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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, 20 13

Name of foundation SECOND DOROTHY F MARTIN CHARITABLE FOUNDATION
94303130

A Employer identification number 87-6197628

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- 275-4327

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)* ▶ $ 829,805.

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)
Revenue	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	18,562.	18,562.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	47,307.			
	b Gross sales price for all assets on line 6a 382,553.				
	7 Capital gain net income (from Part IV, line 2)		47,307.		
	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)				
	12 **Total.** Add lines 1 through 11	65,869.	65,869.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	13,253.	11,927.		1,325.
	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 5	1,500.	NONE	NONE	1,500.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	358.	358.		
	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 7	876.			876.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	15,987.	12,285.	NONE	3,701.
	25 Contributions, gifts, grants paid	49,000.			49,000.
	26 **Total expenses and disbursements** Add lines 24 and 25	64,987.	12,285.	NONE	52,701.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	882.			
	b **Net investment income** (if negative, enter -0-)		53,584.		
	c **Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	10,300.	39,918.	39,918.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶	7,221.		
	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 8	630,388.	616,192.	693,394.
	c Investments - corporate bonds (attach schedule) STMT 13	103,831.	96,765.	96,493.
	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)	751,740.	752,875.	829,805.
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	751,740.	752,875.	
	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)	751,740.	752,875.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	751,740.	752,875.	

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	751,740.
2	Enter amount from Part I, line 27a	2	882.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 14	3	253.
4	Add lines 1, 2, and 3	4	752,875.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	752,875.

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	382,553.		335,246.	47,307.
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				47,307.
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	47,307.
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	34,199.	793,097.	0.043121
2010	52,774.	981,325.	0.053778
2009	39,181.	841,601.	0.046555
2008	38,824.	790,085.	0.049139
2007	4,176.	967,346.	0.004317

2	**Total** of line 1, column (d)	2	0.196910
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	0.039382
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	802,037.
5	Multiply line 4 by line 3	5	31,586.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	536.
7	Add lines 5 and 6	7	32,122.
8	Enter qualifying distributions from Part XII, line 4	8	52,701.

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 ▶ [X] and enter 1% of Part I, line 27b		1	536.
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	536.
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	536.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 424.		
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	424.
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	112.
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** ▶ NONE **Refunded** ▶		11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		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) ▶ UT			
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)*

		Line	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)275-4327

Located at ▶ 555 SW OAK, PORTLAND, OR ZIP+4 ▶ 97204

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

		Line	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.

				Line	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)*

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	14,753.	-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	795,238.
b	Average of monthly cash balances	1b	19,013.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	814,251.
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	814,251.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	12,214.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	802,037.
6	**Minimum investment return.** Enter 5% of line 5	6	40,102.

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	40,102.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	536.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	536.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	39,566.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	39,566.
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	39,566.

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	52,701.
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	52,701.
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	536.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	52,165.

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				39,566.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			35,550.	
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 ▶ $ 52,701.				
a	Applied to 2011, but not more than line 2a			35,550.	
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				17,151.
e	Remaining amount distributed out of corpus	NONE			
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	NONE			
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				22,415.
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	NONE			
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 ... NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

SEE ATTACHED DETAIL

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

SEE ATTACHED DETAIL

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 16

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*				
TURN COMMUNITY SERVICES ATTN: JAN PARKE, DIRE PO BOX 1287 SALT LAKE CITY UT 84110	NONE	PUBLIC	GENERAL	5,000.
CATHEDRAL CHURCH OF ST MARK GENERAL FUND - RE 231 EAST FIRST SOUTH SALT LAKE CITY UT 84111	NONE	PUBLIC	GENERAL SUPPORT	25,000.
LEAGUE OF WOMEN VOTERS OF UTAH EDUCATION FUND 3804 HIGHLAND DRIVE STE 9 SALT LAKE CITY UT	NONE	PUBLIC	GENERAL SUPPORT	3,000.
ODYSSEY HOUSE ATTN: THUY DANG 344 EAST 100 SOUTH SALT LAKE CITY UT 84111	NONE	PUBLIC	GENERAL SUPPORT	2,000.
UNITED WAY OF SALT LAKE ATTN: NANCY MAJOR 175 S. WEST TEMPLE, SUITE 30 SALT LAKE CITY	NONE	PUBLIC	GENERAL SUPPORT	2,000.
UTAH FOOD BANK ATTN: DONATIONS 3150 SOUTH 900 WEST SALT LAKE CITY UT 84119	NONE	PUBLIC	GENERAL SUPPORT	2,000.
YWCA SALT LAKE CITY ATTN: BUSINESS OFFICE 322 EAST 300 SOUTH SALT LAKE CITY UT 84111	NONE	PUBLIC	GENERAL SUPPORT	5,000.
CROSSROADS URBAN CENTER ATTN: JIM 347 SOUTH 400 EAST SALT LAKE CITY UT 84104	NONE	PUBLIC	OPERATING EXPENSES	5,000.
Total . . . . . . ▶ 3a				49,000.
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	18,562.	
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	47,307.	
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)				65,869.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . . 13 65,869.

