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 11/01 **, 2011, and ending** 10/31 **, 2012**

ARIA FOUNDATION
C/O TG TAX & ACCOUNTING SERVICES, LLC
1710 WATERS EDGE DRIVE
MINOOKA, IL 60447

A Employer identification number 13-3603275

B Telephone number (see the instructions) (815) 467-5500

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)* ► $ 36,902,185.

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1	Contributions, gifts, grants, etc, received (att sch)				
	2	Ck ► ☒ if the foundn is **not** req to att Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	749,103.	749,103.		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	254,925.			
	b	Gross sales price for all assets on line 6a 3,191,360.				
	7	Capital gain net income (from Part IV, line 2)		254,925.		
	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) See Statement 1	-103,165.	-103,165.		
	12	**Total.** Add lines 1 through 11	900,863.	900,863.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES	13	Compensation of officers, directors, trustees, etc	0.			
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) See St 2	338.			338.
	b	Accounting fees (attach sch) See St 3	19,250.	9,625.		9,625.
	c	Other prof fees (attach sch) See St 4	144,991.	144,692.		299.
	17	Interest	1,198.	1,198.		
	18	Taxes (attach schedule)(see instrs) See Stm 5	14,120.	4,120.		
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) See Statement 6	119,595.	119,592.		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	299,492.	279,227.		10,262.
	25	Contributions, gifts, grants paid Part XV	2,206,770.			2,206,770.
	26	**Total expenses and disbursements.** Add lines 24 and 25	2,506,262.	279,227.	0.	2,217,032.
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	-1,605,399.			
	b	**Net investment income** (if negative, enter -0-)		621,636.		
	c	**Adjusted net income** (if negative, enter -0-)			0.	

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			
	2	Savings and temporary cash investments	500,265.	287,837.	287,837.
	3	Accounts receivable ► 2.			
		Less: allowance for doubtful accounts ►		2.	
	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)			
	b	Investments — corporate stock (attach schedule)	1,937,970.	1,941,269.	2,063,112.
	c	Investments — corporate bonds (attach schedule)	570,000.	380,000.	380,641.
	11	Investments — land, buildings, and equipment: basis ►			
		Less: accumulated depreciation (attach schedule) ►			
	12	Investments — mortgage loans			
	13	Investments — other (attach schedule)	29,337,715.	28,131,443.	34,170,595.
	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)	32,345,950.	30,740,551.	36,902,185.
LIABILITIES	17	Accounts payable and accrued expenses			
	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)	0.	0.	
NET ASSETS OR FUND BALANCES		**Foundations that follow SFAS 117, check here ► ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ► ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	7,781,377.	7,781,377.	
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	24,564,573.	22,959,174.	
	30	**Total net assets or fund balances** (see instructions)	32,345,950.	30,740,551.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	32,345,950.	30,740,551.	

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	32,345,950.
2	Enter amount from Part I, line 27a	2	-1,605,399.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	30,740,551.
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	30,740,551.

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	SCHWAB - SEE STATEMENT ATTACHED (ST)	P	Various	Various
b	SCHWAB - SEE STATEMENT ATTACHED (LT)	P	Various	Various
c	ALBRIGHT VENTURES, LLC (FLOW-THRU)	P		
d	Capital gain dividends			
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	337,752.		319,925.	17,827.
b	2,767,451.		2,616,510.	150,941.
c	3,097.			3,097.
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				17,827.
b				150,941.
c				3,097.
d				83,060.
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**	254,925.
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	3,042,148.	38,235,740.	0.079563
2009	2,607,508.	36,378,319.	0.071678
2008	1,943,711.	33,663,330.	0.057740
2007	2,295,690.	45,010,928.	0.051003
2006	1,683,912.	40,795,211.	0.041277

2	**Total** of line 1, column (d)	**2**	0.301261
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**	0.060252
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	**4**	36,188,212.
5	Multiply line 4 by line 3	**5**	2,180,412.
6	Enter 1% of net investment income (1% of Part I, line 27b)	**6**	6,216.
7	Add lines 5 and 6	**7**	2,186,628.
8	Enter qualifying distributions from Part XII, line 4	**8**	2,217,032.

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			1	6,216.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	6,216.
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	6,216.
6	Credits/Payments:				
a	2011 estimated tax pmts and 2010 overpayment credited to 2011	6a	29,407.		
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	29,407.
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	23,191.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ►	23,191.	**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) ► VT			
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 ► TG TAX & ACCOUNTING SVCS, LLC Telephone no. ► (815) 467-5500

Located at ► 1710 WATERS EDGE DRIVE MINOOKA IL ZIP + 4 ► 60447

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

				Yes	No
	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__ .				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If 'Yes,' did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)*		3b	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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
SEE STATEMENT 7	0	0.	0.	0.
SEE STATEMENT 8	0	0.	0.	0.
ADAM & RACHEL ALBRIGHT 1710 WATERS EDGE DRIVE MINOOKA, IL 60447	0	0.	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
None		
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	36,438,015.
b Average of monthly cash balances			1b	301,287.
c Fair market value of all other assets (see instructions)			1c	
d Total (add lines 1a, b, and c)			1d	36,739,302.
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	36,739,302.
4 Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)			4	551,090.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4			5	36,188,212.
6 Minimum investment return. Enter 5% of line 5			6	1,809,411.

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	1,809,411.
2a Tax on investment income for 2011 from Part VI, line 5	2a	6,216.		
b Income tax for 2011. (This does not include the tax from Part VI)	2b			
c Add lines 2a and 2b			2c	6,216.
3 Distributable amount before adjustments Subtract line 2c from line 1			3	1,803,195.
4 Recoveries of amounts treated as qualifying distributions			4	
5 Add lines 3 and 4			5	1,803,195.
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	1,803,195.

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	2,217,032.
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	2,217,032.
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	6,216.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,210,816.

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					1,803,195.
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	362,050.				
f **Total** of lines 3a through e		362,050.			
4 Qualifying distributions for 2011 from Part XII, line 4: ► $ 2,217,032.					
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					1,803,195.
e Remaining amount distributed out of corpus		413,837.			
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		775,887.			
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		775,887.			
10 Analysis of line 9:					
a Excess from 2007					
b Excess from 2008					
c Excess from 2009					
d Excess from 2010	362,050.				
e Excess from 2011	413,837.				

