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Form **990-PF**Department of the Treasury  
Internal Revenue Service**Return of Private Foundation**  
**or Section 4947(a)(1) Nonexempt Charitable Trust**  
**Treated as a Private Foundation**

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

OMB No 1545-0052

**2011**

For calendar year 2011 or tax year beginning 9/1/2011, and ending 8/31/2012

|  |   |   |
|--|---|---|
| Name of foundation<br><b>Tom Russell Charitable Foundation, Inc</b>  |   | <b>A Employer identification number</b><br>36-6082517   |
| Number and street (or P O box number if mail is not delivered to street address)   | Room/suite  | <b>B Telephone number (see instructions)</b><br>(800) 839-1754  |
| Foundation Source 501 Silverside Rd<br>City or town, state, and ZIP code<br>Wilmington DE 19809-1377   |   | <b>C</b> If exemption application is pending, check here <input type="checkbox"/>   |
| <b>G</b> Check all that apply<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Amended return<br><input checked="" type="checkbox"/> Address change<br><input type="checkbox"/> Name change |   | <b>D</b> 1. Foreign organizations, check here <input type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> |
| <b>H</b> Check type of organization<br><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust<br><input type="checkbox"/> Other taxable private foundation  |   | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>  |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$</b> 14,427,962  | <b>J</b> Accounting method<br><input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis) |   |
| <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>  |   |   |

| <b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions)) |   | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|------------------------------------|---------------------------|-------------------------|---|
| <b>Revenue</b>  | 1 Contributions, gifts, grants, etc., received (attach schedule)                              |                                    |                           |                         |   |
|   | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B |                                    |                           |                         |   |
|   | 3 Interest on savings and temporary cash investments  | 53                                 | 53                        |                         |   |
|   | 4 Dividends and interest from securities  | 245,535                            | 245,535                   |                         |   |
|   | 5 a Gross rents   |                                    |                           |                         |   |
|   | b Net rental income or (loss)   |                                    |                           |                         |   |
|   | 6 a Net gain or (loss) from sale of assets not on line 10                                     | 312,399                            |                           |                         |   |
|   | b Gross sales price for all assets on line 6a   | 4,490,506                          |                           |                         |   |
|   | 7 Capital gain net income (from Part IV, line 2)  |                                    | 312,399                   |                         |   |
|   | 8 Net short-term capital gain   |                                    |                           |                         |   |
|   | 9 Income modifications  |                                    |                           |                         |   |
|   | 10 a Gross sales less returns and allowances  |                                    |                           |                         |   |
| b Less Cost of goods sold   |   |                                    |                           |                         |   |
| c Gross profit or (loss) (attach schedule)  |   |                                    |                           |                         |   |
| 11 Other income (attach schedule)   | 108   | 108                                |                           |                         |   |
| 12 <b>Total.</b> Add lines 1 through 11   | 558,095   | 558,095                            |                           |                         |   |
| <b>Operating and Administrative Expenses</b>  | 13 Compensation of officers, directors, trustees, etc   | 81,396                             |                           |                         | 81,396  |
|   | 14 Other employee salaries and wages  |                                    |                           |                         |   |
|   | 15 Pension plans, employee benefits   |                                    |                           |                         |   |
|   | 16 a Legal fees (attach schedule)   | 15,860                             |                           |                         | 15,860  |
|   | b Accounting fees (attach schedule)   | 8,100                              |                           |                         | 8,100   |
|   | c Other professional fees (attach schedule)   | 71,189                             | 50,404                    |                         | 20,785  |
|   | 17 Interest   |                                    |                           |                         |   |
|   | 18 Taxes (attach schedule) (see instructions)   | 14,373                             | 1,330                     |                         |   |
|   | 19 Depreciation (attach schedule) and depletion   |                                    |                           |                         |   |
|   | 20 Occupancy  |                                    |                           |                         |   |
|   | 21 Travel, conferences, and meetings  | 8,270                              |                           |                         | 8,270   |
|   | 22 Printing and publications  |                                    |                           |                         |   |
|   | 23 Other expenses (attach schedule)   | 57,667                             | 75                        |                         | 57,592  |
|   | 24 <b>Total operating and administrative expenses.</b><br>Add lines 13 through 23             | 256,855                            | 51,809                    |                         | 192,003   |
|   | 25 Contributions, gifts, grants paid  | 435,000                            |                           |                         | 435,000   |
| 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25   | 691,855   | 51,809                             |                           | 627,003                 |   |
| 27 Subtract line 26 from line 12  |   |                                    |                           |                         |   |
| a Excess of revenue over expenses and disbursements   | -133,760  |                                    |                           |                         |   |
| b Net investment income (if negative, enter -0-)  |   | 506,286                            |                           |                         |   |
| c Adjusted net income (if negative, enter -0-)  |   |                                    |                           |                         |   |

For Paperwork Reduction Act Notice, see instructions.

(HTA)

Form **990-PF** (2011)

