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 10/01 **, 2011, and ending** 9/30 , 2012

PHILIP S. HARPER FOUNDATION
PO BOX 96
WESTON, VT 05161

A Employer identification number 36-6049875

B Telephone number (see the instructions) (802) 824-3139

C If exemption application is pending, check here ► ☐

D 1 Foreign organizations, check here ► ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, column (c), line 16)* ► $ 6,510,224.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) ________ *(Part I, column (d) must be on cash basis)*

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc, received (att sch)				
2	Ck ► ☒ if the foundn is **not** req to att Sch B				
3	Interest on savings and temporary cash investments	41,244.	41,244.	41,244.	
4	Dividends and interest from securities	81,949.	81,949.	81,949.	
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain/(loss) from sale of assets not on line 10	57,773.			
b	Gross sales price for all assets on line 6a 974,463.				
7	Capital gain net income (from Part IV, line 2)		57,773.		
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/(loss) (att sch)				
11	Other income (attach schedule)				
12	**Total.** Add lines 1 through 11	180,966.	180,966.	123,193.	
13	Compensation of officers, directors, trustees, etc	30,000.	15,000.		15,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule)				
b	Accounting fees (attach sch) See St 1	5,750.	2,875.		2,875.
c	Other prof fees (attach sch)				
17	Interest				
18	Taxes (attach schedule)(see instrs) See Stm 2	3,136.	1,975.		1,161.
19	Depreciation (attach sch) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule) See Statement 3	22,150.	20,615.		1,535.
24	**Total operating and administrative expenses.** Add lines 13 through 23	61,036.	40,465.		20,571.
25	Contributions, gifts, grants paid Part XV	302,000.			302,000.
26	**Total expenses and disbursements.** Add lines 24 and 25	363,036.	40,465.	0.	322,571.
27	Subtract line 26 from line 12:				
a	**Excess of revenue over expenses and disbursements**	-182,070.			
b	**Net investment income** (if negative, enter 0)		140,501.		
c	**Adjusted net income** (if negative, enter -0-)			123,193.	

REVENUE

OPERATING AND ADMINISTRATIVE EXPENSES

RECEIVED
JAN 1 4 2013
OGDEN, UT

SCANNED JAN 22 2013

Q

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BAA For Paperwork Reduction Act Notice, see instructions. TEEA0504L 12/05/11 Form **990-PF** (2011)

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	3,192.	1,508.	1,508.
	2	Savings and temporary cash investments	260,286.	345,979.	346,657.
	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 sch) ►			
		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 (attach schedule)	87,372.	87,372.	99,385.
	b	Investments – corporate stock (attach schedule)	2,342,722.	2,025,681.	3,598,119.
	c	Investments – corporate bonds (attach schedule)			
	11	Investments – land, buildings, and equipment basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)	2,568,575.	2,619,499.	2,464,555.
	14	Land, buildings, and equipment. basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	15	Other assets (describe ►)			
	16	**Total assets** (to be completed by all filers – see the instructions. Also, see page 1, item I)	5,262,147.	5,080,039.	6,510,224.
LIABILITIES	17	Accounts payable and accrued expenses	1,851.	1,813.	
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	**Total liabilities** (add lines 17 through 22)	1,851.	1,813.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.** ► ☒			
	24	Unrestricted	5,260,296.	5,078,226.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ► ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	5,260,296.	5,078,226.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,262,147.	5,080,039.	

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	5,260,296.
2	Enter amount from Part I, line 27a	2	-182,070.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	5,078,226.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	5,078,226.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a SEE LIST ATTACHED	P	Various	1/01/12
b			
c			
d			
e			

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	974,463.		916,690.	57,773.
b				
c				
d				
e				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				57,773.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7. If (loss), enter -0- in Part I, line 7	2	57,773.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	0.

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2010	319,104.	6,407,209.	0.049804
2009	317,584.	5,878,417.	0.054025
2008	201,775.	4,888,286.	0.041277
2007	386,426.	7,877,252.	0.049056
2006	382,692.	7,906,249.	0.048404

2	**Total** of line 1, column (d)	2	0.242566
3	Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.048513
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	6,364,830.
5	Multiply line 4 by line 3	5	308,777.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,405.
7	Add lines 5 and 6	7	310,182.
8	Enter qualifying distributions from Part XII, line 4	8	322,571.

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)

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 instrs)** **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, column (b).			1	1,405.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	1,405.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-).			4	0.
5 **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-			5	1,405.
6 Credits/Payments.				
a 2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	7,433.		
b Exempt foreign organizations – tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c			
d Backup withholding erroneously withheld	6d			
7 Total credits and payments Add lines 6a through 6d			7	7,433.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ►			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►			10	6,028.
11 Enter the amount of line 10 to be: Credited to 2012 estimated tax ►	6,028.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
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?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1b		X
*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities.*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4b	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8a 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*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If 'Yes,' complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses.*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► ANDREW HARPER Telephone no. ► (802) 824-3139

Located at ► PO BOX 96 WESTON VT ZIP + 4 ► 05161

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** – Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►			

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

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

				Yes	No
1 a	During the year did the foundation (either directly or indirectly):				
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No			
b	If any answer is 'Yes' to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here ► ☐				
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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__ .	☐ Yes ☒ No			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions.)		2b	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__ .				
3 a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 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	
4 a	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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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 (No)

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If 'Yes,' did the foundation receive any proceeds or have any net income attributable to the transaction? 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 (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
ANNE HARPER 179 BOLLING, NE ATLANTA, GA 30305	President 0	0.	0.	0.
KIRK WILLIAMS 4906 RED BRICK RUN SANFORD, FL 32771	VICE PRESIDE 0	0.	0.	0.
ANDREW HARPER PO BOX 96 WESTON, VT 05161	SECY/TREAS 15.00	30,000.	0.	0.

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

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

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

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
BOWEN & BOWEN 445 S. FRONTAGE ROAD BURR RIDGE, IL 60527	ACCOUNTING & TAX	5,750.
Total number of others receiving over $50,000 for professional services ►		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
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 N/A	
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ►	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes.				
a	Average monthly fair market value of securities			1a	6,351,940.
b	Average of monthly cash balances			1b	109,816.
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	6,461,756.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.		
2	Acquisition indebtedness applicable to line 1 assets			2	0.
3	Subtract line 2 from line 1d			3	6,461,756.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	96,926.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	6,364,830.
6	**Minimum investment return.** Enter 5% of line 5			6	318,242.

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	318,242.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	1,405.		
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	1,405.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	316,837.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	316,837.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	316,837.

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	322,571.
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	322,571.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	1,405.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	321,166.

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

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

		(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7					316,837.
2 Undistributed income, if any, as of the end of 2011:					
a Enter amount for 2010 only .				0.	
b Total for prior years: 20____, 20____, 20____			0.		
3 Excess distributions carryover, if any, to 2011:					
a From 2006					
b From 2007					
c From 2008					
d From 2009					
e From 2010	122.				
f Total of lines 3a through e		122.			
4 Qualifying distributions for 2011 from Part XII, line 4. ► $ 322,571.					
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					316,837.
e Remaining amount distributed out of corpus		5,734.			
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. .		5,856.			
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) (see instructions)		0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)		0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a		5,856.			
10 Analysis of line 9.					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009					
d Excess from 2010	122.				
e Excess from 2011	5,734.				