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))

ADAM & RACHEL ALBRIGHT

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

SEE STATEMENT 8

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 STATEMENT 9			SEE STMT ATTACHED	2,206,770.
Total			► **3a**	2,206,770.
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	749,103.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	254,925.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a ALBRIGHT VENTURES - 11F			18	163.	
b SKOPOS FUND - 11F			18	-103,328.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				900,863.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 900,863.

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

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

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

▶ X | 4-30-13 | ▶ President

Signature of officer or trustee | 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 TROY GASS	Preparer's signature	Date 4/26/13	Check ☒ if self employed	PTIN P00294145
Firm's name ▶ TG TAX & ACCOUNTING SERVICES, LLC			Firm's EIN ▶ 46-1329692	
Firm's address ▶ PO Box 945 Minooka, IL 60447-0945			Phone no (815) 467-5500	

Form **8868**
(Rev January 2012)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

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

OMB No 1545-1709

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

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

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

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

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ► ☐

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

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions ARIA FOUNDATION	Employer identification number (EIN) or ☒ 13-3603275
	Number, street, and room or suite number If a P O box, see instructions. C/O TG TX & ACCTG, 1710 WATERS EDGE	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code For a foreign address, see instructions MINOOKA, IL 60447	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

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

- The books are in the care of ► TG TAX & ACCOUNTING SVCS, LLC

Telephone No. ► (815) 467-5500 FAX No. ► (815) 467-5505

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 6/15, 20 13, to file the exempt organization return for the organization named above The extension is for the organization's return for

► ☐ calendar year 20____ or

► ☒ tax year beginning 11/01, 20 11, and ending 10/31, 20 12

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	**3a**	$ 6,216.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	**3b**	$ 29,407.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	**3c**	$ 0.

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

BAA For Paperwork Reduction Act Notice, see Instructions. Form **8868** (Rev 1-2012)

ARIA FOUNDATION

FISCAL YEAR 11/1/2011 - 10/31/2012

CHARLES SCHWAB BROKERAGE A/C #2023-9916

QTY	DESCRIPTION	DATE ACQUIRED	SALE DATE	PROCEEDS	BASIS	TOTAL GAIN	ST	LT
95000	ALLSTATE BANK 4 35XXX** CALLED **DUE 11/19/12@ PAR EFF 1	11/12/2008	11/16/2011	$95,000 00	$95,000 00	$0 00		$0 00
21	CALL SPDR GOLD TRUST $170 EXP 03/17/12	2/22/2012	3/17/2012	$6,910 62	$0 00	$6,910 62	$6,910 62	
21	CALL SPDR GOLD TRUST $170 EXP 03/17/12	2/22/2012	3/17/2012	$6,910 61	$0 00	$6,910 61	$6,910 61	
14	CALL SPDR GOLD TRUST $170 EXP 03/17/12	2/22/2012	3/17/2012	$4,607 07	$0 00	$4,607 07	$4,607 07	
95000	DORAL BANK 4 7XXX**MATURED** DUE 11/25/11	11/12/2008	11/25/2011	$95,000 00	$95,000 00	$0 00		$0 00
15301 072	DOUBLELINE TOTAL RETURN BD FD CL I	9/12/2011	6/8/2012	$171,195 00	$172,446 67	($1,251 67)	($1,251 67)	
400	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	5/22/2012	$15,292 91	$16,407 60	($1,114 69)		($1,114 69)
400	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	5/22/2012	$15,292 91	$16,411 20	($1 118 29)		($1,118 29)
795	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	5/22/2012	$30,394 66	$32,618 05	($2,223 39)		($2,223 39)
400	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	5/22/2012	$15,292 91	$16,411 24	($1,118 33)		($1,118 33)
400	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	5/22/2012	$15,292 91	$16,407 60	($1,114 69)		($1,114 69)
1800	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	5/22/2012	$68,818 10	$73,830 60	($5,012 50)		($5,012 50)
200	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	5/22/2012	$7,646 46	$8,205 62	($559 16)		($559 16)
400	ISHARES MSCI EMRG MKT FDEMERGING MARKETS INDX FD	11/24/2009	5/22/2012	$15,292 91	$16,406 80	($1,113 89)		($1,113 89)
335 999	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	4/23/2012	6/8/2012	$4,911 53	$5,036 63	($125 10)	($125 10)	
347 906	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	10/25/2011	6/8/2012	$5,085 59	$5,131 62	($46 03)	($46 03)	
6530 449	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	2/16/2010	6/8/2012	$95,460 16	$90,446 72	$5,013 44		$5,013 44
972 225	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	12/20/2011	6/8/2012	$14,211 70	$13,834 76	$376 94	$376 94	
470 865	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	5/23/2012	6/8/2012	$6,882 96	$6,846 37	$36 59	$36 59	
374 647	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	2/23/2012	6/8/2012	$5,476 48	$5,645 93	($169 45)	($169 45)	
359 628	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	9/20/2011	6/8/2012	$5,256 94	$5,279 34	($22 40)	($22 40)	
283 953	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	1/24/2012	6/8/2012	$4,150 74	$4,185 46	($34 72)	($34 72)	
288 167	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	3/23/2012	6/8/2012	$4,212 34	$4,357 08	($144 74)	($144 74)	
481 92	LOOMIS SAYLES STRATEGIC INCOME FD CL Y	11/22/2011	6/8/2012	$7,044 56	$6,867 36	$177 20	$177 20	
100	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/16/2011	$4,942 43	$4,284 90	$657 53		$657 53
100	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/16/2011	$4,942 34	$4,284 90	$657 44		$657 44
50	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/16/2011	$2,471 27	$2,142 45	$328 82		$328 82
550	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/16/2011	$27,183 37	$23,566 95	$3,616 42		$3,616 42
100	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/16/2011	$4,942 43	$4,284 40	$658 03		$658 03
150	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/16/2011	$7,413 64	$6,426 60	$987 04		$987 04
100	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/16/2011	$4,942 58	$4,284 90	$657 68		$657 68
100	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/16/2011	$4,942 61	$4,284 92	$657 69		$657 69
50	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/16/2011	$2,471 30	$2,142 46	$328 84		$328 84
100	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/16/2011	$4,942 58	$4,284 92	$657 66		$657 66
100	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/16/2011	$4,942 61	$4,284 92	$657 69		$657 69
50	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/16/2011	$2,471 30	$2,142 46	$328 84		$328 84
237	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/30/2011	$11,543 84	$10,152 84	$1,391 00		$1,391 00
763	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/30/2011	$37,164 32	$32,689 97	$4,474 35		$4,474 35
200	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/30/2011	$9,741 63	$8,567 84	$1,173 79		$1,173 79
237	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/30/2011	$11,543 83	$10,147 16	$1,396 67		$1,396 67
463	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/30/2011	$22,551 87	$19,834 46	$2,717 41		$2,717 41
700	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/30/2011	$34,095 71	$29,987 30	$4,108 41		$4,108 41
200	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/30/2011	$9,741 63	$8,567 40	$1,174 23		$1,174 23
200	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/30/2011	$9,741 63	$8,567 84	$1,173 79		$1,173 79
100	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/30/2011	$4,870 73	$4,284 40	$586 33		$586 33
187	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/30/2011	$9,108 43	$8,011 83	$1,096 60		$1,096 60
1400	MARKET VECTORS ETF TRUSTAGRIBUSINESS	11/24/2009	11/30/2011	$68,191 42	$59,981 60	$8,209 82		$8,209 82
32 131	MATTHEWS PACIFIC TIGER FUND	12/9/2010	11/30/2011	$679 57	$743 84	($64 27)	($64 27)	
1325 557	MATTHEWS PACIFIC TIGER FUND	11/24/2009	11/30/2011	$28,035 53	$25,000 00	$3,035 53		$3,035 53
10 202	MATTHEWS PACIFIC TIGER FUND	12/9/2009	11/30/2011	$215 77	$193 53	$22 24		$22 24
8252 279	MATTHEWS PACIFIC TIGER FUND	12/21/2009	11/30/2011	$174,535 70	$153,905 00	$20,630 70		$20,630 70