SCANNED APR 29 2013

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| Part II Balance Sheets  |   | Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions) |                |                       |
|---|---|--|----------------|-----------------------|
|   |   | Beginning of year  | End of year    |                       |
|   |   | (a) Book Value   | (b) Book Value | (c) Fair Market Value |
| Assets  | 1 Cash—non-interest-bearing   | 2,398  |                |                       |
|   | 2 Savings and temporary cash investments  | 239,651  | 226,093        | 226,093               |
|   | 3 Accounts receivable ▶   |  |                |                       |
|   | Less allowance for doubtful accounts ▶  |  |                |                       |
|   | 4 Pledges receivable ▶  |  |                |                       |
|   | Less allowance for doubtful accounts ▶  |  |                |                       |
|   | 5 Grants receivable   |  |                |                       |
|   | 6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)     |  |                |                       |
|   | 7 Other notes and loans receivable (attach schedule) ▶  |  |                |                       |
|   | Less allowance for doubtful accounts ▶  |  |                |                       |
|   | 8 Inventories for sale or use   |  |                |                       |
|   | 9 Prepaid expenses and deferred charges   | 3,793  |                |                       |
|   | 10 a Investments—U S and state government obligations (attach schedule)   | 317,683  | 282,126        | 317,401               |
|   | b Investments—corporate stock (attach schedule)   | 11,377,292   | 10,024,386     | 12,704,773            |
|   | c Investments—corporate bonds (attach schedule)   | 1,999,533  | 1,007,233      | 1,078,555             |
|   | Liabilities   | 11 Investments—land, buildings, and equipment basis ▶  |                |                       |
| Less accumulated depreciation (attach schedule) ▶   |   |  |                |                       |
| 12 Investments—mortgage loans   |   |  |                |                       |
| 13 Investments—other (attach schedule)  |   |  | 124,950        | 101,140               |
| 14 Land, buildings, and equipment basis ▶   |   |  |                |                       |
| Less accumulated depreciation (attach schedule) ▶   |   |  |                |                       |
| 15 Other assets (describe ▶)  |   | 18,177   |                |                       |
| 16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) |   | 13,958,527   | 11,664,788     | 14,427,962            |
| 17 Accounts payable and accrued expenses  |   | 8,455  |                |                       |
| 18 Grants payable   |   |  |                |                       |
| 19 Deferred revenue   |   |  |                |                       |
| 20 Loans from officers, directors, trustees, and other disqualified persons                   |   |  |                |                       |
| 21 Mortgages and other notes payable (attach schedule)  |   |  |                |                       |
| 22 Other liabilities (describe ▶)   |   |  |                |                       |
| 23 Total liabilities (add lines 17 through 22)  | 8,455   | 0  |                |                       |
| Net Assets or Fund Balances   | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input type="checkbox"/> |  |                |                       |
|   | 24 Unrestricted   | 13,950,072   |                |                       |
|   | 25 Temporarily restricted   |  |                |                       |
|   | 26 Permanently restricted   |  |                |                       |
|   | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>   |  |                |                       |
|   | 27 Capital stock, trust principal, or current funds   |  |                |                       |
|   | 28 Paid-in or capital surplus, or land, bldg, and equipment fund  |  |                |                       |
|   | 29 Retained earnings, accumulated income, endowment, or other funds   |  | 11,664,788     |                       |
|   | 30 Total net assets or fund balances (see instructions)   | 13,950,072   | 11,664,788     |                       |
|   | 31 Total liabilities and net assets/fund balances (see instructions)  | 13,958,527   | 11,664,788     |                       |

## 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 | 13,950,072 |
| 2 Enter amount from Part I, line 27a   | 2 | -133,760   |
| 3 Other increases not included in line 2 (itemize) ▶   | 3 |            |
| 4 Add lines 1, 2, and 3  | 4 | 13,816,312 |
| 5 Decreases not included in line 2 (itemize) ▶ To adjust assets to book value  | 5 | 2,151,524  |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30  | 6 | 11,664,788 |

**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<br>P—Purchase<br>D—Donation    | (c) Date acquired<br>(mo., day, yr.)         | (d) Date sold<br>(mo., day, yr.)  |
|---|--|---|--|---|
| <b>1a Publicly-traded Securities</b>  |  |   |  |   |
| <b>b</b>  |  |   |  |   |
| <b>c</b>  |  |   |  |   |
| <b>d</b>  |  |   |  |   |
| <b>e</b>  |  |   |  |   |
| (e) Gross sales price   | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |   |
| <b>a</b> 4,490,506  |  | 4,178,107                                       | 312,399                                      |   |
| <b>b</b>  |  |   |  |   |
| <b>c</b>  |  |   |  |   |
| <b>d</b>  |  |   |  |   |
| <b>e</b>  |  |   |  |   |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69   |  |   |  | (i) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
| (i) FMV as of 12/31/69  | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col. (i)<br>over col. (j), if any |  |   |
| <b>a</b>  |  |   | 312,399                                      |   |
| <b>b</b>  |  |   |  |   |
| <b>c</b>  |  |   |  |   |
| <b>d</b>  |  |   |  |   |
| <b>e</b>  |  |   |  |   |
| <b>2</b> Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }  |  |   | <b>2</b>                                     | 312,399   |
| <b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)<br>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-<br>in Part I, line 8 } |  |   | <b>3</b>                                     |   |

**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.

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)  | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|---|--|--|---|
| 2010  | 647,744                                  | 14,906,186                                   | 0.043455  |
| 2009  | 613,451                                  | 13,346,822                                   | 0.045962  |
| 2008  | 525,451                                  | 11,541,856                                   | 0.045526  |
| 2007  | 677,041                                  | 16,271,399                                   | 0.041609  |
| 2006  | 801,245                                  | 16,507,865                                   | 0.048537  |
| <b>2</b> Total of line 1, column (d)  |  |  | <b>2</b> 0.225089   |
| <b>3</b> 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   |  |  | <b>3</b> 0.045018   |
| <b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5   |  |  | <b>4</b> 14,171,214   |
| <b>5</b> Multiply line 4 by line 3  |  |  | <b>5</b> 637,960  |
| <b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)   |  |  | <b>6</b> 5,063  |
| <b>7</b> Add lines 5 and 6  |  |  | <b>7</b> 643,023  |
| <b>8</b> Enter qualifying distributions from Part XII, line 4<br>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. |  |  | <b>8</b> 627,003  |

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

**1 a** Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1  
Date of ruling or determination letter \_\_\_\_\_ (attach copy of letter if necessary—see instructions)

