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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

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

, and ending

Name of foundation SUSAN R. AND JOHN W. SULLIVAN FOUNDATION		A Employer identification number 22-2612047
Number and street (or P.O. box number if mail is not delivered to street address) 851 SE MONTEREY COMMONS BLVD.	Room/suite	B Telephone number (772) 283-3838
City or town, state, and ZIP code STUART, FL 34996-3337		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 6,453,368.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

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))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		161,345.	161,345.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		188,975.			
b Gross sales price for all assets on line 6a 3,561,881.			188,975.		
7 Capital gain net income (from Part IV, line 2)					
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)					
11 Other income		52,224.	44,205.		STATEMENT 2
12 Total. Add lines 1 through 11		402,544.	394,525.		
13 Compensation of officers, directors, trustees, etc		18,000.	9,000.		9,000.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees STMT 3		72,000.	36,000.		36,000.
17 Interest		66.	66.		0.
18 Taxes STMT 4		25,269.	3,989.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 5		52,570.	52,192.		378.
24 Total operating and administrative expenses. Add lines 13 through 23		167,905.	101,247.		45,378.
25 Contributions, gifts, grants paid		384,038.			383,058.
26 Total expenses and disbursements. Add lines 24 and 25		551,943.	101,247.		428,436.
27 Subtract line 26 from line 12		<149,399.>			
a Excess of revenue over expenses and disbursements			293,278.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,616,685.	299,310.	299,254.
	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			
	7 Other notes and loans receivable ▶ Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	1,641,646.	1,689,431.	1,921,542.
	c Investments - corporate bonds STMT 7	521,945.	250,000.	250,000.
	11 Investments - land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 8	2,550,037.	3,942,173.	3,982,572.
14 Land, buildings, and equipment basis ▶ Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	6,330,313.	6,180,914.	6,453,368.	
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			
	22 Other liabilities (describe ▶)			
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	6,330,313.	6,180,914.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 Total net assets or fund balances	6,330,313.	6,180,914.	
31 Total liabilities and net assets/fund balances	6,330,313.	6,180,914.		

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	6,330,313.
2 Enter amount from Part I, line 27a	2	<149,399.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,180,914.
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	6,180,914.

Form 990-PF (2011)

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				
b SEE ATTACHED STATEMENTS				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 3,561,881.		3,372,906.	188,975.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			
b			
c			
d			
e			188,975.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	188,975.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	3	N/A

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 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))
2010	431,119.	6,961,349.	.061930
2009	388,829.	6,381,388.	.060932
2008	333,429.	6,296,169.	.052957
2007	307,530.	6,443,888.	.047724
2006	333,286.	5,854,154.	.056932

2 Total of line 1, column (d)	2	.280475
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	.056095
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	7,072,338.
5 Multiply line 4 by line 3	5	396,723.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,933.
7 Add lines 5 and 6	7	399,656.
8 Enter qualifying distributions from Part XII, line 4	8	428,436.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	2,933.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)		3	2,933.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	2,933.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		6a	7,000.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		6b	
6 Credits/Payments		6c	
a 2011 estimated tax payments and 2010 overpayment credited to 2011		6d	
b Exempt foreign organizations - tax withheld at source		7	7,000.
c Tax paid with application for extension of time to file (Form 8868)		8	
d Backup withholding erroneously withheld		9	
7 Total credits and payments. Add lines 6a through 6d		10	4,067.
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached		11	4,067.
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid			
11 Enter the amount of line 10 to be credited to 2012 estimated tax <input type="checkbox"/> 0. Refunded <input checked="" type="checkbox"/>			

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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 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.		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.		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	X	
b If "Yes," has it filed a tax return on Form 990-T for this year?	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> FL		
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	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

Form 990-PF (2011)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► JOHN W. SULLIVAN Located at ► 851 SE MONTEREY COMMONS BLVD., STUART, FL Telephone no. ► (772) 283-3838 ZIP+4 ► 34996-3337			
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	N/A	
16	At any time during calendar year 2011, 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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly) (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	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 ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 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 2011.) N/A	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 2011?	4b	X

Form 990-PF (2011)

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)?

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

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

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(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 STATEMENT 9		90,000.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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

Form 990-PF (2011)

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	6,495,325.
b	Average of monthly cash balances	1b	
c	Fair market value of all other assets	1c	684,714.
d	Total (add lines 1a, b, and c)	1d	7,180,039.
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	7,180,039.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	107,701.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,072,338.
6	Minimum investment return. Enter 5% of line 5	6	353,617.

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	353,617.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,933.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	2,933.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	350,684.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	350,684.
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	350,684.

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	428,436.
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	428,436.
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	5	2,933.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	425,503.

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.

Form 990-PF (2011)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				350,684.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2011				
a From 2006	64,110.			
b From 2007				
c From 2008	26,909.			
d From 2009	72,952.			
e From 2010	96,986.			
f Total of lines 3a through e	260,957.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$	428,436.			
a Applied to 2010, 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 2011 distributable amount				350,684.
e Remaining amount distributed out of corpus	77,752.			
5 Excess distributions carryover applied to 2011 (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	338,709.			
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 2010: Subtract line 4a from line 2a. Taxable amount - see instructions			0.	
f Undistributed income for 2011: Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	64,110.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	274,599.			
10 Analysis of line 9				
a Excess from 2007				
b Excess from 2008	26,909.			
c Excess from 2009	72,952.			
d Excess from 2010	96,986.			
e Excess from 2011	77,752.			

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	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
Name and address (home or business)				
a Paid during the year				
AIM AT MELANOMA FOUNDATION 3040 CUTTING BLVD. RICHMOND, CA 94804	NONE.	PUBLIC CHARITY	MEDICAL SUPPORT	2,000.
AMERICAN RED CROSS MARTIN COUNTY 2750 S. KANNER HWY. STUART, FL 34994	NONE.	PUBLIC CHARITY	FINANCIAL SUPPORT	18,000.
ART INSTITUTE OF CHICAGO, THE 111 S. MICHIGAN AVE. CHICAGO, IL 60603	NONE.	PUBLIC CHARITY	SUPPORT FOR THE ARTS	1,000.
ARTS COUNCIL, THE 80 EAST OCEAN BLVD. STUART, FL 34994	NONE.	PUBLIC CHARITY	SUPPORT FOR THE ARTS	500.
BEN TOWNE PEDIATRIC CANCER RESEARCH FOUNDATION 4538 47TH AVE, NE SEATTLE, WA 98105	NONE.	PUBLIC CHARITY	MEDICAL SUPPORT	5,000.
Total	SEE CONTINUATION SHEET(S)		3a	383,058.
b Approved for future payment				
NONE				
Total			3b	0.

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

[illegible]

- 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
N/A		

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.

Sign Here   

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 <i>William C. Fowler CPA</i>	Date <i>11/12/12</i>	Check <input type="checkbox"/> if self-employed	PTIN
	WILLIAM C. FOWLER		WILLIAM C. FOWLER		P00441971
	Firm's name ▶ JS CAPITAL MANAGEMENT, INC.			Firm's EIN ▶ 59-2743838	
	Firm's address ▶ 851 SE MONTEREY COMMONS BLVD. STUART, FL 34996-3337			Phone no (772) 283-3838	