(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 | 01/20/2014 | 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	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
ABERDEEN FDS EMRGN	680.	680.
INV BALANCE RISK COMM STR Y	177.	177.
ALLERGAN INC	1.	1.
AMER CENT DIVERSIFI BOND INS	765.	765.
AMERICAN TOWER CORP	34.	34.
ANADARKO PETROLEUM CORP	22.	22.
APPLE COMPUTER INC	59.	59.
BANK OF AMERICA CORP	14.	14.
BEST BUY CO INC	44.	44.
BOEING CO	47.	47.
BORG WARNER INC	12.	12.
CF INDUSTRIES HOLDINGS INC	3.	3.
CVS CAREMARK CORP	26.	26.
CA INC	71.	71.
CATERPILLAR INC	26.	26.
CISCO SYS INC	7.	7.
CITIGROUP INC	3.	3.
CONAGRA FOODS INC	41.	41.
DEVON ENERGY CORPORATION	4.	4.
DOVER CORP	58.	58.
DOW CHEM CO	87.	87.
DRIEHAUS SELECT CREDIT FUND	197.	197.
DRIEHAUS ACTIVE INCOME FUND	135.	135.
E I I INTL PPTY I	143.	143.
EATON VANCE GLOBAL MACRO FD CL I	300.	300.
EDISON INTL	33.	33.
EMERSON ELECTRIC CO	71.	71.
EXXON MOBIL CORP	74.	74.
FIFTH THIRD BANCORP	32.	32.
FIRST AMER PRIME OBLIG FUND CL Y	1.	1.
FOOT LOCKER INC	31.	31.
FORWARD INTERNATIONAL REAL ESTATE	517.	517.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FREEPORT MCMORAN COPPER GOLD	18.	18.
GENERAL ELEC CO	60.	60.
GLAXO SMITHKLINE P L C A D R	93.	93.
GOLDMAN SACHS M C VALUE CL INST	260.	260.
HOME DEPOT INC	48.	48.
ILLINOIS TOOL WORKSINC	17.	17.
INTL BUSINESS MACHINES CORP	48.	48.
INTERNATIONAL PAPER CO	22.	22.
ISHARES MSCI EMERGING MARKETS ETF	433.	433.
ISHARES JPMORGAN USD EMERG ETF	551.	551.
KOHLS CORP	7.	7.
KRAFT FOODS GROUP INC	1.	1.
LINCOLN NATL CORP IND	21.	21.
LOWES CO INC	35.	35.
MACYS INC	50.	50.
MARATHON OIL CORPORATION	46.	46.
MASTERCARD INC	6.	6.
MAXIM INTEGRATED PRODS INC	96.	96.
MERCK AND CO INC	102.	102.
MICROSOFT CORP COM	37.	37.
MONDELEZ INTERNATIONAL W I	52.	52.
MONSANTO CO	20.	20.
MOODYS CORP	6.	6.
MORGAN STANLEY DEAN WITTER & CO	20.	20.
MOTOROLA SOLUTIONS INC	31.	31.
NRG ENERGY INC	41.	41.
NATIONAL-OILWELL INC	2.	2.
LOOMIS SAYLES STRATEGIC ALPHA FUND Y	156.	156.
NETAPP INC	5.	5.
NEUBERGER BERMAN GENESIS INSTL FD	112.	112.
NUVEEN HIGH INCOME BOND FD CL I	2,660.	2,660.
NUVEEN REAL ESTATE SECS I	872.	872.
NUVEEN INFLATION PRO SEC CL I	245.	245.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
NUVEEN GLOBAL INFRASTR FD CL I	1,105.	1,105.
NV ENERGY INC	16.	16.
OCCIDENTAL PETROLEUM CORPORATION	49.	49.
ORACLE CORPORATION	9.	9.
PIMCO TOTAL RETURN FUND INST	3,064.	3,064.
P N C FINANCIAL SERVICES GROUP INC	12.	12.
PFIZER INC COM	159.	159.
POLARIS INDS INC	19.	19.
PRUDENTIAL FINL INC	92.	92.
ROCKWELL AUTOMATION INC	16.	16.
SLM CORP	39.	39.
SPDR DJ WILSHIRE INTERNATIONAL	804.	804.
SPDR BARCLAYS INTRNTNL TREASURY ETF	252.	252.
SCHLUMBERGER LTD ISIN #AN8068571086	52.	52.
LAUDUS INTL MARKETMASTERS FUND SEL	1,261.	1,261.
SCOUT INTERNATIONAL FUND	951.	951.
STAPLES INC	75.	75.
SYMANTEC CORP	27.	27.
TCW EMERGING MARKETS INCOME FUND	146.	146.
TYSON FOODS INC CL A	13.	13.
UNITED TECHNOLOGIES CORP	73.	73.
UNITED HEALTH GROUP INC	36.	36.
VERIZON COMMUNICATIONS	37.	37.
WALGREEN CO	17.	17.
WELLS FARGO & CO NEW	121.	121.
WILLIAMS COS INC	27.	27.
ZOETIS INC	4.	4.
COVIDIEN PLC	11.	11.
EATON CORP PLC	94.	94.
INGERSOLL RAND PLC	7.	7.
ACE LTD	28.	28.
NIELSEN HOLDINGS N V	28.	28.
ROYAL CARIBBEAN CRUISES LTD	30.	30.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
TOTAL	18,562.	18,562.