**b** Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b

**c** All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

**2** Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

**3** Add lines 1 and 2

**4** Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

**5 Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

**6 Credits/Payments**

**a** 2011 estimated tax payments and 2010 overpayment credited to 2011

**b** Exempt foreign organizations—tax withheld at source

**c** Tax paid with application for extension of time to file (Form 8868)

**d** Backup withholding erroneously withheld

**7** Total credits and payments Add lines 6a through 6d

**8** Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached

**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** 7,602 **Refunded**

**Part VII-A Statements Regarding Activities**

**1 a** 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?

**b** Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?

*If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*

**c** Did the foundation file **Form 1120-POL** for this year?

**d** Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year

(1) On the foundation ► \$ \_\_\_\_\_ (2) On foundation managers ► \$ \_\_\_\_\_

**e** Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ \_\_\_\_\_

**2** Has the foundation engaged in any activities that have not previously been reported to the IRS?

*If "Yes," attach a detailed description of the activities*

**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*

**4 a** Did the foundation have unrelated business gross income of \$1,000 or more during the year?

**b** If "Yes," has it filed a tax return on **Form 990-T** for this year?

**5** Was there a liquidation, termination, dissolution, or substantial contraction during the year?

*If "Yes," attach the statement required by General Instruction T*

**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?

**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*

**8 a** Enter the states to which the foundation reports or with which it is registered (see instructions) ►

IL

**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*

**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*

**10** Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

**Part VII-A Statements Regarding Activities (continued)**

|   |   |    |     |    |
|---|---|----|-----|----|
| 11  | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)   | 11 |     | X  |
| 12  | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)  | 12 |     | X  |
| 13  | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?   | 13 | X   |    |
| Website address ▶   |   |    |     |    |
| 14  | The books are in care of ▶ c/o Foundation Source Telephone no ▶ (800) 839-1754  |    |     |    |
| Located at ▶ 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ▶ 19809-1377  |   |    |     |    |
| 15  | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15    |    |     |    |
| 16  | At any time during calendar year 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? | 16 | Yes | No |
| See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ |   |    |     | 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 type="checkbox"/> Yes            | <input checked="" 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 ▶   |   |  |
| 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? If "Yes," list the years ▶ 20____, 20____, 20____, 20____   | <input type="checkbox"/> Yes            | <input checked="" type="checkbox"/> No |
| b   | Are there any years listed in 2a for which the foundation is <b>not</b> applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions )  |   |  |
| 2b  |   | N/A                                     |  |
| c   | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____  |   |  |
| 3a  | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?  | <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 ) |   |  |
| 3b  |   | N/A                                     |  |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?   |   | 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?   |   | X                                      |
| 4b  |   |   | X                                      |

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

**5a** During the year did the foundation pay or incur any amount to

- (1)** Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
- (2)** Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
- (3)** Provide a grant to an individual for travel, study, or other similar purposes?
- (4)** Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)
- (5)** Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

[illegible]

**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)?

Organizations relying on a current notice regarding disaster assistance check here

▶ 

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?  
If "Yes" to 6b, file Form 8870

☐ Yes ☒ No

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|----------------------|---|---|---|---------------------------------------|
| SEE ATTACHMENT       |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |
|                      |   |   |   |                                       |

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

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

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000      | (b) Type of service   | (c) Compensation |
|--|-----------------------|------------------|
| First American Bank<br>218 W Main Street, West Dundee, IL 60118  | Investment Management | 50,404           |
| Foundation Source<br>55 Walls Drive, 3rd Fl, Fairfield, CT 06824 | Administrative        | 53,345           |
|  |                       |                  |
|  |                       |                  |
|  |                       |                  |

Total number of others receiving over \$50,000 for professional services

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

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

|   | Expenses |
|---|----------|
| 1 |          |
| 2 |          |
| 3 |          |
| 4 |          |

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

|  | Amount |
|--|--------|
| 1  |        |
| 2  |        |
| 3 All other program-related investments. See instructions. |        |
| <b>Total.</b> Add lines 1 through 3                        | 0      |



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

|          |   |           |            |
|----------|---|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes  |           |            |
| <b>a</b> | Average monthly fair market value of securities   | <b>1a</b> | 13,925,325 |
| <b>b</b> | Average of monthly cash balances  | <b>1b</b> | 461,694    |
| <b>c</b> | Fair market value of all other assets (see instructions)  | <b>1c</b> | 0          |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)   | <b>1d</b> | 14,387,019 |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |            |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets  | <b>2</b>  |            |
| <b>3</b> | Subtract line 2 from line 1d  | <b>3</b>  | 14,387,019 |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)  | <b>4</b>  | 215,805    |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 14,171,214 |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5  | <b>6</b>  | 708,561    |

**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.)

|           |   |           |         |
|-----------|---|-----------|---------|
| <b>1</b>  | Minimum investment return from Part X, line 6   | <b>1</b>  | 708,561 |
| <b>2a</b> | Tax on investment income for 2011 from Part VI, line 5  | <b>2a</b> | 10,126  |
| <b>b</b>  | Income tax for 2011 (This does not include the tax from Part VI.)   | <b>2b</b> | 0       |
| <b>c</b>  | Add lines 2a and 2b   | <b>2c</b> | 10,126  |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                     | <b>3</b>  | 698,435 |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions   | <b>4</b>  | 0       |
| <b>5</b>  | Add lines 3 and 4   | <b>5</b>  | 698,435 |
| <b>6</b>  | Deduction from distributable amount (see instructions)  | <b>6</b>  |         |
| <b>7</b>  | <b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 698,435 |

**Part XII Qualifying Distributions** (see instructions)

|          |  |           |         |
|----------|--|-----------|---------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes  |           |         |
| <b>a</b> | Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26  | <b>1a</b> | 627,003 |
| <b>b</b> | Program-related investments—total from Part IX-B   | <b>1b</b> | 0       |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes  | <b>2</b>  | 0       |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the  |           |         |
| <b>a</b> | Suitability test (prior IRS approval required)   | <b>3a</b> |         |
| <b>b</b> | Cash distribution test (attach the required schedule)  | <b>3b</b> | 0       |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 627,003 |
| <b>5</b> | Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions) | <b>5</b>  | 0       |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4  | <b>6</b>  | 627,003 |

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

**Part XIII Undistributed Income** (see instructions)

|   | (a)<br>Corpus | (b)<br>Years prior to 2010 | (c)<br>2010 | (d)<br>2011 |
|---|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2011 from Part XI, line 7   |               |                            |             | 698,435     |
| <b>2</b> Undistributed income, if any, as of the end of 2011  |               |                            |             |             |
| <b>a</b> Enter amount for 2010 only   |               |                            | 452,177     |             |
| <b>b</b> Total for prior years 20____, 20____, 20____   |               | 0                          |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2011  |               |                            |             |             |
| <b>a</b> From 2006  | 0             |                            |             |             |
| <b>b</b> From 2007  | 0             |                            |             |             |
| <b>c</b> From 2008  | 0             |                            |             |             |
| <b>d</b> From 2009  | 0             |                            |             |             |
| <b>e</b> From 2010  | 0             |                            |             |             |
| <b>f</b> Total of lines 3a through e  | 0             |                            |             |             |
| <b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 627,003   |               |                            |             |             |
| <b>a</b> Applied to 2010, but not more than line 2a   |               |                            | 452,177     |             |
| <b>b</b> Applied to undistributed income of prior years (Election required—see instructions)  |               | 0                          |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required—see instructions)  |               |                            |             |             |
| <b>d</b> Applied to 2011 distributable amount   |               |                            |             | 174,826     |
| <b>e</b> Remaining amount distributed out of corpus   | 0             |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a) )  | 0             |                            |             | 0           |
| <b>6</b> Enter the net total of each column as indicated below:   |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5  | 0             |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b  |               | 0                          |             |             |
| <b>c</b> 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 |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions  |               | 0                          |             |             |
| <b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount—see instructions  |               |                            | 0           |             |
| <b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012  |               |                            |             | 523,609     |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)                                  |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)  | 0             |                            |             |             |
| <b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a  | 0             |                            |             |             |
| <b>10</b> Analysis of line 9  |               |                            |             |             |
| <b>a</b> Excess from 2007   | 0             |                            |             |             |
| <b>b</b> Excess from 2008   | 0             |                            |             |             |
| <b>c</b> Excess from 2009   | 0             |                            |             |             |
| <b>d</b> Excess from 2010   | 0             |                            |             |             |
| <b>e</b> Excess from 2011   | 0             |                            |             |             |