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

1a 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)

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon a 'Assets' alternative test – enter. (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c 'Support' alternative test – enter. (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

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:

Part XV **Supplementary Information** (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE SCHEDULE ATTACHED			SEE SCHEDULE	302,000.
Total			► **3a**	302,000.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					41,244.
4 Dividends and interest from securities					81,949.
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					57,773.
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)					180,966.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 180,966.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)
N/A	

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

d If the answer to any of the above is 'Yes,' complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements
N/A			

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		

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Andrew P. Harper 12/14/12 ▶ SECY/TREAS

Signature of officer or trustee ANDREW P HARPER Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self employed	PTIN
Burton Bowen		11/28/12		P00086653

Firm's name ▶ Bowen & Bowen

Firm's EIN ▶ 36-2800016

Firm's address ▶ 445 S. Frontage Rd.
Burr Ridge, IL 60527

Phone no (630) 325-9800

Statement 1
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BOWEN & BOWEN	$ 5,750.	$ 2,875.		$ 2,875.
Total	$ 5,750.	$ 2,875.	$ 0.	$ 2,875.

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FOREIGN TAXES	$ 816.	$ 816.		
FRANCHISE	25.	12.		$ 13.
PAYROLL TAXES	2,295.	1,147.		1,148.
Total	$ 3,136.	$ 1,975.	$ 0.	$ 1,161.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
DUES & SUBSCRIPTIONS	$ 695.	$ 347.		$ 348.
INSURANCE	750.	375.		375.
INVESTMENT FEES	19,081.	19,081.		
OFFICE EXPENSES	746.	373.		373.
POSTAGE	211.	106.		105.
TELEPHONE	667.	333.		334.
Total	$ 22,150.	$ 20,615.	$ 0.	$ 1,535.

Phillip S Harper Foundation **Contributions for Y/E 9-30-2012**

Organization	Address	City	St	Zip	Amount	Subtotal
ACTIVITIES						
Best Buddies International, Inc	100 Southeast Second St , Ste 2200	Miami	FL	33131	$250	
CAN-DO	1075 Washington St	Newton	MA	02465-2185	$2,000	
Charis Circle	1189 Euclid Avenue NE	Atlanta	GA	30307	$500	
Feminist Majority Foundation	1600 Wilson Blvd Ste 108	Arlington	VA	22209	$800	
Fund for Southern Communities	315 W Ponce De Leon Avenue, Ste 1061	Decatur	GA	30030	$500	
Georgia WAND	250 Georgia Ave Ste 202	Atlanta	GA	30312	$500	
Habitat for Humanity in Seminole County, In	1548 Seminola Blvd	Casselberry	FL	32707-3648	$250	
Mt Holiday	3100 Holiday Rd	Traverse City	MI	49686	$1,500	
Orlando Union Rescue Mission	1521 W Washington Street	Orlando	FL	32802	$250	
Paralyzed Veterans of America	801 Eighteenth Street, NW	Washington	DC	20077-2890	$750	
Second Harvest Food Bank of Central Florid	2008 Brengle Avenue	Orlando	FL	32808	$500	
SPCA of Central Florida	2800 County Home Road	Sanford	FL	32772	$1,000	
SPCA of Central Florida	2800 County Home Road	Sanford	FL	32772	$500	
SPCA of Central Florida	2800 County Home Road	Sanford	FL	32772	$3,500	
SPCA of Central Florida	2800 County Home Road	Sanford	FL	32772	$250	$13,050
ADVOCACY						
9to5, National Association of Working Wom	207 East Buffalo St , Ste 211	Milwaukee	WI	53202	$1,500	
Alliance for Justice	11 DuPont Circle NW - 2nd Floor	Washington	DC	20036	$750	
American Civil Liberties Union Fdn , Inc,	125 Broad Street - 18th Floor	New York	NY	10004	$750	
Brady Center to Prevent Gun Violence	1225 Eye St NW	Washington	DC	20005	$250	
Center for Science in the Public Interest	1875 Connecticut Avenue NW - Ste 300	Washington	DC	20009-5728	$500	
Conflict Resolution Services	852 S Garfield Ave	Traverse City	MI	49686	$7,500	
Fire of Truth Satsanga	PO Box 304	Hotchkiss	CO	81419	$1,000	
Georgia Women for a Change	PO Box 55553	Atlanta	GA	30308	$1,000	
Harbor House	PO Box 680748	Orlando	FL	32868	$500	
Heritage Foundation	214 Massachusetts Avenue	Washington	DC	20002	$2,500	
Heritage Foundation	214 Massachusetts Avenue	Washington	DC	20002	$2,000	
Heritage Foundation	214 Massachusetts Avenue	Washington	DC	20002	$2,000	
Institute for Responsible Technology	PO Box 469	Fairfield	IA	52556	$1,250	
International Rescue Committee--Atlanta	2305 Parklake Dr Ste 100	Atlanta	GA	30345	$1,000	
Lambda Legal	120 Wall St Ste 1500	New York	NY	10005	$1,000	
Maharishi Global Administration Through Na	3087 Solutions Center	Chicago	IL	60677-3000	$2,000	
Mikva Challenge	25 E Washington St Ste 820	Chicago	IL	60602-1708	$1,500	
National Center for Missing Children	699 Prince St	Alexandria	VA	22314-3175	$750	
New Jersey Bike and Walk Coalition	PO Box 843	Mahwah	NJ	07430	$500	
Partnership Against Domestic Violence	PO Box 170225	Atlanta	GA	30317	$500	
Sustainable Living Coalition	2331 Seven Hills Road	Fairfield	IA	52556	$250	
United for a Fair Economy	29 Winter Street	Boston	MA	02108	$750	
Vermont Public Interest Research & Educati	141 Main Street	Montpelier	VT	05602-2951	$800	
Wounded Warrior Project	4899 Belfort Rd Ste 300	Jacksonville	FL	32256	$2,000	
youthSpark	395 Pryor St , SW - Ste 2117	Atlanta	GA	30312	$500	$33,050
CHURCH						
Annunciation Catholic Church	970 Montgomery Rd	Altamonte Spr	FL	32714-7418	$10,000	
Annunciation Catholic Church--Life Teen Pr	1020 Montgomery Road	Altamonte Spr	FL	32714	$1,500	
Christian Service Center for Central Florida	808 W. Central Blvd	Orlando	FL	32805	$500	
Church of the Annunciation	1020 Montgomery Road	Altamonte Spr	FL	32779	$3,000	
Ebenezer United Methodist Church	PO Box 365	Halifax	NC	27839	$1,000	
Eliot Church of Newton	474 Centre Street	Newton	MA	02158	$5,000	
Fellowship of the Holy Spirit	1301 Hilltop Lane	Fairfield	IA	52556	$2,000	
First Presbyterian Church of Maitland	341 N, Orlando Avenue	Maitland	FL	32751	$7,500	
First Presbyterian Church of Maitland	341 N Orlando Avenue	Maitland	FL	32751	$1,000	
Liberal Catholic Church	PO Box 1591	Fairfield	IA	52556	$250	
Manavata Mandir DBA Sri Devi Mandir	800 W Burlington Ave	Fairfield	IA	52556	$250	
Reformation Grace Ministries, Inc	8 Pleasant Court	Little Rock	AR	72211	$6,250	
Spiritus Christi	1003 E Madison St	Fairfield	IA	52556	$250	
Summit Church	735 Herndon Ave	Orlando	FL	32803	$500	
Trinity United Methodist Church	9848 S Winchester	Chicago	IL	60643	$9,000	$48,000
CONSERVATION						
Catamount Trail Association	1 Mill Street Ste 350	Burlington	VT	05401-1512	$3,000	
Central Florida Zoological Park	PO Box 470309	Lake Monroe	FL	32747-0309	$2,000	
Central Florida Zoological Park	PO Box 470309	Lake Monroe	FL	32747-0309	$500	