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	2.	2.
FOREIGN TAXES ON QUALIFIED FOR	289.	289.
FOREIGN TAXES ON NONQUALIFIED	67.	67.
TOTALS	358.	358.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
INSURANCE PYMT	875.	875.
ADR FEES	1.	1.
TOTALS	876.	876.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
APPLE INC	539.	1,267.	3,892.
EXXON MOBIL	1,995.	1,995.	2,898.
FREEPORT-MCMORAN COPPER	2,337.		
GENERAL ELEC CO	3,396.	3,208.	3,146.
UNITED TECHNOLOGIES	2,117.	1,623.	3,104.
SCHLUMBERGER LTD	2,335.	1,904.	3,183.
IPATH GSCI TOTAL RETURN	3,918.	3,918.	3,591.
ISHARES MSCI EMERGING MKTS	10,932.		
AMERICAN TOWER CORP	1,639.		
BMC SOFTWARE INC	1,114.		
BEST BUY CO	1,014.	277.	933.
INTERNATIONAL BUSINESS MACHINE	3,528.		
MASTERCARD INC	850.	850.	2,282.
NEUBERGER BERMAN GENESIS INSTL	19,909.	8,058.	10,823.
PIMCO TOTAL RETURN FUND	93,064.	88,296.	84,718.
SCOUT INTERNATIONAL FUND	43,205.	43,205.	48,758.
ALLERGAN INC	1,450.		
ANADARKO PETROLEUM CORP	3,659.	2,407.	2,842.
BANK OF AMERICA	5,885.	1,859.	3,243.
CITIGROUP	4,688.	1,961.	3,016.
DOLLAR TREE	660.		
DOVER CORP	2,175.		
EMC CORPORATION	2,144.		
EATON CORP	3,135.	727.	1,017.
FOOT LOCKER	526.	526.	1,556.
JARDEN CORP	918.	908.	2,418.
OCCIDENTAL PETROLEUM CORP	1,496.	1,496.	1,899.
PFIZER INC	3,206.	2,709.	4,379.
STARBUCKS CORP	1,919.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
TERADATA CORP	1,667.		
UNITED HEALTH GROUP	1,387.	1,497.	2,160.
ACE LTD	750.	750.	1,439.
CREDIT SUISSE COMM RET	23,332.	23,332.	20,045.
GOLDMAN SACHS MC VALUE	19,498.	10,908.	15,133.
IPATH DOW JONES UBS COMMODITY	5,831.	5,831.	4,829.
BOEING CO	1,788.	1,788.	3,356.
CAPITAL ONE FINANCIAL CORP	1,962.		
DOW CHEM CO	2,277.	2,277.	2,656.
FIFTH THIRD BANCORP	2,251.	1,189.	1,219.
MACYS INC	1,885.	1,885.	2,983.
NATIONAL OILWELL VARCO INC	1,001.		
POLARIS INDS INC	1,077.	2,077.	2,803.
PRUDENTIAL FINANCIAL INC	1,638.	1,638.	2,929.
SLM CORP	1,081.	1,081.	1,786.
WELLS FARGO	2,668.	2,089.	3,918.
INGERSOLL RAND PLC	1,320.		
DRIEHAUS ACTIVE INCOME FUND	3,890.	7,126.	7,218.
DRIEHAUS SELECT CREDIT FUND	8,185.	6,870.	7,150.
LAUDUS INTL MARKETMASTERS	46,471.	41,723.	54,389.
ABERDEEN FDS EMRG MKT	28,651.	34,293.	35,404.
LOOMIS SAYLES ABS STRAT	7,206.	11,295.	11,157.
NUVEEN GLOBAL INFRASTR	38,829.	43,090.	51,601.
NUVEEN MID CAP GRWTH OPP	27,354.	9,758.	13,516.
NUVEEN REAL ESTATE SECS	31,640.	19,965.	22,213.
SPDR DJ WILSHIRE INTL	13,029.	9,790.	10,438.
TFS MARKET NEUTRAL FUND	8,231.	8,231.	8,737.
CF INDUSTRIES HOLDINGS INC	1,597.		
CVS CAREMARK CORP	2,539.		

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
EDISON INTL	2,133.		
GILEAD SCIENCES INC	1,348.	959.	2,768.
GOOGLE INC	2,379.	2,379.	4,238.
HOME DEPOT INC	3,670.		
KRAFT FOODS GROUP INC	1,318.		
LIBERTY MEDIA CORP	1,789.	1,574.	2,455.
LSI CORPORATION	2,476.		
MARATHON OIL CORPORATION	1,847.	1,847.	2,343.
MAXIM INTEGRATED PRODS INC	2,458.		
MERCK AND CO INC NEW	3,644.		
MONDELEZ INTERNATIONAL W I	2,489.	1,687.	2,247.
MOTOROLA SOLUTIONS INC	2,154.		
PIONEER NAT REX CO	1,771.		
STAPLES INC	2,180.	2,180.	2,485.
COVIDIEN PLC	1,173.		
GLAXCO SMITHKLINE P L C	1,032.		
NIELSEN HOLDINGS NV	1,587.	1,587.	2,331.
BLACKROCK EMERGING MKTS L S	1,288.	7,959.	7,847.
E I I INTL PPTY I	5,847.	5,847.	7,690.
EATON VANCE GLOBAL MACRO FD	5,501.	8,934.	8,519.
FORWARD INTERNATIONAL REAL EST	7,463.	6,635.	6,916.
INV BALANCE RISK COMM STR	8,623.	9,932.	8,398.
NUVEEN INFLATION PRO SEC	33,358.	27,025.	25,823.
PYXIS LONG SHORT EQUITY Z	3,912.		
TURNER SPECTRUM FUND INSTL	11,498.		
EMERSON ELECTRIC CO	3,327.	2,092.	2,278.
WILLIAMS COS	1,335.		
AGILENT TECHNOLOGIES INC		1,171.	1,232.
AMERICAN TOWER CORP		1,639.	2,489.

