEX FD ADM		2013-03-19	2013-04-25
WASH SALE ADJUSTMENT	P		
CAPITAL GAINS DIVIDENDS	P		

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
20,000		20,701	-701
62,000		60,264	1,736
28,500		30,924	-2,424
23,100		19,832	3,268
74,566		51,383	23,183
41		29	12
393		290	103
105,499		91,934	13,565
1		1	0
197,696		200,202	-2,506
413		435	-22
1,387		1,460	-73
1,348		1,508	-160
		1	-1
1		1	0
1		1	0
244		280	-36
		1	-1
339		373	-34
1,069		1,231	-162
932		1,042	-110
1		1	0
1,231		1,370	-139
903		1,028	-125
1		1	0
1,182		1,345	-163
1,143		1,305	-162
1		1	0
2		2	0
2,813		3,235	-422

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,049		1,206	-157
1		1	0
800		923	-123
1		1	0
694		793	-99
		1	-1
869		987	-118
1		1	0
746		872	-126
1		1	0
948		1,026	-78
1		1	0
1		1	0
866		887	-21
849		868	-19
1		1	0
198,546		172,089	26,457
1,306		1,328	-22
997		1,042	-45
950		986	-36
1,060		1,093	-33
1		1	0
15,465		15,496	-31
5		5	0
1,768		1,771	-3
127,300		114,251	13,049
396,624		348,262	48,362
1		1	0
1,956		1,968	-12
1,916		1,931	-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
1,626		1,647	-21
1		1	0
2,558		2,587	-29
1		1	0
2,632		2,665	-33
2		2	0
9,231		9,249	-18
1,952		1,956	-4
6,172		5,909	263
2		2	0
6,495		6,241	254
6,035		5,933	102
2		2	0
2		2	0
5,651		5,555	96
2		2	0
7,004		6,867	137
1,619		1,637	-18
2		2	0
2		2	0
8		9	-1
1,696		1,725	-29
2		2	0
2,573		2,616	-43
6,284		6,394	-110
2		2	0
6,444		6,574	-130
2		2	0
790,815		722,784	68,031
2		2	0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(e) Gross sales price	**(f)** Depreciation allowed (or allowable)	**(g)** Cost or other basis plus expense of sale	**(h)** Gain or (loss) (e) plus (f) minus (g)
5,092		5,180	-88
358		364	-6
2		2	0
4,281		4,379	-98
2		2	0
2		2	0
6,288		6,438	-150
6,448		6,619	-171
2		2	0
30,444		30,553	-109
8		8	0
11		11	0
22,346		22,425	-79
110,000		88,507	21,493
55,000		46,847	8,153
75,000		57,859	17,141
23,400		22,256	1,144
53,000		44,155	8,845
39,972		36,546	3,426
28		28	0
795			795
90,195			90,195

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-701
			1,736
			-2,424
			3,268
			23,183
			12
			103
			13,565
			0
			-2,506
			-22
			-73
			-160
			-1
			0
			0
			-36
			-1
			-34
			-162
			-110
			0
			-139
			-125
			0
			-163
			-162
			0
			0
			-422

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-157
			0
			-123
			0
			-99
			-1
			-118
			0
			-126
			0
			-78
			0
			0
			-21
			-19
			0
			26,457
			-22
			-45
			-36
			-33
			0
			-31
			0
			-3
			13,049
			48,362
			0
			-12
			-15

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-21
			0
			-29
			0
			-33
			0
			-18
			-4
			263
			0
			254
			102
			0
			0
			96
			0
			137
			-18
			0
			0
			-1
			-29
			0
			-43
			-110
			0
			-130
			0
			68,031
			0

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-88
			-6
			0
			-98
			0
			0
			-150
			-171
			0
			-109
			0
			0
			-79
			21,493
			8,153
			17,141
			1,144
			8,845
			3,426
			0
			795
			90,195