ARIA FOUNDATION

FISCAL YEAR 11/1/2011 - 10/31/2012

CHARLES SCHWAB BROKERAGE A/C #2023-9916

QTY	DESCRIPTION	DATE ACQUIRED	SALE DATE	PROCEEDS	BASIS	TOTAL GAIN	ST	LT
2000	NEW RESOURCE BANK CALIFORNIA	5/16/2012	5/21/2012	$6,390 91	19928 4	($13,537 49)		($13,537 49)
18000	NEW RESOURCE BANK CALIFORNIA	5/16/2012	6/7/2012	$46,520 01	179355 64	($132,835 63)		($132,835 63)
526 709	PIMCO TOTAL RETURN FUND INSTL CL	2/29/2012	6/8/2012	$5,930 27	$5,857 00	$73 27	$73 27	
549 084	PIMCO TOTAL RETURN FUND INSTL CL	11/30/2010	6/8/2012	$6,182 19	$6,308 98	($126 79)		($126 79)
575 439	PIMCO TOTAL RETURN FUND INSTL CL	5/31/2011	6/8/2012	$6,478 93	$6,364 36	$114 57		$114 57
5201 856	PIMCO TOTAL RETURN FUND INSTL CL	2/16/2010	6/8/2012	$58,568 27	$56,908 30	$1,659 97		$1,659 97
491 936	PIMCO TOTAL RETURN FUND INSTL CL	8/31/2011	6/8/2012	$5,538 76	$5,416 21	$122 55	$122 55	
562 546	PIMCO TOTAL RETURN FUND INSTL CL	1/31/2012	6/8/2012	$6,333 76	$6,255 51	$78 25	$78 25	
572 067	PIMCO TOTAL RETURN FUND INSTL CL	4/29/2011	6/8/2012	$6,440 96	$6,309 90	$131 06		$131 06
599 04	PIMCO TOTAL RETURN FUND INSTL CL	4/30/2012	6/8/2012	$6,744 65	$6,721 23	$23 42	$23 42	
652 886	PIMCO TOTAL RETURN FUND INSTL CL	3/30/2012	6/8/2012	$7,350 91	$7,240 51	$110 40	$110 40	
663 091	PIMCO TOTAL RETURN FUND INSTL CL	5/31/2012	6/8/2012	$7,465 81	$7,479 67	($13 86)	($13 86)	
392 509	PIMCO TOTAL RETURN FUND INSTL CL	2/26/2010	6/8/2012	$4,419 30	$4,313 67	$105 63		$105 63
581 528	PIMCO TOTAL RETURN FUND INSTL CL	10/29/2010	6/8/2012	$6,547 48	$6,798 06	($250 58)		($250 58)
14024 954	PIMCO TOTAL RETURN FUND INSTL CL	3/8/2010	6/8/2012	$157,908 43	$154,134 25	$3,774 18		$3,774 18
350 451	PIMCO TOTAL RETURN FUND INSTL CL	1/29/2010	6/8/2012	$3,945 76	$3,840 94	$104 82		$104 82
554 72	PIMCO TOTAL RETURN FUND INSTL CL	6/30/2011	6/8/2012	$6,245 65	$6,096 37	$149 28	$149 28	
519 568	PIMCO TOTAL RETURN FUND INSTL CL	7/29/2011	6/8/2012	$5,849 87	$5,767 20	$82 67	$82 67	
342	SPDR GOLD TRUST SPDR GOLD SHARES	11/1/2007	6/11/2012	$52,717 44	$26,713 85	$26,003 59		$26,003 59
258	SPDR GOLD TRUST SPDR GOLD SHARES	11/1/2007	6/11/2012	$39,769 30	$20,152 55	$19,616 75		$19,616 75
600	SPDR GOLD TRUST SPDR GOLD SHARES	11/1/2007	6/11/2012	$92,486 74	$46,866 40	$45,620 34		$45,620 34
2070	SPDR GOLD TRUST SPDR GOLD SHARES	11/1/2007	6/11/2012	$319,079 26	$161,689 07	$157,390 19		$157,390 19
50	SPDR GOLD TRUST SPDR GOLD SHARES	11/1/2007	6/11/2012	$7,707 23	$3,905 53	$3,801 70		$3,801 70
100	SPDR GOLD TRUST SPDR GOLD SHARES	11/1/2007	6/11/2012	$15,414 45	$7,811 07	$7,603 38		$7,603 38
1100	SPDR GOLD TRUST SPDR GOLD SHARES	11/1/2007	6/11/2012	$169,559 02	$85,921 73	$83,637 29		$83,637 29
1841 183	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/16/2011	$102,049 08	$112,257 48	($10,208 40)		($10,208 40)
999 5213	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/16/2011	$55,399 29	$60,941 12	($5,541 83)		($5,541 83)
34 2957	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	10/1/2008	11/16/2011	$1,900 87	$2,830 82	($929 95)		($929 95)
100	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/28/2011	$5,110 67	$6,097 03	($986 36)		($986 36)
200	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/28/2011	$10,223 34	$12,194 06	($1,970 72)		($1,970 72)
200	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/28/2011	$10,223 34	$12,194 06	($1,970 72)		($1,970 72)
158 817	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/28/2011	$8,115 19	$9,683 12	($1,567 93)		($1,567 93)
213	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/28/2011	$10,883 82	$12,986 67	($2,102 85)		($2,102 85)
385	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/28/2011	$19,672 63	$23,473 56	($3,800 93)		($3,800 93)
27	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/28/2011	$1,379 61	$1,645 93	($266 32)		($266 32)
100	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/28/2011	$5,109 77	$6,097 03	($987 26)		($987 26)
143 183	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/28/2011	$7,316 34	$8,728 48	($1,412 14)		($1,412 14)
1100	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/28/2011	$56,207 50	$67,067 33	($10,859 83)		($10,859 83)
100	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/28/2011	$5,110 67	$6,097 03	($986 36)		($986 36)
100	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/28/2011	$5,110 67	$6,097 03	($986 36)		($986 36)
100	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/28/2011	$5,109 77	$6,096 03	($986 26)		($986 26)
987	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	11/28/2011	$50,433 46	$60,177 69	($9,744 23)		($9,744 23)
2127	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	6/18/2012	$99,983 33	$129,662 56	($29,679 23)		($29,679 23)
100	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	9/6/2012	$5,434 64	$6,093 03	($658 39)		($658 39)
200	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	9/6/2012	$10,869 47	$12,186 06	($1,316 59)		($1,316 59)
300	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	9/6/2012	$16,304 20	$18,279 09	($1,974 89)		($1,974 89)
200	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	9/6/2012	$10,869 47	$12,186 06	($1,316 59)		($1,316 59)
200	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	9/6/2012	$10,869 47	$12,186 06	($1,316 59)		($1,316 59)
500	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	9/6/2012	$27,175 67	$30,465 15	($3,289 48)		($3,289 48)
100	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	9/6/2012	$5,434 64	$6,093 03	($658 39)		($658 39)
302 817	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	9/6/2012	$16,457 30	$18,459 81	($2,002 51)		($2,002 51)
576 183	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	9/6/2012	$31,314 03	$35,107 00	($3,792 97)		($3,792 97)