SECOND DOROTHY F MARTIN CHARITABLE FOUNDATION 87-6197628

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
AUTODESK INC		1,047.	1,312.
BORG WARNER INC		1,737.	2,465.
BRUNSWICK CORP		1,027.	1,051.
CA INC		1,557.	2,046.
CATERPILLAR INC		2,352.	2,369.
CHEVRON CORPORATION		1,668.	1,714.
CIGNA CORP		2,330.	2,624.
CISCO SYS INC		2,039.	1,743.
HARLEY DAVIDSON INC		1,049.	1,072.
HEWLETT PACKARD INC		1,670.	1,723.
ILLINOIS TOOL WORKSINC		1,436.	1,671.
INTERNATIONAL PAPER CO		1,612.	1,679.
KOHLS CORP		1,072.	1,106.
LINCOLN NATL CORP IND		1,068.	1,591.
LOWES CO INC		1,789.	2,469.
MEDTRONIC INC		2,490.	2,465.
MICROSOFT CORP		4,536.	5,033.
MOHAWK INDS INC		2,174.	2,520.
MONSANTO CO		1,679.	1,927.
MORGAN STANLEY		1,881.	2,598.
NRG ENERGY INC		2,154.	2,434.
P P G INDS INC		1,101.	1,104.
PITNEY BOWES INC		1,572.	2,108.
ROCKWELL AUTOMATION INC		1,273.	1,704.
STRYKER CORP		1,028.	1,042.
SYMANTEC CORP		1,975.	2,024.
XEROX CORP		1,031.	1,070.
ROYAL CARIBBEAN CRUISES LTD		2,294.	2,687.
HIGHLAND LONG SHORT EQUITY FD		4,912.	5,651.

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
MORGAN DEMPSEY SM MICRO CAP V		3,144.	4,084.
NEUBERGER BERMAN LONG SH INS		6,579.	6,743.
OPPENHEIMER DEVELOPING MKTS FD		9,439.	10,409.
PARAMETRIC EMERGING MARKETS		14,789.	15,882.
ROBECO BOSTON PARTNERS L S		9,787.	10,154.
T ROWE PRICE MID CAP GROWTH FD		10,591.	11,589.
TCW EMERGING MARKETS INC FD		5,118.	4,647.
TCW EMERGING MARKETS LOCAL CCY		4,068.	4,048.
TOTALS	630,388.	616,192.	693,394.

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
NUVEEN HIGH INCOME BOND	48,863.	38,794.	40,088.
AMERICAN CENT DIVERSIFIED BD	34,920.	34,920.	33,460.
ISHARES JP MORGAN EM BOND FD	11,768.	11,768.	11,736.
SPDR BARCLAYS INTL TREAS BOND	8,280.	11,283.	11,209.
TOTALS	103,831.	96,765.	96,493.

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
ROUNDING		20.
FEDERAL TAX REFUND		233.
	TOTAL	253.

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	821,092.	15,439.	
FEBRUARY	821,015.	15,152.	
MARCH	832,181.	15,169.	
APRIL	792,453.	20,445.	
MAY	785,563.	14,068.	
JUNE	761,939.	14,331.	
JULY	784,423.	14,020.	
AUGUST	761,925.	20,559.	
SEPTEMBER	787,455.	21,369.	
OCTOBER	806,951.	21,350.	
NOVEMBER	789,888.	39,918.	
DECEMBER	797,967.	16,330.	
TOTAL	9,542,852.	228,150.	
AVERAGE FMV	795,238.	19,013.	

RECIPIENT NAME:
CHARLES TAMLYN C/O US BANK
ADDRESS:
PO BOX 3058
SALT LAKE CIY, UT 84110
RECIPIENT'S PHONE NUMBER: 801-534-6045
FORM, INFORMATION AND MATERIALS:
WRITTEN - CONTACT CHARLES TAMLYN AT US BANK
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
TO PROVIDE THE USE OF A SINGLE FAMILY RESIDENCE TO ONE OR MORE LOW INCOME FAMILIES - THROUGH DIRECT OPERATION OF SUCH A DWELLING OR ORGANIZATIONS WHICH HAVE SUCH A PROGRAM OR WOULD RUN SUCH A PROGRAM

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
SECOND DOROTHY F MARTIN CHARITABLE FOUNDATION	87-6197628

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					3,408.

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	9,987.
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	13,395.

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					4,655.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	29,194.
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	63.
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	33,912.