Philip S Harper Foundation **Contributions for Y/E 9-30-2012**

Organization	Address	City	St	Zip	Amount	Subtotal
Central Park Conservancy	14 E 60th St	New York	NY	10022	$800	
Charles River Watershed Association, Inc	190 Park Road	Weston	MA	02493	$500	
Conservation Lands Foundation	160 E 12th St Ste 2	Durango	CO	81301	$2,000	
Conservation Law Foundation - VT Office	15 E State Street Ste 4	Montpelier	VT	05602	$900	
D & R Grenway Land Trust	One Preservation Place	Princeton	NJ	08540	$500	
Friends of the West River Trail	PO Box 2086	South London	VT	05155	$500	
Grand Traverse Regional Land Conservancy	3860 North Long Lake Road - Ste D	Traverse City	MI	49684	$1,500	
Himalayan Light Foundation	119 Roosevelt Dr	Poughquag	NY	12570	$4,000	
Leelanau Conservancy	105 North First Street	Leland	MI	49654	$1,500	
Oxfam America	226 Causeway St	Boston	MA	02114	$250	
Rails to Trails Conservancy	2121 Ward Court NW, 5th Floor	Washington	DC	20036	$500	
The Nature Conservancy–VT Field Office	27 State Street Ste4	Montpelier	VT	05602	$3,000	
Vermont Institute of Natural Science	PO Box 1281	Quechee	VT	05059	$800	
Vermont River Conservancy	29 Main Street Ste 11	Montpelier	VT	05602	$1,000	
Wilderness Society	1615 M Street, NW - Ste 200	Washington	DC	20036	$500	$23,750
CULTURAL						
Copper Canyon Press	PO Box 271	Port Townsen	WA	98368	$1,000	
DHARMA K-PhD Scholarship Fund	500 N Third St. # 208B	Fairfield	IA	52556	$7,200	
French Institute/ Alliance Francaise	2 E 60th St	New York	NY	10022	$750	
Inland Seas Education Association	PO Box 218	Suttons Bay	MI	49682	$2,000	
Interlochen Center for the Arts	PO Box 199	Interlochen	MI	49643-0199	$250	
Jefferson County Civic Center	200 N Main St	Fairfield	IA	52556	$1,800	
Kripalu	PO Box 309	Stockbridge	MA	01262	$800	
Lake Champlain Maritime Museum	4472 Basin Harbor Road	Vergennes	VT	05491	$4,000	
Leelanau Community Cultural Center	111 Main Street, PO Box 883	Leland	MI	49654	$1,500	
Leelanau Historical Society	PO Box 246	Leland	MI	49654-0246	$1,500	
Newton Free Library	330 Homer Street	Newton	MA	02159	$500	
Orlando Philharmonic Orchestra	812 E Rollins Street - Ste 300	Orlando	FL	32803	$1,000	
Passim School of Music	47 Palmer St	Cambridge	MA	02138	$500	
Performing Arts of Maitland, Inc	117 Whitecap Circle	Maitland	FL	32751	$500	
The Hambidge Center	PO Box 339	Rabun Gap	GA	30568	$500	
The Joyce Theatre	185 8th Ave	New York	NY	10011	$800	
Vermont Arts Exchange	PO Box 725	North Benning	VT	05257	$2,000	
Weston Playhouse Theatre	703 Main Street	Weston	VT	05161	$1,500	
Winter Park Historical Association	PO Box 51	Winter Park	FL	32790	$500	$28,600
EDUCATION						
Americanism Educational League	P O Box 1287	Monrovia	CA	91017	$2,000	
Lovelane Special Needs Horseback Riding P	40 Baker Bridge Road	Lincoln	MA	01733	$1,500	
The Greening of Detroit	1418 Michigan Ave	Detroit	MI	48216	$1,500	
WBUR	630 Commonwealth Avenue	Boston	MA	02215	$500	
WGBH Educational Foundation - TV	PO Box 55875	Boston	MA	02205-5875	$1,500	$7,000
HEALTH						
Doctors Without Borders	333 Seventh Avenue, 2nd Floor	New York	NY	10001-5004	$500	
Doulas Care	2855 Boardwalk	Ann Arbor	MI	48104	$1,500	
Feminist Women's Health Center	1924 Cliff Valley Way	Atlanta	GA	30329-2421	$1,500	
Foundation Fighting Blindness	PO Box 17279	Baltimore	MD	21297-0495	$2,500	
Londonderry Volunteer Rescue Squad	PO Box 911	Londonderry	VT	05148	$500	
Orlando Health Foundation	3160 Southgate Commerce Blvd #50	Orlando	FL	32806-2093	$1,000	
Orlando Health Foundation	3160 Southgate Commerce Blvd #50	Orlando	FL	32806-2093	$4,500	
Orlando Health Foundation	3160 Southgate Commerce Blvd #50	Orlando	FL	32806	$13,000	
Orlando Health Foundation	3160 Southgate Commerce Blvd #50	Orlando	FL	32806-2093	$1,000	
Orlando Health Foundation	3160 Southgate Commerce Blvd #50	Orlando	FL	32806-2093	$2,000	
Planned Parenthood Assn of the Mercer Are	437 E State St	Trenton	NJ	08608	$2,000	
Planned Parenthood Federation of America	434 West 33rd Street	New York	NY	10001	$2,000	
Planned Parenthood of Northern New Englan	128 Lakeside Ave Ste 301	Williston	VT	05495	$3,000	
Planned Parenthood Southeast	75 Piedmont Ave NE Ste 800	Atlanta	Ga	30303	$2,000	
Shriners Hospitals for Children	12502 N Pine Drive	Tampa	FL	33612-9499	$500	
Smile Train	PO Box 96231	Washington	DC	20090-6231	$750	$38,250
LEGAL						
Legal Momentum	395 Hudson Street	New York	NY	10014-3684	$500	$500
OTHER						
Boy Scouts of America Centra Florida Counc	1951 S Orange Blossom Trail	Apopka	FL	32779	$500	
Care	151 Ellis Street NE	Atlanta	GA	30303-2440	$250	
Feed the Children	PO Box 36	Oklahoma Cit	OK	73101-0036	$750	