ARIA FOUNDATION

FISCAL YEAR 11/1/2011 - 10/31/2012

CHARLES SCHWAB BROKERAGE A/C #2023-9916

QTY	DESCRIPTION	DATE ACQUIRED	SALE DATE	PROCEEDS	BASIS	TOTAL GAIN	ST	LT
400	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	9/6/2012	$21,740 54	$24,384 12	($2,643 58)		($2,643 58)
500	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	9/6/2012	$27,173 67	$30,465 15	($3,291 48)		($3,291 48)
200	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	9/6/2012	$10,869 47	$12,186 06	($1,316 59)		($1,316 59)
100	SPDR S&P OIL & GAS EXPL PRODUCTION ETF	7/17/2008	9/6/2012	$5,434 64	$6,093 03	($658 39)		($658 39)
180 278	VANGUARD GNMA FUND ADMIRAL SHARE	5/31/2012	6/8/2012	$1,997 20	$1,995 68	$1 52	$1 52	
212 221	VANGUARD GNMA FUND ADMIRAL SHARE	10/29/2010	6/8/2012	$2,351 08	$2,357 77	($6 69)		($6 69)
204 956	VANGUARD GNMA FUND ADMIRAL SHARE	12/31/2010	6/8/2012	$2,270 59	$2,201 23	$69 36		$69 36
197 699	VANGUARD GNMA FUND ADMIRAL SHARE	4/29/2011	6/8/2012	$2,190 20	$2,143 06	$47 14		$47 14
197 018	VANGUARD GNMA FUND ADMIRAL SHARE	2/29/2012	6/8/2012	$2,182 65	$2,177 05	$5 60	$5 60	
249 073	VANGUARD GNMA FUND ADMIRAL SHARE	4/30/2010	6/8/2012	$2,759 34	$2,680 03	$79 31		$79 31
214 692	VANGUARD GNMA FUND ADMIRAL SHARE	10/31/2011	6/8/2012	$2,378 45	$2,389 52	($11 07)	($11 07)	
738 014	VANGUARD GNMA FUND ADMIRAL SHARE	12/29/2011	6/8/2012	$8,176 04	$8,162 43	$13 61	$13 61	
209 711	VANGUARD GNMA FUND ADMIRAL SHARE	7/29/2011	6/8/2012	$2,323 27	$2,308 92	$14 35	$14 35	
136 669	VANGUARD GNMA FUND ADMIRAL SHARE	12/29/2011	6/8/2012	$1,514 08	$1,511 56	$2 52	$2 52	
7459 757	VANGUARD GNMA FUND ADMIRAL SHARE	3/13/2009	6/8/2012	$82,642 48	$79,374 80	$3,267 68		$3,267 68
211 895	VANGUARD GNMA FUND ADMIRAL SHARE	6/30/2011	6/8/2012	$2,347 47	$2,313 89	$33 58	$33 58	
219 164	VANGUARD GNMA FUND ADMIRAL SHARE	9/30/2010	6/8/2012	$2,427 99	$2,415 19	$12 80		$12 80
212 376	VANGUARD GNMA FUND ADMIRAL SHARE	8/31/2011	6/8/2012	$2,352 79	$2,370 12	($17 33)	($17 33)	
175 549	VANGUARD GNMA FUND ADMIRAL SHARE	6/30/2010	6/8/2012	$1,944 81	$1,931 04	$13 77		$13 77
195 436	VANGUARD GNMA FUND ADMIRAL SHARE	1/31/2012	6/8/2012	$2,165 13	$2,167 38	($2 25)	($2 25)	
204 048	VANGUARD GNMA FUND ADMIRAL SHARE	5/31/2011	6/8/2012	$2,260 53	$2,234 33	$26 20		$26 20
193 427	VANGUARD GNMA FUND ADMIRAL SHARE	5/28/2010	6/8/2012	$2,142 87	$2,104 49	$38 38		$38 38
199 2	VANGUARD GNMA FUND ADMIRAL SHARE	2/28/2011	6/8/2012	$2,206 83	$2,137 42	$69 41		$69 41
48 989	VANGUARD GNMA FUND ADMIRAL SHARE	3/30/2012	6/8/2012	$542 72	$539 37	$3 35	$3 35	
216 256	VANGUARD GNMA FUND ADMIRAL SHARE	9/30/2011	6/8/2012	$2,395 78	$2,413 42	($17 64)	($17 64)	
182 04	VANGUARD GNMA FUND ADMIRAL SHARE	4/30/2012	6/8/2012	$2,016 72	$2,011 54	$5 18	$5 18	
197 665	VANGUARD GNMA FUND ADMIRAL SHARE	3/30/2012	6/8/2012	$2,189 82	$2,176 29	$13 53	$13 53	
206 145	VANGUARD GNMA FUND ADMIRAL SHARE	1/31/2011	6/8/2012	$2,283 76	$2,211 94	$71 82		$71 82
146 966	VANGUARD GNMA FUND ADMIRAL SHARE	3/30/2012	6/8/2012	$1,628 15	$1,618 10	$10 05	$10 05	
203 005	VANGUARD GNMA FUND ADMIRAL SHARE	11/30/2011	6/8/2012	$2,248 98	$2,265 54	($16 56)	($16 56)	
334 049	VANGUARD GNMA FUND ADMIRAL SHARE	12/30/2010	6/8/2012	$3,700 74	$3,577 66	$123 08		$123 08
201 635	VANGUARD GNMA FUND ADMIRAL SHARE	3/31/2011	6/8/2012	$2,233 80	$2,161 53	$72 27		$72 27
207 367	VANGUARD GNMA FUND ADMIRAL SHARE	12/30/2011	6/8/2012	$2,297 30	$2,295 55	$1 75	$1 75	
196 195	VANGUARD GNMA FUND ADMIRAL SHARE	11/30/2010	6/8/2012	$2,173 53	$2,171 88	$1 65		$1 65
191 735	VANGUARD GNMA FUND ADMIRAL SHARE	7/30/2010	6/8/2012	$2,124 12	$2,124 42	($0 30)		($0 30)
1209 255	VANGUARD GNMA FUND ADMIRAL SHARE	12/30/2010	6/8/2012	$13,396 66	$12,951 12	$445 54		$445 54
220 71	VANGUARD GNMA FUND ADMIRAL SHARE	8/31/2010	6/8/2012	$2,445 12	$2,447 67	($2 55)		($2 55)
				$3,105,203.06	**$2,936,435.46**	**$168,767.60**	**$17,826.82**	**$150,940.78**
		SHORT TERM		$ 337,751 94	$ 319,925 12	$ 17,826 82		
		LONG TERM		$ 2,767,451 12	$ 2,616,510 34	$ 150,940 78		