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

N/A

**1 a** If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

**b** Check box to indicate whether the foundation is a private operating foundation described in section

☐ 4942(j)(3) or ☐ 4942(j)(5)

**2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

| Tax year | Prior 3 years |          |          | (e) Total |
|----------|---------------|----------|----------|-----------|
| (a) 2011 | (b) 2010      | (c) 2009 | (d) 2008 |           |
| 0        |               |          |          | 0         |
| 0        | 0             | 0        | 0        | 0         |
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**Part XV Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

**c** Any submission deadlines

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







Form 990-PF, Part I, Line 11 - Other Income

| TOTAL: |                                  |                             |                                 | 108                           | 108 | 0 |
|--------|----------------------------------|-----------------------------|---------------------------------|-------------------------------|-----|---|
|        | Description                      | (a)<br>Revenue<br>per Books | (b)<br>Net Investment<br>Income | (c)<br>Adjusted<br>Net Income |     |   |
| 1      | Class Action Litigation Proceeds | 108                         | 108                             |                               |     |   |
| 2      |                                  |                             |                                 |                               |     |   |
| 3      |                                  |                             |                                 |                               |     |   |
| 4      |                                  |                             |                                 |                               |     |   |
| 5      |                                  |                             |                                 |                               |     |   |
| 6      |                                  |                             |                                 |                               |     |   |
| 7      |                                  |                             |                                 |                               |     |   |
| 8      |                                  |                             |                                 |                               |     |   |
| 9      |                                  |                             |                                 |                               |     |   |
| 10     |                                  |                             |                                 |                               |     |   |

Form 990-PF, Part I, Line 16a - Legal Fees

| TOTAL: |   | 15,860                       | 0                               | 0                             | 0                            | 15,860 |
|--------|---|------------------------------|---------------------------------|-------------------------------|------------------------------|--------|
|        | Description                               | (a)<br>Expenses per<br>Books | (b)<br>Net Investment<br>Income | (c)<br>Adjusted Net<br>Income | (d)<br>Charitable<br>Purpose |        |
| 1      | General Governance Matters and Counseling | 15,860                       | 0                               | 0                             | 15,860                       |        |
| 2      |   |                              |                                 |                               |                              |        |
| 3      |   |                              |                                 |                               |                              |        |
| 4      |   |                              |                                 |                               |                              |        |
| 5      |   |                              |                                 |                               |                              |        |
| 6      |   |                              |                                 |                               |                              |        |
| 7      |   |                              |                                 |                               |                              |        |
| 8      |   |                              |                                 |                               |                              |        |
| 9      |   |                              |                                 |                               |                              |        |
| 10     |   |                              |                                 |                               |                              |        |



Form 990-PF, Part I, Line 16b - Accounting Fees

| TOTAL: |   |                              |                                 |                               | 8,100                        | 0 | 0 | 8,100 |
|--------|---|------------------------------|---------------------------------|-------------------------------|------------------------------|---|---|-------|
|        | Description   | (a)<br>Expenses per<br>Books | (b)<br>Net Investment<br>Income | (c)<br>Adjusted Net<br>Income | (d)<br>Charitable<br>Purpose |   |   |       |
| 1      | Preparation of Annual Return, Tax Consultations, and Audited Financial Statements | 8,100                        | 0                               | 0                             | 8,100                        |   |   |       |
| 2      |   |                              |                                 |                               |                              |   |   |       |
| 3      |   |                              |                                 |                               |                              |   |   |       |
| 4      |   |                              |                                 |                               |                              |   |   |       |
| 5      |   |                              |                                 |                               |                              |   |   |       |
| 6      |   |                              |                                 |                               |                              |   |   |       |
| 7      |   |                              |                                 |                               |                              |   |   |       |
| 8      |   |                              |                                 |                               |                              |   |   |       |
| 9      |   |                              |                                 |                               |                              |   |   |       |
| 10     |   |                              |                                 |                               |                              |   |   |       |

Form 990-PF, Part I, Line 16c - Other Professional Fees

| TOTAL: |                                       |                              |                                 |                               | 71,189                       | 50,404 | 0 | 20,785 |
|--------|---------------------------------------|------------------------------|---------------------------------|-------------------------------|------------------------------|--------|---|--------|
|        | Description                           | (a)<br>Expenses per<br>Books | (b)<br>Net Investment<br>Income | (c)<br>Adjusted Net<br>Income | (d)<br>Charitable<br>Purpose |        |   |        |
| 1      | Board Meeting Administrative Services | 600                          | 0                               | 0                             | 600                          |        |   |        |
| 2      | Investment Management Services        | 50,404                       | 50,404                          | 0                             | 0                            |        |   |        |
| 3      | Stipend to Past Officers              | 20,185                       | 0                               | 0                             | 20,185                       |        |   |        |
| 4      |                                       |                              |                                 |                               |                              |        |   |        |
| 5      |                                       |                              |                                 |                               |                              |        |   |        |
| 6      |                                       |                              |                                 |                               |                              |        |   |        |
| 7      |                                       |                              |                                 |                               |                              |        |   |        |
| 8      |                                       |                              |                                 |                               |                              |        |   |        |
| 9      |                                       |                              |                                 |                               |                              |        |   |        |
| 10     |                                       |                              |                                 |                               |                              |        |   |        |