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(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
KENNETH A ELDRED 1544 OXBOW DRIVE SUITE 200 MONTROSE,CO 81401	CHAIRMAN/TRUSTEE 20 00	7,540	17,080	0
ROBERTA E ELDRED 1544 OXBOW DRIVE SUITE 200 MONTROSE,CO 81401	PRESIDENT/TRUSTEE 2 00	0	0	0
ALEX BRUBAKER 1544 OXBOW DRIVE SUITE 200 MONTROSE,CO 81401	VICE PRESIDENT/TRUSTEE 40 00	80,678	10,350	0
KARY ELDRED 1544 OXBOW DRIVE SUITE 200 MONTROSE,CO 81401	TRUSTEE 2 00	0	0	0
MONICA ELDRED 1544 OXBOW DRIVE SUITE 200 MONTROSE,CO 81401	TRUSTEE 2 00	0	0	0
JUSTIN ELDRED 1544 OXBOW DRIVE SUITE 200 MONTROSE,CO 81401	TREASURER/TRUSTEE 20 00	10,400	0	0
RACHEL ELDRED 1544 OXBOW DRIVE SUITE 200 MONTROSE,CO 81401	TRUSTEE 2 00	0	0	0

Form 990PF Part XV Line 1a - 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).

KENNETH A ELDRED
ROBERTA E ELDRED

Form 990PF Part XV Line 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*				
WYCLIFFE BIBLE TRANSLATORS PO BOX 628200 ORLANDO,FL 32862	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	5,157
CEDAR CREEK CHURCH 222 S TOWNSEND MONTROSE,CO 81401	NONE	CHURCH	CHARITABLE AND RELIGIOUS SUPPORT	10,000
SAMARITAN'S PURSE PO BOX 3000 BOONE,NC 28607	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	25,000
GRAIN OF WHEAT INTERNATIONAL PO BOX 341 SUWANEE,GA 30024	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	29,210
LIVING STONES FOUNDATION CHARITABLE TRUST 1544 OXBOW DRIVE STE 200 MONTROSE,CO 81401	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	173,609
OPTIONS UNITED 690 VISTA DEL SOL CAMARILLO,CA 93010	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	20,000
ACCTS USAMILITARY MINISTRIES INTERNATIONAL PO BOX 27239 DENVER,CO 80227	NONE	OTHER PUBLIC CHARITY	CHARITABLE SUPPORT	30,000
CHRIST COMMUNITY CHURCH OF MILPITAS 1000 SOUTH PARK VICTORIA DRIVE MILPITAS,CA 95035	NONE	CHURCH	CHARITABLE AND RELIGIOUS SUPPORT	5,000
THE FELLOWSHIP OF FATHER'S FOUNDATION PO BOX 25 HANOVER,NH 03755	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	1,000
FOUNDATION FOR FAMILIES 2975 RUSSETT ROAD PETOSKEY,MI 49770	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	40,000
LIFE OUTREACH INTERNATIONAL PO BOX 982000 FORT WORTH,TX 76182	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	1,000
MELANOMA RESEARCH FOUNDATION PO BOX 759329 BALTIMORE,MD 21275	NONE	OTHER PUBLIC CHARITY	CHARITABLE SUPPORT	1,000
YOUNG LIFE 236 SOUTH 3RD STREET BOX 350 MONTROSE,CO 81401	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	500
JEWISH VOICE MINISTRIES INTERNATIONAL PO BOX 81439 PHOENIX,AZ 85069	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	1,000
THE KING'S UNIVERSITY 14800 SHERMAN WAY VAN NUYS,CA 91405	NONE	OTHER PUBLIC CHARITY	EDUCATION AND RELIGIOUS SUPPORT	50,000

Form 990PF Part XV Line 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*				
THE NAVIGATORS PO BOX 6000 COLORADO SPRINGS, CO 80934	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	2,500
NEW LIFE HISPANIC CHURCH 440 COLLEGE STREET AUBURN, AL 36830	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	2,500
CENTER FOR MISSION MOBILIZATION PO BOX 3556 FAYETTEVILLE, AR 72702	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	2,500
PCA REFORMED UNIVERSITY MINISTRIES 1700 N BROWN RD STE 104 LAWRENCEVILLE, GA 30043	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	1,000
CAMPUS CHURCH INC PO BOX 2596 AUBURN, AL 36830	NONE	CHURCH	CHARITABLE AND RELIGIOUS SUPPORT	1,500
LAMPLIGHTER MINISTRIES PO BOX 481 AUBURN, AL 36831	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	5,000
STEVEN BROOKS INTERNATIONAL PO BOX 717 MORAVIAN FALLS, NC 28654	NONE	OTHER PUBLIC CHARITY	CHARITABLE AND RELIGIOUS SUPPORT	5,000
Total . . . . ▶ **3a**				412,476