Philip S Harper Foundation **Contributions for Y/E 9-30-2012**

Organization.	Address	City	St	Zip	Amount	Subtotal
FINCA	1101 14th St NW	Washington	DC	20025	$500	
Food for Free Committee, Inc	11 Inman Street	Cambridge	MA	02139	$500	
Habitat for Humanity in Seminole County, In	1100 Americana Blvd	Sanford	FL	32773	$500	
Habitat for Humanity in Seminole County, In	1100 Americana Blvd	Sanford	FL	32773	$1,000	
Leelanau Twp Community Foundation	PO Box 818	Northport	MI	49670	$1,500	
Orlando Union Rescue Mission	1521 W Washington Street	Orlando	FL	32802	$750	
Oxfam America	226 Causeway St.	Boston	MA	02114	$500	
Tanager Place	2309 C Street, SW	Cedar Rapids	IA	52404	$500	
Vermont Foodbank	33 Parker Rd	Barre	VT	05641	$500	
Women's eNews	6 Barclay St 6th fl	New York	NY	10007	$1,500	$9,250
PRESERVATION						
Fishtown Preservation Society	203 Cedar Street	Leland	MI	49654-5015	$1,500	
Grand Traverse Lighthouse Museum	PO Box 43	Northport	MI	49670	$1,500	
Traverse Area Rec. and Transportation Trails	415 So Union St POB 252	Traverse City	MI	49684-2536	$1,500	$4,500
RESEARCH						
Alzheimer's Association	378 Center Pointe Cir Ste 1280	Altamonte Spr	FL	32701-3442	$1,000	
Duke University	Box 90581	Durham	NC	27708-0581	$500	
Duke University	Box 90581	Durham	NC	27708-0581	$2,000	
Duke University	Box 90581	Durham	NC	27708-0581	$2,000	
Macular Degeneration Research	22512 Gateway Center Drive	Clarksburg	MD	20871	$2,000	
Research To Prevent Blindness	645 Madison Avenue	New York	NY	10022-1010	$250	$7,750
SCHOOLS						
America's Future, Inc	7800 Bonhomme Avenue	St Louis	MO	63105	$2,000	
Barnard College	3009 Broadway	New York	NY	10027-6598	1000	
Bishop Moore High School	3901 Edgewater Dr	Orlando	FL	32804	$15,000	
Boston University Academy	One University Rd	Boston	MA	02215-1407	$2,000	
Columbia University/American Studies Dept	475 Riverside Drive - Ste 964	New York	NY	10115	$2,500	
Cornerstone Christian Academy	PO Box 608	Roanoke Rapi	NC	27870	$8,500	
Foundation for Seminole County Public Scho	400 E Lake Mary Blvd	Sanford	FL	32773	$2,000	
Grady High School Foundation	931 Monroe Dr , Ste 102	Atlanta	GA	30308	$2,000	
Hillsdale College	33 E. College St	Hillsdale	MI	49642	$2,000	
Kinhaven Music School	PO Box 68	Weston	VT	05161	$1,000	
Lake Forest Academy	1500 West Kennedy Road	Lake Forest	IL	60045	$250	
Lake Highland Preparatory School	901 N Highland Avenue	Orlando	FL	32803	$1,000	
Lake Mary High School--Science	655 Longwood Lake Mary Road	Lake Mary	FL	32746	$7,000	
Leadership Institute	1101 N Highland Street	Arlington	VA	22201-2854	$2,000	
Literary Arts--Writers in the Schools	224 NW 13th Ave Ste 306	Portland	OR	97209	$1,000	
Maharishi University of Management	10000 N Fourth St , DB 1121	Fairfield	IA	52556-9961	$4,000	
Newton Schools Foundation	100 Walnut Street	Newtonville	MA	02460	$1,500	
Odyssey, Inc	1424 W Paces Ferry Rd	Atlanta	GA	30327	$1,000	
Rollins College, Rollins Fund	1000 Holt Ave , Box 2750	Winter Park	FL	32798-4499	$7,000	
Second Step	PO Box 600213	Newton,	MA	02460	$1,000	
Smith College Alumnae Fund	33 Elm Street	Northampton	MA	01063	$7,500	
The Gangaji Foundation	2245 Ashland Street	Ashland	OR	97520	$250	
The Little School	PO Box 93	Weston	VT	05161	$1,000	
The Pathfinder School	11930 S West Bay Shore Dr	Traverse City	MI	49684	$2,000	
UCF College of Education	PO Box 161250	Orlando	FL	32816-1250	$1,000	
University of Central Florida	PO Box 25000	Orlando	FL	32816	$1,000	
University of Central Florida	PO Box 25000	Orlando	FL	32816	$1,500	
University of Central Florida	PO Box 25000	Orlando	FL	32816	$1,000	
Westover School	1237 Whittemore Road	Middlebury	CT	06762	$800	
Williams College	74 Park Street	Williamstown	MA	02167	$4,000	$83,800
YOUTH						
Cool Girls, Inc.	621 North Ave , #A-220	Atlanta	GA	30308	$1,000	
Girls on the Run of Atlanta	5696 Peachtree Parkway, Ste A	Norcross	GA	30092	$1,500	
Seminole Family YMCA	655 Longwood Lake Mary Road	Lake Mary	FL	32746	$1,000	
Seminole Family YMCA	655 Longwood Lake Mary Road	Lake Mary	FL	32746	$500	
VOX Teen Communications	229 Peachtree Street NE Ste 725	Atlanta	GA	30303	$500	$4,500
TOTAL					$302,000	$302,000

PHILIP S HARPER FOUNDATION
FORM 990-PF TIN 36-6049875
YEAR END SEPTEMBER 30,2012
PART VI CAPITAL GAINS & LOSSES ON INVESTMENT INCOME