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
BEST BUDDIES ILLINOIS 350 N. ORLEANS ST., #678 CHICAGO, IL 60654	NONE.	PUBLIC CHARITY	SUPPORT FOR PEOPLE WITH INTELLECTUAL DISABILITIES	3,000.
BOYS & GIRLS CLUB OF MARTIN COUNTY 11500 SE LARES AVENUE HOBE SOUND, FL 33475	NONE.	PUBLIC CHARITY	COMMUNITY ENHANCEMENT	10,000.
BRAIN RESEARCH FOUNDATION 111 W WASHINGTON ST., SUITE 1710 CHICAGO, IL 60602	NONE.	PUBLIC CHARITY	SUPPORT FOR BRAIN DISORDER RESEARCH	1,000.
CATHOLIC CHURCH EXTENSION SOCIETY 150 SOUTH WACKER DRIVE, 20TH FLOOR CHICAGO, IL 60606	NONE.	PUBLIC CHARITY	SPIRITUAL SUPPORT	2,001.
CATHOLIC THEOLOGICAL UNION 5401 SOUTH CORNELL AVENUE CHICAGO, IL 60615	NONE.	PUBLIC CHARITY	SPIRITUAL SUPPORT	250.
CHICAGO BOTANIC GARDEN 1000 LAKE COOK RD. GLENCOE, IL 60022	NONE.	PUBLIC CHARITY	ENVIRONMENTAL SUPPORT	1,000.
CHICAGO SHAKESPEARE THEATER 800 EAST GRAND AVENUE CHICAGO, IL 60611	NONE.	PUBLIC CHARITY	SUPPORT FOR THE ARTS	500.
COLLEGE OF THE HOLY CROSS, THE ONE COLLEGE ST. WORCESTER, MA 01610-2395	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	10,000.
CONCERN WORLDWIDE U.S., INC. 332 S. MICHIGAN AVENUE, SUITE 630 CHICAGO, IL 60604	NONE.	PUBLIC CHARITY	MEDICAL SUPPORT	250.
CORPUS CHRISTI SCHOOL 535 WEST 121ST STREET NEW YORK, NY 10027	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	1,000.
Total from continuation sheets				356,558.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
COUNCIL ON AGING OF MARTIN COUNTY, INC. 900 SE SALERNO ROAD STUART, FL 34997	NONE.	PUBLIC CHARITY	FINANCIAL SUPPORT	1,000.
CRISIS MINISTRIES P.O. BOX 20038 CHARLESTON, SC 29413	NONE.	PUBLIC CHARITY	FOOD AND SHELTER FOR THE NEEDY	2,500.
CRISTO REY JESUIT HIGH SCHOOL - VIVA 1852 WEST 22ND PLACE CHICAGO, IL 60608	NONE.	PUBLIC CHARITY	SPIRITUAL SUPPORT	5,000.
CRISTO REY JESUIT HIGH SCHOOL 1852 WEST 22ND PLACE CHICAGO, IL 60608	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	5,000.
CRISTO REY NETWORK 14 EAST JACKSON BOULEVARD, SUITE 1200 CHICAGO, IL 60604	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	1,000.
DESERT VOICES ORAL LEARNING CENTER 3426 E. SHEA BLVD. PHOENIX, AZ 85028-3327	NONE.	PUBLIC CHARITY	EDUCATION SUPPORT FOR THE HEARING IMPAIRED	1,000.
DIOCESE OF PALM BEACH 9995 NORTH MILITARY TRAIL PALM BEACH GARDENS, FL 33410-9650	NONE.	PUBLIC CHARITY	SPIRITUAL/FINANCIAL SUPPORT	2,000.
DRAYTON HALL 3380 ASHLEY RIVER RD. CHARLESTON, SC 29414	NONE.	PUBLIC CHARITY	PRESERVING A NATIONAL TRUST HISTORIC SITE	500.
EAST COOPER COMMUNITY OUTREACH 1145 SIX MILE ROAD MOUNT PLEASANT, SC 29466	NONE.	PUBLIC CHARITY	COMMUNITY ENHANCEMENT	10,000.
FENIX FAMILY HEALTH CENTER 130 WASHINGTON AVENUE HIGHWOOD, IL 60040	NONE.	PUBLIC CHARITY	MEDICAL SUPPORT	50,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
FIRST UNITED METHODIST CHURCH 1500 KANNER HIGHWAY STUART, FL 34995	NONE.	PUBLIC CHARITY	FOOD FOR THE NEEDY & COMMUNITY ENHANCEMENT	5,000.
FLORIDA OCEANOGRAPHIC SOCIETY 890 NE OCEAN BLVD. STUART, FL 34996-1627	NONE.	PUBLIC CHARITY	SUPPORT FOR FLORIDA'S OCEAN & COASTAL ECOSYSTEMS	2,000.
FOUNDATION FOR ENHANCING COMMUNITIES, THE 200 N. THIRD STREET, 8TH FLOOR HARRISBURG, PA 17108	NONE.	PUBLIC CHARITY	COMMUNITY ENHANCEMENT	3,000.
GEORGETOWN UNIVERSITY BOX 571253 WASHINGTON, DC 20057	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	5,000.
GEORGETOWN UNIVERSITY SCHOLARSHIP PROGRAM BOX 571253 WASHINGTON, DC 20057	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	2,000.
GREATER CHICAGO FOOD DEPOSITORY 4100 W. ANN LURIE PLACE CHICAGO, IL 60632	NONE.	PUBLIC CHARITY	FOOD FOR THE NEEDY	5,000.
HABITAT FOR HUMANITY OF MARTIN COUNTY, INC. 2555 SE BONITA STREET STUART, FL 34997	NONE.	PUBLIC CHARITY	HOUSING ASSISTANCE	3,000.
HAITIAN EDUCATIONAL INITIATIVES, INC. 857 POST ROAD FAIRFIELD, CT 06824	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	500.
HOBE SOUND COMMUNITY CHEST, INC. P.O. BOX 511 HOBE SOUND, FL 33475	NONE.	PUBLIC CHARITY	COMMUNITY ENHANCEMENT	15,000.
HOBE SOUND NATURE CENTER P.O. BOX 214 HOBE SOUND, FL 33475	NONE.	PUBLIC CHARITY	EDUCATIONAL & ENVIRONMENTAL SUPPORT	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
HOPE RURAL SCHOOL 15929 SW 150TH ST. INDIANTOWN, FL 34956	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	2,000.
HORIZON HOSPICE & PALLIATIVE CARE 833 WEST CHICAGO AVENUE CHICAGO, IL 60642	NONE.	PUBLIC CHARITY	MEDICAL SUPPORT	1,000.
HORIZONS AT GREENS FARMS ACADEMY 35 BEACHSIDE AVENUE GREENS FARMS, CT 06838	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	250.
HOUSE OF HOPE 2484 SE BONITA STREET STUART, FL 34997	NONE.	PUBLIC CHARITY	FOOD FOR THE NEEDY	10,000.
INDIAN HILL CLUB SCHOLARSHIP FOUNDATION 1 INDIAN HILL RD. WINNETKA, IL 60093	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	2,500.
JOHN G. SHEDD AQUARIUM-THE AQUARIUM COUNCIL 1200 S. LAKE SHORE DR. CHICAGO, IL 60605	NONE.	PUBLIC CHARITY	AQUATIC CONSERVATION	1,000.
JOSEPH SEARS SCHOOL BOOSTER CLUB 542 ABBOTSFORD RD. KENILWORTH, IL 60043	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	500.
JOSEPH SEARS SCHOOL FOUNDATION 542 ABBOTSFORD RD. KENILWORTH, IL 60043	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	500.
JOSEPH SEARS SCHOOL PARENT VOLUNTEER ASSOCIATION 542 ABBOTSFORD RD. KENILWORTH, IL 60043	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	3,000.
JUPITER MEDICAL CENTER 1210 SOUTH OLD DIXIE HIGHWAY JUPITER, FL 33458	NONE.	PUBLIC CHARITY	MEDICAL SUPPORT	1,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
KELLOGG SCHOOL ALUMNI FUND-NORTHWESTERN UNIVERSITY 2020 RIDGE AVE. EVANSTON, IL 60208	NONE.	PUBLIC CHARITY	EDUCATIONAL ASSISTANCE	2,500.
LINCOLN PARK ZOO 2001 NORTH CLARK STREET CHICAGO, IL 60614	NONE.	PUBLIC CHARITY	ANIMAL SUPPORT	1,000.
LOBLOLLYPOP FOUNDATION, INC. 7407 SE HILL TERR. HOBE SOUND, FL 33455	NONE.	PUBLIC CHARITY	COMMUNITY ENHANCEMENT	6,987.
LOYOLA ACADEMY 1100 LARAMIE AVE. WILMETTE, IL 60091	NONE.	PUBLIC CHARITY	EDUCATIONAL ASSISTANCE	3,000.
MALTZ JUPITER THEATRE 1001 EAST INDIANTOWN ROAD JUPITER, FL 33477	NONE.	PUBLIC CHARITY	SUPPORT FOR THE ARTS	5,000.
MANHATTANVILLE COLLEGE 2900 PURCHASE ST. PURCHASE, NY 10577	NONE.	PUBLIC CHARITY	EDUCATIONAL ASSISTANCE	1,000.
MARTIN COUNTY COMMUNITY FOUNDATION 33 FLAGLER AVENUE STUART, FL 34994	NONE.	PUBLIC CHARITY	COMMUNITY ENHANCEMENT	10,000.
MARTIN MEMORIAL FOUNDATION P.O. BOX 9010 STUART, FL 34995	NONE.	PUBLIC CHARITY	MEDICAL SUPPORT	5,000.
MISS, INC. 4434 SE CLECKLEY STREET STUART, FL 34997	NONE.	PUBLIC CHARITY	FINANCIAL SUPPORT	6,000.
MUSC HOLLINGS CANCER CENTER 18 BEE STREET, MSC 450 CHARLESTON, SC 29425	NONE.	PUBLIC CHARITY	MEDICAL SUPPORT AND ASSISTANCE	20,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
MUSEUM OF SCIENCE & INDUSTRY 57TH ST. & LAKE SHORE DR. CHICAGO, IL 60637	NONE.	PUBLIC CHARITY	MUSEUM SUPPORT	1,000.
NEW TRIER BOOSTER CLUB P.O. BOX 405 WINNETKA, IL 60093	NONE.	PUBLIC CHARITY	EDUCATIONAL AND ATHLETIC SUPPORT	1,000.
NORTON MUSEUM OF ART 1451 S. OLIVE AVE. WEST PALM BEACH, FL 33401	NONE.	PUBLIC CHARITY	SUPPORT FOR THE ARTS	1,000.
NURTURE P.O. BOX 160 WINNETKA, IL 60093	NONE.	PUBLIC CHARITY	COMMUNITY ENHANCEMENT	1,000.
PALMS WEST COMMUNITY FOUNDATION, INC. 13901 SOUTHERN BLVD. LOXAHATCHEE GROVES, FL 33470	NONE.	PUBLIC CHARITY	MEDICAL SUPPORT	2,500.
PORTER GAUD SCHOOL 300 ALBEMARLE ROAD CHARLESTON, SC 29407	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	4,500.
PRESBYTERIAN FRONTIER FELLOWSHIP 7132 PORTLAND AVE., SUITE 136 RICHFIELD, MN 55423	NONE.	PUBLIC CHARITY	SPIRITUAL SUPPORT	500.
PRINCETON UNIVERSITY - FRIENDS OF WOMEN'S LACROSSE P.O. BOX 5357 PRINCETON, NJ 08543-5357	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	2,500.
PROVIDENCE ENGLEWOOD CHARTER SCHOOL 6515 SOUTH ASHLAND AVENUE CHICAGO, IL 60636	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	1,000.
REDEEMER LUTHERAN CHURCH AND SCHOOL 2450 SE OCEAN BLVD STUART, FL 34996	NONE.	PUBLIC CHARITY	FOOD FOR THE NEEDY	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
RIVERS COALITION P.O. BOX 2627 STUART, FL 34995	NONE.	PUBLIC CHARITY	ENVIRONMENTAL SUPPORT	1,000.
ROONEY'S GOLF FOUNDATION, INC. 1111 N. CONGRESS AVE WEST PALM BEACH, FL 33409	NONE.	PUBLIC CHARITY	COMMUNITY ENHANCEMENT	300.
SALVATION ARMY OF MARTIN COUNTY, THE P.O. BOX 270848 TAMPA, FL 33618	NONE.	PUBLIC CHARITY	SUPPORT FOR HOMELESS AND HUNGRY	17,000.
SARCOMA RESEARCH FOUNDATION 124 ROBSART ROAD KENILWORTH, IL 60043	NONE.	PUBLIC CHARITY	MEDICAL SUPPORT	940.
SAVE THE CHILDREN 52 WILTON ROAD WESTPORT, CT 06880	NONE.	PUBLIC CHARITY	EDUCATION AND MEDICAL SUPPORT	1,000.
SINSINAWA DOMINICANS 585 COUNTY ROAD Z SINSINAWA, WI 53824	NONE.	PUBLIC CHARITY	SPIRITUAL SUPPORT	1,000.
SISTERS OF THE HOLY NAMES OF JESUS AND MARY 2911 W. FORT WRIGHT DR. SPOKANE, WA 99224	NONE.	PUBLIC CHARITY	SPIRITUAL & EDUCATIONAL SUPPORT	5,000.
SS. FAITH, HOPE & CHARITY CHURCH 191 LINDEN STREET WINNETKA, IL 60093	NONE.	PUBLIC CHARITY	SPIRITUAL & EDUCATIONAL SUPPORT	2,500.
ST. CHRISTOPHER'S CHURCH 12001 SE FEDERAL HWY HOBE SOUND, FL 33455	NONE.	PUBLIC CHARITY	SPIRITUAL SUPPORT	3,000.
ST. VINCENT DEPAUL SOCIETY 12001 SE FEDERAL HWY, SUITE D HOBE SOUND, FL 33455	NONE.	PUBLIC CHARITY	SPIRITUAL SUPPORT	10,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE CHICAGO COMMUNITY TRUST - SPRINGBOARD FOUNDATION 111 EAST WACKER DRIVE, SUITE 1400 CHICAGO, IL 60601	NONE.	PUBLIC CHARITY	COMMUNITY ENHANCEMENT	1,000.
TREASURE COAST FOOD BANK 3051 INDUSTRIAL 25TH STREET FORT PIERCE, FL 34946	NONE.	PUBLIC CHARITY	FOOD FOR THE NEEDY	10,000.
TREASURE COAST WILDLIFE 8626 SW CITRUS BLVD. PALM CITY, FL 34990	NONE.	PUBLIC CHARITY	ENVIRONMENTAL SUPPORT	580.
UNITED WAY OF MARTIN COUNTY 50 KINDRED STREET, SUITE 207 STUART, FL 34994	NONE.	PUBLIC CHARITY	ASSISTANCE TO AREA HUMAN CARE AGENCIES	30,000.
WINGS FOR KIDS, INC. P.O. BOX 369 SULLIVANS ISLAND, SC 29482	NONE.	PUBLIC CHARITY	DEVELOPS EMOTIONAL COMPETENCY IN CHILDREN	5,000.
WISTAR INSTITUTE, THE 3601 SPRUCE ST. PHILADELPHIA, PA 19104	NONE.	PUBLIC CHARITY	MELANOMA RESEARCH	5,000.
WOMAN'S BOARD OF NORTHWESTERN MEMORIAL HOSPITAL 676 N ST. CLAIR STREET, SUITE 1717 CHICAGO, IL 60611	NONE.	PUBLIC CHARITY	MEDICAL SUPPORT	5,000.
WOMAN'S BOARD OF RUSH UNIVERSITY MEDICAL CENTER 1725 WEST HARRISON STREET, SUITE 54 CHICAGO, IL 60612	NONE.	PUBLIC CHARITY	MEDICAL SUPPORT	3,000.
WOODLANDS ACADEMY 760 E. WESTLEIGH RD. LAKE FOREST, IL 60045	NONE.	PUBLIC CHARITY	EDUCATIONAL SUPPORT	500.
YOUTH CHORAL THEATER OF CHICAGO 708 CHURCH STREET, SUITE 203 EVANSTON, IL 60201	NONE.	PUBLIC CHARITY	MUSICAL SUPPORT	4,000.
Total from continuation sheets				