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
ALBRIGHT VENTURES - 11F	$ 163.	$ 163.	
SKOPOS FUND - 11F	-103,328.	-103,328.	
Total	$ -103,165.	$ -103,165.	$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
LEGAL FEES	$ 338.			$ 338.
Total	$ 338.	$ 0.	$ 0.	$ 338.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ACCOUNTING FEES	$ 19,250.	$ 9,625.		$ 9,625.
Total	$ 19,250.	$ 9,625.	$ 0.	$ 9,625.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BMO HARRIS BANK - AGENCY FEES	$ 2,385.	$ 2,385.		
CHARLES SCHWAB - INVESTMENT FEES	120.	120.		
MANAGEMENT / ADVISORY FEES	142,187.	142,187.		
REGISTERED AGENT FEE (VT)	299.			$ 299.
Total	$ 144,991.	$ 144,692.	$ 0.	$ 299.

Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
EXCISE TAXES PAID	$ 10,000.			
FOREIGN TAXES PAID	4,120.	$ 4,120.		
Total	$ 14,120.	$ 4,120.	$ 0.	$ 0.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ALBRIGHT VENTURES, LLC - 13K,L	$ 86,336.	$ 86,336.		
ALBRIGHT VENTURES, LLC - 18C	3.			
MPM BIOVENTURES V, LP - 13K	33,256.	33,256.		
Total	$ 119,595.	$ 119,592.	$ 0.	$ 0.

Statement 7
Form 990-PF, Part VIII, Line 1
List of Officers, Directors, Trustees, and Key Employees

Name and Address	Title and Average Hours Per Week Devoted	Compensation	Contribution to EBP & DC	Expense Account / Other
ADAM ALBRIGHT C/O TG TAX & ACCOUNTING SVCS, LLC 1710 WATERS EDGE DRIVE MINOOKA, IL 60447	PRESIDENT PART-TIME	$ -	$ -	$ -
RACHEL ALBRIGHT C/O TG TAX & ACCOUNTING SVCS, LLC 1710 WATERS EDGE DRIVE MINOOKA, IL 60447	VICE PRESIDENT PART-TIME	$ -	$ -	$ -
MIKA ALBRIGHT C/O TG TAX & ACCOUNTING SVCS, LLC 1710 WATERS EDGE DRIVE MINOOKA, IL 60447	DIRECTOR PART-TIME	$ -	$ -	$ -
ELLIOTT M. FRIEDMAN 1313 WEST 175TH STREET HOMEWOOD, IL 60430	TREASURER PART-TIME	$ -	$ -	$ -
RUTH S. FLYNN 188 KING STREET SUITE B CHARLESTON, SC 29401	SECRETARY PART-TIME	$ -	$ -	$ -
	GRAND TOTAL	$ -	$ -	$ -