Form 990-PF, Part I, Line 18 - Taxes

| TOTAL: |                        | 14,373                       | 1,330                           | 0                             | 0                            |
|--------|------------------------|------------------------------|---------------------------------|-------------------------------|------------------------------|
|        | Description            | (a)<br>Expenses per<br>Books | (b)<br>Net Investment<br>Income | (c)<br>Adjusted Net<br>Income | (d)<br>Charitable<br>Purpose |
| 1      | Estimated Tax for 2012 | 13,043                       |                                 | 0                             | 0                            |
| 2      | Foreign Tax Paid       | 1,330                        | 1,330                           | 0                             | 0                            |
| 3      |                        |                              |                                 |                               |                              |
| 4      |                        |                              |                                 |                               |                              |
| 5      |                        |                              |                                 |                               |                              |
| 6      |                        |                              |                                 |                               |                              |
| 7      |                        |                              |                                 |                               |                              |
| 8      |                        |                              |                                 |                               |                              |
| 9      |                        |                              |                                 |                               |                              |
| 10     |                        |                              |                                 |                               |                              |

**Form 990-PF, Part I, Line 23 - Other Expenses**

| <b>TOTAL:</b> |   |                              |                                 |                               | 57,667                       | 75 | 0 | 57,592 |
|---------------|---|------------------------------|---------------------------------|-------------------------------|------------------------------|----|---|--------|
|               | Description                                   | (a)<br>Expenses per<br>Books | (b)<br>Net Investment<br>Income | (c)<br>Adjusted Net<br>Income | (d)<br>Charitable<br>Purpose |    |   |        |
| <b>1</b>      | Administrative Fees                           | 48,595                       | 0                               | 0                             | 48,595                       |    |   |        |
| <b>2</b>      | Administrative Set-Up Fee                     | 4,750                        | 0                               | 0                             | 4,750                        |    |   |        |
| <b>3</b>      | Bank Charges                                  | 75                           | 75                              | 0                             | 0                            |    |   |        |
| <b>4</b>      | Communications                                | 44                           | 0                               | 0                             | 44                           |    |   |        |
| <b>5</b>      | State Filing Fees                             | 15                           | 0                               | 0                             | 15                           |    |   |        |
| <b>6</b>      | Foundation Dues & Memberships                 | 695                          | 0                               | 0                             | 695                          |    |   |        |
| <b>7</b>      | Storage Fees                                  | 1,595                        | 0                               | 0                             | 1,595                        |    |   |        |
| <b>8</b>      | Postage & Photocopying Expense                | 648                          | 0                               | 0                             | 648                          |    |   |        |
| <b>9</b>      | Premium Payment for Indemnification Insurance | 1,250                        | 0                               | 0                             | 1,250                        |    |   |        |
| <b>10</b>     |   |                              |                                 |                               |                              |    |   |        |

Form 990-PF, Part II, Line 10a - Investments - U.S. and State Government Obligations

| TOTAL: |   |                           | 282,126            | 317,401 |
|--------|---|---------------------------|--------------------|---------|
|        | Description                                     | Book Value<br>End of Year | FMV<br>End of Year |         |
| 1      | FHLMC - 4.750% - 11/17/2015 (3134A4VG6)         | 100,672                   | 113,829            |         |
| 2      | US TIPS - 2.125% - 01/15/2019 (912828JX9)       | 77,986                    | 98,080             |         |
| 3      | US TREAS NOTE - 4.000% - 02/15/2014 (912828CA6) | 103,468                   | 105,492            |         |
| 4      |   |                           |                    |         |
| 5      |   |                           |                    |         |
| 6      |   |                           |                    |         |
| 7      |   |                           |                    |         |
| 8      |   |                           |                    |         |
| 9      |   |                           |                    |         |
| 10     |   |                           |                    |         |

**Form 990-PF, Part II, Line 10b - Investments - Corporate Stock**

|    |  | <b>TOTAL:</b> |                           | 10,024,386         | 12,704,773 |
|----|--|---------------|---------------------------|--------------------|------------|
|    | Description  | Shares        | Book Value<br>End of Year | FMV<br>End of Year |            |
| 1  | ACCENTURE PLC (ACN)  | 2,015         | 75,951                    | 124,124            |            |
| 2  | AGILENT TECHNOLOGIES INC (A)                               | 3,800         | 170,482                   | 141,208            |            |
| 3  | APPLE INC (AAPL)   | 800           | 86,183                    | 532,191            |            |
| 4  | ASTRAZENECA (AZN)  | 260           | 12,321                    | 12,165             |            |
| 5  | AT&T CORP COM NEW (T)                                      | 450           | 13,626                    | 16,488             |            |
| 6  | BANK OF HAWAII CORP (BOH)                                  | 315           | 14,628                    | 14,562             |            |
| 7  | BANK OF MONTREAL (BMO)                                     | 215           | 12,393                    | 12,578             |            |
| 8  | BLACKROCK INC (BLK)  | 85            | 15,850                    | 14,991             |            |
| 9  | BOEING CO (BA)   | 2,686         | 201,171                   | 191,780            |            |
| 10 | BRISTOL-MYERS SQUIBB CO (BMY)                              | 495           | 16,924                    | 16,340             |            |
| 11 | CHECK POINT SOFTWARE TECHNOLOGIES LTD (CHKP)               | 2,200         | 75,040                    | 101,398            |            |
| 12 | CHEVRON CORP (CVX)   | 2,096         | 208,149                   | 235,087            |            |
| 13 | CHINA MOBILE HKG LTD (CHL)                                 | 340           | 16,898                    | 18,255             |            |
| 14 | CHUBB CORP (CB)  | 2,050         | 108,757                   | 151,475            |            |
| 15 | COACH INC (COH)  | 2,300         | 87,998                    | 133,699            |            |
| 16 | COLES MEYER LTD ADR (CM)                                   | 165           | 12,157                    | 12,761             |            |
| 17 | CONOCOPHILLIPS (COP)                                       | 210           | 11,344                    | 11,926             |            |
| 18 | COVIDIEN LTD (COV)   | 2,800         | 142,855                   | 156,940            |            |
| 19 | CULLEN FROST BANKERS INC (CFR)                             | 235           | 13,080                    | 13,066             |            |
| 20 | CVS CAREMARK CORP (CVS)                                    | 4,000         | 131,996                   | 182,200            |            |
| 21 | DANAHER CORP (DHR)   | 2,200         | 45,473                    | 117,854            |            |
| 22 | DIEBOLD INC (DBD)  | 405           | 12,306                    | 13,195             |            |
| 23 | EATON CORP (ETN)   | 315           | 15,512                    | 14,087             |            |
| 24 | ELI LILLY & CO (LLY)                                       | 370           | 14,915                    | 16,617             |            |
| 25 | EMC CORP-MASS (EMC)  | 6,000         | 133,251                   | 157,740            |            |
| 26 | EMERSON ELECTRIC CO (EMR)                                  | 1,500         | 61,863                    | 76,080             |            |
| 27 | ENI S P A (E)  | 363           | 15,043                    | 16,012             |            |
| 28 | EXXON MOBIL CORP (XOM)                                     | 2,175         | 122,528                   | 189,878            |            |
| 29 | FEDERATED MID-CAP INDEX FUND INSTITUTIONAL SERVICE (FMDCX) | 8,490         | 200,000                   | 188,736            |            |
| 30 | FEDERATED TTL RET BD FD (FTRBX)                            | 79,448        | 866,691                   | 920,804            |            |
| 31 | GENERAL ELECTRIC CO (GE)                                   | 8,200         | 141,571                   | 169,822            |            |
| 32 | GENUINE PARTS COMPANY (GPC)                                | 270           | 17,002                    | 17,053             |            |
| 33 | GILEAD SCIENCES INC (GILD)                                 | 4,485         | 168,527                   | 258,740            |            |
| 34 | GOLDMAN SACHS GROUP (GS)                                   | 1,435         | 202,241                   | 151,708            |            |
| 35 | ILLUMINA INC COM (ILMN)                                    | 3,000         | 116,763                   | 126,240            |            |
| 36 | INTEL CORP (INTC)  | 620           | 16,033                    | 15,395             |            |
| 37 | JOHNSON & JOHNSON (JNJ)                                    | 205           | 13,395                    | 13,823             |            |
| 38 | JOHNSON CONTROLS INC (JCI)                                 | 4,316         | 157,701                   | 117,438            |            |
| 39 | JP MORGAN CHASE & CO (JPM)                                 | 6,750         | 246,803                   | 250,695            |            |
| 40 | LOWES COMPANIES INC (LOW)                                  | 5,500         | 68,714                    | 156,640            |            |
| 41 | MARATHON OIL CORP COM (MRO)                                | 5,700         | 170,893                   | 158,574            |            |