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			13,395.
14 **Net long-term gain or (loss):**				
a Total for year	14a			33,912.
b Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			63.
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			47,307.

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: SECOND DOROTHY F MARTIN CHARITABLE FOUNDATION

Employer identification number: 87-6197628

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 70. EATON CORP	06/11/2012	12/03/2012	3,651.00	3,150.00	501.00
26. B M C SOFTWARE INC	05/24/2012	12/14/2012	1,044.00	1,114.00	-70.00
377.146 DRIEHAUS SELECT CR	01/05/2012	12/14/2012	3,787.00	3,639.00	148.00
72. E M C CORPORATION	03/27/2012	12/14/2012	1,775.00	2,144.00	-369.00
31. KRAFT FOODS GROUP INC	VAR	12/14/2012	1,437.00	1,276.00	161.00
31.45 LOOMIS SAYLES STRATE FUND Y	03/16/2012	12/14/2012	323.00	309.00	14.00
91.827 TURNER SPECTRUM FUN	09/17/2012	12/14/2012	998.00	1,006.00	-8.00
86. BANK OF AMERICA CORP	08/27/2012	01/02/2013	1,024.00	703.00	321.00
1. KRAFT FOODS GROUP INC	05/02/2012	01/02/2013	46.00	42.00	4.00
91.827 TURNER SPECTRUM FUN	09/17/2012	01/02/2013	1,008.00	1,006.00	2.00
45. NRG ENERGY INC	12/14/2012	01/08/2013	1,023.00	1,054.00	-31.00
38. STARBUCKS CORP	VAR	01/08/2013	2,098.00	1,919.00	179.00
92.506 MORGAN DEMPSEY SMAL VALUE	01/02/2013	01/08/2013	1,004.00	1,023.00	-19.00
90.909 TURNER SPECTRUM FUN	09/17/2012	01/08/2013	1,000.00	995.00	5.00
49. TYSON FOODS INC CL A	12/14/2012	01/08/2013	992.00	973.00	19.00
25. ALLERGAN INC	VAR	01/29/2013	2,656.00	2,284.00	372.00
62. BEST BUY CO INC	VAR	01/29/2013	986.00	1,206.00	-220.00
6. CITIGROUP INC	09/17/2012	01/29/2013	253.00	206.00	47.00
15. HOME DEPOT INC	03/02/2012	01/29/2013	1,006.00	711.00	295.00
131. LSI CORPORATION	08/10/2012	01/29/2013	939.00	1,009.00	-70.00
4. LSI CORPORATION	09/27/2012	01/29/2013	29.00	29.00	
13. POLARIS INDS INC	05/24/2012	01/29/2013	1,134.00	1,023.00	111.00
16. STARZ A	11/06/2012	01/29/2013	260.00	215.00	45.00
89.927 MORGAN DEMPSEY SMAL VALUE	01/02/2013	01/29/2013	1,007.00	995.00	12.00

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: SECOND DOROTHY F MARTIN CHARITABLE FOUNDATION

Employer identification number: 87-6197628

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 274. BANK OF AMERICA CORP	VAR	02/19/2013	3,352.00	2,343.00	1,009.00	
58. FREEPORT MCMORAN COPPE	VAR	02/19/2013	1,983.00	2,337.00	-354.00	
15. ISHARES MSCI EMERGING	03/02/2012	02/19/2013	661.00	669.00	-8.00	*
78.213 NEUBERGER BERMAN GE FD	03/02/2012	02/19/2013	4,136.00	3,795.00	341.00	
866.849 MORGAN DEMPSEY SMA VALUE	01/02/2013	02/19/2013	9,960.00	9,596.00	364.00	
570.845 TURNER SPECTRUM FU	09/17/2012	02/19/2013	6,393.00	6,251.00	142.00	
51. EMERSON ELECTRIC CO	09/17/2012	03/25/2013	2,839.00	2,561.00	278.00	
159. GENERAL ELEC CO	VAR	03/25/2013	3,689.00	3,396.00	293.00	
41. HOME DEPOT INC	11/06/2012	03/25/2013	2,849.00	2,581.00	268.00	
78.247 ROBECO BOSTON PARTN RSRCH	02/19/2013	03/25/2013	999.00	1,012.00	-13.00	
23. TERADATA CORP DEL	VAR	03/25/2013	1,308.00	1,667.00	-359.00	
108. BANK OF AMERICA CORP	09/27/2012	04/11/2013	1,321.00	980.00	341.00	
101.214 EATON VANCE GLOBAL I	06/22/2012	04/11/2013	999.00	990.00	9.00	
150. FIFTH THIRD BANCORP	VAR	04/11/2013	2,506.00	2,251.00	255.00	
58. ISHARES MSCI EMERGING	12/14/2012	04/11/2013	2,466.00	2,521.00	-55.00	*
132.904 LOOMIS SAYLES STRA FUND Y	07/05/2012	04/11/2013	1,389.00	1,309.00	80.00	
96.246 LOOMIS SAYLES STRAT FUND Y	01/29/2013	04/11/2013	1,006.00	1,000.00	6.00	
30.496 LOOMIS SAYLES STRAT FUND Y	03/25/2013	04/11/2013	319.00	316.00	3.00	
254.839 ROBECO BOSTON PART RSRCH	02/19/2013	04/11/2013	3,295.00	3,297.00	-2.00	
58. CITIGROUP INC	09/17/2012	05/09/2013	2,823.00	1,995.00	828.00	
101.317 EATON VANCE GLOBAL I	06/22/2012	05/09/2013	1,001.00	991.00	10.00	
53.561 FORWARD INTERNATION ESTATE	06/11/2012	05/09/2013	997.00	828.00	169.00	
201. LSI CORPORATION	09/27/2012	05/09/2013	1,379.00	1,439.00	-60.00	
22. RIO TINTO PLC A D R	03/25/2013	05/09/2013	1,058.00	1,025.00	33.00	