Statement 8
Form 990-PF, Part XV
Information Regarding Managers Owning 10% Stock

ADAM, RACHEL & MIKA ALBRIGHT COLLECTIVELY OWN GREATER THAN 10% OF ALBRIGHT VENTURES, LLC, A PARTNERSHIP CONSISTING OF POOLED INVESTORS. ARIA FOUNDATION IS ALSO INVESTED IN ALBRIGHT VENTURES, LLC, AND ALSO OWNS GREATER THAN 10% OF THAT ENTITY. ALBRIGHT VENTURES, LLC INVESTS PRIMARILY IN UNDERLYING VENTURE CAPITAL PARTNERSHIPS.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		AMOUNT
Alicia Patterson Foundation 1025 F Street, NW Suite 700 Washington, DC 20004	NONE PRIVATE OPERATING FOUNDATION	GENERAL	$	10,000 00
American Humanist Association 1777 T Street, NW Washington, DC 20009	NONE PUBLIC	GENERAL	$	45,000 00
American Indian College Fund 8333 Greenwood Blvd Denver, CO 80221	NONE PUBLIC	GENERAL	$	20,000 00
Astea Lesbian Foundation for Justice 116 East 16th Street, 7th Fl New York, NY 10003	NONE PUBLIC	GENERAL	$	45,000 00
Berkshire Country Day School PO Box 867, Route 183 Lenox, MA 01240	NONE PUBLIC	GENERAL	$	110,000 00
Berkshire Natural Resources Council 20 Bank Row Pittsfield, MA 01201	NONE PUBLIC	GENERAL	$	5,000 00
Confluence Philanthropy 475 Riversie Drive, Suite 900 New York, NY 10115	NONE PUBLIC	GENERAL	$	10,175 00
Doctors Without Borders PO Box 5030 Hagerstown, MD 21741-5030	NONE PUBLIC	GENERAL	$	25,000 00
Elizabeth Freeman Center 43 Francis Avenue Pittsfield, MA 01201	NONE PUBLIC	GENERAL	$	10,000 00
Environmental Working Group 1436 U Street, NW Suite 100 Washington, DC 20009	NONE PUBLIC	GENERAL	$	25,000 00
Ex-Prisoners & Prisoners Organizing for Community Advancement 4 King Street Worcester, MA 01610	NONE PUBLIC	GENERAL	$	20,000 00
Futures for Children 9600 Tennyson St NE Albuquerque, NM 87122-2282	NONE PUBLIC	GENERAL	$	360,000 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		AMOUNT
Gay, Lesbian, Straight Education Network 90 Broad Street, 2nd Fl New York, NY 10012	NONE PUBLIC	GENERAL	$	10,000 00
Global Fund For Women 1375 Sutter Street Suite 400 San Francisco, CA 94109	NONE PUBLIC	GENERAL	$	216,334 00
Global Greengrants Fund 2840 Wilderness Place Suite E Boulder, CO 80301	NONE PUBLIC	GENERAL	$	25,000 00
Human Rights Campaign 1640 Rhode Island Ave , N W Washington, D C 20036-3278	NONE PUBLIC	GENERAL	$	20,000 00
ICLEI 180 Canal Street, Suite 401 Boston, MA 02114	NONE PUBLIC	GENERAL	$	5,000 00
Institute for Sustainable Communities 535 Stone Cutters Way Montpelier, VT 05602	NONE PUBLIC	GENERAL	$	30,000 00
Manomet Center for Conservation Sciences PO Box 1770 Manomet, MA 02345	NONE PUBLIC	GENERAL	$	30,000 00
Marijuana Policy Center PO Box 77492 Capitol Hill Washington, DC 20013	NONE PUBLIC	GENERAL	$	10,000 00
National Center for Lesbian Rights 870 Market Street Suite 370 San Francisco, CA 94102	NONE PUBLIC	GENERAL	$	5,000 00
Native American Rights Fund 1506 Broadway Boulder, CO 80302	NONE PUBLIC	GENERAL	$	20,000 00
Natural Resources Defense Council 40 West 20th Street New York, NY 10011	NONE PUBLIC	GENERAL	$	209,261 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		AMOUNT
Neighbor to Neighbor 1550 Blue Spruce Drive Fort Collins, CO 80524	NONE PUBLIC	GENERAL	$	20,000 00
Northwest Network of Bisexual, Transgender, Lesbian and Gay Survivors of Abuse PO Box 20398 Seattle, WA 98102	NONE PUBLIC	GENERAL	$	75,000 00
Oglala Lakota College PO Box 490 Piya Wiconi Road Kyle, SD 57752-0490	NONE PUBLIC	GENERAL	$	20,000 00
Post Carbon Institute 613 4th Street, Suite 208 Santa Rosa, CA 95404	NONE PUBLIC	GENERAL	$	45,000 00
Pride Foundation 1122 East Pike St PMB 1001 Seattle, WA 98122-3934	NONE PUBLIC	GENERAL	$	10,000 00
Public Campaign 1320 19th Street Suite M-1 Washington, DC 20036	NONE PUBLIC	GENERAL	$	10,000 00
Rachel's Network 1200 18th St , NW Washington, DC 20036	NONE PUBLIC	GENERAL	$	5,000 00
Rainforest Alliance 665 Broadway Suite 500 New York, NY 10012	NONE PUBLIC	GENERAL	$	650,000 00
Resources for the Future 1616 P Street, NW, Suite 600 Washington, DC 20036	NONE PUBLIC	GENERAL	$	5,000 00
Resource Generation 220 E 23rd St , Suite 509 New York, NY 10010	NONE PUBLIC	GENERAL	$	31,000 00
Rocky Mountain Institute 1739 Snowmass Creek Road Snowmass, CO 81654-9199	NONE PUBLIC	GENERAL	$	15,000 00

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION		AMOUNT
Sausalito Arts Association PO Box 217 Sausalito, CA 94966	NONE PUBLIC	GENERAL	$	10,000 00
Southerners on New Ground 250 Georgia Avenue, Suite 201 Atlanta, GA 30312	NONE PUBLIC	GENERAL	$	20,000 00
Sylvia Rivera Law Project 147 W 24th Street, 5th Floor New York, NY 10011	NONE PUBLIC	GENERAL	$	20,000 00
Tibet Fund 241 E 32nd St New York, NY 10016	NONE PUBLIC	GENERAL	$	5,000 00
TOTAL CHARITABLE CONTRIBUTIONS			$	2,206,770 00

Balance Sheet
Corporate stock (Form 990-PF)[O]

SEE STATEMENT ATTACHED		$ 1,941,269.
	Total	$ 1,941,269.