**Form 990-PF, Part II, Line 10b - Investments - Corporate Stock**

| TOTAL: |  |         |                           |                    | 10,024,386 | 12,704,773 |
|--------|--|---------|---------------------------|--------------------|------------|------------|
|        | Description  | Shares  | Book Value<br>End of Year | FMV<br>End of Year |            |            |
| 42     | MARRIOTT INTERNATIONAL INC CL A (MAR)                      | 3,600   | 125,218                   | 135,648            |            |            |
| 43     | MATTELL INC (MAT)  | 5,150   | 165,914                   | 180,971            |            |            |
| 44     | MERCK & CO INC (MRK)                                       | 4,375   | 188,857                   | 188,344            |            |            |
| 45     | MEREDITH CORP (UNITED STATES) (MDP)                        | 385     | 13,314                    | 12,536             |            |            |
| 46     | MICROCHIP TECHNOLOGY INC (MCHP)                            | 455     | 16,282                    | 15,811             |            |            |
| 47     | MICROSOFT CORPORATION (MSFT)                               | 6,000   | 145,017                   | 184,920            |            |            |
| 48     | MOLEX INCORPORATED - CLASS A COMMON STOCK (MOLXA)          | 800     | 17,200                    | 17,752             |            |            |
| 49     | NATL OILWELL VARCO (NOV)                                   | 2,500   | 167,415                   | 197,000            |            |            |
| 50     | NORTHEAST UTIL (NU)  | 3,600   | 143,420                   | 135,612            |            |            |
| 51     | NORTHERN TRUST CORPORATION (NTRS)                          | 3,000   | 167,398                   | 139,320            |            |            |
| 52     | NORTHROP GRUMMAN CORP (NOC)                                | 205     | 12,280                    | 13,712             |            |            |
| 53     | NYSE EURONEXT INC (NYX)                                    | 475     | 13,413                    | 11,899             |            |            |
| 54     | OLIN CP (OLN)  | 685     | 14,399                    | 14,680             |            |            |
| 55     | OPPENHEIMER DEVELOPING MARKETS FUND CLASS Y (ODVYX)        | 6,182   | 200,000                   | 197,464            |            |            |
| 56     | OPPENHEIMER INTL GROWTH FUND Y (OIGYX)                     | 16,174  | 469,037                   | 458,686            |            |            |
| 57     | ORACLE CORP (ORCL)   | 5,600   | 99,620                    | 177,240            |            |            |
| 58     | PANERA BREAD CO CL A (PNRA)                                | 500     | 39,647                    | 77,450             |            |            |
| 59     | PEPSICO INC (PEP)  | 2,530   | 157,553                   | 183,248            |            |            |
| 60     | PETRO CHINA (PTR)  | 100     | 13,920                    | 12,030             |            |            |
| 61     | PIMCO FUNDS LOW DURATION FUND II INSTITUTIONAL SHR (PLDIX) | 33,169  | 333,151                   | 338,989            |            |            |
| 62     | PNC FINANCIAL GROUP INC (PNC)                              | 3,900   | 154,272                   | 242,424            |            |            |
| 63     | PRAXAIR INC (PX)   | 1,325   | 35,428                    | 139,788            |            |            |
| 64     | PRECISION CASTPARTS (PCP)                                  | 650     | 53,268                    | 104,702            |            |            |
| 65     | PROCTER GAMBLE CO (PG)                                     | 2,805   | 170,716                   | 188,468            |            |            |
| 66     | QUALCOMM INC (QCOM)  | 4,600   | 76,801                    | 282,716            |            |            |
| 67     | RAYTHEON CO (RTN)  | 265     | 14,764                    | 14,978             |            |            |
| 68     | ROYAL DUTCH SHELL PLC (RDSA)                               | 195     | 13,607                    | 13,644             |            |            |
| 69     | ROYCE PREMIER FD INSTI CL (RPFIX)                          | 111,671 | 1,380,511                 | 2,171,998          |            |            |
| 70     | SCHLUMBERGER LTD (SLB)                                     | 1,940   | 116,106                   | 140,417            |            |            |
| 71     | SONOCO PRODUCTS COMPANY (SON)                              | 395     | 13,217                    | 12,083             |            |            |
| 72     | SYSCO CORP (SY)  | 455     | 13,363                    | 13,787             |            |            |
| 73     | TEMPLETON INSTL FDS INC - FOREIGN EQUITY SERIES (TFEQX)    | 23,994  | 372,394                   | 435,727            |            |            |
| 74     | THOMSON REUTERS CORPORATION (TRI)                          | 480     | 12,900                    | 13,656             |            |            |
| 75     | UNION PACIFIC (UNP)  | 1,140   | 115,302                   | 138,442            |            |            |
| 76     | VERIZON COMMUNICATIONS (VZ)                                | 3,000   | 134,649                   | 128,820            |            |            |
| 77     | VISA INC (V)   | 1,400   | 99,296                    | 179,550            |            |            |
| 78     | VODAFONE GROUP PLC (VOD)                                   | 465     | 12,964                    | 13,448             |            |            |
| 79     | WAL-MART STORES INC (WMT)                                  | 1,000   | 72,746                    | 72,600             |            |            |
| 80     | WALT DISNEY HOLDINGS CO (DIS)                              | 2,500   | 117,975                   | 123,675            |            |            |
| 81     | WELLS FARGO & CO (WFC)                                     | 5,000   | 144,806                   | 170,150            |            |            |
| 82     | WHIRLPOOL CORP (WHR)                                       | 195     | 10,099                    | 14,715             |            |            |