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: SECOND DOROTHY F MARTIN CHARITABLE FOUNDATION

Employer identification number: 87-6197628

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 22. COVIDIEN PLC	05/24/2012	05/09/2013	1,453.00	1,173.00	280.00
28. EATON CORP PLC	11/30/2012	05/09/2013	1,817.00	1,454.00	363.00
38. MORGAN STANLEY DEAN WI	01/29/2013	06/14/2013	977.00	861.00	116.00
83.822 NEUBERGER BERMAN LO	02/19/2013	06/14/2013	999.00	971.00	28.00
83. NV ENERGY INC	05/09/2013	06/14/2013	1,951.00	1,720.00	231.00
75.642 ROBECO BOSTON PARTN RSRCH	02/19/2013	06/14/2013	997.00	969.00	28.00
20. VERIZON COMMUNICATIONS	05/09/2013	06/14/2013	1,020.00	1,060.00	-40.00
73. ORACLE CORPORATION	01/08/2013	07/12/2013	2,311.00	2,506.00	-195.00
128.07 ROBECO BOSTON PARTN RSRCH	02/19/2013	07/12/2013	1,705.00	1,641.00	64.00
160.19 ROBECO BOSTON PARTN RSRCH	05/09/2013	07/12/2013	2,132.00	2,089.00	43.00
6. UNITED HEALTH GROUP INC	01/08/2013	07/12/2013	407.00	310.00	97.00
72. VERIZON COMMUNICATIONS	05/09/2013	07/12/2013	3,629.00	3,815.00	-186.00
31. WALGREEN CO	12/14/2012	07/12/2013	1,499.00	1,143.00	356.00
224.648 BLACKROCK EMERGING EQTY IS	VAR	08/26/2013	2,381.00	2,402.00	-21.00
18. DEVON ENERGY CORPORATI	05/09/2013	08/26/2013	1,052.00	1,055.00	-3.00
23. GLAXO SMITHKLINE P L C	01/29/2013	08/26/2013	1,194.00	1,048.00	146.00
181. ISHARES MSCI EMERGING	VAR	08/26/2013	6,947.00	7,828.00	-881.00
24. LINCOLN NATL CORP IND	06/14/2013	08/26/2013	1,063.00	827.00	236.00
79. MERCK AND CO INC	11/06/2012	08/26/2013	3,764.00	3,644.00	120.00
40. MOTOROLA SOLUTIONS INC	11/06/2012	08/26/2013	2,275.00	2,154.00	121.00
363.262 NEUBERGER BERMAN L	02/19/2013	08/26/2013	4,352.00	4,207.00	145.00
204.655 TURNER SPECTRUM FU	09/17/2012	08/26/2013	2,311.00	2,241.00	70.00
51. AOL INC	03/25/2013	11/13/2013	2,293.00	1,830.00	463.00
47. BEST BUY CO INC	12/14/2012	11/13/2013	2,092.00	565.00	1,527.00

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: SECOND DOROTHY F MARTIN CHARITABLE FOUNDATION

Employer identification number: 87-6197628

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 32. CA INC	01/29/2013	11/13/2013	1,045.00	804.00	241.00
65. CONAGRA FOODS INC	VAR	11/13/2013	2,127.00	2,033.00	94.00
46. D R HORTON INC	05/09/2013	11/13/2013	875.00	1,253.00	-378.00
279. ISHARES MSCI EMERGING	VAR	11/13/2013	11,322.00	12,099.00	-777.00
44. LINCOLN NATL CORP IND	06/14/2013	11/13/2013	2,163.00	1,515.00	648.00
27. MICROSOFT CORP COM	06/14/2013	11/13/2013	1,014.00	928.00	86.00
25. MOODYS CORP	07/12/2013	11/13/2013	1,823.00	1,532.00	291.00
35. NETAPP INC	08/26/2013	11/13/2013	1,428.00	1,473.00	-45.00
127.01 OPPENHEIMER DEVELOP CL Y	08/26/2013	11/13/2013	4,632.00	4,329.00	303.00
34. OWENS ILL INC	08/26/2013	11/13/2013	1,117.00	1,040.00	77.00
28. P N C FINANCIAL SERVIC	07/12/2013	11/13/2013	2,068.00	2,089.00	-21.00
88. TYSON FOODS INC CL A	12/14/2012	11/13/2013	2,485.00	1,748.00	737.00
34. ZOETIS INC	03/25/2013	11/13/2013	1,072.00	1,108.00	-36.00
28. EATON CORP PLC	11/30/2012	11/13/2013	2,023.00	1,454.00	569.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 9,987.00