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	250,000 SHS CREDIT SUISSE FIRST BOSTON N Y BRH	P	09/24/09	12/22/11
b	250,000 SHS SG STRUCTURED PRODS INC	P	06/17/09	08/19/11
c	5,650 SHS READING INTL INC CL A	P	12/31/01	01/04/11
d	8,550 SHS READING INTL INC CL A	P	01/04/85	01/04/11
e	20 SHS TELEFONICA S A ADR SPONS ADR	P	11/09/10	12/28/11
f	650 SHS FOSTERS BREWING GRP LTD SPONS ADR	P	11/09/10	12/27/11
g	1,240 SHS FOSTERS BREWING GRP LTD SPONS	P	09/23/09	12/27/11
h	1,110 SHS FOSTERS BREWING GRP LTD SPONS	P	09/22/09	12/27/11
i	10 SHS TELEFONICA S A ADR SPONS ADR	P	11/09/10	12/23/11
j	20 SHS TELEFONICA S A ADR SPONS ADR	P	11/09/10	12/21/11
k	175 SHS ENERPLUS CORP COM	P	08/12/09	12/21/11
l	10 SHS CHUNGHWA TELECOM CO LTD SPONS	P	08/12/09	12/21/11
m	255 SHS ZURICH FINL SVCS SPONS	P	05/10/10	12/09/11
n	2 SHS VODAFONE GROUP PLC SPON ADR	P	12/04/06	12/09/11
o	95 SHS VODAFONE GROUP PLC SPON ADR	P	08/03/06	12/09/11

(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 213,175.		250,000.	<36,825.>
b 335,800.		250,000.	85,800.
c 27,085.		9,323.	17,762.
d 40,987.		14,108.	26,879.
e 336.		515.	<179.>
f 3,444.		3,159.	285.
g 6,570.		5,166.	1,404.
h 5,882.		4,550.	1,332.
i 172.		257.	<85.>
j 338.		515.	<177.>
k 4,270.		3,712.	558.
l 335.		235.	100.
m 5,763.		5,642.	121.
n 55.		54.	1.
o 2,590.		2,067.	523.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<36,825.>
b			85,800.
c			17,762.
d			26,879.
e			<179.>
f			285.
g			1,404.
h			1,332.
i			<85.>
j			<177.>
k			558.
l			100.
m			121.
n			1.
o			523.

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	
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) If (loss), enter "-0-" in Part I, line 8 }	3	

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	133 SHS VODAFONE GROUP PLC SPON ADR	P	05/25/06	12/09/11
b	150 SHS UNITED OVERSEAS BK LTD SPON ADR	P	08/12/09	12/09/11
c	230 SHS UNILEVER NV NEW YORK SHS NEW	P	08/12/09	12/09/11
d	110 SHS TOTAL S A SPONSORED ADR	P	08/12/09	12/09/11
e	160 SHS TESCO PLC SPON ADR	P	08/25/10	12/09/11
f	290 SHS TESCO PLC SPON ADR	P	08/24/10	12/09/11
g	60 SHS TELEFONICA S A ADR SPONS ADR	P	11/09/10	12/09/11
h	160 SHS TELEFONICA S A ADR SPONS ADR	P	08/12/09	12/09/11
i	755 SHS TAIWAN SEMICONDUCTOR MFG CO	P	08/12/09	12/09/11
j	850 SHS SILICONWARE PRECISION INDS LTD	P	11/09/10	12/09/11
k	250 SHS SILICONWARE PRECISION INDS LTD	P	04/15/10	12/09/11
l	45 SHS SIEMENS A G SPONSORED ADR	P	01/29/10	12/09/11
m	90 SHS ROYAL DUTCH SHELL PLC SPONSORED	P	10/15/10	12/09/11
n	140 SHS ROCHE HLDGS LTD SPONSORED ADR	P	07/12/10	12/09/11
o	370 SHS RIOCAN REAL ESTATE INVESTMENT TR	P	08/12/09	12/09/11

(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 3,626.		3,341.	285.
b 3,578.		3,428.	150.
c 7,846.		6,392.	1,454.
d 5,713.		6,023.	<310.>
e 2,994.		3,040.	<46.>
f 5,426.		5,511.	<85.>
g 1,108.		1,544.	<436.>
h 2,955.		3,926.	<971.>
i 9,892.		7,829.	2,063.
j 3,664.		4,673.	<1,009.>
k 1,078.		1,672.	<594.>
l 4,508.		4,098.	410.
m 6,639.		5,575.	1,064.
n 5,818.		4,970.	848.
o 9,298.		5,528.	3,770.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			285.
b			150.
c			1,454.
d			<310.>
e			<46.>
f			<85.>
g			<436.>
h			<971.>
i			2,063.
j			<1,009.>
k			<594.>
l			410.
m			1,064.
n			848.
o			3,770.

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

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)
If (loss), enter "-0-" in Part I, line 8

3

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	350 SHS QBE INS GROUP LTD SPONS ADR	P	04/27/11	12/09/11
b	245 SHS PRIMARIS RETAIL REAL ESTATE INVT TR	P	08/12/09	12/09/11
c	35 SHS PETROCHINA CO LTD SPONS ADR	P	08/12/09	12/09/11
d	135 SHS NOVARTIS AG SPONSORED ADR	P	02/17/09	12/09/11
e	85 SHS NITTO DENKO CORP ADR	P	03/16/11	12/09/11
f	115 SHS NESTLE SA SPONSORED ADR REPSTG	P	08/12/09	12/09/11
g	135 SHS MUNICH RE GROUP ADR	P	08/12/09	12/09/11
h	255 SHS MTN GROUP LTD SPONSORED ADR	P	12/22/10	12/09/11
i	70 SHS HSBC HLDGS PLC SPONS ADR NEW	P	08/12/09	12/09/11
j	60 SHS GDF SUEZ SPON ADR	P	12/16/09	12/09/11
k	15 SHS FRANCE TELECOM SPONSORED ADR	P	11/09/10	12/09/11
l	320 SHS FRANCE TELECOM SPONSORED ADR	P	10/21/10	12/09/11
m	60 SHS DIAGEO PLC SPONSORED ADR NEW	P	08/12/09	12/09/11
n	166 SHS COMPANHIA ENERGETICA DE MINAS	P	08/12/09	12/09/11
o	92 SHS CHUNGHWA TELECOM CO LTD SPONS	P	08/12/09	12/09/11

(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 5,005.		7,355.	<2,350.>
b 4,946.		3,163.	1,783.
c 4,359.		4,044.	315.
d 7,429.		5,688.	1,741.
e 3,477.		4,374.	<897.>
f 6,429.		4,518.	1,911.
g 1,712.		1,948.	<236.>
h 4,590.		5,033.	<443.>
i 2,766.		3,786.	<1,020.>
j 1,711.		2,543.	<832.>
k 250.		359.	<109.>
l 5,341.		7,422.	<2,081.>
m 5,110.		3,715.	1,395.
n 2,882.		2,294.	588.
o 3,082.		1,777.	1,305.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<2,350.>
b			1,783.
c			315.
d			1,741.
e			<897.>
f			1,911.
g			<236.>
h			<443.>
i			<1,020.>
j			<832.>
k			<109.>
l			<2,081.>
m			1,395.
n			588.
o			1,305.