ITEM	HOW ACQUIRED	DATE PURCHASE	DATE SOLD	SALE PRICE	COST	GAIN LOSS
AECOM TECHLONOLOGY	P	6/25/2010	10/21/2011	1,978	2,354	-376
AECOM TECHLONOLOGY	P	6/25/2010	10/21/2011	1,979	2,354	-375
BARD C R	P	VARIOUS	10/21/2011	10,906	11,009	-103
BECTION DICKSONSON	P	4/15/2008	10/21/2011	7,582	8,419	-837
CARMAX	P	6/25/2010	10/21/2011	2,177	1,615	562
CME GROUP	P	9/23/2008	10/21/2011	2,637	4,014	-1,377
IBM	P	4/15/2008	10/21/2011	9,004	5,792	3,212
SCHEIN HENRY	P	6/10/2004	10/21/2011	6,634	2,421	4,213
SOUTHWESTERN ENERGY	P	4/15/2008	10/21/2011	8,001	7,661	340
GENERAL ELECTRIC CAPITAL	P	8/25/2009	11/15/2011	30,000	31,542	-1,542
FIRST SOLAR	P	7/12/2007	12/23/2011	3,516	11,247	-7,731
FIRST SOLAR	P	7/12/2007	12/23/2011	12,307	39,364	-27,057
SCHEIN HENRY	P	6/10/2004	12/23/2011	25,977	10,085	15,892
ALOCA- BOND	P	12/4/2008	1/15/2012	20,000	18,899	1,101
ISHARES MSCI CDA INDEX CANADA	P	4/7/2011	1/31/2012	7,719	9,353	-1,634
ACCENTURE	P	3/31/2010	1/31/2012	12,890	9,453	3,437
BPH BILLITON	P	10/1/2007	1/31/2012	19,793	20,409	-616
CORE LABS	P	6/14/2007	1/31/2012	5,318	2,327	2,991
CORE LABS	P	6/14/2007	1/31/2012	10,637	4,653	5,984
DIAGEO PLC	P	10/22/2010	1/31/2012	8,841	7,382	1,459
NOBLE CORP	P	VARIOUS	1/31/2012	3,511	4,869	-1,358
NOBLE CORP	P	10/1/2007	1/31/2012	6,144	8,539	-2,395
POTASH	P	10/29/2007	1/31/2012	7,002	6,071	931
SCHLUMBERGER	P	2/13/2006	1/31/2012	11,321	9,012	2,309
TRANSOCEAN	P	12/3/2007	1/31/2012	5,890	17,187	-11,297
VODAFONE	P	3/31/2010	1/31/2012	5,399	4,616	783
SARA LEE - BOND	P	12/9/2011	4/6/2012	26,007	25,926	81
BANK OF AMERICA-BOND	P	2/15/2011	4/30/2012	20,000	20,379	-379
DISCOVER BANK -CD	P	8/11/2009	4/30/2012	50,000	50,648	-648
APPLE	P	3/1/2006	5/2/2012	29,148	3,467	25,681
BARD C R	P	8/10/2006	5/2/2012	7,461	5,422	2,039
EXELIS	P	VARIOUS	5/2/2012	5,898	5,799	99
EXELIS	P	9/22/2009	5/2/2012	14,156	14,626	-470
GOLDMAN SACHS	P	1/22/2010	5/2/2012	2,830	3,923	-1,093
I H S, INC	P	3/6/2009	5/2/2012	7,334	2,787	4,547
I T T, CORP	P	VARIOUS	5/2/2012	6,732	5,782	950
I T T, CORP	P	9/22/2009	5/2/2012	2,244	2,009	235
I T T, CORP	P	9/22/2009	5/2/2012	4,488	4,017	471

PHILIP S. HARPER FOUNDATION
FORM 990-PF TIN 36-6049875
YEAR END SEPTEMBER 30,2012
PART VI CAPITAL GAINS & LOSSES ON INVESTMENT INCOME

ITEM	HOW ACQUIRED	DATE PURCHASE	DATE SOLD	SALE PRICE	COST	GAIN LOSS
I T T, CORP	P	9/22/2009	5/2/2012	5,610	5,022	588
VANGUARD SMALL CAP VALUE	P	5/20/2008	5/2/2012	1,740	1,633	107
VANGUARD SMALL CAP VALUE	P	5/20/2008	5/2/2012	14,616	13,718	898
BMW BANK -CD	P	2/16/2011	5/7/2012	29,000	29,503	-503
HSBC FINANCE- NOTE	P	2/3/2011	5/15/2012	21,000	21,994	-994
US BANCORP-NOTE	P	2/15/2011	5/15/2011	20,000	20,337	-337
EXPRESS SCRIPTS- NOTE	P	12/9/2011	6/15/2012	25,000	25,557	-557
TEVA-NOTE	P	8/11/2011	6/15/2012	35,000	35,309	-309
WELL FARGO-NOTE	P	8/11/2011	6/15/2012	35,000	35,472	-472
TEVA-NOTE	P	2/4/2011	6/15/2012	25,000	25,172	-172
ALLTEL- NOTE	P	2/17/2009	6/15/2012	20,000	20,815	-815
ACCENTURE	P	3/31/2010	7/30/2012	3,009	2,101	908
AECOM TECHLONOLOGY	P	6/25/2010	7/30/2012	1,593	2,354	-761
AECOM TECHLONOLOGY	P	6/25/2010	7/30/2012	30,262	44,726	-14,464
BPH BILLITON	P	10/1/2007	7/30/2012	8,328	10,205	-1,877
CORE LABS	P	6/14/2007	7/30/2012	2,840	1,160	1,680
CORE LABS	P	6/14/2007	7/30/2012	11,362	4,650	6,712
ORACLE	P	3/10/2008	7/30/2012	11,470	7,265	4,205
SCHLUMBERGER	P	2/13/2006	7/30/2012	1,803	1,502	301
TEVA	P	VARIOUS	7/30/2012	20,584	20,353	231
TEVA	P	3/10/2008	7/30/2012	4,116	4,723	-607
TEVA	P	9/23/2008	7/30/2012	4,117	4,491	-374
VODAFONE	P	3/31/2010	7/30/2012	710	576	134
GOLDMAN SACHS-NOTE	P	6/5/2008	9/1/2012	50,000	51,432	-1,432
WELLS FARGO ADVANTAGE	P	VARIOUS	7/31/2012	124,000	121,188	2,812
WELLS FARGO CAPITAL GAIN DIVIDEND DISTRBUTION				44,842	0	44,842
TOTAL				974,463	916,690	57,773

Investment Detail - Fixed Income

Accounting Method
Fixed Income: High Cost

U.S. Treasuries	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
FING CORP FICO SR11 0%14	50,000.0000	99.2356	49,617.80	43,295.00	<1%	6,322.80	0.00
CPN STRIPS DUE 02/08/14 INT PMT 9.40%18 CUSIP. 31771CJ89 MOODY'S: NR S&P· NR			*43,295 00*				3.06% *Accrued Interest: 0.00*
Total U.S. Treasuries	50,000.0000		49,617.80	43,295.00	<1%	6,322.80	0.00
		Total Cost Basis	*43,295.00*				

Total Accrued Interest for U.S. Treasuries: 0.00

Agency Securities	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
FED FARM CR BK 3%14	25,000.0000	105.3446	26,336.15	25,284.50	<1%	1,051.65	750.00
NOTES DUE 09/22/14 CUSIP: 31331GL80 MOODY'S: Aaa S&P: AA+			*25,284.50*				2.75% *Accrued Interest: 0.00*
FED NATL MTG 4.625%13	50,000.0000	102.5818	51,290.90	49,849.86	<1%	1,441.04	2,312.50
NOTES DUE 05/01/13 CUSIP. 31359MRK1 MOODY'S: Aa2 S&P: A			*49,849.86*				4.69% *Accrued Interest: 0.00*