* INDICATES WASH SALE

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

SECOND DOROTHY F MARTIN CHARITABLE FOUNDATION | 87-6197628

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 63.248 LOOMIS SAYLES STRAT FUND Y	07/15/2011	12/14/2012	649.00	631.00	18.00	
177.519 LOOMIS SAYLES STRA FUND Y	07/28/2011	12/14/2012	1,821.00	1,788.00	33.00	
3. APPLE COMPUTER INC	02/17/2005	01/02/2013	1,636.00	135.00	1,501.00	
3. ISHARES MSCI EMERGING M	11/09/2010	01/02/2013	135.00	145.00	-10.00	*
19. ISHARES MSCI EMERGING	08/22/2011	01/02/2013	856.00	756.00	100.00	
20.525 NEUBERGER BERMAN GE FD	03/11/2009	01/02/2013	1,023.00	503.00	520.00	
43.058 NEUBERGER BERMAN GE FD	10/29/2010	01/02/2013	2,147.00	1,772.00	375.00	
24. SPDR DJ WILSHIRE INTER	07/15/2011	01/02/2013	998.00	948.00	50.00	
30. DOLLAR TREE INC	08/19/2010	01/08/2013	1,177.00	660.00	517.00	
24.826 GOLDMAN SACHS M C V	07/15/2011	01/08/2013	997.00	936.00	61.00	
3. ISHARES MSCI EMERGING M	10/21/2010	01/08/2013	133.00	140.00	-7.00	*
20. ISHARES MSCI EMERGING	08/22/2011	01/08/2013	883.00	796.00	87.00	
20.032 NEUBERGER BERMAN GE FD	VAR	01/08/2013	1,000.00	721.00	279.00	
. DELL INC		01/09/2013	2.00		2.00	
6. ALLERGAN INC	08/19/2010	01/29/2013	637.00	380.00	257.00	
4. APPLE COMPUTER INC	02/17/2005	01/29/2013	1,831.00	180.00	1,651.00	
43. CAPITAL ONE FINANCIAL	VAR	01/29/2013	2,388.00	1,962.00	426.00	
18. CITIGROUP INC	01/05/2012	01/29/2013	758.00	526.00	232.00	
88.333 GOLDMAN SACHS M C V	07/15/2011	01/29/2013	3,710.00	3,331.00	379.00	
14.851 GOLDMAN SACHS M C V	VAR	01/29/2013	624.00	550.00	74.00	
41.247 NEUBERGER BERMAN GE FD	VAR	01/29/2013	2,131.00	1,962.00	169.00	
5.074 NEUBERGER BERMAN GEN FD	08/22/2011	01/29/2013	262.00	218.00	44.00	
21.417 NUVEEN MID CAP GRWT I	03/11/2009	01/29/2013	996.00	462.00	534.00	
37.13418 NUVEEN MID CAP GR CL I	07/15/2011	01/29/2013	1,727.00	1,809.00	-82.00	*
51.81682 NUVEEN MID CAP GR CL I	07/15/2011	01/29/2013	2,409.00	2,524.00	-115.00	

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

SECOND DOROTHY F MARTIN CHARITABLE FOUNDATION

Employer identification number 87-6197628

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 23.462 NUVEEN MID CAP GRWT I	01/05/2012	01/29/2013	1,091.00	980.00	111.00
1. POLARIS INDS INC	06/27/2011	01/29/2013	87.00	54.00	33.00
102. ISHARES MSCI EMERGING	08/22/2011	02/19/2013	4,498.00	4,061.00	437.00
3. ISHARES MSCI EMERGING M	11/11/2010	02/19/2013	132.00	141.00	-9.00
14. NATIONAL-OILWELL INC	VAR	02/19/2013	976.00	1,001.00	-25.00
28.506 NEUBERGER BERMAN GE FD	08/22/2011	02/19/2013	1,507.00	1,223.00	284.00
12. UNITED TECHNOLOGIES CO	05/17/2004	02/19/2013	1,092.00	494.00	598.00
18. UNITED HEALTH GROUP IN	VAR	02/19/2013	1,011.00	862.00	149.00
16. EMERSON ELECTRIC CO	01/05/2012	03/25/2013	891.00	766.00	125.00
8. HOME DEPOT INC	03/02/2012	03/25/2013	556.00	379.00	177.00
38.613 NEUBERGER BERMAN GE FD	08/22/2011	03/25/2013	2,070.00	1,657.00	413.00
1342.736 NUVEEN HIGH INCOM I	08/19/2010	03/25/2013	12,501.00	11,507.00	994.00
242.211 NUVEEN INFLATION P	01/05/2012	03/25/2013	2,887.00	2,790.00	97.00
89.047 PIMCO TOTAL RETURN	06/27/2011	03/25/2013	1,000.00	978.00	22.00
477.62 PIMCO TOTAL RETURN	07/15/2011	03/25/2013	5,364.00	5,273.00	91.00
9. PIONEER NAT RES CO	11/30/2011	03/25/2013	1,090.00	839.00	251.00
35. INGERSOLL RAND PLC	02/08/2012	03/25/2013	1,921.00	1,315.00	606.00
.5 JARDEN CORP	10/29/2010	03/26/2013	22.00	11.00	11.00
12. ANADARKO PETROLEUM COR	08/19/2010	04/11/2013	1,047.00	610.00	437.00
126.588 GOLDMAN SACHS M C INST	07/15/2011	04/11/2013	5,660.00	4,774.00	886.00
110.00028 ISHARES MSCI EME MARKETS ETF	VAR	04/11/2013	4,676.00	4,911.00	-235.00 *
5.99972 ISHARES MSCI EMERG ETF	03/02/2012	04/11/2013	255.00	268.00	-13.00
323.185 LOOMIS SAYLES STRA FUND Y	03/16/2012	04/11/2013	3,377.00	3,170.00	207.00
372.647 NUVEEN HIGH INCOME I	08/19/2010	04/11/2013	3,484.00	3,194.00	290.00
307.554 NUVEEN INFLATION P	01/05/2012	04/11/2013	3,691.00	3,543.00	148.00