Form 990-PF, Part II, Line 10b - Investments - Corporate Stock

|    | Description       | TOTAL: |                           |            | FMV<br>End of Year |
|----|-------------------|--------|---------------------------|------------|--------------------|
|    |                   | Shares | Book Value<br>End of Year | 10,024,386 |                    |
| 83 | XILINX INC (XLNX) | 4,580  | 151,119                   |            | 155,308            |



**Form 990-PF, Part II, Line 10c - Investments - Corporate Bonds**

|           |   | <b>TOTAL:</b> |                           | 1,007,233          | 1,078,555 |
|-----------|---|---------------|---------------------------|--------------------|-----------|
|           | Description   | Shares        | Book Value<br>End of Year | FMV<br>End of Year |           |
| <b>1</b>  | 3M CO NT - 4 375% - 08/15/2013 (88579EAE5)              | 50,000        | 53,517                    | 51,963             |           |
| <b>2</b>  | ABBOTT LABS - 5 150% - 11/30/2012 (002819AA8)           | 75,000        | 78,986                    | 75,833             |           |
| <b>3</b>  | ALLSTATE CORP - 5 000% - 08/15/2014 (020002AR2)         | 75,000        | 74,825                    | 81,287             |           |
| <b>4</b>  | CATERPILLAR FINL SVCS - 6 125% - 02/17/2014 (14912L4F5) | 200,000       | 198,619                   | 214,940            |           |
| <b>5</b>  | IBM - 4 750% - 11/29/2012 (459200BA8)                   | 75,000        | 76,124                    | 75,743             |           |
| <b>6</b>  | JOHNSON & JOHNSON - 5 550% - 08/15/2017 (478160AQ7)     | 75,000        | 76,203                    | 91,653             |           |
| <b>7</b>  | MERCK & CO INC - 4 750% - 01/03/2015 (589331AK3)        | 50,000        | 53,076                    | 55,136             |           |
| <b>8</b>  | TARGET CORP NT - 5 875% - 07/15/2016 (87612EAN6)        | 75,000        | 75,536                    | 88,910             |           |
| <b>9</b>  | US BANCORP DTD - 2 200% - 11/15/2016 (91159HHB9)        | 245,000       | 245,825                   | 256,735            |           |
| <b>10</b> | WACHOVIA CORP NT - 5 625% - 10/15/2016 (929903CH3)      | 75,000        | 74,522                    | 86,355             |           |

Form 990-PF, Part II, Line 13 - Investments - Other

| TOTAL: |                   |                           | 124,950            | 101,140 |
|--------|-------------------|---------------------------|--------------------|---------|
|        | Asset Description | Book Value<br>End of Year | FMV<br>End of Year |         |
| 1      | LAZARD LTD (LAZ)  | 124,950                   | 101,140            |         |
| 2      |                   |                           |                    |         |
| 3      |                   |                           |                    |         |
| 4      |                   |                           |                    |         |
| 5      |                   |                           |                    |         |
| 6      |                   |                           |                    |         |
| 7      |                   |                           |                    |         |
| 8      |                   |                           |                    |         |
| 9      |                   |                           |                    |         |
| 10     |                   |                           |                    |         |

**Form 990-PF, Part VIII, Line 1 - Compensation of Officers, Directors, Trustees and Foundation Managers**

| TOTAL: 81,396 0 |                   |  |            |       |          |   |         |        |          |              |
|-----------------|-------------------|--|------------|-------|----------|---|---------|--------|----------|--------------|
|                 | Name              | Street                                 | City       | State | Zip Code | Title   | Avg Hrs | Comp   | Benefits | Expense Acct |
| 1               | J Kirby Aiken     | Foundation Source<br>501 Silverside Rd | Wilmington | DE    | 19809    | Vice President / Director / Secretary               | 3       | 15,071 | 0        | 0            |
| 2               | John L Bishop     | Foundation Source<br>501 Silverside Rd | Wilmington | DE    | 19809    | Director / Treasurer                                | 3       | 15,071 | 0        | 0            |
| 3               | Crawford Crenshaw | Foundation Source<br>501 Silverside Rd | Wilmington | DE    | 19809    | Director / Secretary                                | 3       | 15,071 | 0        | 0            |
| 4               | Dan A Felson      | Foundation Source<br>501 Silverside Rd | Wilmington | DE    | 19809    | Assistant Treasurer / Director / Auxiliary Director | 2       | 12,646 | 0        | 0            |
| 5               | David S Lindquist | Foundation Source<br>501 Silverside Rd | Wilmington | DE    | 19809    | President / Vice President / Director               | 5       | 23,537 | 0        | 0            |
| 6               |                   |  |            |       |          |   |         |        |          |              |
| 7               |                   |  |            |       |          |   |         |        |          |              |
| 8               |                   |  |            |       |          |   |         |        |          |              |
| 9               |                   |  |            |       |          |   |         |        |          |              |
| 10              |                   |  |            |       |          |   |         |        |          |              |

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

DUKE UNIVERSITY

**Street**

PO BOX 90581

**City**

DURHAM

**State**

NC

**Zip Code**

27708

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Engineering School Annual Fund

**Amount**

2,500

**Name**

DUKE UNIVERSITY

**Street**

PO BOX 90581

**City**

DURHAM

**State**

NC

**Zip Code**

27708

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Athletics - Varsity Club Football Scholarship Fund