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: High Cost

Agency Securities (continued)	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
FINANCING CORP 0.0%13	50,000.0000	99.5351	49,767.55	44,077.00	<1%	5,690.55	0.00
BONDS DUE 08/03/13			*44,077 00*				3.01%
CUSIP. 31771JWC0							
MOODY'S: Aaa S&P: AAA							*Accrued Interest: 0.00*
Total Agency Securities	125,000.0000		127,394.60	119,211.36	2%	8,183.24	3,062.50
		Total Cost Basis	*119,211.36*				

Total Accrued Interest for Agency Securities: 0.00

Corporate Bonds	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
AMGEN INC 1.875%14	25,000.0000	102.8835	25,720.88	25,500.50	<1%	220.38	468.75
NOTES DUE 11/15/14			*25,500 50*				1.03%
CALLABLE							
CUSIP. 031162BJ8							
MOODY'S: Baa1 S&P· A+							*Accrued Interest: 0.00*
BARRICK GOLD CO 1.75%14F	30,000.0000	101.4891	30,446.73	30,576.60	<1%	(129.87)	525.00
NOTES DUE 05/30/14			*30,576 60*				0.98%
XTRO							
CALLABLE							
CUSIP: 067901AE8							
MOODY'S: Baa1 S&P: BBB+							*Accrued Interest: 0.00*

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: High Cost

Corporate Bonds (continued)	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
CATERPILLAR FIN 1.375%14 NOTES DUE 05/20/14 CUSIP. 14912L4V0 MOODY'S: A2 S&P· A	12,000.0000	101.5114	12,181.37 *12,196.08*	12,196.08	<1%	(14.71)	165.00 0.44% ***Accrued Interest: 0.00***
CATERPILLAR INC 1.375%14 NOTES DUE 05/27/14 CALLABLE CUSIP: 149123BU4 MOODY'S. A2 S&P: A	25,000.0000	101.4630	25,365.75 *25,484 25*	25,484.25	<1%	(118.50)	343.75 0.50% ***Accrued Interest: 0.00***
COLGATE PALM 1.25%14 NOTES DUE 05/01/14 CALLABLE CUSIP: 19416QDT4 MOODY'S: Aa3 S&P: AA-	25,000.0000	101.2188	25,304.70 *25,411 50*	25,411.50	<1%	(106.80)	312.50 0.28% ***Accrued Interest: 0.00***
DUKE ENERGY OHIO 2.1%13 NOTES DUE 06/15/13 CALLABLE CUSIP: 26442EAB6 MOODY'S: A2 S&P: A	25,000.0000	101.2197	25,304.93 *25,365.00*	25,365.00	<1%	(60.07)	525.00 0.33% ***Accrued Interest: 0.00***

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: High Cost

Corporate Bonds (continued)	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
EBAY INC 0.875%13	25,000.0000	100.5476	25,136.90	25,174.00	<1%	(37.10)	218.75
NOTES DUE 10/15/13			*25,174.00*				0.35%
CALLABLE							
CUSIP. 278642AA1							
MOODY'S: A2 S&P: A							*Accrued Interest: 0.00*
FRANKLIN RESOURCES 2%13	40,000.0000	101.0100	40,404.00	40,712.40	<1%	(308.40)	800.00
** CALLED **DUE 05/20/13			*40,712 40*				0.90%
@ PAR EFF 10/24/2012							
CALLABLE							
CUSIP: 354613AE1							
MOODY'S A1 S&P. AA-							*Accrued Interest: 0.00*
GOOGLE INC. 1.25%14	25,000.0000	101.4863	25,371.58	25,448.75	<1%	(77.17)	312.50
NOTES DUE 05/19/14			*25,448.75*				0.22%
CALLABLE							
CUSIP: 38259PAA0							
MOODY'S: Aa2 S&P: AA-							*Accrued Interest: 0.00*
HEWLETT PACKARD 1.55%14	35,000.0000	100.4680	35,163.80	35,227.85	<1%	(64.05)	542.50
NOTES DUE 05/30/14			*35,227.85*				1 29%
CALLABLE							
CUSIP: 428236BK8							
MOODY'S. A3 S&P: BBB+							*Accrued Interest: 0.00*

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income· High Cost

Corporate Bonds (continued)	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
HEWLETT PACKARD 2.35%15	30,000.0000	101.8558	30,556.74	30,845.10	<1%	(288.36)	705.00
NOTES DUE 03/15/15			*30,845.10*				1.39%
CUSIP. 428236BN2							
MOODY'S: A3 S&P· BBB+							*Accrued Interest: 0.00*
HSBC FINANCE CP 4.0%15	20,000.0000	103.2158	20,643.16	20,565.00	<1%	78.16	800.00
INTERNOTES DUE 06/15/15			*20,565.00*				3 35%
CUSIP· 40429XXL5							
MOODY'S: Baa1 S&P: A							*Accrued Interest: 0.00*
JOHNSON & JOHNSON 1.2%14	38,000.0000	101.4770	38,561.26	38,554.80	<1%	6.46	456.00
NOTES DUE 05/15/14			*38,554.80*				0.36%
CALLABLE							
CUSIP· 478160AX2							
MOODY'S: Aaa S&P. AAA							*Accrued Interest: 0.00*
JPMORGAN CHASE 5.125%14	25,000.0000	107.1528	26,788.20	26,265.50	<1%	522.70	1,281.25
NOTES DUE 09/15/14			*26,265.50*				4.00%
CUSIP 46625HBV1							
MOODY'S· A3 S&P· A-							*Accrued Interest: 0.00*

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: High Cost

	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
Corporate Bonds (continued)							
KRAFT FOODS INC 2.625%13	25,000.0000	101.2278	25,306.95	25,559.00	<1%	(252.05)	656.25
NOTES DUE 05/08/13			*25,559.00*				0.98%
CUSIP· 50075NAY0							
MOODY'S: Baa2 S&P: BBB-							*Accrued Interest: 0.00*
PITNEY BOWES 3.875%13	50,000.0000	102.0138	51,006.90	51,729.38	<1%	(722.48)	1,937.50
NOTES DUE 06/15/13 CALLABLE			*51,729 38*				N/A^Y
CUSIP· 72447WAN9							
MOODY'S: Baa1 S&P: BBB+							*Accrued Interest: 0.00*
TEVA PHARM FIN 1.7%14F	25,000.0000	101.6427	25,410.68	25,458.75	<1%	(48.07)	425.00
NOTES DUE 03/21/14 CALLABLE			*25,458 75*				0.79%
CUSIP: 88166DAA4							
MOODY'S: A3 S&P: A-							*Accrued Interest: 0.00*
Total Corporate Bonds	480,000.0000		488,674.53	490,074.46	8%	(1,399.93)	10,474.75
		Total Cost Basis:	*490,074.46*				

Total Accrued Interest for Corporate Bonds: 0.00

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: High Cost

Mortgage Pools	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
GNMA PL 183474 10%16 DUE 09/15/16 CUSIP· 362164XB6 FACTOR= 000418880 REMAIN PRIN=$46.08	110,000.0000	115.6500	53.29 *46.08* [a]	N/A	<1%	7.21	N/A N/A
Total Mortgage Pools	110,000.0000		53.29	N/A	<1%	7.21	N/A
Total Cost Basis			46.08				