Balance Sheet
Corporate bonds (Form 990-PF)[O]

SEE STATEMENT ATTACHED		$ 380,000.
	Total	$ 380,000.

Balance Sheet
Other (Form 990-PF)[O]

SEE STATEMENT ATTACHED		$ 28,131,443.
	Total	$ 28,131,443.

ARIA FOUNDATION Y/E 10/31/12 13-3603275

FORM 990-PF PART II LINES 10 b INVESTMENTS - CORPORATE STOCK	BASIS END OF YEAR	MKT VAL END OF YEAR
CHARLES SCHWAB ACCOUNT (SEE STATEMENT ATTACHED)	314,225 59	639,436 25
WENTWORTH (SEE STATEMENT ATTACHED)	1,627,043.07	1,423,675 57
	1,941,268 66	2,063,111 82

FORM 990-PF PART II LINES 10 c INVESTMENTS - BONDS	BASIS END OF YEAR	MKT VAL END OF YEAR
CHARLES SCHWAB ACCOUNT (SEE STATEMENT ATTACHED)	380,000 00	380,641 25
	380,000 00	380,641.25

FORM 990-PF PART II LINE 13, INVESTMENTS - OTHER	BASIS END OF YEAR	MKT VAL END OF YEAR
CHARLES SCHWAB ACCOUNT (SEE STATEMENT ATTACHED)	22,793,415 26	28,152,425 57
LIONGATE	900,000 00	865,298.00
PRISMA	900,000 00	924,774 00
MPM BIOVENTURES V	534,807 00	626,231 00
ALBRIGHT VENTURES LLC	1,901,287 91	2,517,493 00
SKOPOS	301,953 00	310,351 00
JABCAP EMEA	399,980.00	382,870 00
NB GREATER CHINA LONG/SHORT EQUITY FUND	400,000 00	391,152 00
	28,131,443.17	34,170,594 57

ARIA FOUNDATION **13-3603275**

CHARLES SCHWAB Y/E 10/31/2012

STOCKS

# SHARES	DESCRIPTION	10/31/2012 COST BASIS	10/31/2012 FMV
8,562 3500	KINDER MORGAN MGMT LLC	314,225 59	639,436 25
		$ 314,225 59	$ 639,436 25

CERTIFICATES OF DEPOSIT

QUANTITY	DESCRIPTION	10/31/2012 BOOK BASIS	10/31/2012 FMV
95,000 00	CAPITAL ONE BANK NA MCLEAN VA 4 65% DUE 11/19/12	95,000 00	95,154.85
95,000.00	CAPITAL ONE BANK USA NA GLEN ALLEN VA 4.65% DUE 11/19/12	95,000 00	95,154 85
95,000 00	DISCOVER BANK GREENWOOD DE 4 6% DUE 11/19/12	95,000 00	95,152 95
95,000 00	SALLIE MAE BANK 4 7% DUE 11/21/12	95,000 00	95,178 60
		$ 380,000 00	$ 380,641 25

MUTUAL FUNDS / OTHER INVESTMENTS

# SHARES	DESCRIPTION	10/31/2012 BOOK BASIS	10/31/2012 FMV
57,331 380	ALLIANZ NFJ INTL VALUE INST	1,217,125 55	1,172,426 66
95,140 920	DOUBLELINE TOTAL RETURN BD FD CL I	1,071,569 58	1,081,752.27
2,442	ETFS PHYS PLATINUM ETF	387,146 73	377,166 90
10,853 000	FRANKLIN GOLD & PRECIOUS	491,141.61	396,351 71
48,997 170	FRANKLIN INTL SMALL CAP GROWTH FD	816,103 60	806,003 40
11,817 020	HARTFORD CAPITAL APPR FUND CL I	372,205 54	386,652 86
8,905.49	ING RUSSIA FUND CL A	390,951 00	279,988 61
7,155	ISHARES TR MSCI EAFE	395,408 41	383,329 13
114,232 025	LATEEF I	1,041,565 00	1,360,503 42
44,526 16	LOOMIS SAYLES GLOBAL BOND	692,164.87	772,974 14
72,697 910	LOOMIS SAYLES STRATEGIC	1,001,272 32	1,111,551 03
11,963	MARKET VECTORS ETF TRUST	511,590 82	613,462.64
26,433 490	OPPENHEIMER DEVELOPING MARKETS	732,511 06	895,566 71
64,528 340	PIMCO FOREIGN BOND	690,562 01	744,657 02
186,807 520	PIMCO TOTAL RETURN	2,033,537 72	2,165,099 18
56,490 981	SNOW CAPITAL OPPTY I	1,066,646 94	1,121,910 88
40,165 0000	SPDR GOLD TRUST	2,512,209.08	6,700,726 95
4,100 0000	SPDR S&P EMERGING MKTS DIV FD	183,114.95	177,571.00
17,941 0000	SPDR S&P OIL & GAS EXPL PRODUCTION	766,318 05	964,687 57
289,319 1400	TEMPLETON GLOBAL BOND	3,743,521 75	3,891,342 41
14,601 400	VAN ECK GLOBAL HARD ASSETS FD CL I	766,236.91	661,151 57
63,168.2400	VANGUARD GNMA FUND	672,455 21	696,745 64
21,626.1300	VANGUARD PRECIOUS METALS	459,559 13	374,997 15
14,046 0000	VANUGARD TOTAL STOCK MKT	778,497 42	1,015,806 72
		$ 22,793,415 26	$ 28,152,425 57