TY 2012 Accounting Fees Schedule

Name: LIVING ROCK FOUNDATION

EIN: 45-1656663

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	5,638	0		1,994
ACCOUNTING & BOOKKEEPING	28,600	0		10,118

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TY 2012 Depreciation Schedule

Name: LIVING ROCK FOUNDATION

EIN: 45-1656663

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
3 LCD TV'S FOR OFFICE	2011-05-30	1,447	410	SL	5 000000000000	289	0		
AVAYA IPO 500 SERVER SYSTEM	2011-07-01	11,216	3,178	SL	5 000000000000	2,243	0		
OFFICE SHREDDER	2011-07-15	1,013	199	SL	7 000000000000	145	0		
WINDOW BLINDS	2011-07-01	1,828	370	SL	7 000000000000	261	0		
HEXAGON TABLE, BOOKCASE, 3 ARM CHAIRS	2011-09-01	622	111	SL	7 000000000000	89	0		
LEASEHOLD IMPROVEMENTS	2011-07-01	11,293	1,600	SL	10 000000000000	1,129	0		
ASUS ZENBOOK PRIME ULTRABOOK LAPTOP	2013-06-14	716		SL	5 000000000000	0	0		
PRINTER/COPIER/SCANNER/FAX	2013-06-17	122		SL	5 000000000000	0	0		
APPLE MACBOOK PRO	2013-11-20	1,470		SL	5 000000000000	0	0		
CONSTRUCTION IN PROGRESS	2013-11-30	69		VAR	0 %	0	0		

TY 2012 Investments Corporate Stock Schedule

Name: LIVING ROCK FOUNDATION

EIN: 45-1656663

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VARIOUS MUTUAL FUNDS	6,023,600	6,752,215

TY 2012 Land, Etc. Schedule

Name: LIVING ROCK FOUNDATION

EIN: 45-1656663

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
3 LCD TV'S FOR OFFICE	1,447	699	748	
AVAYA IPO 500 SERVER SYSTEM	11,216	5,421	5,795	
OFFICE SHREDDER	1,013	344	669	
WINDOW BLINDS	1,828	631	1,197	
HEXAGON TABLE, BOOKCASE, 3 ARM CHAIRS	622	200	422	
LEASEHOLD IMPROVEMENTS	11,293	2,729	8,564	
ASUS ZENBOOK PRIME ULTRABOOK LAPTOP	716	0	716	
PRINTER/COPIER/SCANNER/FAX	122	0	122	
APPLE MACBOOK PRO	1,470	0	1,470	
CONSTRUCTION IN PROGRESS	69	0	69	

TY 2012 Other Expenses Schedule

Name: LIVING ROCK FOUNDATION

EIN: 45-1656663

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
WORKERS COMPENSATION INSURANCE	769	0		272
PAYROLL & 401K ADMIN FEES	702	0		248
BANK CHARGES	98	0		35
BOARD EXPENSES	150	0		53
COMPUTER EXPENSES	231	0		82
DUES & SUBSCRIPTIONS	798	0		282
OFFICE AND POSTAGE EXPENSE	500	0		177
PROJECT SUPPORT - AHOP	2,328	0		2,328
INVESTMENT EXPENSES AND ADR FEES	1,289	1,289		0

TY 2012 Other Income Schedule

Name: LIVING ROCK FOUNDATION

EIN: 45-1656663

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
FEDERAL TAX REFUND	11,355	11,355	11,355
MISC INCOME	39		39

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TY 2012 Other Professional Fees Schedule

Name: LIVING ROCK FOUNDATION

EIN: 45-1656663

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT MANAGEMENT FEES	3,732	3,732		0

TY 2012 Taxes Schedule

Name: LIVING ROCK FOUNDATION

EIN: 45-1656663

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
PAYROLL TAXES	6,471	0		2,289
STATE FILING FEES	240	0		85