CDs & BAs	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
ALLY BANK 1%13 CD FDIC INS DUE 06/10/13 MIDVALE UT CUSIP: 02005QQJ5	20,000.0000	100.3550	20,071.00 *20,081.40*	20,081.40	<1%	(10.40)	200.00 0.53% ***Accrued Interest: 0.00***
ALLY BANK 0.45%13 CD FDIC INS DUE 06/13/13 PAYS INT @ MATURITY CUSIP: 02005QH71	25,000.0000	99.9760	24,994.00 *25,000.00*	25,000.00	<1%	(6.00)	N/A 0.45% ***Accrued Interest: 0.00***
AMER EXP CENT BK 1%13 CD FDIC INS DUE 05/20/13 SALT LAKE CITY UT CUSIP: 02587DAH1	20,000.0000	100.3380	20,067.60 *20,036.13*	20,036.13	<1%	31.47	200.00 0.88% ***Accrued Interest: 0.00***

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Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: High Cost

CDs & BAs (continued)	Par	Market Price	Market Value Cost Basis	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
BANK TENNESSEE 2.75%15	26,000.0000	104.0840	27,061.84	26,535.30	<1%	526.54	715.00
CD FDIC INS DUE 01/27/15			*26,535 30*				2.26%
KINGSPORT TN							
CUSIP· 065284FJ5							*Accrued Interest: 0.00*
BMW BANK N A 1.05%13	20,000.0000	100.3780	20,075.60	20,070.00	<1%	5.60	210.00
CD FDIC INS DUE 05/28/13			*20,070.00*				0.63%
SALT LAKE CITY UT							
CUSIP: 05568PL96							*Accrued Interest: 0.00*
BMW BANK NA 1.8%13	25,000.0000	101.0940	25,273.50	25,255.75	<1%	17.75	450.00
CD FDIC INS DUE 06/04/13			*25,255.75*				0.51%
SALT LAKE CITY UT							
CUSIP: 05568PWY9							*Accrued Interest: 0.00*
GE CAP FINL INC 1.25%14	35,000.0000	100.5770	35,201.95	35,000.00	<1%	201.95	437.50
CD FDIC INS DUE 05/16/14			*35,000.00*				1.24%
SALT LAKE CITY UT							
CUSIP. 36160TB21							*Accrued Interest: 0.00*
GE CAPITAL BANK 0.35%13	25,000.0000	99.9310	24,982.75	25,000.00	<1%	(17.25)	N/A
CD FDIC INS DUE 05/17/13			*25,000.00*				0.35%
PAYS INT @ MATURITY							
CUSIP 36160XQ42							*Accrued Interest: 0.00*

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Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

Investment Detail - Fixed Income (continued)

Accounting Method
Fixed Income: High Cost

CDs & BAs (continued)	Par	Market Price	Market Value *Cost Basis*	Adjusted Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Annual Income Yield to Maturity
GE MONEY BANK NA 2 05%13	20,000.0000	100.9900	20,198.00	20,366.00	<1%	(168.00)	410.00
CD FDIC INS DUE 05/07/13 DRAPER UT			*20,366 00*				0.89%
CUSIP: 36159ATH3							***Accrued Interest: 0.00***
GOLDMAN SACHS BK 1.1%15	50,000.0000	99.7940	49,897.00	49,800.00	<1%	97.00	550.00
CD FDIC INS DUE 06/08/15 NEW YORK NY			*49,800.00*				1 23%
CUSIP· 38143AUC7							***Accrued Interest: 0.00***
Total CDs & BAs	266,000.0000		267,823.24	267,144.58	5%	678.66	3,172.50
		Total Cost Basis:	*267,144.58*				
							Total Accrued Interest for CDs & BAs: 0.00
Total Fixed Income	1,031,000.0000		933,563.46	919,725.40	16%	13,791.98	16,709.75
		Total Cost Basis:	*919,771.48*				

Accrued Interest represents the interest that would be received if the fixed income investment was sold prior to the coupon payment

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate

Investment Detail - Equities

Accounting Method
Equities: High Cost

Equities	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
ACCENTURE PLC CL A F SYMBOL: ACN	1,325.0000	70.0300	92,789.75 *55,426.74*	2%	37,363.01	1.92%	1,788.75
APPLE INC SYMBOL: AAPL	850.0000	667.1050	567,039.25 *54,361.34*[1]	10%	512,677.91	1.58%	9,010.00
BARD C R INCORPORATED SYMBOL: BCR	1,050.0000	104.6500	109,882.50 *63,298.33*[1]	2%	46,584.17	0.76%	840.00
BECTON DICKINSON & CO SYMBOL: BDX	1,150.0000	78.5600	90,344.00 *93,155.50*	2%	(2,811.50)	2.29%	2,070.00
BHP BILLITON LTD ADR F SPONSORED ADR 1 ADR REP 2 ORD SYMBOL: BHP	1,150.0000	68.6100	78,901.50 *75,815.45*	1%	3,086.05	3.32%	2,622.00
CARMAX INC SYMBOL: KMX	2,325.0000	28.3000	65,797.50 *50,065.92*	1%	15,731.58	0.00%	0.00
CISCO SYSTEMS INC SYMBOL: CSCO	2,800.0000	19.0950	53,466.00 *42,938.63*[1]	<1%	10,527.37	1.67%	896.00
CME GROUP INC CL A CLASS A SYMBOL: CME	1,200.0000	57.2900	68,748.00 *87,678.80*	1%	(18,930.80)	3.14%	2,160.00
CORE LABORATORIES N V F SYMBOL: CLB	875.0000	121.4800	106,295.00 *40,714.31*[a]	2%	65,580.69	0.92%	980.00

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Investment Detail - Equities (continued)

Accounting Method
Equities: High Cost

Equities (continued)	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
DIAGEO PLC NEW ADR F SPONSORED ADR 1 ADR REPS 4 ORD SYMBOL: DEO	550.0000	112.7300	62,001.50 *40,020.62*	1%	21,980.88	3.03%	1,879.20
EMERSON ELECTRIC CO SYMBOL· EMR	2,200.0000	48.2700	106,194.00 *102,543.20*	2%	3,650.80	3.31%	3,520.00
EXXON MOBIL CORPORATION SYMBOL: XOM	650.0000	91.4500	59,442.50 *41,094.80*	1%	18,347.70	2.49%	1,482.00
GOLDMAN SACHS GROUP INC SYMBOL: GS	225.0000	113.6800	25,578.00 *35,311.02*	<1%	(9,733.02)	1.61%	414.00
GOOGLE INC CLASS A SYMBOL: GOOG	150.0000	754.5000	113,175.00 *74,895.15*	2%	38,279.85	0.00%	0.00
I H S INC SYMBOL· IHS	1,125.0000	97.3500	109,518.75 *41,797.64*	2%	67,721.11	0.00%	0.00
INTL BUSINESS MACHINES SYMBOL: IBM	850.0000	207.4500	176,332.50 *98,462.95*	3%	77,869.55	1.63%	2,890.00
KINDER MORGAN MGMT LLC SYMBOL: KMR	1,678.0680	76.4000	128,204.40 *46,838.32*	2%	81,366.08	0.00%	0.00
KRAFT FOODS INC TRADES WITH DUE BILLS SYMBOL: KFT	2,600.0000	41.3500	107,510.00 *74,888 25*	2%	32,621.75	2.80%	3,016.00
NOBLE CORP F SYMBOL: NE	1,750.0000	35.7800	62,615.00 *81,111.95*	1%	(18,496.95)	1.45%	910.00