TOTAL		***$ 23,487,640.85***	***$ 29,172,503.07***

• *Details of assets in your account*

DESCRIPTION OF ASSET		QUANTITY	X	CURRENT UNIT VALUE	=	CURRENT TOTAL MARKET VALUE	-	FEDERAL TAX COST	=	UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CASH & SHORT-TERM												
VIRTUS INSIGHT GOVERNMENT MONEY MARKET FUND I		101,439.540		1 0000		101,439 54		101,439.54		0.00	13.59	0.01%
TOTAL CASH & SHORT-TERM						**$101,439.54**√		**$101,439.54**√		**$0.00**	**$13.59**	**.01%**
EQUITY/HIGH VOLATILITY												
U.S. equity												
AGRIUM INC Materials	AGU	600.000		105.5400		63,324.00		19,181.88		44,142.12	600.00	0.95%
AXA AMERICAN DEPOSITORY RECEIPT Financials	AXAHY	410.000		15.9300		6,531.30		13,615.02		-7,083.72	300.12	4.59%
BASF SE SPONSORED AMERICAN DEPOSITORY RECEIPT Materials	BASFY	635.000		82.6100		52,457 35		39,213.45		13,243.90	1,532.26	2.92%
BHP BILLITON LTD AMERICAN DEPOSITORY RECEIPT Materials	BHP	1,415.000		70 7400		100,097.10		98,330.40		1,766.70	3,169.60	3.17%
BRITISH AMERN TOB PLC SPNS ADR Consumer staples	BTI	540.000		99 3600		53,654.40		39,577.74		14,076.66	2,274.48	4.24%
BROOKFIELD ASSET MANAGE-CL A Financials	BAM	457.000		34.4400		15,739 08		14,077.84		1,661.24	255.92	1.63%
CANADIAN NATIONAL RAILWAY CO COMMON STOCK ISIN CA1363751027 Industrials	CNI	615.000		86.3800		53,123.70		29,414.59		23,709.11	928.65	1.75%

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
CANADIAN PACIFIC RAILWAY LTD COMMON STOCK ISIN CA13645T1003 Industrials	CP	860.000	92.0600	79,171.60	54,815.30	24,356.30	1,207.44	1.52%
CORE LABORATORIES N V Energy	CLB	140.000	103.6600	14,512.40	4,020.50	10,491.90	156.80	1.08%
DANONE SPONSORED AMERICAN DEPOSITORY RECEIPT Consumer staples	DANOY	760.000	12.3000	9,348.00	9,991.90	-643.90	175.56	1.88%
DIAGEO PLC AMERICAN DEPOSITORY RECEIPT Consumer staples	DEO	425.000	114.2400	48,552.00	32,367.06	16,184.94	1,178.95	2.43%
MANULIFE FINANCIAL CORP COMMON STOCK ISIN CA56501R1064 Financials	MFC	350.000	12.3800	4,333.00	12,277.07	-7,944.07	186.90	4.31%
NESTLE SA SPONSORED AMERICAN DEPOSITORY RECEIPT Consumer staples	NSRGY	1,450.000	63.3400	91,843.00	56,377 69	35,465.31	2,569.40	2.80%
NOVARTIS AG SPONSORED AMERICAN DEPOSITORY RECEIPT Health care	NVS	355 000	60.4600	21,463.30	20,429 89	1,033.41	747.63	3.48%
PARTNERRE LTD BERMUDA Financials	PRE	360.000	81.0000	29,160.00	23,707.41	5,452.59	892.80	3.06%
POTASH CORP SASK INC Materials	POT	2,745.000	40.3700	110,815.65	131,987.89	-21,172.24	2,305.80	2.08%
RIO TINTO PLC SPNSD ADR AMERICAN DEPOSITORY RECEIPT Materials	RIO	1,485.000	49.9800	74,220.30	135,288.34	-61,068.04	2,457.68	3.31%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
SCHLUMBERGER LTD Energy	SLB	1,335.000	69.5300	92,822.55	116,418.76	-23,596.21	1,468.50	1 58%
TALISMAN ENERGY INC Energy	TLM	815.000	11.4000	9,291.00	16,315.93	-7,024.93	220.05	2 37%
TENARIS SA AMERICAN DEPOSITORY RECEIPT Energy	TS	1,000.000	37.6200	37,620.00	62,118.77	-24,498.77	1,180.00	3.14%
UNILEVER NV NY SHARES Consumer staples	UN	1,150 000	36.6900	42,193.50	36,301.15	5,892.35	1,198.30	2.84%
VALE S.A. AMERICAN DEPOSITORY RECEIPT Industrials	VALE	3,570.000	18 3200	65,402.40	89,701 94	-24,299.54	1,106.70	1.69%
YARA INTERNATIONAL SPONSORED AMERICAN DEPOSITORY RECEIPT Consumer staples	YARIY	240.000	47.1900	11,325 60	14,401.50	-3,075.90	231.84	2.05%
Total U.S. equity				**$1,087,001.23**	**$1,069,932.02**	**$17,069.21**	**$26,345.38**	**2.42%**
International								
CANADIAN NATURAL RESOURCES Energy	CNQ	785 000	30.2000	23,707.00	34,307.12	-10,600.12	335.20	1.41%
COOPER INDUSTRIES PLC Industrials	CBE	850.000	74.9400	63,699.00	38,040.65	25,658.35	714.00	1.12%
FINNING INTERNATIONAL INC Industrials	FINGF	125.000	23.4940	2,936.75	3,370.37	-433.62	71.50	2.43%
INGERSOLL-RAND PLC Industrials	IR	775.000	47 0300	36,448 25	30,597.70 ~~30,746.57~~	5,702.68	496.00	1.36%

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ESTIMATED ANNUAL INCOME	YIELD
NOBLE CORP Energy	NE	2,065.000	37.7400	77,933.10	106,202.25	-28,269.15	1,119.23	1.44%
SUNCOR ENERGY INC Energy	SU	1,640 000	33.6200	55,136.80	86,346.97	-31,210.17	869.20	1.58%
TRANSOCEAN LTD Energy	RIG	868.000	45.6900	39,658.92	126,004.57	-86,345.65	0.00	0.00%
UBS AG Financials	UBS	401.000	15.0200	6,023.02	17,653.34	-11,630.32	43.31	0.72%
WEATHERFORD INTNTL LTD Energy	WFT	2,755 000	11.3000	31,131.50	114,588.08	-83,456.58	0.00	0.00%
Total International				**$336,674.34**	557,111.05 ~~**$557,258.92**~~	~~**-$220,584.58**~~	**$3,648.44**	**1.08%**
TOTAL EQUITY/HIGH VOLATILITY				**$1,423,675.57**	1,627,043.07 ~~**$1,627,190.94**~~	~~**-$203,515.37**~~	**$29,993.82**	**2.11%**
TOTAL ASSETS IN YOUR ACCOUNT				**$1,525,115.11**	1,728,482.61 ~~**$1,728,630.48**~~	~~**-$203,515.37**~~	**$30,007.41**	**1.97%**

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