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	Employer identification number
SECOND DOROTHY F MARTIN CHARITABLE FOUNDATION	87-6197628

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 713.522 NUVEEN GLOBAL INFR	08/12/2011	04/11/2013	7,471.00	6,143.00	1,328.00
20.942 NUVEEN MID CAP GRWT I	03/11/2009	04/11/2013	1,007.00	452.00	555.00
16.171 NUVEEN MID CAP GRWT I	07/15/2011	04/11/2013	777.00	788.00	-11.00
752.742 PIMCO TOTAL RETURN	VAR	04/11/2013	8,498.00	8,286.00	212.00
58. SPDR DJ WILSHIRE INTER	07/15/2011	04/11/2013	2,598.00	2,291.00	307.00
18. SPDR BARCLAYS INTRNTNL ETF	08/19/2010	04/11/2013	1,061.00	1,042.00	19.00
15. SCHLUMBERGER LTD ISIN 6	05/17/2004	04/11/2013	1,156.00	431.00	725.00
8. CF INDUSTRIES HOLDINGS	05/02/2012	05/09/2013	1,567.00	1,597.00	-30.00
105.263 NUVEEN HIGH INCOME I	08/19/2010	05/09/2013	1,000.00	902.00	98.00
10. PIONEER NAT RES CO	11/30/2011	05/09/2013	1,386.00	932.00	454.00
41. WILLIAMS COS INC	VAR	05/09/2013	1,502.00	1,335.00	167.00
49. EDISON INTL	03/27/2012	06/14/2013	2,308.00	2,133.00	175.00
18. INTL BUSINESS MACHINES	VAR	06/14/2013	3,641.00	3,528.00	113.00
109.409 NUVEEN HIGH INCOME I	08/19/2010	06/14/2013	1,003.00	938.00	65.00
17. SPDR BARCLAYS INTRNTNL ETF	08/19/2010	06/14/2013	1,002.00	984.00	18.00
58. CVS CAREMARK CORP	02/08/2012	07/12/2013	3,535.00	2,539.00	996.00
261.022 NUVEEN MID CAP GRW I	VAR	07/12/2013	13,482.00	11,409.00	2,073.00
403.733 PIMCO TOTAL RETURN	07/15/2011	07/12/2013	4,336.00	4,457.00	-121.00
10. UNITED HEALTH GROUP IN	02/02/2012	07/12/2013	679.00	525.00	154.00
674.679 ABERDEEN FDS EMRGN	VAR	08/26/2013	9,338.00	9,353.00	-15.00
105.041 INV BALANCE RISK C	VAR	08/26/2013	1,007.00	1,207.00	-200.00
22. GLAXO SMITHKLINE P L C	08/10/2012	08/26/2013	1,142.00	1,032.00	110.00
110. ISHARES MSCI EMERGING	VAR	08/26/2013	4,222.00	4,838.00	-616.00
19.04 NUVEEN MID CAP GRWTH	07/15/2011	08/26/2013	999.00	927.00	72.00
534.709 LAUDUS INTL MARKET SEL	07/15/2011	08/26/2013	11,790.00	10,614.00	1,176.00

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

SECOND DOROTHY F MARTIN CHARITABLE FOUNDATION

Employer identification number 87-6197628

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 12. ANADARKO PETROLEUM COR	VAR	11/13/2013	1,082.00	642.00	440.00
41. DOVER CORP	10/29/2010	11/13/2013	3,800.00	2,175.00	1,625.00
15. GILEAD SCIENCES INC	05/02/2012	11/13/2013	1,019.00	389.00	630.00
89. MAXIM INTEGRATED PRODS	VAR	11/13/2013	2,604.00	2,458.00	146.00
31. MONDELEZ INTERNATIONAL	05/02/2012	11/13/2013	1,029.00	802.00	227.00
727.831 NUVEEN REAL ESTATE	08/19/2010	11/13/2013	15,546.00	11,674.00	3,872.00
31. PFIZER INC COM	08/19/2010	11/13/2013	976.00	498.00	478.00
83. SPDR BARCLAYS INTRNTNL ETF	08/19/2010	11/13/2013	4,807.00	4,806.00	1.00
24. WELLS FARGO & CO NEW	08/08/2011	11/13/2013	1,016.00	579.00	437.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 29,194.00

* INDICATES WASH SALE