**Amount**

5,000

**Name**

DUPAGE COMMUNITY CLINIC

**Street**

1506 E ROOSEVELT RD

**City**

WHEATON

**State**

IL

**Zip Code**

60187

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

ECUMENICAL SUPPORT SERVICES FOR THE EDERLY ESSE CENTER

**Street**

41 N PARK BLVD

**City**

GLEN ELLYN

**State**

IL

**Zip Code**

60137

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

EMPORIA RESCUE MISSION INC

**Street**

PO BOX 901

**City**

EMPORIA

**State**

KS

**Zip Code**

66801

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

12,000

**Name**

FRIENDS OF THE MOUNTAINS TO SEA

**Street**

PO BOX 10431

**City**

RALEIGH

**State**

NC

**Zip Code**

27605

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

65,000

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

GADS HILL CENTER

**Street**

1919 W CULLERTON ST

**City**

CHICAGO

**State**

IL

**Zip Code**

60608

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

GIANT STEPS ILLINOIS INC

**Street**

2500 CABOT DR

**City**

LISLE

**State**

IL

**Zip Code**

60532

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Purchase of 15 Passenger Van for the Giant Steps Adult Program

**Amount**

10,000

**Name**

GROWING TOGETHER PRESCHOOL

**Street**

3301 BOULDER CT

**City**

RALEIGH

**State**

NC

**Zip Code**

27607

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

HEARTS AND HANDS FOR HAITI

**Street**

2013 MIDWOOD DR

**City**

RALEIGH

**State**

NC

**Zip Code**

27604

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

HENDERSON COLLEGIATE

**Street**

5029 FLS OF NEUSE RD STE 218

**City**

RALEIGH

**State**

NC

**Zip Code**

27609

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

HOPE ELEMENTARY SCHOOL

**Street**

5029 FLS OF NEUSE RD STE 218

**City**

RALEIGH

**State**

NC

**Zip Code**

27609

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

15,000

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

HOPE FOR TOMORROW INC

**Street**

479 N LAKE ST

**City**

AURORA

**State**

IL

**Zip Code**

60506

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

HORN CREEK CONFERENCE GROUNDS

**Street**

6758 COUNTY RD 130

**City**

WESTCLIFFE

**State**

CO

**Zip Code**

81252

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

INTER-FAITH FOOD SHUTTLE

**Street**

PO BOX 14638

**City**

RALEIGH

**State**

NC

**Zip Code**

27620

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

20,000

**Name**

INTERACT

**Street**

1012 OBERLIN RD STE 100

**City**

RALEIGH

**State**

NC

**Zip Code**

27605

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

2,500

**Name**

JESUS HOUSE

**Street**

1335 W SHERIDAN AVE

**City**

OKLAHOMA CITY

**State**

OK

**Zip Code**

73106

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

IRS Debt Relief Fund and General Fund

**Amount**

20,000

**Name**

JUVENILE PROTECTIVE ASSOCIATION

**Street**

1707 N HALSTED ST

**City**

CHICAGO

**State**

IL

**Zip Code**

60614

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

4,000

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year****Recipient(s) paid during the year****Name**

LEELANAU CONSERVANCY

**Street**

PO BOX 1007

**City**

LELAND

**State**

MI

**Zip Code**

49654

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

The Leland Fund

**Amount**

5,000

**Name**

METRO CHICAGO YOUTH FOR CHRIST

**Street**

324 E ROOSEVELT RD

**City**

WHEATON

**State**

IL

**Zip Code**

60187

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

NORTH CAROLINA STATE UNIVERSITY FOUNDATION INC

**Street**

NCSU BOX 7207

**City**

RALEIGH

**State**

NC

**Zip Code**

27695

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Friends of the NCSU Library Program

**Amount**

2,500

**Name**

POSITIVE TOMORROWS INC

**Street**

1804 N BRAUER AVE

**City**

OKLAHOMA CITY

**State**

OK

**Zip Code**

73106

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

RALEIGH CHARTER HIGH SCHOOL

**Street**

1307 GLENWOOD AVE

**City**

RALEIGH

**State**

NC

**Zip Code**

27605

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

10,000

**Name**

RAVENS CROFT SCHOOL INC

**Street**

7409 FLLS OF NEUSE RD

**City**

RALEIGH

**State**

NC

**Zip Code**

27615

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

2012-2013 Annual Fund

**Amount**

3,000

**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

**Name**

RAVENSCROFT SCHOOL INC

**Street**

7409 FLLS OF NEUSE RD

**City**

RALEIGH

**State**

NC

**Zip Code**

27615

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Charge to Victory Project

**Amount**

2,000

**Name**

THE YOUNG MENS CHRISTIAN ASSOCIATION OF THE TRIANGLE AREA

**Street**

801 CORPORATE CTR DR STE 200

**City**

RALEIGH

**State**

NC

**Zip Code**

27607

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(2)

**Purpose of grant/contribution**

Capital Campaign

**Amount**

5,000

**Name**

UNITED CHURCH OF CHRIST - BACK BAY MISSION OF BILOXI

**Street**

1012 DIVISION ST

**City**

BILOXI

**State**

MS

**Zip Code**

39530

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000

**Name**

UNIVERSITY OF NORTH CAROLINA AT CHAPEL HILL

**Street**

104 AIRPORT DR A0B STE 3600

**City**

CHAPEL HILL

**State**

NC

**Zip Code**

27599

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Vice Provost Fund for Student Programs, Duke-UNC China Leadership Summit, and Student Outreach

**Amount**

5,000

**Name**

WESTERN DUPAGE SPECIAL RECREATION ASSOCIATION FOUNDATION

**Street**

116 N SCHMALE RD

**City**

CAROL STREAM

**State**

IL

**Zip Code**

60188

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

Rec and Roll Adult Daycare Program and the Glen Ellyn Drop-In Center

**Amount**

15,000

**Name**

WOMENS TREATMENT CENTER

**Street**

1301 W 22ND ST STE 800

**City**

OAK BROOK

**State**

IL

**Zip Code**

60523

**Foreign Country****Relationship**

N/A

**Foundation Status**

509(a)(1)

**Purpose of grant/contribution**

General &amp; Unrestricted

**Amount**

5,000



**Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year**

Recipient(s) paid during the year

Name

YOUNG LIFE

Street

420 N CASCADE AVE

City

COLORADO SPRINGS

State

CO

Zip Code

80903

Foreign Country

Relationship

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

General &amp; Unrestricted

Amount

5,000

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

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Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0