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

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)
If (loss), enter "-0-" in Part I, line 8 }

3

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	90 SHS CANADIAN OIL SANDS LTD COM	P	02/22/11	12/09/11
b	160 SHS BRITISH AMERN TOB PLC SPONSORED	P	08/12/09	12/09/11
c	60 SHS BOC HONG KONG HLDGS LTD	P	02/22/10	12/09/11
d	85 SHS BHP BILLITON LTD SPONSORED ADR	P	06/11/10	12/09/11
e	20 SHS BAYER AG SPONSORED ADR	P	08/24/09	12/09/11
f	55 SHS BAE SYS PLC SPONSORED ADR	P	05/12/10	12/09/11
g	185 SHS ASTRAZENECA PLC SPONSORED ADR	P	08/12/09	12/09/11
h	65 SHS ABB LTD SPONSORED ADR	P	08/11/11	12/09/11
i	400 SHS ASAHI GLASS ADR	P	06/08/11	11/25/11
j	170 SHS BNP PARIBAS SPONSORED ADR REPSTG	P	11/09/10	11/23/11
k	30 SHS BNP PARIBAS SPONSORED ADR REPSTG	P	06/09/10	11/23/11
l	40 SHS BNP PARIBAS SPONSORED ADR REPSTG	P	06/08/10	11/23/11
m	20 SHS BNP PARIBAS SPONSORED ADR REPSTG	P	06/02/10	11/23/11
n	45 SHS BNP PARIBAS SPONSORED ADR REPSTG	P	11/10/09	11/23/11
o	100 SHS ASAHI GLASS ADR	P	06/08/11	11/16/11

(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 1,823.		2,792.	<969.>
b 15,034.		9,953.	5,081.
c 2,788.		2,768.	20.
d 6,369.		5,499.	870.
e 1,266.		1,265.	1.
f 961.		1,160.	<199.>
g 8,536.		8,574.	<38.>
h 1,221.		1,374.	<153.>
i 3,099.		4,633.	<1,534.>
j 2,839.		6,494.	<3,655.>
k 501.		758.	<257.>
l 668.		998.	<330.>
m 334.		565.	<231.>
n 751.		1,939.	<1,188.>
o 775.		1,158.	<383.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<969.>
b			5,081.
c			20.
d			870.
e			1.
f			<199.>
g			<38.>
h			<153.>
i			<1,534.>
j			<3,655.>
k			<257.>
l			<330.>
m			<231.>
n			<1,188.>
o			<383.>

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

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).
If (loss), enter "-0-" in Part I, line 8

3

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	280 SHS ASAHI GLASS ADR	P	06/07/11	11/16/11
b	240 SHS ASAHI GLASS ADR	P	03/16/11	11/16/11
c	5 SHS BNP PARIBAS SPONSORED ADR REPSTG	P	11/10/09	10/27/11
d	210 SHS BNP PARIBAS SPONSORED ADR REPSTG	P	08/12/09	10/27/11
e	280 SHS CANADIAN OIL SANDS LTD COM	P	02/22/11	10/24/11
f	430 SHS ALLIANZ SE SPONS ADR REPSTG	P	11/09/10	09/09/11
g	400 SHS ALLIANZ SE SPONS ADR REPSTG	P	08/12/09	09/09/11
h	320 SHS SINGAPORE AIRLS LTD ADR	P	11/19/10	09/07/11
i	590 SHS ASAHI GLASS ADR	P	03/16/11	09/07/11
j	15 SHS VODAFONE GROUP PLC SPON ADR NEW	P	05/25/06	09/01/11
k	180 SHS SILICONWARE PRECISION INDS LTD	P	04/15/10	09/01/11
l	670 SHS SILICONWARE PRECISION INDS LTD	P	08/12/09	09/01/11
m	105 SHS DEUTSCHE POST AG SPONS ADR	P	02/09/11	09/01/11
n	5 SHS SIEMENS A G SPONSORED ADR	P	01/29/10	08/10/11
o	180 SHS CHUNGHWA TELECOM CO LTD SPONS	P	08/12/09	08/10/11

(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 2,170.		3,196.	<1,026.>
b 1,860.		3,071.	<1,211.>
c 122.		215.	<93.>
d 5,104.		8,207.	<3,103.>
e 6,482.		8,687.	<2,205.>
f 3,817.		5,526.	<1,709.>
g 3,550.		4,268.	<718.>
h 5,641.		7,954.	<2,313.>
i 5,385.		7,549.	<2,164.>
j 397.		377.	20.
k 816.		1,204.	<388.>
l 3,039.		4,328.	<1,289.>
m 1,556.		1,994.	<438.>
n 502.		455.	47.
o 5,920.		4,227.	1,693.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<1,026.>
b			<1,211.>
c			<93.>
d			<3,103.>
e			<2,205.>
f			<1,709.>
g			<718.>
h			<2,313.>
i			<2,164.>
j			20.
k			<388.>
l			<1,289.>
m			<438.>
n			47.
o			1,693.

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

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)
If (loss), enter "-0-" in Part I, line 8 }

3

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	80 SHS ENI SPA SPONSORED ADR	P	02/07/11	07/29/11
b	40 SHS ENI SPA SPONSORED ADR	P	08/12/09	07/29/11
c	230 SHS TELEFONICA S A ADR SPONS ADR	P	08/12/09	06/06/11
d	20 SHS NOVARTIS AG SPONSORED ADR	P	02/17/09	06/06/11
e	30 SHS NESTLE SA SPONSORED ADR REPSTG	P	08/12/09	06/06/11
f	100 SHS ENI SPA SPONSORED ADR	P	08/12/09	06/06/11
g	250 SHS SINGAPORE AIRLIS LTD ADR	P	11/19/10	04/27/11
h	157 SHS ITAU UNIBANCO HLDG SA NS	P	11/09/10	04/27/11
i	163 SHS ITAU UNIBANCO HLDG SA NS	P	10/07/10	04/27/11
j	20 SHS SIEMENS A G SPONSORED ADR	P	01/29/10	04/26/11
k	200 SHS COMPANHIA ENERGETICA DE MINAS	P	08/12/09	04/26/11
l	230 SHS ZURICH FINL SVCS SPONS ADR N/C EFF	P	05/10/10	03/18/11
m	185 SHS NOKIA CORP SPONSORED ADR	P	08/12/09	03/18/11
n	106 SHS NOKIA CORP SPONSORED ADR	P	07/20/09	03/18/11
o	99 SHS NOKIA CORP SPONSORED ADR	P	02/19/09	03/18/11

(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 3,464.		3,938.	<474.>
b 1,732.		1,831.	<99.>
c 5,479.		5,643.	<164.>
d 1,259.		843.	416.
e 1,928.		1,179.	749.
f 4,646.		4,578.	68.
g 5,720.		6,214.	<494.>
h 3,797.		4,054.	<257.>
i 3,942.		4,079.	<137.>
j 2,838.		1,821.	1,017.
k 4,072.		2,764.	1,308.
l 6,278.		5,089.	1,189.
m 1,529.		2,449.	<920.>
n 876.		1,390.	<514.>
o 818.		1,055.	<237.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<474.>
b			<99.>
c			<164.>
d			416.
e			749.
f			68.
g			<494.>
h			<257.>
i			<137.>
j			1,017.
k			1,308.
l			1,189.
m			<920.>
n			<514.>
o			<237.>

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

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)
If (loss), enter "-0-" in Part I, line 8

3

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	17 SHS ITAU UNIBANCO HLDG SA NS	P	10/07/10	03/18/11
b	83 SHS ITAU UNIBANCO HLDG SA NS	P	05/10/10	03/18/11
c	210 SHS ABB LTD SPONSORED ADR	P	11/09/10	03/18/11
d	120 SHS ABB LTD SPONSORED ADR	P	02/17/10	03/18/11
e	110 SHS ABB LTD SPONSORED ADR	P	02/16/10	03/18/11
f	40 SHS ABB LTD SPONSORED ADR	P	08/12/09	03/18/11
g	110 SHS VERMILION ENERGY INC COM	P	08/12/09	02/22/11
h	110 SHS VERMILION ENERGY INC COM	P	08/12/09	02/18/11
i	110 SHS HOPEWELL HLDGS LTD SPON ADR	P	08/12/09	02/11/11
j	1,480 SHS HOPEWELL HLDGS LTD SPON ADR	P	08/12/09	02/09/11
k	35 SHS ROYAL DUTCH SHELL PLC SPONSORED	P	10/15/10	02/08/11
l	140 SHS ROCHE HLDGS LTD SPONSORED ADR	P	07/12/10	02/08/11
m	77 SHS ITAU UNIBANCO HLDG SA NS	P	05/10/10	02/08/11
n	203 SHS ITAU UNIBANCO HLDG SA NS	P	08/12/09	02/08/11
o	180 SHS ABB LTD SPONSORED ADR	P	08/12/09	01/06/11

(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 366.		425.	<59.>
b 1,786.		1,753.	33.
c 4,880.		4,523.	357.
d 2,789.		2,213.	576.
e 2,556.		2,010.	546.
f 930.		730.	200.
g 5,562.		3,118.	2,444.
h 5,529.		3,118.	2,411.
i 337.		349.	<12.>
j 4,667.		4,692.	<25.>
k 2,455.		2,168.	287.
l 5,127.		4,970.	157.
m 1,675.		1,627.	48.
n 4,415.		3,451.	964.
o 3,908.		3,287.	621.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<59.>
b			33.
c			357.
d			576.
e			546.
f			200.
g			2,444.
h			2,411.
i			<12.>
j			<25.>
k			287.
l			157.
m			48.
n			964.
o			621.

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

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)
If (loss), enter "-0-" in Part I, line 8

3

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	50 SHS RWE AG SPONSORED ADR	P	08/12/09	01/05/11
b	170 SHS ABB LTD SPONSORED ADR	P	08/12/09	01/05/11
c	2,560.819 SHS OPPENHEIMER DEV MARKETS CLASS A	P	07/20/10	12/05/11
d	1,439.138 SHS LORD ABBETT EM MARKETS CURRENCY	P	11/01/10	09/22/11
e	22,522.523 SHS ORD ABBETT EM MARKETS CURRENCY	P	02/17/10	09/22/11
f	59,891.449 SHS LORD ABBETT BOND-DEBENTURE FUND	P	03/04/10	08/08/11
g	0.067 SHS PIMCO REAL RETURN FUND CLASS A	P	12/31/10	01/05/11
h	0.08 SHS PIMCO REAL RETURN FUND CLASS A	P	12/31/10	01/05/11
i	3.779 SHS PIMCO REAL RETURN FUND CLASS A	P	11/30/10	01/05/11
j	42.163 SHS PIMCO REAL RETURN FUND CLASS A	P	10/29/10	01/05/11
k	1,200 SHS SELECT SECTOR SPDR TR FINANCIAL	P	09/19/11	12/21/11
l	1,300 SHS SELECT SECTOR SPDR TR FINANCIAL	P	09/19/11	12/21/11
m	1,500 SHS SELECT SECTOR SPDR TR FINANCIAL	P	09/19/11	12/21/11
n	200 SHS CIMAREX ENERGY CO COM	P	10/26/11	12/21/11
o	395 SHS BERKSHIRE HATHAWAY INC DEL CL B	P	09/29/11	12/21/11

(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 3,368.		4,214.	<846.>
b 3,716.		3,104.	612.
c 80,000.		75,237.	4,763.
d 9,009.		10,088.	<1,079.>
e 140,991.		150,000.	<9,009.>
f 455,774.		443,197.	12,577.
g 1.		1.	0.
h 1.		1.	0.
i 43.		44.	<1.>
j 476.		500.	<24.>
k 15,210.		14,976.	234.
l 16,478.		16,250.	228.
m 19,013.		18,750.	263.
n 12,416.		12,537.	<121.>
o 29,938.		28,139.	1,799.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<846.>
b			612.
c			4,763.
d			<1,079.>
e			<9,009.>
f			12,577.
g			0.
h			0.
i			<1.>
j			<24.>
k			234.
l			228.
m			263.
n			<121.>
o			1,799.

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	
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) If (loss), enter "-0-" in Part I, line 8 }	3	

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	200 SHS TRANSOCEAN LTD ZUG NAMEN AKT	P	06/24/10	12/13/11
b	200 SHS TRANSOCEAN LTD ZUG NAMEN AKT	P	02/24/09	12/13/11
c	100 SHS TRANSOCEAN LTD ZUG NAMEN AKT	P	10/24/08	12/13/11
d	-2 SHS CALL RALPH LAUREN 01-19-13	P	10/14/11	12/13/11
e	-5 SHS CALL TRANSOCEAN LTD 01-19-13	P	11/02/11	12/13/11
f	-8 SHS CALL OWENS CORNING N 01-19-13	P	10/18/11	12/13/11
g	200 SHS RALPH LAUREN CORP CL A	P	01/20/10	12/13/11
h	1,100 SHS POWERSHARES QQQ TR UNIT SER 1	P	10/26/11	12/13/11
i	800 SHS OWENS CORNING NEW COM	P	12/20/10	12/13/11
j	400 SHS ISHARES TR DOW JONES US OIL EQUIP &	P	11/08/11	12/13/11
k	-8 SHS CALL UNITEDHEALTH GR 01-19-13	P	01/31/11	12/05/11
l	-6 SHS CALL TARGET CORP COM 01-21-12	P	08/24/11	12/05/11
m	-6 SHS CALL FLUOR CORP NEW 01-21-12	P	08/24/11	12/05/11
n	-7 SHS CALL ARCHER DANIELS 01-21-12	P	08/24/11	12/05/11
o	800 SHS UNITEDHEALTH GROUP INC COM	P	04/29/09	12/05/11

(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 8,534.		10,220.	<1,686.>
b 8,534.		11,680.	<3,146.>
c 4,267.		6,387.	<2,120.>
d 4,060.		3,458.	602.
e 1,975.		590.	1,385.
f 1,720.		3,032.	<1,312.>
g 28,645.		17,008.	11,637.
h 62,073.		62,744.	<671.>
i 21,391.		24,649.	<3,258.>
j 21,028.		22,372.	<1,344.>
k 2,296.		5,000.	<2,704.>
l 1,074.		552.	522.
m 1,800.		180.	1,620.
n 1,162.		965.	197.
o 39,185.		19,032.	20,153.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<1,686.>
b			<3,146.>
c			<2,120.>
d			602.
e			1,385.
f			<1,312.>
g			11,637.
h			<671.>
i			<3,258.>
j			<1,344.>
k			<2,704.>
l			522.
m			1,620.
n			197.
o			20,153.

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	
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) If (loss), enter "-0-" in Part I, line 8 }	3	

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	30 SHS PUT SPDR S&P 500 ET 11-19-11	P	10/25/11	11/11/11
b	1,053 SHS BLACKSTONE GROUP L P COM UNIT	P	02/13/09	11/10/11
c	1,300 SHS BLACKSTONE GROUP L P COM UNIT	P	01/28/09	11/10/11
d	547 SHS BLACKSTONE GROUP L P COM UNIT	P	10/24/08	11/10/11
e	30 SHS PUT SPDR S&P 500 ET 11-19-11	P	10/20/11	11/01/11
f	-4 SHS CALL KOHLS CORPORATI 01-21-12	P	08/24/11	10/26/11
g	-11 SHS CALL NOVELLUS SYSTEM 01-21-12	P	08/24/11	10/26/11
h	1,100 SHS NOVELLUS SYSTEM INC C/A EFF 6/5/12	P	09/29/09	10/26/11
i	500 SHS MICROSOFT CORP COM	P	06/22/11	10/26/11
j	500 SHS MICROSOFT CORP COM	P	04/01/10	10/26/11
k	100 SHS MICROSOFT CORP COM	P	02/24/09	10/26/11
l	600 SHS MICROSOFT CORP COM	P	02/18/09	10/26/11
m	250 SHS MARATHON PETE CORP COM	P	03/16/11	10/26/11
n	400 SHS KOHLS CORP COM	P	07/20/09	10/26/11
o	-6 SHS CALL QUALCOMM INC 01-21-12	P	08/24/11	10/14/11

(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 1,027.		5,992.	<4,965.>
b 14,303.		5,285.	9,018.
c 17,658.		6,437.	11,221.
d 7,430.		4,232.	3,198.
e 5,640.		10,966.	<5,326.>
f 1,200.		1,960.	<760.>
g 1,519.		3,080.	<1,561.>
h 35,435.		23,072.	12,363.
i 13,140.		12,380.	760.
j 13,140.		14,409.	<1,269.>
k 2,628.		1,713.	915.
l 15,768.		11,039.	4,729.
m 8,414.		10,072.	<1,658.>
n 20,966.		19,119.	1,847.
o 870.		2,040.	<1,170.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<4,965.>
b			9,018.
c			11,221.
d			3,198.
e			<5,326.>
f			<760.>
g			<1,561.>
h			12,363.
i			760.
j			<1,269.>
k			915.
l			4,729.
m			<1,658.>
n			1,847.
o			<1,170.>

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	
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). If (loss), enter "-0-" in Part I, line 8	3	

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	-2 SHS CALL INTERNATIONAL 01-21-12	P	08/25/11	10/14/11
b	-14 SHS CALL ORACLE SYSTEMS 01-21-12	P	08/24/11	10/14/11
c	-2 SHS CALL RALPH LAUREN 01-19-13	P	06/20/11	10/14/11
d	100 SHS BECTON DICKINSON & CO	P	02/24/09	10/14/11
e	100 SHS BECTON DICKINSON & CO	P	10/24/08	10/14/11
f	41 SHS CALL POWERSHARES QQQ 10-22-11	P	09/22/11	10/10/11
g	-8 SHS CALL OWENS CORNING N 01-21-12	P	08/24/11	09/29/11
h	-20 SHS CALL FORD MTR CO DEL 01-19-13	P	06/20/11	09/29/11
i	-7 SHS CALL HALLIBURTON CO 01-21-12	P	08/25/11	09/29/11
j	-3 SHS CALL APACHE CORP 01-21-12	P	08/24/11	09/29/11
k	-5 SHS CALL SCHLUMBERGER LT 01-21-12	P	08/24/11	09/29/11
l	-7 SHS CALL METLIFE INC COM 01-21-12	P	08/25/11	09/29/11
m	-4 SHS CALL STARWOOD HOTELS 01-21-12	P	08/24/11	09/29/11
n	400 SHS STARWOOD HOTELS & RESORTS	P	12/20/10	09/29/11
o	300 SHS PEPSICO INC COM	P	02/13/09	09/29/11

(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 1,850.		4,620.	<2,770.>
b 1,925.		5,390.	<3,465.>
c 2,690.		6,180.	<3,490.>
d 7,379.		6,865.	514.
e 7,379.		6,681.	698.
f 7,011.		5,740.	1,271.
g 1,400.		520.	880.
h 1,681.		640.	1,041.
i 1,190.		189.	1,001.
j 1,170.		204.	966.
k 1,234.		135.	1,099.
l 1,362.		721.	641.
m 904.		724.	180.
n 15,969.		24,380.	<8,411.>
o 18,666.		15,900.	2,766.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<2,770.>
b			<3,465.>
c			<3,490.>
d			514.
e			698.
f			1,271.
g			880.
h			1,041.
i			1,001.
j			966.
k			1,099.
l			641.
m			180.
n			<8,411.>
o			2,766.

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	
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) If (loss), enter "-0-" in Part I, line 8	3	

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	300 SHS METLIFE INC COM	P	02/24/09	09/29/11
b	400 SHS METLIFE INC COM	P	01/29/09	09/29/11
c	8 SHS PUT SPDR S&P 500 ET 10-22-11	P	09/16/11	09/22/11
d	8 SHS PUT SPDR S&P 500 ET 10-22-11	P	09/16/11	09/22/11
e	17 SHS PUT SPDR S&P 500 ET 10-22-11	P	09/16/11	09/22/11
f	-5 SHS CALL NUCOR CORP 01-21-12	P	08/24/11	09/20/11
g	500 SHS NUCOR CORP COM	P	12/23/09	09/19/11
h	1,100 SHS MORGAN STANLEY COM NEW	P	06/20/11	09/19/11
i	300 SHS JP MORGAN CHASE & CO COM	P	07/20/09	09/19/11
j	600 SHS JP MORGAN CHASE & CO COM	P	02/18/09	09/19/11
k	100 SHS JP MORGAN CHASE & CO COM	P	10/24/08	09/19/11
l	700 SHS CITIGROUP INC COM NEW	P	06/20/11	09/19/11
m	66 SHS CALL POWERSHARES QQQ 09-17-11	P	08/19/11	09/14/11
n	66 SHS CALL POWERSHARES QQQ 09-17-11	P	08/19/11	08/29/11
o	8 SHS CALL POWERSHARES QQQ 09-17-11	P	08/19/11	08/26/11

(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 8,646.		6,965.	1,681.
b 11,528.		12,456.	<928.>
c 3,659.		1,522.	2,137.
d 3,840.		1,522.	2,318.
e 6,887.		3,234.	3,653.
f 782.		830.	<48.>
g 16,835.		23,070.	<6,235.>
h 16,921.		24,689.	<7,768.>
i 9,678.		11,097.	<1,419.>
j 19,356.		13,121.	6,235.
k 3,226.		3,544.	<318.>
l 19,285.		26,667.	<7,382.>
m 4,867.		2,310.	2,557.
n 6,930.		2,310.	4,620.
o 518.		280.	238.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1,681.
b			<928.>
c			2,137.
d			2,318.
e			3,653.
f			<48.>
g			<6,235.>
h			<7,768.>
i			<1,419.>
j			6,235.
k			<318.>
l			<7,382.>
m			2,557.
n			4,620.
o			238.

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

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)
If (loss), enter "-0-" in Part I, line 8

3

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	70 SHS CALL POWERSHARES QQQ 09-17-11	P	08/08/11	08/26/11
b	62 SHS CALL POWERSHARES QQQ 09-17-11	P	08/05/11	08/26/11
c	8 SHS CALL POWERSHARES QQQ 09-17-11	P	08/05/11	08/26/11
d	-7 SHS CALL METLIFE INC COM 01-19-13	P	07/20/11	08/25/11
e	-2 SHS CALL INTERNATIONAL 01-19-13	P	01/31/11	08/25/11
f	-7 SHS CALL HALLIBURTON CO 01-19-13	P	04/25/11	08/25/11
g	-5 SHS CALL MRO DIST (100 M 01-19-13	P	04/25/11	08/24/11
h	-6 SHS CALL QUALCOMM INC 01-19-13	P	04/25/11	08/24/11
i	-3 SHS CALL APACHE CORP 01-19-13	P	04/25/11	08/24/11
j	-6 SHS CALL FLUOR CORP NEW 01-19-13	P	07/20/11	08/24/11
k	-14 SHS CALL ORACLE SYSTEMS 01-19-13	P	04/25/11	08/24/11
l	-7 SHS CALL ARCHER DANIELS 01-19-13	P	01/31/11	08/24/11
m	-5 SHS CALL SCHLUMBERGER LT 01-19-13	P	07/20/11	08/24/11
n	-8 SHS CALL OWENS CORNING N 01-19-13	P	06/20/11	08/24/11
o	-4 SHS CALL STARWOOD HOTELS 01-19-13	P	07/20/11	08/24/11

(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 4,533.		6,859.	<2,326.>
b 4,015.		11,187.	<7,172.>
c 518.		1,444.	<926.>
d 1,715.		826.	889.
e 2,393.		3,553.	<1,160.>
f 3,220.		1,533.	1,687.
g 1,677.		700.	977.
h 2,052.		804.	1,248.
i 2,010.		678.	1,332.
j 3,150.		2,220.	930.
k 4,340.		1,036.	3,304.
l 1,646.		652.	994.
m 3,048.		1,700.	1,348.
n 3,522.		960.	2,562.
o 1,520.		672.	848.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<2,326.>
b			<7,172.>
c			<926.>
d			889.
e			<1,160.>
f			1,687.
g			977.
h			1,248.
i			1,332.
j			930.
k			3,304.
l			994.
m			1,348.
n			2,562.
o			848.

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

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)
If (loss), enter "-0-" in Part I, line 8

3

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	-5 SHS CALL NUCOR CORP 01-19-13	P	04/25/11	08/24/11
b	-11 SHS CALL NOVELLUS SYSTEM 01-21-12	P	01/14/11	08/24/11
c	-6 SHS CALL FLUOR CORP NEW 01-21-12	P	01/31/11	07/20/11
d	-4 SHS CALL STARWOOD HOTELS 01-21-12	P	12/20/10	07/20/11
e	-7 SHS CALL PNC FINL SVCS G 01-21-12	P	01/31/11	07/20/11
f	-5 SHS CALL PHILIP MORRIS I 01-21-12	P	04/08/10	07/20/11
g	-5 SHS CALL SCHLUMBERGER LT 01-21-12	P	11/22/10	07/20/11
h	-7 SHS CALL PRINCIPAL FINL 01-21-12	P	12/20/10	06/20/11
i	-2 SHS CALL POLO RALPH LAUR 01-21-12	P	01/31/11	06/20/11
j	-5 SHS CALL TRANSOCEAN LTD 01-21-12	P	10/21/10	06/20/11
k	-8 SHS CALL OWENS CORNING N 01-21-12	P	12/20/10	06/20/11
l	-4 SHS CALL NORFOLK SOUTHN 01-21-12	P	05/05/10	06/20/11
m	-7 SHS CALL METLIFE INC COM 01-21-12	P	04/09/10	06/20/11
n	-2 SHS CALL FIRST SOLAR INC 01-21-12	P	04/08/10	06/20/11
o	-2 SHS CALL APPLE INC COM 01-21-12	P	03/16/11	06/20/11

(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 1,469.		320.	1,149.
b 3,159.		440.	2,719.
c 2,772.		870.	1,902.
d 2,100.		472.	1,628.
e 1,789.		280.	1,509.
f 1,050.		4,300.	<3,250.>
g 2,475.		3,575.	<1,100.>
h 1,155.		210.	945.
i 1,160.		2,700.	<1,540.>
j 2,833.		605.	2,228.
k 2,040.		4,057.	<2,017.>
l 2,426.		3,830.	<1,404.>
m 3,331.		532.	2,799.
n 4,130.		1,393.	2,737.
o 4,330.		1,074.	3,256.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			1,149.
b			2,719.
c			1,902.
d			1,628.
e			1,509.
f			<3,250.>
g			<1,100.>
h			945.
i			<1,540.>
j			2,228.
k			<2,017.>
l			<1,404.>
m			2,799.
n			2,737.
o			3,256.

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

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)
If (loss), enter "-0-" in Part I, line 8 }

3

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	-7 SHS CALL ABERCROMBIE & F 01-21-12	P	01/31/11	06/20/11
b	700 SHS PRINCIPAL FINL GROUP INC COM	P	12/20/10	06/20/11
c	200 SHS FIRST SOLAR INC COM	P	12/11/08	06/20/11
d	100 SHS CME GROUP INC COM	P	12/11/08	06/20/11
e	50 SHS CME GROUP INC COM	P	10/24/08	06/20/11
f	700 SHS ABERCROMBIE & FITCH CO CL A	P	02/01/10	06/20/11
g	55 SHS CALL SPDR S&P 500 ET 04-16-11	P	03/15/11	03/18/11
h	30 SHS CALL SPDR S&P 500 ET 04-16-11	P	03/15/11	03/17/11
i	-4 SHS CALL EXXON MOBIL COR 01-21-12	P	04/08/10	03/16/11
j	200 SHS EXXON MOBIL CORP COM	P	06/24/10	03/16/11
k	300 SHS EXXON MOBIL CORP COM	P	11/24/09	03/16/11
l	200 SHS CALL SPDR S&P 500 ET 03-19-11	P	12/07/10	02/28/11
m	200 SHS CALL SPDR S&P 500 ET 03-19-11	P	11/02/10	02/28/11
n	-5 SHS CALL AMGEN COMMON 01-21-12	P	04/08/10	02/16/11
o	-3 SHS CALL APACHE CORP 01-21-12	P	08/03/10	02/01/11

(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 2,457.		8,033.	<5,576.>
b 20,607.		22,339.	<1,732.>
c 24,746.		24,982.	<236.>
d 27,874.		23,087.	4,787.
e 13,937.		12,650.	1,287.
f 46,224.		22,380.	23,844.
g 11,000.		8,630.	2,370.
h 5,190.		4,707.	483.
i 1,660.		3,980.	<2,320.>
j 16,178.		12,052.	4,126.
k 24,268.		22,763.	1,505.
l 1,800.		4,926.	<3,126.>
m 1,800.		8,392.	<6,592.>
n 2,485.		202.	2,283.
o 1,841.		3,210.	<1,369.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<5,576.>
b			<1,732.>
c			<236.>
d			4,787.
e			1,287.
f			23,844.
g			2,370.
h			483.
i			<2,320.>
j			4,126.
k			1,505.
l			<3,126.>
m			<6,592.>
n			2,283.
o			<1,369.>

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	
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) If (loss), enter "-0-" in Part I, line 8 }	3	

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	-6 SHS CALL ENSCO PLC 01-21-12	P	04/08/10	02/01/11
b	600 SHS ENSCO PLC SPONSORED ADR	P	03/26/10	02/01/11
c	-8 SHS CALL UNITEDHEALTH GR 01-21-12	P	02/02/10	01/31/11
d	-6 SHS CALL TARGET CORP COM 01-21-12	P	05/05/10	01/31/11
e	-3 SHS CALL PEPSICO INC N.C 01-21-12	P	05/05/10	01/31/11
f	-4 SHS CALL KOHLS CORPORATI 01-21-12	P	04/08/10	01/31/11
g	-6 SHS CALL FLUOR CORP NEW 01-21-12	P	12/20/10	01/31/11
h	-2 SHS CALL INTERNATIONAL 01-21-12	P	08/03/10	01/31/11
i	-17 SHS CALL CISCO SYSTEMS I 01-21-12	P	10/21/10	01/27/11
j	4 SHS CALL BAXTER INTERNAT 01-22-11	P	05/05/10	01/22/11
k	0.07 SHS MCDONALDS CORP	P	12/15/11	12/21/11
l	230 SHS CITIGROUP INC TANGIBLE DIVIDEND	P	10/21/11	12/21/11
m	4050 SHS SELECT SECTOR SPDR TR FINANCIAL	P	11/10/11	12/19/11
n	2.066 SHS MCDONALDS CORP	P	12/15/11	12/16/11
o	2.095 SHS MCDONALDS CORP	P	09/16/11	12/16/11

(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 2,317.		2,070.	247.
b 31,596.		25,564.	6,032.
c 3,120.		4,000.	<880.>
d 2,485.		773.	1,712.
e 1,245.		438.	807.
f 1,280.		200.	1,080.
g 3,660.		5,154.	<1,494.>
h 1,280.		3,460.	<2,180.>
i 3,744.		1,555.	2,189.
j		60.	<60.>
k 7.		7.	0.
l 18,103.		21,119.	<3,016.>
m 49,572.		52,326.	<2,754.>
n 202.		202.	0.
o 205.		180.	25.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			247.
b			6,032.
c			<880.>
d			1,712.
e			807.
f			1,080.
g			<1,494.>
h			<2,180.>
i			2,189.
j			<60.>
k			0.
l			<3,016.>
m			<2,754.>
n			0.
o			25.

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

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)
If (loss), enter "-0-" in Part I, line 8 }

3

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	65 SHS MCDONALDS CORP	P	07/28/11	12/16/11
b	1.718 SHS MCDONALDS CORP	P	06/15/11	12/16/11
c	1.836 SHS MCDONALDS CORP	P	03/15/11	12/16/11
d	75 SHS MCDONALDS CORP	P	02/08/11	12/16/11
e	1.19 SHS MCDONALDS CORP	P	12/15/10	12/16/11
f	1.096 SHS MCDONALDS CORP	P	09/16/10	12/16/11
g	150 SHS MCDONALDS CORP	P	07/06/10	12/16/11
h	2,600 SHS THE BRITISH LAND CO PLC SHS	P	10/14/10	11/16/11
i	14 SHS PUT SPDR S&P 500 ET 11-19-11	P	10/20/11	11/11/11
j	310 SHS NAVIOS MARITIME PARTNERS LP UNIT	P	10/06/11	11/10/11
k	111 SHS NAVIOS MARITIME PARTNERS LP UNIT	P	10/05/11	11/10/11
l	1,200 SHS KKR FINANCIAL HLDGS LLC COM	P	02/08/11	11/10/11
m	100 SHS KKR FINANCIAL HLDGS LLC COM	P	07/06/10	11/10/11
n	5,000 SHS KKR FINANCIAL HLDGS LLC COM	P	01/28/10	11/10/11
o	5,580 SHS FORTRESS INVT GROUP LLC DEL CL A	P	11/03/11	11/10/11

(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 6,352.		5,695.	657.
b 168.		140.	28.
c 179.		139.	40.
d 7,329.		5,674.	1,655.
e 116.		92.	24.
f 107.		83.	24.
g 14,657.		9,894.	4,763.
h 20,170.		21,100.	<930.>
i 479.		5,117.	<4,638.>
j 4,557.		4,236.	321.
k 1,632.		1,430.	202.
l 9,948.		12,299.	<2,351.>
m 829.		715.	114.
n 41,450.		41,049.	401.
o 19,025.		20,200.	<1,175.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col. (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			657.
b			28.
c			40.
d			1,655.
e			24.
f			24.
g			4,763.
h			<930.>
i			<4,638.>
j			321.
k			202.
l			<2,351.>
m			114.
n			401.
o			<1,175.>

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

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)
If (loss), enter "-0-" in Part I, line 8 }

3

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	200 SHS BLACKSTONE GROUP L P COM UNIT	P	07/06/10	11/10/11
b	2,300 SHS BLACKSTONE GROUP L P COM UNIT	P	01/28/10	11/10/11
c	400 SHS KELLOGG CO	P	08/12/11	11/03/11
d	290 SHS CLOROX CO COM	P	09/29/11	11/03/11
e	14 SHS PUT SPDR S&P 500 ET 11-19-11	P	10/20/11	11/01/11
f	1,600 SHS SELECT SECTOR SPDR TR FINANCIAL	P	09/19/11	10/21/11
g	65 SHS PPG INDUSTRIES INC	P	07/28/11	10/05/11
h	250 SHS PPG INDUSTRIES INC	P	04/14/11	10/05/11
i	900 SHS MOLEX INC COM	P	04/14/11	10/05/11
j	1,800 SHS ANNALY CAP MGMT INC COM	P	02/25/11	10/05/11
k	425 SHS WAL MART STORES INC COM	P	04/28/11	09/29/11
l	7 SHS PUT SPDR S&P 500 ET 10-22-11	P	09/16/11	09/22/11
m	7 SHS PUT SPDR S&P 500 ET 10-22-11	P	09/16/11	09/22/11
n	14 SHS PUT SPDR S&P 500 ET 10-22-11	P	09/16/11	09/22/11
o	100 SHS CITIGROUP INC TANGIBLE DIVIDEND	P	02/08/11	09/19/11

(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 2,701.		1,828.	873.
b 31,056.		25,441.	5,615.
c 19,992.		21,271.	<1,279.>
d 18,612.		19,634.	<1,022.>
e 2,632.		5,117.	<2,485.>
f 20,768.		19,956.	812.
g 4,624.		5,611.	<987.>
h 17,784.		23,009.	<5,225.>
i 18,309.		21,982.	<3,673.>
j 27,484.		31,911.	<4,427.>
k 22,155.		23,203.	<1,048.>
l 3,201.		1,332.	1,869.
m 3,360.		1,332.	2,028.
n 5,672.		2,664.	3,008.
o 8,524.		14,097.	<5,573.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			873.
b			5,615.
c			<1,279.>
d			<1,022.>
e			<2,485.>
f			812.
g			<987.>
h			<5,225.>
i			<3,673.>
j			<4,427.>
k			<1,048.>
l			1,869.
m			2,028.
n			3,008.
o			<5,573.>

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
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) If (loss), enter "-0-" in Part I, line 8 }	3

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	150 SHS CITIGROUP INC TANGIBLE DIVIDEND	P	03/29/10	09/19/11
b	700 SHS UNILEVER PLC SPON ADR NEW	P	05/20/11	09/13/11
c	2,900 SHS TEEKAY TANKERS LTD CL A	P	02/16/11	08/10/11
d	850 SHS SEADRILL LIMITED SHS	P	03/21/11	08/10/11
e	200 SHS KNIGHTSBRIDGE TANKERS LTD SHS	P	02/08/11	08/10/11
f	375 SHS KNIGHTSBRIDGE TANKERS LTD SHS	P	12/17/10	08/10/11
g	325 SHS KNIGHTSBRIDGE TANKERS LTD SHS	P	12/17/10	08/08/11
h	400 SHS GENUINE PARTS CO	P	04/13/11	07/28/11
i	1,850 SHS BROOKFIELD OFFICE PPTYS INC RT EXP	P	05/16/11	06/21/11
j	150 SHS PS BUSINESS PKS INC	P	02/08/11	06/16/11
k	400 SHS PS BUSINESS PKS INC	P	12/16/10	06/16/11
l	12 SHS PUT SPDR S&P 500 ET 06-18-11	P	05/27/11	06/03/11
m	24 SHS PUT SPDR S&P 500 ET 06-18-11	P	05/27/11	06/03/11
n	37 SHS PUT SPDR S&P 500 ET 06-18-11	P	05/27/11	06/03/11
o	37 SHS PUT SPDR S&P 500 ET 06-18-11	P	05/27/11	06/03/11

(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 12,786.		19,144.	<6,358.>
b 21,471.		22,324.	<853.>
c 18,787.		31,570.	<12,783.>
d 23,673.		31,226.	<7,553.>
e 3,474.		4,864.	<1,390.>
f 6,513.		7,960.	<1,447.>
g 5,457.		6,898.	<1,441.>
h 21,217.		21,450.	<233.>
i 222.		222.	0.
j 7,885.		8,715.	<830.>
k 21,028.		21,674.	<646.>
l 1,632.		780.	852.
m 3,288.		1,560.	1,728.
n 4,398.		2,405.	1,993.
o 4,820.		2,405.	2,415.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<6,358.>
b			<853.>
c			<12,783.>
d			<7,553.>
e			<1,390.>
f			<1,447.>
g			<1,441.>
h			<233.>
i			0.
j			<830.>
k			<646.>
l			852.
m			1,728.
n			1,993.
o			2,415.

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	
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) If (loss), enter "-0-" in Part I, line 8 }	3	

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	155 SHS PUT SPDR S&P 500 ET 06-18-11	P	05/20/11	05/27/11
b	180 SHS PUT SPDR S&P 500 ET 06-18-11	P	05/17/11	05/27/11
c	575 SHS ROYAL BK CDA MONTREAL QUE	P	01/27/11	05/19/11
d	600 SHS BROOKFIELD OFFICE PROPERTIES INC	P	02/08/11	05/19/11
e	50 SHS BROOKFIELD OFFICE PROPERTIES INC	P	07/06/10	05/19/11
f	1,200 SHS BROOKFIELD OFFICE PROPERTIES INC	P	02/17/10	05/19/11
g	125 SHS PUT SPDR DOW JONES 05-21-11	P	04/25/11	05/17/11
h	21,000 SHS AMR CORP DEL GTD SR NT CONV 6.250%	P	05/04/10	04/21/11
i	0.222 SHS PHILIP MORRIS INTL INC COM	P	04/11/11	04/18/11
j	100 SHS SIMON PPTY GROUP INC NEW COM	P	02/17/10	04/14/11
k	600 SHS BROOKFIELD OFFICE PROPERTIES INC	P	02/17/10	04/14/11
l	600 SHS BLACKSTONE GROUP L P COM UNIT	P	01/28/10	04/14/11
m	2.498 SHS PHILIP MORRIS INTL INC COM	P	04/11/11	04/13/11
n	75 SHS PHILIP MORRIS INTL INC COM	P	02/08/11	04/13/11
o	2.203 SHS PHILIP MORRIS INTL INC COM	P	01/10/11	04/13/11

(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 2,635.		5,580.	<2,945.>
b 3,060.		10,712.	<7,652.>
c 35,316.		30,937.	4,379.
d 11,629.		10,631.	998.
e 969.		665.	304.
f 23,257.		15,839.	7,418.
g 4,625.		11,789.	<7,164.>
h 20,160.		21,945.	<1,785.>
i 15.		15.	0.
j 10,627.		7,601.	3,026.
k 11,052.		7,920.	3,132.
l 11,003.		7,613.	3,390.
m 165.		164.	1.
n 4,961.		4,412.	549.
o 146.		129.	17.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<2,945.>
b			<7,652.>
c			4,379.
d			998.
e			304.
f			7,418.
g			<7,164.>
h			<1,785.>
i			0.
j			3,026.
k			3,132.
l			3,390.
m			1.
n			549.
o			17.

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

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)
If (loss), enter "-0-" in Part I, line 8

3

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	2.298 SHS PHILIP MORRIS INTL INC COM	P	10/08/10	04/13/11
b	200 SHS PHILIP MORRIS INTL INC COM	P	07/06/10	04/13/11
c	0.625 SHS KRAFT FOODS INC CL A	P	02/08/11	04/11/11
d	600 SHS NATIONAL SEMICONDUCTOR C/A EFF	P	02/08/11	04/06/11
e	1,500 SHS NATIONAL SEMICONDUCTOR C/A EFF	P	08/18/10	04/06/11
f	199.375 SHS KRAFT FOODS INC CL A	P	02/08/11	04/06/11
g	2.807 SHS KRAFT FOODS INC CL A	P	01/14/11	04/06/11
h	2.818 SHS KRAFT FOODS INC CL A	P	10/14/10	04/06/11
i	300 SHS KRAFT FOODS INC CL A	P	07/06/10	04/06/11
j	900 SHS BLACKSTONE GROUP L P COM UNIT	P	01/28/10	03/21/11
k	150 SHS AMERICAN TOWER CORP CL A C/A EFF	P	02/08/11	03/21/11
l	250 SHS AMERICAN TOWER CORP CL A C/A EFF	P	09/22/10	03/21/11
m	150 SHS TAUBMAN CENTERS INC	P	02/08/11	02/25/11
n	450 SHS TAUBMAN CENTERS INC	P	11/22/10	02/25/11
o	0.838 SHS GENERAL MILLS INC COM	P	02/08/11	02/18/11

(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 152.		128.	24.
b 13,228.		9,352.	3,876.
c 20.		19.	1.
d 14,449.		9,095.	5,354.
e 36,122.		19,974.	16,148.
f 6,325.		6,172.	153.
g 89.		88.	1.
h 89.		87.	2.
i 9,517.		8,459.	1,058.
j 15,268.		11,419.	3,849.
k 7,044.		8,128.	<1,084.>
l 11,741.		12,635.	<894.>
m 7,955.		8,019.	<64.>
n 23,864.		21,211.	2,653.
o 30.		30.	0.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			24.
b			3,876.
c			1.
d			5,354.
e			16,148.
f			153.
g			1.
h			2.
i			1,058.
j			3,849.
k			<1,084.>
l			<894.>
m			<64.>
n			2,653.
o			0.