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DUPLICATE STATEMENT

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
PHILIP S HARPER FOUNDATION INC
ATTN: ANDREW HARPER

Account Number
4101-1655

Statement Period
September 1-30, 2012

Investment Detail - Equities (continued)

Accounting Method
Equities: High Cost

Equities (continued)	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
NOBLE ENERGY INC SYMBOL: NBL	1,350.0000	92.7100	125,158.50 *52,563.52*[t]	2%	72,594.98	0.94%	1,188.00
ORACLE CORPORATION SYMBOL: ORCL	5,025.0000	31.4600	158,086.50 *82,503.15*[t]	3%	75,583.35	0.76%	1,206.00
PEPSICO INCORPORATED SYMBOL: PEP	375.0000	70.7700	26,538.75 *24,964.83*	<1%	1,573.92	3.03%	806.25
POTASH CORP SASK INC F SYMBOL: POT	825.0000	43.4200	35,821.50 *28,385.17*	<1%	7,436.33	1.28%	462.00
PROCTER & GAMBLE SYMBOL: PG	1,450.0000	69.3600	100,572.00 *65,779.50*	2%	34,792.50	3.24%	3,259.60
QUALCOMM INC SYMBOL: QCOM	3,400.0000	62.4700	212,398.00 *101,091.07*[t]	4%	111,306.93	1.60%	3,400.00
SASOL LIMITED SPON ADR F SPONSORED ADR 1 ADR REP 1 ORD SYMBOL: SSL	2,000.0000	44.5800	89,160.00 *46,660.00*[t]	2%	42,500.00	0.00%	0.00
SCHEIN HENRY INC SYMBOL: HSIC	1,500.0000	79.2200	118,830.00 *37,818.37*[t]	2%	81,011.63	0.00%	0.00
SCHLUMBERGER LTD F SYMBOL: SLB	950.0000	72.3300	68,713.50 *57,076.00*[t]	1%	11,637.50	1.52%	1,045.00
SOUTHWESTERN ENERGY CO SYMBOL: SWN	1,250.0000	34.7800	43,475.00 *47,904 41*[n]	<1%	(4,429.41)	0.00%	0.00

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Schwab One® Account of
PHILIP S HARPER FOUNDATION INC
ATTN: ANDREW HARPER

Account Number
4101-1655

Statement Period
September 1-30, 2012

Investment Detail - Equities (continued)

Accounting Method
Equities: High Cost

Equities (continued)	Quantity	Market Price	Market Value Cost Basis	% of Account Assets	Unrealized Gain or (Loss)	Estimated Yield	Estimated Annual Income
STERICYCLE INC SYMBOL: SRCL	2,500.0000	90.4831	226,207.75 *41,447.11*[a]	4%	184,760.64	0.00%	0.00
TEVA PHARM INDS LTD ADRF SPONSORED ADR 1 ADR REP 10 ORD SYMBOL: TEVA	1,900.0000	41.4100	78,679.00 *72,034.18*[1]	1%	6,644.82	2.39%	1,884.45
TRANSOCEAN INC NEW F SYMBOL· RIG	450.0000	44.8900	20,200.50 *61,603.03*	<1%	(41,402.53)	7.03%	1,422.00
VODAFONE GROUP NEW ADR F SPONSORED ADR 1 ADR REP 10 ORD SYMBOL: VOD	2,375.0000	28.5000	67,687.50 *54,799.42*	1%	12,888.08	0.00%	0.00
XYLEM INC SYMBOL· XYL	1,700.0000	25.1500	42,755.00 *50,631 99*	<1%	(7,876.99)	1.60%	688.16
Total Equities	51,553.0680		3,598,118.65	61%	1,572,437.98		49,839.41
		Total Cost Basis:	2,025,680.67				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate

Schwab One® Account of
PHILIP S HARPER FOUNDATION INC
ATTN: ANDREW HARPER

Account Number
4101-1655

Statement Period
September 1-30, 2012

Investment Detail - Other Assets

Accounting Method
Other Assets. High Cost

Other Assets	Quantity	Market Price	Market Value *Cost Basis*	% of Account Assets	Unrealized Gain or (Loss)
CITIGROUP VII 7.125%31 TRUPS DUE 07/31/31 SUBJ TO XTRO REDEMPTION SYMBOL: C+V	8,000.0000	25.3300	202,640.00 *200,000 00*[a]	3%	2,640.00
ISHARES MSCI CDA IDX FD CANADA INDEX FUND SYMBOL: EWC	1,675.0000	28.4900	47,720.75 *56,971.09*	<1%	(9,250.34)
MERRILL LYNCH CAP 7% PFD TOPRS DUE PERP MAT SUBJ TO XTRO REDEMPTION SYMBOL: MER+D	4,000.0000	25.0700	100,280.00 *101,000.00*[a]	2%	(720.00)
VANGUARD MSCI EMERGING MARKETS ETF SYMBOL: VWO	15,875.0000	41.7200	662,305.00 *831,849 95*[a]	11%	(169,544.95)
VANGUARD SMALL CAP VALUE SYMBOL: VBR	2,925.0000	71.9000	210,307.50 *191,037.54*	4%	19,269.96
WISDOMTREE EMERGING MKTS EQUITY INCOME FUND SYMBOL: DEM	1,000.0000	53.6700	53,670.00 *52,107 83*	<1%	1,562.17
Total Other Assets	33,475.0000		1,276,923.25	22%	(156,043.16)
		Total Cost Basis:	*1,432,966.41*		

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Investment Detail - Total

Total Investment Detail	5,887,439.43
Total Account Value	5,887,439.43
Total Cost Basis	4,378,418.56

Realized Gain or (Loss)

Accounting Method: High Cost

Long Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis Adjusted	Realized Gain or (Loss) Adjusted
GOLDMAN SACHS 5.70%12NOTES DUE 09/01/12: 38141GCG7	50,000 0000	06/05/08	09/01/12	50,000.00	51,431.50	(1,431.50)
					50,000.00	0.00[b]
Total Long Term				50,000.00	51,431.50	(1,431.50)
					50,000.00	0.00[b]
Total Realized Gain or (Loss)				50,000.00	51,431.50	(1,431.50)
					50,000.00	0.00[b]

Schwab has provided accurate realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings If all data for a given investment is not available, the investment will not be listed here

Option Customers Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options

Schwab has provided accurate gain and loss information wherever possible for most investments. Cost basis data may be incomplete or unavailable for some of your holdings.
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement.