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**Return of Private Foundation  
or Section 4947(a)(1) Nonexempt Charitable Trust  
Treated as a Private Foundation**

**2011**

Department of the Treasury  
Internal Revenue Service

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

For calendar year 2011 or tax year beginning **OCT 1, 2011**, and ending **SEP 30, 2012**

Name of foundation <b>THE SWIFT FOUNDATION C/O MANCHESTER CAPITAL MANAGEMENT, LLC</b>		A Employer identification number <b>77-0559600</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>1157 COAST VILLAGE ROAD SUITE A</b>		B Telephone number <b>(805)965-1329</b>
City or town, state, and ZIP code <b>SANTA BARBARA, CA 93108</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ <b>51,862,671.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

<b>Part I</b> Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</small>	(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	539,306.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	293,833.	293,833.		STATEMENT 1
4 Dividends and interest from securities	930,628.	930,628.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	4,805,472.			
b Gross sales price for all assets on line 6a	12,966,264.			
7 Capital gain net income (from Part IV, line 2)		4,805,472.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	8,408.	8,408.		STATEMENT 3
12 <b>Total</b> Add lines 1 through 11	6,577,647.	6,038,341.		
13 Compensation of officers, directors, trustees, etc	0.	0.		0.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees				
b Accounting fees      STMT 4	42,635.	10,659.		0.
c Other professional fees      STMT 5	300,433.	208,884.		91,549.
17 Interest				
18 Taxes      STMT 6	159,929.	101.		0.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses      STMT 7	136,965.	51,921.		82,663.
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	639,962.	271,565.		174,212.
25 Contributions, gifts, grants paid	1,762,500.			1,762,500.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	2,402,462.	271,565.		1,936,712.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	4,175,185.			
b <b>Net investment income</b> (if negative, enter -0-)		5,766,776.		
c <b>Adjusted net income</b> (if negative, enter -0-)			N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	3,197,100.	4,380,309.	4,380,309.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ 1,250,000.			
	Less: allowance for doubtful accounts ▶ 0.	1,250,000.	1,250,000.	1,278,906.
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 8	0.	500,000.	800,000.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	36,771,332.	38,280,569.	43,748,301.	
14 Land, buildings, and equipment: basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 10)	1,066,502.	2,043,954.	1,655,155.	
<b>16 Total assets (to be completed by all filers)</b>	<b>42,284,934.</b>	<b>46,454,832.</b>	<b>51,862,671.</b>	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 11)	6,363.	1,076.	
	<b>23 Total liabilities (add lines 17 through 22)</b>	<b>6,363.</b>	<b>1,076.</b>	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	42,278,571.	46,453,756.		
<b>30 Total net assets or fund balances</b>	<b>42,278,571.</b>	<b>46,453,756.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>42,284,934.</b>	<b>46,454,832.</b>		

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	42,278,571.
2 Enter amount from Part I, line 27a	2	4,175,185.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	46,453,756.
5 Decreases not included in line 2 (itemize) ▶	5	0.
<b>6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30</b>	<b>6</b>	<b>46,453,756.</b>

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b <b>SEE ATTACHED STATEMENTS</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			
b			
c			
d			
e <b>12,966,264.</b>		<b>8,160,792.</b>	<b>4,805,472.</b>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			<b>4,805,472.</b>

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	<b>4,805,472.</b>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3	<b>N/A</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.

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010	<b>3,317,047.</b>	<b>50,237,297.</b>	<b>.066028</b>
2009	<b>1,297,576.</b>	<b>40,624,202.</b>	<b>.031941</b>
2008	<b>671,493.</b>	<b>15,827,487.</b>	<b>.042426</b>
2007	<b>386,086.</b>	<b>13,177,305.</b>	<b>.029299</b>
2006	<b>1,059,260.</b>	<b>9,882,144.</b>	<b>.107189</b>

2 Total of line 1, column (d)	2	<b>.276883</b>
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	<b>.055377</b>
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	<b>49,972,379.</b>
5 Multiply line 4 by line 3	5	<b>2,767,320.</b>
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	<b>57,668.</b>
7 Add lines 5 and 6	7	<b>2,824,988.</b>
8 Enter qualifying distributions from Part XII, line 4	8	<b>2,926,712.</b>

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	57,668.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	57,668.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	<b>Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-	5	57,668.
6	Credits/Payments:		
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	160,261.
b	Exempt foreign organizations - tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	75,000.
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	235,261.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b>	9	
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b>	10	177,593.
11	Enter the amount of line 10 to be: <b>Credited to 2012 estimated tax</b> <input checked="" type="checkbox"/> <b>Refunded</b> <input checked="" type="checkbox"/>	11	0.

**Part VII-A Statements Regarding Activities**

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a	X	
4b	X	
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10		X

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**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)	STMT 12	11		X
12. Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13. Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ <u>N/A</u>		13	X	
14. The books are in care of ▶ <u>MANCHESTER CAPITAL MANAGEMENT, LLC</u> Telephone no. ▶ <u>(805) 969-5670</u> Located at ▶ <u>1157 COAST VILLAGE RD, SUITE A, SANTA BARBARA, CA</u> ZIP+4 ▶ <u>93108</u>				
15. Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		15	N/A	
16. At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶		16	Yes	No X

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

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

		Yes	No
1a During the year did the foundation (either directly or indirectly):			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" 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	N/A ▶ <input type="checkbox"/>	1b	
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 ▶ _____	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.)	N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶ _____			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)	N/A	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?		4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?  Yes  No  
 Organizations relying on a current notice regarding disaster assistance check here  N/A

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) N/A

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?  Yes  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?  Yes  No

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN SWIFT 1157 COAST VILLAGE RD, STE A SANTA BARBARA, CA 93108	PRESIDENT 0.00	0.	0.	0.
KAREN SWIFT 1157 COAST VILLAGE RD, STE A SANTA BARBARA, CA 93108	TREASURER 0.00	0.	0.	0.
SONJA SWIFT 1157 COAST VILLAGE RD, STE A SANTA BARBARA, CA 93108	SECRETARY/CHAIR OF AUDIT COMMITTEE 0.00	0.	0.	0.

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

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

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

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**Part VIII**

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
MANCHESTER CAPITAL MANAGEMENT, LLC - 1157 COAST VILLAGE RD, STE A, SANTA BARBARA, CA	INVESTMENT MANAGEMENT	208,884.
JENNIFER ASTONE 308 COATES DRIVE, APTOS, CA 95003	CONSULTING	87,600.

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

2

**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**

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

Amount

1 RSF SOCIAL FINANCE - PRI FUND	400,000.
2 CALVERT COMMUNITY INVESTMENT NOTE	400,000.
All other program-related investments. See instructions.	
3	
SEE STATEMENT 13	190,000.
<b>Total.</b> Add lines 1 through 3	<b>990,000.</b>

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**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	40,693,927.
b	Average of monthly cash balances	1b	3,810,638.
c	Fair market value of all other assets	1c	6,228,815.
d	<b>Total</b> (add lines 1a, b, and c)	1d	50,733,380.
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	50,733,380.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	761,001.
5	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	5	49,972,379.
6	<b>Minimum investment return.</b> Enter 5% of line 5	6	2,498,619.

**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	2,498,619.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	57,668.
b	Income tax for 2011. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	57,668.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,440,951.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,440,951.
6	Deduction from distributable amount (see instructions)	6	0.
7	<b>Distributable amount as adjusted.</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,440,951.

**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	1,936,712.
b	Program-related investments - total from Part IX-B	1b	990,000.
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	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,926,712.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	57,668.
6	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	6	2,869,044.

**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.

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**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				2,440,951.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010	1,960,528.			
f Total of lines 3a through e	1,960,528.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ \$ 2,926,712.				
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				2,440,951.
e Remaining amount distributed out of corpus	485,761.			
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:	2,446,289.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,446,289.			
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 instr.			0.	
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	2,446,289.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010	1,960,528.			
e Excess from 2011	485,761.			

THE SWIFT FOUNDATION

**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)

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

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

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

**JOHN SWIFT**  
 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:  
**THE SWIFT FOUNDATION**  
**1157 COAST VILLAGE RD., STE A, SANTA BARBARA, CA 93108**

b The form in which applications should be submitted and information and materials they should include:  
**NO SPECIFIED FORM**

c Any submission deadlines:  
**NONE**

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:  
**NONE - APPROVAL BY BOARD OF DIRECTORS REQUIRED**

THE SWIFT FOUNDATION

Form 990-PF (2011)

C/O MANCHESTER CAPITAL MANAGEMENT, LLC

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**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
<b>a Paid during the year</b>				
350.ORG 155 WATER STREET BROOKLYN, NY 11201	NONE	OTHER PUBLIC CHARITY	CLIMATE ADVOCACY	40,000.
AIDA 50 CALIFORNIA STREET, SUITE 500 SAN FRANCISCO, CA 94111	NONE	OTHER PUBLIC CHARITY	CLIMATE ADVOCACY	40,000.
CALIFORNIANS FOR PESTICIDE REFORM 49 POWELL, SUITE 500 SAN FRANCISCO, CA 94102	NONE	OTHER PUBLIC CHARITY	SUPPORT ENVIRONMENTAL MISSION	40,000.
CENTER FOR POLITICAL ECOLOGY PO BOX 8467 SANTA CRUZ, CA 95061	NONE	OTHER PUBLIC CHARITY	SUPPORT ENVIRONMENTAL MISSION	1,500.
COMMUNITY ENVIRONMENTAL LEGAL DEFENSE FUND PO BOX 360 MERCERSBURG, PA 17236	NONE	OTHER PUBLIC CHARITY	LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	15,000.
<b>Total</b> SEE CONTINUATION SHEET(S)				▶ 3a 1,762,500.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				▶ 3b 0.

Form 990-PF (2011)





**Schedule B**

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury  
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

**2011**

Name of the organization

THE SWIFT FOUNDATION  
C/O MANCHESTER CAPITAL MANAGEMENT, LLC

Employer identification number

77-0559600

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)( ) (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule** For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II**Special Rules** For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ \_\_\_\_\_**Caution.** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization <b>THE SWIFT FOUNDATION</b> <b>C/O MANCHESTER CAPITAL MANAGEMENT, LLC</b>	Employer identification number  <b>77-0559600</b>
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**Part I . Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN SWIFT  1157 COAST VILLAGE RD., STE A  SANTA BARBARA, CA 93108	\$ _____ 88.	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	MST 2000 CHARITABLE LEAD TRUST  74-900 HIGHWAY 111, STE 127  INDIAN WELLS, CA 92210	\$ _____ 539,218.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
	_____  _____  _____	\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization <b>THE SWIFT FOUNDATION</b> <b>C/O MANCHESTER CAPITAL MANAGEMENT, LLC</b>	Employer identification number <b>77-0559600</b>
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**Part II . Noncash Property** (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	17,662 SHARES OF UNITED PARCEL SERVICES, INC. <hr/> <hr/> <hr/>	\$ 1,290,032.	12/22/11
_____	<hr/> <hr/> <hr/>	\$ _____	_____
_____	<hr/> <hr/> <hr/>	\$ _____	_____
_____	<hr/> <hr/> <hr/>	\$ _____	_____
_____	<hr/> <hr/> <hr/>	\$ _____	_____
_____	<hr/> <hr/> <hr/>	\$ _____	_____

Name of organization <b>THE SWIFT FOUNDATION</b> <b>C/O MANCHESTER CAPITAL MANAGEMENT, LLC</b>	Employer identification number  <b>77-0559600</b>
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**Part III** Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ \_\_\_\_\_  
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
<b>(e) Transfer of gift</b>			
<b>Transferee's name, address, and ZIP + 4</b>		<b>Relationship of transferor to transferee</b>	

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COMMUNITY PARTNERS 16 W. MISSION STREET, SUITE R SANTA BARBARA, CA 93101	NONE	OTHER PUBLIC CHARITY	COMMUNITY IMPROVEMENTS	2,000.
CONFLUENCE PHILANTHROPY 23 BLACK BROOK ROAD POUND RIDGE, NY 10576	NONE	OTHER PUBLIC CHARITY	GLOBAL NETWORKS AND COLLABORATIONS	25,000.
CONSERVATION INTERNATIONAL 2011 CRYSTAL DRIVE, SUITE 500 ARLINGTON, VA 22202	NONE	OTHER PUBLIC CHARITY	GLOBAL NETWORKS AND COLLABORATIONS	7,500.
CULTURAL SURVIVAL 215 PROSPECT STREET CAMBRIDGE, MA 02139	NONE	OTHER PUBLIC CHARITY	LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	18,200.
EARTH ISLAND INSTITUTE 2150 ALLSTON WAY, SUITE 460 BERKELEY, CA 94704	NONE	OTHER PUBLIC CHARITY	CLIMATE ADVOCACY	25,050.
EARTHWORKS 1612 K STREET, NW SUITE 808 WASHINGTON, DC 20006	NONE	OTHER PUBLIC CHARITY	GLOBAL NETWORKS AND COLLABORATIONS	20,000.
FORESETHICS ONE HAIGHT STREET SAN FRANCISCO, CA 94012	NONE	OTHER PUBLIC CHARITY	SUPPORT ENVIRONMENTAL MISSION	15,000.
FUNDACION GAIA AMAZONES CARRERA 4 NO. 26B-31 BOGOTA, COLOMBIA	NONE	FOREIGN EQUIVALENCY GRANT	LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	80,000.
GAIA FOUNDATION 6 HEATHGATE PLACE, AGINCOURT ROAD LONDON, UNITED KINGDOM NW32NU	NONE	FOREIGN EQUIVALENCY GRANT	CLIMATE ADVOCACY	102,000.
GLOBAL EXCHANGE 2017 MISSION STREET, 2ND FLOOR SAN FRANCISCO, CA 94110	NONE	OTHER PUBLIC CHARITY	GLOBAL NETWORKS AND COLLABORATIONS	39,500.
<b>Total from continuation sheets</b>				<b>1,626,000.</b>

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
GLOBAL GREENGRANTS 2840 WILDERNESS PLACE, SUITE A BOULDER, CO 80301	NONE	OTHER PUBLIC CHARITY	LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	375,000.
GROUNDSWELL INTERNATIONAL 1215 KEARNEY STREET NE WASHINGTON, DC 20013	NONE	OTHER PUBLIC CHARITY	GLOBAL NETWORKS AND COLLABORATIONS	163,000.
HONOR THE EARTH 607 MAIN AVENUE CALLAWAY, MN 56521	NONE	OTHER PUBLIC CHARITY	SUPPORT ENVIRONMENTAL MISSION	8,000.
IDEA WILD 420 RIDDLE DRIVE FORT COLLINS, CO 80521	NONE	OTHER PUBLIC CHARITY	LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	30,000.
INDIAN LAW RESOURCE CENTER 602 N EWING STREET HELENA, MT 59601	NONE	OTHER PUBLIC CHARITY	CLIMATE ADVOCACY	35,000.
INTERNATIONAL FORUM ON GLOBALIZATION 1009 GENERAL KENNEDY AVENUE #2 SAN FRANCISCO, CA 94129	NONE	OTHER PUBLIC CHARITY	GLOBAL NETWORKS AND COLLABORATIONS	250.
INTERNATIONAL FUNDERS FOR INDIGENOUS PEOPLES PO BOX 1040 AKWESASNE, NY 13655	NONE	OTHER PUBLIC CHARITY	GLOBAL NETWORKS AND COLLABORATIONS	25,000.
LAKOTA PEOPLES LAW PROJECT 740 FRONT STREET, SUITE 265 SANTA CRUZ, CA 95060	NONE	OTHER PUBLIC CHARITY	SUPPORT CULTURAL MISSION	7,000.
LAND IS LIFE 18 HOLYOKE ROAD, SUITE #3 SOMERVILLE, MA 02144	NONE	OTHER PUBLIC CHARITY	SUPPORT INTERNATIONAL CULTURAL MISSION	22,500.
MAYA FOREST, INC. 9204 ODYSSEY LAKE CIRCLE N BRUNSWICK, GA 31525	NONE	OTHER PUBLIC CHARITY	LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	50,000.
<b>Total from continuation sheets</b>				

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NEW ECONOMICS INSTITUTE 140 JUG END ROAD GREAT BARRINGTON, MA 01230	NONE	OTHER PUBLIC CHARITY	RESILIENT LOCAL ECONOMIES	25,000.
NEW VENTURE FUND 734 15TH STREET NW, SUITE 600 WASHINGTON, DC 20005	NONE	OTHER PUBLIC CHARITY	GLOBAL NETWORKS AND COLLABORATIONS	75,000.
PATHFINDER INTERNATIONAL 9 GALEN STREET WATERTOWN, MA 02472	NONE	OTHER PUBLIC CHARITY	LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	45,000.
RESPECTING ABORIGINAL VALUES AND ENVIRONMENTAL NEEDS 844 COURTNEY STREET, 2ND FLOOR VICTORIA, BRITISH COLUMBIA, CANADA V8W1C4	NONE	FOREIGN EQUIVALENCY GRANT	LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	55,000.
SKEENAWILD 4505 GREIG AVENUE TERRACE, BRITISH COLUMBIA, CANADA V8G1M6	NONE	FOREIGN EQUIVALENCY GRANT	LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	34,000.
SUSTAINABLE FOOD ALLIANCE 1000 N WEST STREET, SUITE 1200 WILMINGTON, DE 19801	NONE	OTHER PUBLIC CHARITY	COMMUNITY IMPROVEMENT	75,000.
SUSTAINABLE HARVEST INTERNATIONAL 779 NORTH BEND ROAD SURRY, ME 04684	NONE	OTHER PUBLIC CHARITY	LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	35,000.
SUSTAINABLE MARKETS FOUNDATION 45 WEST 36TH STREET, 6TH FLOOR NEW YORK, NY 10018	NONE	OTHER PUBLIC CHARITY	CLIMATE ADVOCACY	15,000.
TERRALINGUA 13269 COVERED ROAD ATLANTIC MINE, MI 49905	NONE	OTHER PUBLIC CHARITY	GLOBAL NETWORKS AND COLLABORATIONS	30,000.
THE OAKLAND INSTITUTE PO BOX 18978 OAKLAND, CA 94619	NONE	OTHER PUBLIC CHARITY	GLOBAL NETWORKS AND COLLABORATIONS	42,000.
<b>Total from continuation sheets</b>				

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TIDES FOUNDATION 400-163 WEST HASTINGS STREET VANCOUVER, BRITISH COLUMBIA, CANADA V6B1H5	NONE	FOREIGN EQUIVALENCY GRANT	LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	75,000.
UNREASONABLE INSTITUTE 1321 COLLEGE AVENUE, #150 BOULDER, CO 80302	NONE	OTHER PUBLIC CHARITY	GLOBAL NETWORKS AND COLLABORATIONS	500.
WASTE VENTURES CHARITIES 224 CASTRO LANE FREMONT, CA 94539	NONE	OTHER PUBLIC CHARITY	RESILIENT LOCAL ECONOMIES	17,000.
WHITE EARTH LAND RECOVERY PROJECT 607 MAIN AVENUE CALLAWAY, MN 56521	NONE	OTHER PUBLIC CHARITY	RESILIENT LOCAL ECONOMIES	22,500.
WORKING VILLAGES INTERNATIONAL 40 MAIN STREET TOPSHAM, ME 04086	NONE	OTHER PUBLIC CHARITY	LAND STEWARDSHIP, BIODIVERSITY AND CULTURAL DIVERSITY	30,000.
<b>Total from continuation sheets</b>				

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a AMBASSADORS GROUP INC	P	09/01/11	10/07/11
b CANTEL MEDICALCORP	P	09/01/11	02/02/12
c CLARCOR INC	P	09/01/11	10/14/11
d CLARCOR INC	P	09/01/11	10/14/11
e CLARCOR INC	P	09/01/11	10/14/11
f COMVAULT SYSTEMS INC	P	09/01/11	09/06/12
g COMVAULT SYSTEMS INC	P	09/01/11	09/06/12
h COMVAULT SYSTEMS INC	P	09/01/11	09/06/12
i COMVAULT SYSTEMS INC	P	09/01/11	09/06/12
j COMVAULT SYSTEMS INC	P	09/01/11	09/06/12
k DIME CMNTY BANCSHARES	P	09/01/11	06/27/12
l DIME CMNTY BANCSHARES	P	09/01/11	06/27/12
m DIME CMNTY BANCSHARES	P	09/01/11	06/29/12
n DIME CMNTY BANCSHARES	P	09/01/11	06/29/12
o DIME CMNTY BANCSHARES	P	09/01/11	06/29/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,138.		1,532.	<394.>
b 11.		8.	3.
c 2,271.		2,269.	2.
d 4,541.		4,537.	4.
e 4,541.		4,537.	4.
f 5,276.		3,461.	1,815.
g 5,276.		3,461.	1,815.
h 5,276.		3,461.	1,815.
i 10,551.		6,923.	3,628.
j 10,551.		6,923.	3,628.
k 676.		586.	90.
l 1,351.		1,171.	180.
m 665.		586.	79.
n 1,330.		1,171.	159.
o 1,330.		1,169.	161.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<394.>
b			3.
c			2.
d			4.
e			4.
f			1,815.
g			1,815.
h			1,815.
i			3,628.
j			3,628.
k			90.
l			180.
m			79.
n			159.
o			161.

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a DIME CMNTY BANCSHARES	P	09/01/11	06/29/12
b DIME CMNTY BANCSHARES	P	09/01/11	06/29/12
c DIME CMNTY BANCSHARES	P	09/01/11	06/29/12
d EHEALTH INC	P	09/01/11	06/18/12
e EHEALTH INC	P	09/01/11	06/20/12
f EHEALTH INC	P	09/01/11	06/22/12
g EHEALTH INC	P	09/01/11	06/22/12
h EHEALTH INC	P	09/01/11	06/22/12
i EHEALTH INC	P	09/01/11	06/28/12
j EHEALTH INC	P	09/01/11	06/28/12
k EHEALTH INC	P	09/01/11	06/28/12
l EHEALTH INC	P	09/01/11	06/29/12
m FUEL-TECH INC	P	09/01/11	05/24/12
n FUEL-TECH INC	P	09/01/11	05/25/12
o FUEL-TECH INC	P	09/01/11	05/29/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 1,330.		1,168.	162.
b 1,330.		1,171.	159.
c 2,659.		2,343.	316.
d 1,561.		1,255.	306.
e 1,563.		1,256.	307.
f 760.		628.	132.
g 1,521.		1,256.	265.
h 3,041.		2,510.	531.
i 3,468.		2,826.	642.
j 4,624.		3,769.	855.
k 8,863.		7,224.	1,639.
l 26,180.		20,414.	5,766.
m 870.		1,493.	<623.>
n 2,549.		4,331.	<1,782.>
o 6,115.		10,304.	<4,189.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			162.
b			159.
c			316.
d			306.
e			307.
f			132.
g			265.
h			531.
i			642.
j			855.
k			1,639.
l			5,766.
m			<623.>
n			<1,782.>
o			<4,189.>

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a GEN PROBE	P	09/01/11	05/08/12
b GEN PROBE	P	09/01/11	05/08/12
c GEN PROBE	P	09/01/11	05/08/12
d GENESEE & WYOMING INC	P	09/01/11	11/22/11
e GENESEE & WYOMING INC	P	09/01/11	11/22/11
f GENESEE & WYOMING INC	P	09/01/11	11/22/11
g GENESEE & WYOMING INC	P	09/01/11	11/22/11
h HAIN CELESTIAL GROUP INC	P	09/01/11	09/18/12
i HAIN CELESTIAL GROUP INC	P	09/01/11	09/18/12
j HAIN CELESTIAL GROUP INC	P	09/01/11	05/24/12
k HAIN CELESTIAL GROUP INC	P	09/01/11	05/24/12
l HAIN CELESTIAL GROUP INC	P	09/01/11	08/29/12
m HAIN CELESTIAL GROUP INC	P	09/01/11	08/29/12
n HAIN CELESTIAL GROUP INC	P	09/01/11	08/29/12
o HAIN CELESTIAL GROUP INC	P	09/01/11	08/29/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,123.		5,833.	2,290.
b 10,154.		7,292.	2,862.
c 24,369.		17,500.	6,869.
d 1,428.		1,281.	147.
e 4,283.		3,844.	439.
f 5,711.		5,125.	586.
g 5,711.		5,125.	586.
h 5,014.		2,357.	2,657.
i 5,014.		2,355.	2,659.
j 1,357.		786.	571.
k 2,714.		1,572.	1,142.
l 1,719.		786.	933.
m 3,438.		1,572.	1,866.
n 6,877.		3,144.	3,733.
o 6,877.		3,142.	3,735.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,290.
b			2,862.
c			6,869.
d			147.
e			439.
f			586.
g			586.
h			2,657.
i			2,659.
j			571.
k			1,142.
l			933.
m			1,866.
n			3,733.
o			3,735.

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a HAIN CELESTIAL GROUP INC	P	09/01/11	08/29/12
b HIBBETT SPORTS INC	P	09/01/11	09/13/12
c HIBBETT SPORTS INC	P	09/01/11	09/13/12
d HIBBETT SPORTS INC	P	09/01/11	09/13/12
e HIBBETT SPORTS INC	P	09/01/11	09/13/12
f HORACE MANN EDUCATORS CORP	P	09/01/11	11/08/11
g HORACE MANN EDUCATORS CORP	P	09/01/11	11/09/11
h HORACE MANN EDUCATORS CORP	P	09/01/11	11/09/11
i HORACE MANN EDUCATORS CORP	P	09/01/11	11/10/11
j HORACE MANN EDUCATORS CORP	P	09/01/11	11/10/11
k HORACE MANN EDUCATORS CORP	P	09/01/11	11/10/11
l HORACE MANN EDUCATORS CORP	P	09/01/11	11/14/11
m HORACE MANN EDUCATORS CORP	P	09/01/11	11/15/11
n INVESTMENT TECHNOLOGY GROUP	P	09/01/11	02/07/12
o INVESTMENT TECHNOLOGY GROUP	P	09/01/11	02/08/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 6,877.		3,142.	3,735.
b 5,827.		3,616.	2,211.
c 5,827.		3,615.	2,212.
d 5,827.		3,615.	2,212.
e 5,827.		3,616.	2,211.
f 1,377.		1,286.	91.
g 1,310.		1,286.	24.
h 1,637.		1,609.	28.
i 324.		322.	2.
j 971.		965.	6.
k 2,590.		2,573.	17.
l 2,884.		2,896.	<12.>
m 24,563.		24,459.	104.
n 1,081.		1,113.	<32.>
o 810.		835.	<25.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			3,735.
b			2,211.
c			2,212.
d			2,212.
e			2,211.
f			91.
g			24.
h			28.
i			2.
j			6.
k			17.
l			<12.>
m			104.
n			<32.>
o			<25.>

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a INVESTMENT TECHNOLOGY GROUP	P	09/01/11	02/09/12
b INVESTMENT TECHNOLOGY GROUP	P	09/01/11	02/10/12
c INVESTMENT TECHNOLOGY GROUP	P	09/01/11	02/10/12
d INVESTMENT TECHNOLOGY GROUP	P	09/01/11	02/10/12
e INVESTMENT TECHNOLOGY GROUP	P	09/01/11	02/13/12
f INVESTMENT TECHNOLOGY GROUP	P	09/01/11	02/14/12
g INVESTMENT TECHNOLOGY GROUP	P	09/01/11	02/16/12
h INVESTMENT TECHNOLOGY GROUP	P	09/01/11	02/17/12
i ITRON INC NEW	P	09/01/11	12/20/11
j J2 GLOBAL COMMUNICATIONS INC	P	09/01/11	04/04/12
k J2 GLOBAL COMMUNICATIONS INC	P	09/01/11	04/04/12
l J2 GLOBAL COMMUNICATIONS INC	P	09/01/11	04/05/12
m J2 GLOBAL COMMUNICATIONS INC	P	09/01/11	04/05/12
n J2 GLOBAL COMMUNICATIONS INC	P	09/01/11	04/05/12
o J2 GLOBAL COMMUNICATIONS INC	P	09/01/11	04/09/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,167.		2,227.	<60.>
b 264.		278.	<14.>
c 2,637.		2,786.	<149.>
d 3,692.		3,900.	<208.>
e 2,630.		2,786.	<156.>
f 780.		836.	<56.>
g 3,390.		3,622.	<232.>
h 8,491.		8,915.	<424.>
i 8,562.		9,576.	<1,014.>
j 2,719.		3,181.	<462.>
k 2,719.		3,181.	<462.>
l 2,023.		2,385.	<362.>
m 2,697.		3,181.	<484.>
n 2,697.		3,179.	<482.>
o 663.		795.	<132.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<60.>
b			<14.>
c			<149.>
d			<208.>
e			<156.>
f			<56.>
g			<232.>
h			<424.>
i			<1,014.>
j			<462.>
k			<462.>
l			<362.>
m			<484.>
n			<482.>
o			<132.>

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a J2 GLOBAL COMMUNICATIONS INC	P	09/01/11	04/09/12
b J2 GLOBAL COMMUNICATIONS INC	P	09/01/11	04/10/12
c J2 GLOBAL COMMUNICATIONS INC	P	09/01/11	04/10/12
d J2 GLOBAL COMMUNICATIONS INC	P	09/01/11	04/10/12
e J2 GLOBAL COMMUNICATIONS INC	P	09/01/11	04/10/12
f J2 GLOBAL COMMUNICATIONS INC	P	09/01/11	04/10/12
g JOHN WILEY & SONS	P	09/01/11	08/23/12
h JOHN WILEY & SONS	P	09/01/11	08/23/12
i JOHN WILEY & SONS	P	09/01/11	08/23/12
j JONES LANG LASALLE INC	P	09/09/11	02/22/12
k JONES LANG LASALLE INC	P	09/09/11	02/23/12
l JONES LANG LASALLE INC	P	09/09/11	03/23/12
m JONES LANG LASALLE INC	P	09/09/11	03/26/12
n JONES LANG LASALLE INC	P	09/12/11	03/26/12
o JONES LANG LASALLE INC	P	09/12/11	03/27/12

(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 663.		795.	<132.>
b 1,984.		2,384.	<400.>
c 1,984.		2,382.	<398.>
d 2,646.		3,178.	<532.>
e 2,646.		3,177.	<531.>
f 2,646.		3,177.	<531.>
g 4,805.		4,914.	<109.>
h 4,805.		4,914.	<109.>
i 4,805.		4,912.	<107.>
j 14,180.		10,185.	3,995.
k 6,077.		4,365.	1,712.
l 2,093.		1,455.	638.
m 4,243.		2,910.	1,333.
n 8,485.		5,892.	2,593.
o 12,728.		8,839.	3,889.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
a			<132.>
b			<400.>
c			<398.>
d			<532.>
e			<531.>
f			<531.>
g			<109.>
h			<109.>
i			<107.>
j			3,995.
k			1,712.
l			638.
m			1,333.
n			2,593.
o			3,889.

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a JONES LANG LASALLE INC	P	09/12/11	03/28/12
b JONES LANG LASALLE INC	P	10/11/11	03/28/12
c JONES LANG LASALLE INC	P	10/11/11	03/29/12
d JONES LANG LASALLE INC	P	10/11/11	05/01/12
e JONES LANG LASALLE INC	P	12/27/11	05/01/12
f JONES LANG LASALLE INC	P	01/03/12	05/01/12
g K12 INC	P	09/01/11	12/20/11
h K12 INC	P	09/01/11	12/20/11
i K12 INC	P	09/01/11	12/20/11
j K12 INC	P	09/01/11	12/21/11
k K12 INC	P	09/01/11	12/21/11
l K12 INC	P	09/01/11	12/22/11
m LANDAUER INC	P	09/01/11	02/08/12
n LANDAUER INC	P	09/01/11	02/13/12
o LANDAUER INC	P	09/01/11	02/14/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 8,319.		5,892.	2,427.
b 2,080.		1,391.	689.
c 8,280.		5,563.	2,717.
d 12,086.		8,344.	3,742.
e 4,029.		3,047.	982.
f 8,057.		6,418.	1,639.
g 960.		1,350.	<390.>
h 1,920.		2,698.	<778.>
i 1,920.		2,700.	<780.>
j 1,814.		2,700.	<886.>
k 3,175.		4,724.	<1,549.>
l 9,289.		14,171.	<4,882.>
m 2,870.		2,552.	318.
n 1,389.		1,275.	114.
o 1,371.		1,275.	96.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,427.
b			689.
c			2,717.
d			3,742.
e			982.
f			1,639.
g			<390.>
h			<778.>
i			<780.>
j			<886.>
k			<1,549.>
l			<4,882.>
m			318.
n			114.
o			96.

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a LANDAUER INC	P	09/01/11	02/16/12
b LANDAUER INC	P	09/01/11	02/16/12
c LANDAUER INC	P	09/01/11	02/17/12
d LANDAUER INC	P	09/01/11	02/17/12
e LANDAUER INC	P	09/01/11	02/22/12
f LAYNE CHRISTENSEN CO	P	09/01/11	09/26/12
g LAYNE CHRISTENSEN CO	P	08/06/12	09/26/12
h LIQUIDITY SERVICES INC	P	09/01/11	10/11/11
i LIQUIDITY SERVICES INC	P	09/01/11	10/11/11
j LIQUIDITY SERVICES INC	P	09/01/11	10/11/11
k LIQUIDITY SERVICES INC	P	09/01/11	10/11/11
l LIQUIDITY SERVICES INC	P	09/01/11	10/11/11
m LIQUIDITY SERVICES INC	P	09/01/11	11/10/11
n LIQUIDITY SERVICES INC	P	09/01/11	11/10/11
o LIQUIDITY SERVICES INC	P	09/01/11	06/20/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,753.		2,550.	203.
b 5,505.		5,096.	409.
c 5,501.		5,094.	407.
d 5,501.		5,093.	408.
e 5,501.		5,093.	408.
f 12,020.		16,218.	<4,198.>
g 1,002.		1,065.	<63.>
h 1,544.		1,544.	0.
i 3,088.		3,088.	0.
j 3,088.		3,087.	1.
k 3,088.		3,087.	1.
l 6,177.		6,181.	<4.>
m 4,925.		5,403.	<478.>
n 5,629.		6,181.	<552.>
o 10,632.		6,181.	4,451.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			203.
b			409.
c			407.
d			408.
e			408.
f			<4,198.>
g			<63.>
h			0.
i			0.
j			1.
k			1.
l			<4.>
m			<478.>
n			<552.>
o			4,451.

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a LKQ CORP	P	09/01/11	12/14/11
b LKQ CORP	P	09/01/11	12/15/11
c NATIONAL INSTRUMENTS CORP	P	09/01/11	11/10/11
d NATIONAL INSTRUMENTS CORP	P	09/01/11	11/10/11
e NATIONAL INSTRUMENTS CORP	P	09/01/11	11/10/11
f NATIONAL INSTRUMENTS CORP	P	09/01/11	11/10/11
g NATIONAL INSTRUMENTS CORP	P	09/01/11	11/10/11
h NATIONAL INSTRUMENTS CORP	P	09/01/11	11/10/11
i NATIONAL INSTRUMENTS CORP	P	09/01/11	11/10/11
j NATIONAL INSTRUMENTS CORP	P	09/01/11	04/04/12
k NATIONAL INSTRUMENTS CORP	P	09/01/11	04/04/12
l NATIONAL INSTRUMENTS CORP	P	09/01/11	04/05/12
m NATIONAL INSTRUMENTS CORP	P	09/01/11	04/05/12
n NATIONAL INSTRUMENTS CORP	P	09/01/11	04/05/12
o NATIONAL INSTRUMENTS CORP	P	09/01/11	05/24/12

(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 16,341.		14,595.	1,746.
b 5,669.		5,077.	592.
c 264.		250.	14.
d 607.		575.	32.
e 1,319.		1,251.	68.
f 2,426.		2,299.	127.
g 2,637.		2,502.	135.
h 2,637.		2,501.	136.
i 2,637.		2,501.	136.
j 1,384.		1,251.	133.
k 2,768.		2,501.	267.
l 680.		626.	54.
m 2,722.		2,500.	222.
n 2,722.		2,499.	223.
o 14,961.		14,388.	573.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,746.
b			592.
c			14.
d			32.
e			68.
f			127.
g			135.
h			136.
i			136.
j			133.
k			267.
l			54.
m			222.
n			223.
o			573.

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a NATIONAL INSTRUMENTS CORP	P	09/01/11	05/25/12
b NATIONAL INSTRUMENTS CORP	P	10/14/11	05/25/12
c NEOGEN CORP	P	09/01/11	07/13/12
d NEOGEN CORP	P	09/01/11	07/13/12
e NEOGEN CORP	P	09/01/11	07/13/12
f NEOGEN CORP	P	09/01/11	07/16/12
g NEOGEN CORP	P	09/01/11	07/16/12
h NEOGEN CORP	P	09/01/11	07/16/12
i NEOGEN CORP	P	09/01/11	07/17/12
j NEOGEN CORP	P	09/01/11	07/17/12
k NEOGEN CORP	P	09/01/11	07/18/12
l NEOGEN CORP	P	09/01/11	07/18/12
m NEOGEN CORP	P	09/01/11	07/18/12
n NEOGEN CORP	P	09/01/11	07/18/12
o NET 1 UEPS TECH	P	09/01/11	01/10/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,159.		5,005.	154.
b 1,935.		1,914.	21.
c 4,445.		3,458.	987.
d 4,445.		3,458.	987.
e 4,445.		3,458.	987.
f 2,196.		1,727.	469.
g 4,393.		3,456.	937.
h 4,393.		3,455.	938.
i 2,185.		1,727.	458.
j 2,185.		1,727.	458.
k 1,094.		865.	229.
l 2,188.		1,727.	461.
m 4,376.		3,451.	925.
n 4,376.		3,451.	925.
o 344.		315.	29.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			154.
b			21.
c			987.
d			987.
e			987.
f			469.
g			937.
h			938.
i			458.
j			458.
k			229.
l			461.
m			925.
n			925.
o			29.

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a NET 1 UEPS TECH	P	09/01/11	01/12/12
b NET 1 UEPS TECH	P	09/01/11	01/12/12
c NET 1 UEPS TECH	P	09/01/11	01/12/12
d NET 1 UEPS TECH	P	09/01/11	01/18/12
e NET 1 UEPS TECH	P	09/01/11	01/18/12
f NET 1 UEPS TECH	P	09/01/11	01/18/12
g NET 1 UEPS TECH	P	09/01/11	01/18/12
h NUTRACEUTICAL INTL CORP	P	09/01/11	11/07/11
i NUTRI SYSTEM INC	P	09/01/11	03/09/12
j NUTRI SYSTEM INC	P	09/01/11	03/09/12
k NUTRI SYSTEM INC	P	09/01/11	03/09/12
l NUTRI SYSTEM INC	P	09/01/11	03/09/12
m NUTRI SYSTEM INC	P	09/01/11	03/09/12
n NUTRI SYSTEM INC	P	09/01/11	03/09/12
o OCWEN FINANCIAL CORP	P	09/01/11	09/12/12

(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 347.		315.	32.
b 347.		315.	32.
c 695.		629.	66.
d 432.		315.	117.
e 1,728.		1,258.	470.
f 2,591.		1,888.	703.
g 15,549.		11,328.	4,221.
h 10,198.		10,492.	<294.>
i 1,047.		1,276.	<229.>
j 1,047.		1,276.	<229.>
k 1,047.		1,275.	<228.>
l 1,571.		1,915.	<344.>
m 2,095.		2,553.	<458.>
n 10,473.		12,763.	<2,290.>
o 1,345.		673.	672.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			32.
b			32.
c			66.
d			117.
e			470.
f			703.
g			4,221.
h			<294.>
i			<229.>
j			<229.>
k			<228.>
l			<344.>
m			<458.>
n			<2,290.>
o			672.

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a OCWEN FINANCIAL CORP	P	09/01/11	09/12/12
b OCWEN FINANCIAL CORP	P	09/01/11	09/12/12
c OCWEN FINANCIAL CORP	P	09/01/11	09/20/12
d OCWEN FINANCIAL CORP	P	09/01/11	09/20/12
e OCWEN FINANCIAL CORP	P	09/01/11	09/25/12
f OCWEN FINANCIAL CORP	P	09/01/11	07/17/12
g OCWEN FINANCIAL CORP	P	09/01/11	07/17/12
h OCWEN FINANCIAL CORP	P	09/01/11	07/17/12
i OCWEN FINANCIAL CORP	P	09/01/11	07/17/12
j OCWEN FINANCIAL CORP	P	09/01/11	07/17/12
k OCWEN FINANCIAL CORP	P	09/01/11	07/17/12
l OCWEN FINANCIAL CORP	P	09/01/11	08/21/12
m OCWEN FINANCIAL CORP	P	09/01/11	08/21/12
n OCWEN FINANCIAL CORP	P	10/11/11	09/25/12
o OCWEN FINANCIAL CORP	P	10/11/11	09/25/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,780.		6,394.	6,386.
b 13,453.		6,731.	6,722.
c 8,971.		4,375.	4,596.
d 17,251.		8,414.	8,837.
e 4,895.		2,356.	2,539.
f 974.		673.	301.
g 1,949.		1,346.	603.
h 1,949.		1,346.	603.
i 1,949.		1,346.	603.
j 3,410.		2,356.	1,054.
k 3,898.		2,692.	1,206.
l 611.		337.	274.
m 8,554.		4,712.	3,842.
n 2,797.		1,325.	1,472.
o 13,986.		6,626.	7,360.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			6,386.
b			6,722.
c			4,596.
d			8,837.
e			2,539.
f			301.
g			603.
h			603.
i			603.
j			1,054.
k			1,206.
l			274.
m			3,842.
n			1,472.
o			7,360.

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a OCWEN FINANCIAL CORP	P	12/14/11	09/25/12
b QUALITY SYSTEMS INC	P	09/01/11	10/04/11
c RIVERBED TECHNOLOGY	P	06/15/12	09/25/12
d SELECT COMFORT CORP	P	09/01/11	03/28/12
e SELECT COMFORT CORP	P	09/01/11	03/28/12
f SELECT COMFORT CORP	P	09/01/11	04/20/12
g SELECT COMFORT CORP	P	09/01/11	04/20/12
h SELECT COMFORT CORP	P	09/01/11	07/13/12
i SELECT COMFORT CORP	P	09/01/11	07/13/12
j SELECT COMFORT CORP	P	09/01/11	07/13/12
k SIGNATURE BANK	P	09/01/11	06/06/12
l SIGNATURE BANK	P	09/01/11	06/06/12
m SIMPSON MANUFACTURING CO	P	09/01/11	07/23/12
n SOUTH JERSEY INDS INC	P	09/01/11	02/28/12
o SOUTH JERSEY INDS INC	P	09/01/11	02/29/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 4,895.		2,372.	2,523.
b 22,017.		22,731.	<714.>
c 10,330.		7,482.	2,848.
d 3,274.		1,551.	1,723.
e 4,092.		1,939.	2,153.
f 2,390.		1,163.	1,227.
g 9,559.		4,657.	4,902.
h 11,487.		7,756.	3,731.
i 13,210.		8,919.	4,291.
j 14,359.		9,701.	4,658.
k 2,931.		2,729.	202.
l 4,396.		4,094.	302.
m 10,556.		10,298.	258.
n 6,615.		6,422.	193.
o 11,837.		11,559.	278.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,523.
b			<714.>
c			2,848.
d			1,723.
e			2,153.
f			1,227.
g			4,902.
h			3,731.
i			4,291.
j			4,658.
k			202.
l			302.
m			258.
n			193.
o			278.

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SOUTHSIDE BANCSHARES INC	P	09/01/11	01/06/12
b SOUTHSIDE BANCSHARES INC	P	09/01/11	01/06/12
c SOUTHSIDE BANCSHARES INC	P	09/01/11	01/06/12
d SOUTHSIDE BANCSHARES INC	P	09/01/11	01/06/12
e SOUTHSIDE BANCSHARES INC	P	09/01/11	01/06/12
f SOUTHSIDE BANCSHARES INC	P	09/01/11	01/06/12
g SOUTHSIDE BANCSHARES INC	P	09/01/11	01/06/12
h SOUTHSIDE BANCSHARES INC	P	09/01/11	01/06/12
i SOUTHSIDE BANCSHARES INC	P	09/01/11	01/06/12
j SOUTHSIDE BANCSHARES INC	P	09/01/11	01/06/12
k STRI HOLDINGS INC	P	09/01/11	03/28/12
l STRI HOLDINGS INC	P	12/27/11	03/28/12
m STRI HOLDINGS INC	P	01/04/12	03/28/12
n TCF FINANCIAL CORPORATION	P	09/01/11	12/14/11
o TCF FINANCIAL CORPORATION	P	09/01/11	12/15/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 535.		486.	49.
b 2,138.		1,946.	192.
c 2,138.		1,939.	199.
d 2,138.		1,938.	200.
e 2,138.		1,937.	201.
f 2,138.		1,937.	201.
g 2,138.		1,937.	201.
h 2,138.		1,937.	201.
i 4,276.		3,894.	382.
j 4,276.		3,891.	385.
k 5,910.		14,894.	<8,984.>
l 657.		1,275.	<618.>
m 1,751.		3,470.	<1,719.>
n 25,872.		27,264.	<1,392.>
o 11,630.		12,231.	<601.>

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			49.
b			192.
c			199.
d			200.
e			201.
f			201.
g			201.
h			201.
i			382.
j			385.
k			<8,984.>
l			<618.>
m			<1,719.>
n			<1,392.>
o			<601.>

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a UMB FINANCIAL CORP	P	09/01/11	06/26/12
b UNDER ARMOUR INC CL A	P	09/01/11	11/02/11
c UNITED NATURAL FOODS	P	09/01/11	09/19/12
d UNITED NATURAL FOODS	P	09/01/11	09/19/12
e UNITED NATURAL FOODS	P	09/01/11	09/19/12
f UNITED NATURAL FOODS	P	09/01/11	06/20/12
g UNITED NATURAL FOODS	P	09/01/11	06/20/12
h UNITED NATURAL FOODS	P	09/01/11	06/20/12
i UNITED NATURAL FOODS	P	09/01/11	06/20/12
j VITAMIN SHOPPE INC	P	03/09/12	07/13/12
k WABTEC	P	09/01/11	12/23/11
l WABTEC	P	09/01/11	02/07/12
m WABTEC	P	09/01/11	02/07/12
n WABTEC	P	09/01/11	02/08/12
o WABTEC	P	09/01/11	03/27/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 12,360.		9,371.	2,989.
b 25,035.		21,095.	3,940.
c 1,492.		1,004.	488.
d 2,984.		2,008.	976.
e 11,936.		8,035.	3,901.
f 2,666.		2,009.	657.
g 3,999.		3,013.	986.
h 5,332.		4,017.	1,315.
i 5,332.		4,017.	1,315.
j 12,644.		9,733.	2,911.
k 5,137.		4,469.	668.
l 1,760.		1,490.	270.
m 1,760.		1,490.	270.
n 3,518.		2,981.	537.
o 3,786.		2,981.	805.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			2,989.
b			3,940.
c			488.
d			976.
e			3,901.
f			657.
g			986.
h			1,315.
i			1,315.
j			2,911.
k			668.
l			270.
m			270.
n			537.
o			805.

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a WABTEC	P	09/01/11	03/27/12
b WABTEC	P	09/01/11	03/28/12
c WABTEC	P	09/01/11	04/04/12
d WABTEC	P	09/01/11	04/04/12
e WABTEC	P	09/01/11	04/20/12
f WABTEC	P	09/01/11	07/11/12
g WABTEC	P	09/01/11	07/11/12
h WABTEC	P	09/01/11	07/20/12
i WABTEC	P	09/01/11	07/24/12
j WABTEC	P	09/01/11	08/09/12
k ZOLL MEDICAL CORP	P	09/01/11	03/13/12
l ZOLL MEDICAL CORP	P	09/01/11	03/13/12
m ZOLL MEDICAL CORP	P	09/01/11	03/13/12
n ZOLL MEDICAL CORP	P	09/01/11	03/13/12
o ZOLL MEDICAL CORP	P	09/01/11	03/13/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 5,679.		4,471.	1,208.
b 7,416.		5,961.	1,455.
c 3,731.		2,981.	750.
d 11,193.		8,942.	2,251.
e 15,979.		11,923.	4,056.
f 3,719.		2,981.	738.
g 18,593.		14,900.	3,693.
h 11,404.		8,940.	2,464.
i 11,664.		8,940.	2,724.
j 11,718.		8,940.	2,778.
k 2,318.		1,074.	1,244.
l 9,271.		4,296.	4,975.
m 9,271.		4,296.	4,975.
n 9,271.		4,296.	4,975.
o 9,271.		4,295.	4,976.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			1,208.
b			1,455.
c			750.
d			2,251.
e			4,056.
f			738.
g			3,693.
h			2,464.
i			2,724.
j			2,778.
k			1,244.
l			4,975.
m			4,975.
n			4,975.
o			4,976.

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a ZOLL MEDICAL CORP	P	09/01/11	03/13/12
b ZOLL MEDICAL CORP	P	09/01/11	03/13/12
c CALVERT COMM NOTE	P	06/15/10	06/15/12
d CRM MID CAP VALUE	P	07/14/09	09/25/12
e CRM MID CAP VALUE	P	12/15/09	09/25/12
f CRM MID CAP VALUE	P	12/14/10	09/25/12
g FIDELITY FLOATING RATE	P	09/30/11	10/20/11
h OAKMARK INTL	P	11/16/10	08/27/12
i OAKMARK INTL	P	12/16/10	08/27/12
j PIMCO TOTAL RETURN	P	08/12/11	11/22/11
k PIMCO TOTAL RETURN	P	08/12/11	05/21/12
l PIMCO TOTAL RETURN	P	08/31/11	05/21/12
m PIMCO TOTAL RETURN	P	09/30/11	05/21/12
n UNITED PARCEL SERVICE	D	12/21/06	12/30/11
o UNITED PARCEL SERVICE	D	12/30/06	12/30/11

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 18,541.		8,593.	9,948.
b 18,541.		8,589.	9,952.
c 400,000.		400,000.	0.
d 1,485,870.		1,000,000.	485,870.
e 7,320.		5,814.	1,506.
f 8,886.		8,328.	558.
g 3,093.		3,044.	49.
h 1,561,459.		1,575,000.	<13,541.>
i 12,955.		13,524.	<569.>
j 1,099,980.		1,129,599.	<29,619.>
k 1,897,402.		1,870,401.	27,001.
l 4,087.		4,007.	80.
m 8,461.		8,130.	331.
n 385,201.		26.	385,175.
o 732.			732.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			9,948.
b			9,952.
c			0.
d			485,870.
e			1,506.
f			558.
g			49.
h			<13,541.>
i			<569.>
j			<29,619.>
k			27,001.
l			80.
m			331.
n			385,175.
o			732.

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

**Part IV** Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a UNITED PARCEL SERVICE	D	12/21/07	12/30/11
b UNITED PARCEL SERVICE	D	12/21/07	07/18/12
c UTIL SELECT SECTOR SPDR	P	03/31/11	03/13/12
d CAPITAL GAINS DIVIDENDS			
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 998,155.		68.	998,087.
b 2,290,606.		143.	2,290,463.
c 1,228,106.		1,098,645.	129,461.
d 292,764.			292,764.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			998,087.
b			2,290,463.
c			129,461.
d			292,764.
e			
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	4,805,472.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
CANYON-JOHNSON URBAN FUND III, LP	11,447.
CHARLES SCHWAB X5211	23,575.
COMMUNITY BANK OF THE BAY	475.
GREEN CHOICE BANK	1,651.
GUAYAKI RLOC	115,625.
LATINO COMMUNITY CREDIT UNION	1,723.
LEGACY 13, LLC - SCHWAB MONEY MARKET FUND	6.
MICROVEST SHORT DURATION FUND, LP	112,188.
NEW RESOURCE BANK	512.
ONE PACIFIC COAST BANK	441.
ROOT CAPITAL	20,000.
RSF - INVESTMENT FUND	2,391.
RSF - PRI FUND 02	3,799.
<b>TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A</b>	<b>293,833.</b>

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB X2820	48,019.	0.	48,019.
CHARLES SCHWAB X5211	1,175,373.	292,764.	882,609.
<b>TOTAL TO FM 990-PF, PART I, LN 4</b>	<b>1,223,392.</b>	<b>292,764.</b>	<b>930,628.</b>

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	100.	100.	
CANYON-JOHNSON URBAN FUND III, LP	<3,895.>	<3,895.>	
MICROVEST SHORT DURATION FUND, LP	<4,958.>	<4,958.>	
NATIVE AMERICAN NATURAL FOODS, LLC	<1,198.>	<1,198.>	
RSF SOCIAL FINANCE - PRI FUND 03	3,096.	3,096.	
PERSISTENT ENERGY PARTNERS	15,263.	15,263.	
<b>TOTAL TO FORM 990-PF, PART I, LINE 11</b>	<b>8,408.</b>	<b>8,408.</b>	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	42,635.	10,659.		0.
TO FORM 990-PF, PG 1, LN 16B	42,635.	10,659.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	208,884.	208,884.		0.
CONSULTING FEES	91,549.	0.		91,549.
TO FORM 990-PF, PG 1, LN 16C	300,433.	208,884.		91,549.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	159,828.	0.		0.
FOREIGN TAXES	101.	101.		0.
TO FORM 990-PF, PG 1, LN 18	159,929.	101.		0.

FORM 990-PF	OTHER EXPENSES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
GRANT ADMINISTRATION	68,213.	0.		68,213.
MISCELLANEOUS INVESTMENT COSTS	168.	168.		0.
LEGACY 13, LLC EXPENSES	14,450.	0.		14,450.
CANYON-JOHNSON URBAN FUND III, LLC	17,174.	17,174.		0.

MICROVEST SHORT DURATION FUND, LP	34,579.	34,579.	0.
OFFICE EXPENSES	2,381.	0.	0.
<b>TO FORM 990-PF, PG 1, LN 23</b>	<b>136,965.</b>	<b>51,921.</b>	<b>82,663.</b>

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
GUAYAKI PREFERRED	500,000.	800,000.
<b>TOTAL TO FORM 990-PF, PART II, LINE 10B</b>	<b>500,000.</b>	<b>800,000.</b>

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB X5211	COST	30,566,265.	35,619,158.
CHARLES SCHWAB X2820	COST	4,343,869.	4,779,234.
CANYON JOHNSON URBANK FUND III, LP	COST	632,413.	650,804.
IMPAX NEF II, LP	COST	265,472.	178,181.
ROOT CAPITAL	COST	800,000.	816,589.
MICRO ENERGY CREDITS	COST	100,000.	100,000.
MICROVEST SHORT DURATION FUND, LP	COST	1,572,550.	1,604,335.
<b>TOTAL TO FORM 990-PF, PART II, LINE 13</b>		<b>38,280,569.</b>	<b>43,748,301.</b>

FORM 990-PF OTHER ASSETS STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
LEGACY 13, LLC	66,502.	52,059.	52,059.
RSF SOCIAL FINANCE - PRI FUND 03	0.	403,096.	403,096.
PERSISTENT ENERGY PARTNERS	1,000,000.	1,000,000.	610,000.
YANSA RENOVABLES	0.	40,000.	40,000.
NATIVE AMERICAN NATURAL FOODS, LLC	0.	148,799.	150,000.
CALVERY COMMUNITY NOTE 6/30/2013 0.50%	0.	400,000.	400,000.
<b>TO FORM 990-PF, PART II, LINE 15</b>	<b>1,066,502.</b>	<b>2,043,954.</b>	<b>1,655,155.</b>

FORM 990-PF	OTHER LIABILITIES	STATEMENT 11	
DESCRIPTION	BOY AMOUNT	EOY AMOUNT	
CAPITAL ONE CARD PAYABLE	6,363.	1,076.	
TOTAL TO FORM 990-PF, PART II, LINE 22	6,363.	1,076.	

FORM 990-PF

LIST OF CONTROLLED ENTITIES  
PART VII-A, LINE 11

STATEMENT 12

NAME OF CONTROLLED ENTITY

EMPLOYER ID NO

LEGACY 13, LLC

20-8279363

ADDRESS

1521 E. LOST AVE  
COEUR D ALENE, ID 83814

FORM 990-PF OTHER PROGRAM-RELATED INVESTMENTS STATEMENT 13

DESCRIPTION	AMOUNT
NATIVE AMERICAN NATURAL FOODS, LLC	150,000.

DESCRIPTION	AMOUNT
YANSA RENOVABLES	40,000.

TOTAL TO FORM 990-PF, PART IX-B, LINE 3	190,000.
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