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

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)
If (loss), enter "-0-" in Part I, line 8

3

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	197.265 SHS GENERAL MILLS INC COM	P	02/08/11	02/15/11
b	1.897 SHS GENERAL MILLS INC COM	P	02/08/11	02/15/11
c	0.089 SHS GENERAL MILLS INC COM	P	02/01/11	02/15/11
d	1.897 SHS GENERAL MILLS INC COM	P	02/01/11	02/15/11
e	148.103 SHS GENERAL MILLS INC COM	P	01/27/11	02/15/11
f	1.897 SHS GENERAL MILLS INC COM	P	01/27/11	02/15/11
g	1.897 SHS GENERAL MILLS INC COM	P	11/01/10	02/15/11
h	1.955 SHS GENERAL MILLS INC COM	P	08/02/10	02/15/11
i	250 SHS GENERAL MILLS INC COM	P	07/06/10	02/15/11
j	2,600 SHS GABELLI DIVID & INCOME TR COM	P	02/09/10	01/27/11
k	ROUNDING	P		
l				
m				
n				
o				

(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 7,096.		7,020.	76.
b 68.		68.	0.
c 3.		3.	0.
d 68.		68.	0.
e 5,327.		5,250.	77.
f 68.		68.	0.
g 68.		68.	0.
h 70.		70.	0.
i 8,993.		8,915.	78.
j 40,816.		31,607.	9,209.
k 3.			3.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			76.
b			0.
c			0.
d			0.
e			77.
f			0.
g			0.
h			0.
i			78.
j			9,209.
k			3.
l			
m			
n			
o			

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	188,975.
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) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
	SUSAN R. AND JOHN W. SULLIVAN FOUNDATION	<input checked="" type="checkbox"/> 22-2612047
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	851 SE MONTEREY COMMONS BLVD.	<input type="checkbox"/>
File by the due date for filing your return. See instructions.	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	STUART, FL 34996-3337	

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

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

JOHN W. SULLIVAN

- The books are in the care of ► **851 SE MONTEREY COMMONS BLVD. - STUART, FL 34996-3337**
Telephone No. ► **(772) 283-3838** FAX No. ► **(772) 283-4946**

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

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2012**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ calendar year **2011** or
- ☐ tax year beginning _____, and ending _____

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	5,500.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	7,000.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form 8868 (Rev. 1-2012)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Enter filer's identifying number, see instructions	
Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or	
SUSAN R. AND JOHN W. SULLIVAN FOUNDATION	<input checked="" type="checkbox"/> 22-2612047	
Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)	
851 SE MONTEREY COMMONS BLVD.	<input type="checkbox"/>	
City, town or post office, state, and ZIP code. For a foreign address, see instructions.		
STUART, FL 34996-3337		

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

0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

JOHN W. SULLIVAN

- The books are in the care of **851 SE MONTEREY COMMONS BLVD. - STUART, FL 34996-3337**
Telephone No. **(772) 283-3838** FAX No. **(772) 283-4946**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4. I request an additional 3-month extension of time until **NOVEMBER 15, 2012.**

5. For calendar year **2011**, or other tax year beginning _____, and ending _____.

6. If the tax year entered in line 5 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
☐ Change in accounting period

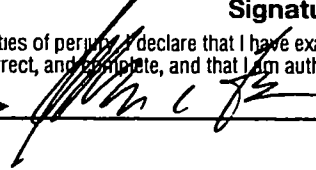
7. State in detail why you need the extension

**THE TAXPAYER IS AWAITING K-1'S TO FILE A COMPLETE AND ACCURATE RETURN.
THE K-1'S ARE NOT ANTICIPATED TO BE RECEIVED UNTIL AFTER AUGUST 15, 2012.**

8a. If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	5,500.
8b. If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	7,000.
8c. Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature  Title **CPA** Date **6/10/12**

Form 8868 (Rev. 1-2012)

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
APACHE PARTNERS, LLC	23,025.	0.	23,025.
CANDLEWOOD SPECIAL SITUATIONS FUND	27.	0.	27.
CREDIT SUISSE - DIVIDENDS	111,013.	0.	111,013.
CREDIT SUISSE - INTEREST	5,373.	0.	5,373.
CREDIT SUISSE - OID	146.	0.	146.
KKR FINANCIAL HOLDINGS, LP	13,315.	0.	13,315.
LESS: ACCRUED INTEREST PAID	<704.>	0.	<704.>
PHOENIX DISTRESSED OPPORTUNITY FUND, LP	7,439.	0.	7,439.
THE BLACKSTONE GROUP, LP	1,711.	0.	1,711.
TOTAL TO FM 990-PF, PART I, LN 4	161,345.	0.	161,345.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
CELLME, LLC	<1,237.>	<1,237.>	
CREDIT SUISSE CANDLEWOOD SPECIAL SITUATIONS FUND, L.P.	0.	60,829.	
CREDIT SUISSE CANDLEWOOD SPECIAL SITUATIONS FUND, L.P.	54,900.	0.	
PHOENIX DISTRESSED OPPORTUNITIES FUND, L.P.	0.	9,457.	
PHOENIX DISTRESSED OPPORTUNITIES FUND, L.P.	16,381.	0.	
THE BLACKSTONE GROUP, LP	127.	0.	
KKR FINANCIAL HOLDINGS, L.P.	<3,806.>	0.	
WH ASIA INVESTORS, LLC	<13,855.>	<13,855.>	
APACHE PARTNERS, LLC	<308.>	<308.>	
KKR FINANCIAL HOLDINGS, L.P.	0.	<10,720.>	
THE BLACKSTONE GROUP, LP	0.	17.	
FOREIGN CURRENCY TRANSALTION GAIN	22.	22.	
TOTAL TO FORM 990-PF, PART I, LINE 11	52,224.	44,205.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ADMINISTRATIVE/MANAGEMENT FEES	72,000.	36,000.		36,000.
TO FORM 990-PF, PG 1, LN 16C	72,000.	36,000.		36,000.

FORM 990-PF TAXES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL TAXES ON INVESTMENT INCOME	11,580.	0.		0.
FOREIGN TAX PAID ON DIVIDENDS	3,989.	3,989.		0.
STATE INCOME TAXES ON UBTI	2,200.	0.		0.
FEDERAL TAXES ON UBTI	7,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	25,269.	3,989.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
DUES AND SUBSCRIPTIONS	695.	347.		348.
INVESTMENT MANAGEMENT FEES	51,226.	51,226.		0.
CERTIFICATION FEE	588.	588.		0.
ANNUAL REPORT FEE	61.	31.		30.
TO FORM 990-PF, PG 1, LN 23	52,570.	52,192.		378.

FORM 990-PF	CORPORATE STOCK	STATEMENT	6
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
EQUITY SECURITIES	1,689,431.	1,921,542.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,689,431.	1,921,542.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	7
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
CORPORATE BONDS	250,000.	250,000.	
TOTAL TO FORM 990-PF, PART II, LINE 10C	250,000.	250,000.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	8
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CELLME, LLC	COST	262,785.	262,785.
EXCHANGE TRADED FUNDS	FMV	553,085.	584,766.
GOLD	FMV	48,280.	91,194.
HEDGE FUNDS	FMV	1,290,698.	1,317,277.
MASTER LIMITED PARTNERSHIPS	FMV	0.	0.
MUTUAL FUNDS	FMV	1,051,172.	1,001,133.
REAL ESTATE INVESTMENT TRUSTS	FMV	49,774.	63,963.
CONVERTIBLE NOTE	FMV	25,000.	25,000.
APACHE PARTNERS, LLC	FMV	173,517.	180,973.
JAX-ISQ, LLC	COST	100,717.	100,717.
SAGIL LATIN AMERICAN OPPORTUNITY FUND	FMV	100,000.	90,860.
WH ASIA INVESTORS, LLC	FMV	287,145.	263,904.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,942,173.	3,982,572.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 9

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN W. SULLIVAN 851 SE MONTEREY COMMONS BLVD. STUART, FL 349963337	PRESIDENT/DIRECTOR 2.00	3,000.	0.	0.
SUSAN R. SULLIVAN 851 SE MONTEREY COMMONS BLVD. STUART, FL 349963337	SEC./TREAS./DIRECTOR 2.00	3,000.	0.	0.
BOLTON SULLIVAN, II 851 SE MONTEREY COMMONS BLVD. STUART, FL 349963337	DIRECTOR 1.00	3,000.	0.	0.
JENNIFER S. SANFORD 851 SE MONTEREY COMMONS BLVD. STUART, FL 349963337	DIRECTOR 1.00	3,000.	0.	0.
GIERIET S. BOWEN 851 SE MONTEREY COMMONS BLVD. STUART, FL 349963337	DIRECTOR 1.00	3,000.	0.	0.
JOHN W. SULLIVAN, JR. 851 SE MONTEREY COMMONS BLVD. STUART, FL 349963337	DIRECTOR 1.00	3,000.	0.	0.
JS CAPITAL MANAGEMENT, INC. 851 SE MONTEREY COMMONS BLVD. STUART, FL 349963337	ADMINISTRATIVE SERVICES 10.00	72,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		90,000.	0.	0.

FORM 990-PF

PART XV - LINE 1A
LIST OF FOUNDATION MANAGERS

STATEMENT 10

NAME OF MANAGER

JOHN W. SULLIVAN
SUSAN R. SULLIVAN

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

JOHN W. SULLIVAN, PRESIDENT
851 SE MONTEREY COMMONS BLVD.
STUART, FL 34996-3337

TELEPHONE NUMBER

(772) 283-3838

FORM AND CONTENT OF APPLICATIONS

SEND PRINTED MATERIALS REGARDING CHARITABLE ORGANIZATION ALONG WITH CURRENT
FINANCIAL STATEMENTS.

ANY SUBMISSION DEADLINES

NOVEMBER 15TH OF EACH YEAR.

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE.