EXTENSION GRANTED TO 10/15/2013

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 DEC 1, 2011 **, and ending** NOV 30, 2012

Name of foundation: THE NEUBAUER FAMILY FOUNDATION

A Employer identification number: 25-6627704

Number and street (or P O box number if mail is not delivered to street address): C/O PARENTEBEARD LLC 1800 BYBERRY RD.

Room/suite: 1100

B Telephone number: (215) 947-2100

City or town, state, and ZIP code: HUNTINGDON VALLEY, PA 19006-3523

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, col. (c), line 16)* ▶$ 209,413,543.

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

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

			(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	1,073,877.		N/A	
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	3,878,394.	3,859,208.		STATEMENT 2
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	11,006,919.			STATEMENT 1
	b	Gross sales price for all assets on line 6a 57,329,862.				
	7	Capital gain net income (from Part IV, line 2)		11,883,598.		
	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	<1,277,572.>	<827,866.>		STATEMENT 3
	12	**Total.** Add lines 1 through 11	14,681,618.	14,914,940.		
Operating and Administrative Expenses	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	114,195.	57,098.		57,097.
	c	Other professional fees STMT 5	1,260,811.	1,260,811.		0.
	17	Interest	296.	296.		0.
	18	Taxes STMT 6	50,000.	0.		0.
	19	Depreciation and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 7	8,143.	8,143.		0.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	1,433,445.	1,326,348.		57,097.
	25	Contributions, gifts, grants paid	11,464,427.			11,464,427.
	26	**Total expenses and disbursements.** Add lines 24 and 25	12,897,872.	1,326,348.		11,521,524.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	1,783,746.			
	b	**Net investment income** (if negative, enter -0-)		13,588,592.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED OCT 23 2013

OCT 18 2013

123501
12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions.**

4

90-18

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	21,055,677.	4,975,865.	4,975,865.
	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 ▶ 450,993. Less: allowance for doubtful accounts ▶ 0.	1,213,365.	450,993.	450,993.
	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	14,075,125.	15,795,283.	16,741,204.
	c	Investments - corporate bonds STMT 9	4,885,325.	3,157,650.	3,157,650.
	11	Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 10	151,773,306.	170,406,753.	184,087,831.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	193,002,798.	194,786,544.	209,413,543.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here** ▶ ☒ **and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	193,002,798.	194,786,544.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	193,002,798.	194,786,544.	
	31	**Total liabilities and net assets/fund balances**	193,002,798.	194,786,544.	

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	193,002,798.
2	Enter amount from Part I, line 27a	2	1,783,746.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	194,786,544.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	194,786,544.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	57,329,862.		45,446,264.	11,883,598.

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) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				11,883,598.

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	11,883,598.
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

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	10,865,148.	189,919,135.	.057209
2009	7,661,953.	169,656,325.	.045162
2008	9,336,226.	160,486,971.	.058174
2007	3,560,679.	186,933,333.	.019048
2006	7,928,015.	188,502,974.	.042058

2	**Total** of line 1, column (d)	2	.221651
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	.044330
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	201,522,809.
5	Multiply line 4 by line 3	5	8,933,506.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	135,886.
7	Add lines 5 and 6	7	9,069,392.
8	Enter qualifying distributions from Part XII, line 4	8	11,521,524.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	135,886.
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	135,886.
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	135,886.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	123,432.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	85,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	208,432.
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	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	72,546.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	72,546.	**Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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	X	
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, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ PA			
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 ▶ PARENTEBEARD LLC, CPA'S Telephone no. ▶ (215)947-2100

Located at ▶ 1800 BYBERRY RD, STE 1100, HUNTINGDON VALLEY, PA ZIP+4 ▶ 19006-3523

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

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

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? ☐ 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

			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		X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

			Yes	No
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? ☐ Yes ☒ No

If "Yes," list the years ▶ ______, ______, ______, ______

			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.) 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? ☐ Yes ☒ No

			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.)* 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

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945-5(d).

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSEPH NEUBAUER C/O PARENTEBEARD LLC 1800 BYBERRY ROA HUNTINGDON VALLEY, PA 19006	TRUSTEE 1.00	0.	0.	0.
LAWRENCE NEUBAUER C/O PARENTEBEARD LLC 1800 BYBERRY ROA HUNTINGDON VALLEY, PA 19006	TRUSTEE 1.00	0.	0.	0.
MELISSA NEUBAUER ANDERSON C/O PARENTEBEARD LLC 1800 BYBERRY ROA HUNTINGDON VALLEY, PA 19006	TRUSTEE 1.00	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

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
SPRING CREEK INVESTMENT LP - 1717 ARCH STREET, STE 4050, PHILADELPHIA, PA 19103	INVESTMENT MANAGEMENT FEES	665,504.
TTM CAPITAL LLC - 400 MADISON AVENUE, 3RD FL, NEW YROK, NY 10017	INVESTMENT MANAGEMENT FEES	432,584.
PARENTEBEARD LLC - 1800 BYBERRY RD STE 1100, HUNTINGDON VALLEY, PA 19006	ACCOUNTING SERVICES	114,195.
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

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	19,612,325.
b	Average of monthly cash balances	1b	19,990,275.
c	Fair market value of all other assets	1c	164,989,084.
d	**Total** (add lines 1a, b, and c)	1d	204,591,684.
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	204,591,684.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	3,068,875.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	201,522,809.
6	**Minimum investment return.** Enter 5% of line 5	6	10,076,140.

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	10,076,140.
2a	Tax on investment income for 2011 from Part VI, line 5 — 2a: 135,886.		
b	Income tax for 2011. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	135,886.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	9,940,254.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	9,940,254.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	9,940,254.

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	11,521,524.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	11,521,524.
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	135,886.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	11,385,638.

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				9,940,254.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			6,596,963.	
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				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶$ 11,521,524.				
a Applied to 2010, but not more than line 2a			6,596,963.	
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				4,924,561.
e Remaining amount distributed out of corpus	0.			
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	0.			
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				5,015,693.
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	0.			
10 Analysis of line 9.				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
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).)

JOSEPH NEUBAUER

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
ACADEMY OF MUSIC RESTORATION FUND BROAD AND LOCUST STREETS PHILADELPHIA, PA 19102	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
AFRICAN WILDLIFE FOUNDATION 1400 SIXTEENTH STREET, N.W. SUITE 120 WASHINGTON, DC 20036	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	11,250.
BETH DAVID REFORM SYNAGOGUE 1130 VAUGHAN LANE GLADWYNE, PA 19035	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	37,500.
BRANDEIS RESEARCH CIRCLE 415 SOUTH STREET WALTHAM, MA 02453	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	239,545.
BRANDEIS UNIVERSITY P.O. BOX 549110 WALTHAM, MA 02454	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	11,464,427.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

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
	(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	3,878,394.	
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			14	<1,277,572.>	
8 Gain or (loss) from sales of assets other than inventory			18	11,006,919.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		13,607,741.	0.
13 Total. Add line 12, columns (b), (d), and (e)				13	13,607,741.

(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).
	NOT APPLICABLE

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

▶ Signature of officer or trustee

10/15/13 Date

▶ TRUSTEE Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
STEVEN PRESSMAN, CPA		9/24/13		P00227888

Firm's name ▶ PARENTEBEARD LLC

Firm's EIN ▶ 23-2932984

Firm's address ▶ 1800 BYBERRY ROAD SUITE 1100
HUNTINGDON VALLEY, PA 19006-3523

Phone no 215-947-2100

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	Employer identification number
THE NEUBAUER FAMILY FOUNDATION	25-6627704

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 foundation

Check 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).

Name of organization	Employer identification number
THE NEUBAUER FAMILY FOUNDATION	25-6627704

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	JOSEPH NEUBAUER 210 W. RITTENHOUSE SQUARE #3106 PHILADELPHIA, PA 19103	$ 314,105.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
2	JOSEPH NEUBAUER 210 W. RITTENHOUSE SQUARE #3106 PHILADELPHIA, PA 19103	$ 759,772.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

THE NEUBAUER FAMILY FOUNDATION

Employer identification number

25-6627704

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	6,185 SHARES SIXFLAGS STOCK	$ 314,105.	06/18/12
2	14,848 SHARES WILLIAMS PARTNERS LP STOCK	$ 759,772.	08/28/12
		$	
		$	
		$	
		$	

Name of organization	**Employer identification number**
THE NEUBAUER FAMILY FOUNDATION	25-6627704

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

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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
CARSON SCHOLARS FUND 305 W. CHESAPEAKE AVENUE, SUITE L-020 TOWSON, MD 21204	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
CENTROPA 1141 LOXFORD TERRACE SILVER SPRING, MD 20901	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
CHILDREN'S CARDIOMYOPATHY FOUNDATION P.O. BOX 547 TENAFLY, NJ 07670	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	3,000.
COLUMBIA BABIES HOSPITAL 622 WEST 113TH STREET NEW YORK, NY 10025	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
CURIOUS PICTURES 440 LAFAYETTE STREET, 6TH FLOOR NEW YORK, NY 10003	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	70,000.
CURTIS INSTITUE OF MUSIC 1726 LOCUST STREET PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000,000.
DREXEL UNIVERSITY 3141 CHESTNUT STREET PHILADELPHIA, PA 19104	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	3,000.
FLEISHER ART MEMORIAL 719 CATHARINE STREET PHILADELPHIA, PA 19147	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,500.
FOUNDATION FOR LANDSCAPE STUDIES 7 WEST 81ST STREET NEW YORK, NY 10024	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	3,500.
FOUNDATION FIGHTING BLINDNESS 7168 COLUMBIA GATEWAY DRIVE, STE 100 COLUMBIA, MD 21046	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
Total from continuation sheets				11,101,132.

THE NEUBAUER FAMILY FOUNDATION 25-6627704

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
FOUNDATION FOR JEWISH CAMP 15 WEST 36TH STREET 13TH FLOOR NEW YORK, NY 10018	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	375,000.
FRANKLIN INSTITUTE 222 N 20TH ST PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
FREE LIBRARY OF PHILADELPHIA FOUNDATION 1901 VINE STREET PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
FRIENDS' CENTRAL SCHOOL 1101 CITY AVENUE WYNNEWOOD, PA 19096	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	37,500.
HEARTS FOR HONDURAS 45 CHURCH STREET, PO BOX 55 LIBERTY CORNER, NJ 07938	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
HEBREW UNION COLLEGE 1 WEST 4TH STREET NEW YORK, NY 10012	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	50,000.
HORATIO ALGER ASSOCIATION 99 CANAL CENTER PLAZA, SUITE 320 ALEXANDRIA, VA 22314	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	263,898.
INSTITUTE FOR NATIONAL SECURITY STUDIES 40 HAIM LEVANON STREET TEL AVIV, ISRAEL 61398	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	122,660.
JCHAI 274 S. BRYN MAWR AVENUE BRYN MAWR, PA 19010	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,000.
JEWISH MUSEUM OF NEW YORK 1109 FIFTH AVENUE NEW YORK, NY 10128	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	52,500.
Total from continuation sheets				

THE NEUBAUER FAMILY FOUNDATION 25-6627704

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
JEWISH THEOLOGIC SEMINARY 3080 BROADWAY NEW YORK, NY 10027	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	291,874.
JORDAN GABRIEL SILVER FOUNDATION 1202 LEXINGTON AVENUE, SUITE 202 NEW YORK, NY 10028	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,800.
LIBRARY COMPANY OF PHILADELPHIA 1314 LOCUST STREET PHILADELPHIA, PA 19107	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
MIRACLE FEET 605 W. MAIN STREET, SUITE 107 CARRBORO, NC 27510	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	5,400.
NATIONAL MUSEUM OF AMERICAN JEWISH HISTORY 55 NORTH 5TH STREET PHILADELPHIA, PA 19106	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
NETWORK FOR TEACHING ENTREPRENEURSHIP 120 WALL STREET, 18TH FLOOR NEW YORK, NY 10005	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
ORIENTAL INSTITUTE UNIVERSITY OF CHICAGO 1155 EAST 58TH STREET CHICAGO, IL 60637	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	100,000.
PENNSYLVANIA HORTICULTURAL SOCIETY 100 N. 20TH STREET - 5TH FLOOR PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
PHILADELPHIA JEWISH FILM FESTIVAL 401 SOUTH BROAD STREET PHILADELPHIA, PA 19147	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
PEW CHARITABLE TRUST 2005 MARKET STREET, SUITE 1700 PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	670,000.
Total from continuation sheets				

Part XV **Supplementary Information**

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
PHILADELPHIA MUSEUM OF ART P.O. BOX 7646 PHILADELPHIA, PA 191017646	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
PRESIDENTIAL SCHOLARSHIP FUND PO BOX 5910 PRINCETON, NJ 08543	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	12,500.
PROSTATE CANCER FOUNDATION 1250 FOURTH STREET SANTA MONICA, CA 90401	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	87,500.
SANTA FE OPERA APPRECIATION PROGRAM PO BOX 2408 SANTA FE, NM 87504	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
SCHECHTER INSTITUTE P.O. BOX 8500 PHILADELPHIA, PA 19178	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	22,500.
SLATER JETT MEYERS FOUNDATION 25 WOODGLEN DR NEW CITY, NY 10956	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	3,000.
TEMPLE BETH ZION BETH ISRAEL 300 SOUTH 18TH STREET PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
THE BARNES FOUNDATION 300 N. LATCHES LANE MERION STATION, PA 19066	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	3,365,000.
THE AMERICAN ISRAEL CHAMBER OF COMMERCE 200 SOUTH BROAD STREET SUITE 700 PHILADELPHIA, PA 19102	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	5,000.
THE CHILDREN'S HOSPITAL OF PHILADELPHIA 34TH STREET AND CIVIC CENTER BOULEVARD PHILADELPHIA, PA 19104	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	117,000.
Total from continuation sheets				

THE NEUBAUER FAMILY FOUNDATION 25-6627704

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
THE CARNEGIE HALL SOCIETY 881 SEVENTH AVENUE NEW YORK, NY 10019	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	10,000.
THE KIMMEL CENTER 1500 WALNUT STREET, FLOOR 17 PHILADELPHIA, PA 19102	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	25,000.
THE METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	1,450,000.
THE UNIVERSITY OF CHICAGO 5801 S. ELLIS AVE CHICAGO, IL 60637	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	2,492,500.
UNITED WAY OF SOUTHEASTERN PA 1709 BENJAMIN FRANKLIN PARKWAY PHILADELPHIA, PA 19103	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	20,000.
WHYY 150 N. 6TH STREET PHILADELPHIA, PA 19106	N/A	501(C)(3) PUBLIC CHARITY	PROGRAM SUPPORT	75,000.
Total from continuation sheets				

THE NEUBAUER FAMILY FOUNDATION
CONTINUATION FOR 990-PF, PART IV
25-6627704 PAGE 1 OF 2

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	SEE ATTACHED SCHEDULE	P	VARIOUS	11/30/12
b	SEE ATTACHED SCHEDULE	P	VARIOUS	11/30/12
c	CAPITAL GAIN FROM GARRISON FINANCIAL ASSETS FUND,	P	VARIOUS	11/30/12
d	CAPITAL GAIN FROM GARRISON FINANCIAL ASSETS FUND,	P	VARIOUS	11/30/12
e	CAPITAL GAIN FROM PERMIT CAPITAL	P	VARIOUS	11/30/12
f	CAPITAL GAIN FROM PERMIT CAPITAL	P	VARIOUS	11/30/12
g	CAPITAL LOSS FROM VERSA CAPITAL FUND I PARELLEL L	P	VARIOUS	11/30/12
h	CAPITAL LOSS FROM JPM ALTERNATIVE PROPERTY FUND D	P	VARIOUS	11/30/12
i	CAPITAL LOSS FROM LUBERT-ADLER REAL ESTATE FUND V	P	VARIOUS	11/30/12
j	CAPITAL GAIN FROM WCP REAL ESTATE FUND II, LP	P	VARIOUS	11/30/12
k	CAPITAL GAIN FROM WCP REAL ESTATE FUND II, LP	P	VARIOUS	11/30/12
l	CAPITAL GAIN FROM 400 CAPITAL CREDIT OPPORTUNITIE	P	VARIOUS	11/30/12
m	CAPITAL GAIN FROM 400 CAPITAL CREDIT OPPORTUNITIE	P	VARIOUS	11/30/12
n	CAPITAL GAIN FROM NEXT EGG PASSTHROUGH K-1S	P	VARIOUS	11/30/12
o	CAPITAL GAIN FROM NEXT EGG PASSTHROUGH K-1S	P	VARIOUS	11/30/12

	(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	12,419,892.		11,876,469.	543,423.
b	40,618,389.		31,367,527.	9,250,862.
c	29,337.			29,337.
d	62,862.			62,862.
e	860.			860.
f	364,364.			364,364.
g			1,103.	<1,103.>
h			219,914.	<219,914.>
i			139,549.	<139,549.>
j	28,364.			28,364.
k	3,087.			3,087.
l	724,118.			724,118.
m	3,082.			3,082.
n	163,155.			163,155.
o	150,923.			150,923.

	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				543,423.
b				9,250,862.
c				29,337.
d				62,862.
e				860.
f				364,364.
g				<1,103.>
h				<219,914.>
i				<139,549.>
j				28,364.
k				3,087.
l				724,118.
m				3,082.
n				163,155.
o				150,923.

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	

THE NEUBAUER FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV
25-6627704 PAGE 2 OF 2

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

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	**(b)** How acquired P - Purchase D - Donation	**(c)** Date acquired (mo., day, yr.)	**(d)** Date sold (mo., day, yr.)
1a	6,185 SHS SIX FLAGS	D	VARIOUS	07/09/12
b	14,848 SHS WILLIAMS PARTNERS	D	VARIOUS	09/12/12
c	SEE ATTACHED SCHEDULE - 2QX-028204	P	VARIOUS	11/30/12
d	SEE ATTACHED SCHEDULE - 2QX-028204	P	VARIOUS	11/30/12
e	SEE ATTACHED SCHEDULE - 2QX-028204	P	VARIOUS	11/30/12
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	336,321.		103,290.	233,031.
b	757,518.		93,908.	663,610.
c	1,402,923.		1,365,372.	37,551.
d	249,934.		267,560.	<17,626.>
e	14,733.		11,572.	3,161.
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				233,031.
b				663,610.
c				37,551.
d				<17,626.>
e				3,161.
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	11,883,598.
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 GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED SCHEDULE	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
12,419,892.	11,876,469.	0.	0.	543,423.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED SCHEDULE	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
40,618,389.	31,367,527.	0.	0.	9,250,862.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM GARRISON FINANCIAL ASSETS FUND, LLC	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
29,337.	0.	0.	0.	29,337.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM GARRISON FINANCIAL ASSETS FUND, LLC	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
62,862.	0.	0.	0.	62,862.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM PERMIT CAPITAL	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
860.	0.	0.	0.	860.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM PERMIT CAPITAL	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
364,364.	0.	0.	0.	364,364.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL LOSS FROM VERSA CAPITAL FUND I PARELLEL LP	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	1,103.	0.	0.	<1,103.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL LOSS FROM JPM ALTERNATIVE PROPERTY FUND DOMISTIC I, LP	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	219,914.	0.	0.	<219,914.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL LOSS FROM LUBERT-ADLER REAL ESTATE FUND V, LP	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	139,549.	0.	0.	<139,549.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM WCP REAL ESTATE FUND II, LP	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
28,364.	0.	0.	0.	28,364.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM WCP REAL ESTATE FUND II, LP	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,087.	0.	0.	0.	3,087.

(A) ESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
APITAL GAIN FROM 400 CAPITAL CREDIT PPORTUNITIES FUND LP	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
724,118.	0.	0.	0.	724,118.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM 400 CAPITAL CREDIT OPPORTUNITIES FUND LP	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
3,082.	0.	0.	0.	3,082.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM NEXT EGG PASSTHROUGH K-1S	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
163,155.	0.	0.	0.	163,155.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
CAPITAL GAIN FROM NEXT EGG PASSTHROUGH K-1S	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
150,923.	0.	0.	0.	150,923.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
6,185 SHS SIX FLAGS	DONATED	VARIOUS	07/09/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
336,321.	314,105.	0.	0.	22,216.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
14,848 SHS WILLIAMS PARTNERS	DONATED	VARIOUS	09/12/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
757,518.	759,772.	0.	0.	<2,254.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED SCHEDULE - 2QX-028204	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,402,923.	1,365,372.	0.	0.	37,551.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED SCHEDULE - 2QX-028204	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
249,934.	267,560.	0.	0.	<17,626.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
SEE ATTACHED SCHEDULE - 2QX-028204	PURCHASED	VARIOUS	11/30/12

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
14,733.	11,572.	0.	0.	3,161.

CAPITAL GAINS DIVIDENDS FROM PART IV	0.
TOTAL TO FORM 990-PF, PART I, LINE 6A	11,006,919.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS FROM ENERGY CAPITAL PARTNERS II	17,604.	0.	17,604.
DIVIDENDS FROM LLR EQUITY PARTNERS III	12.	0.	12.
DIVIDENDS FROM LUBERT-ADLER REAL ESTATE FUND V, LP	3,672.	0.	3,672.
DIVIDENDS FROM NEXT EGG INVESTMENTS PASSTHROUGH K-1S	66,067.	0.	66,067.
DIVIDENDS FROM VERSA CAPITAL FUND II LP	628.	0.	628.
INTEREST FROM 400 CAPITAL CREDIT OPPORTUNITIES FUND LP	101,172.	0.	101,172.
INTEREST FROM 5 AM VENTURE III	6.	0.	6.
INTEREST FROM ENERGY CAPITAL PARTNERS II	120.	0.	120.
INTEREST FROM GA INVESTORS II LP	153,614.	0.	153,614.
INTEREST FROM GARRISON FINANCIAL ASSETS FUND	116,095.	0.	116,095.
INTEREST FROM IT BRAZIL GROUP AIV LP	72.	0.	72.
INTEREST FROM JPM ALTERNATIVE PROPERTY FUND DOMISTIC I, LP	29,962.	0.	29,962.
INTEREST FROM LEM REAL ESTATE MEZZANINE FUND II, LP	990.	0.	990.
INTEREST FROM LIME ROCK PARTNERS V	187.	0.	187.
INTEREST FROM LLR EQUITY PARTNERS III	235.	0.	235.
INTEREST FROM LUBERT-ADLER REAL ESTATE FUND V, LP	51,516.	0.	51,516.

INTEREST FROM MORGAN STANLEY RE FUND VII OFFSHORE INVESTORS GLOBAL, LP	19,118.	0.	19,118.
INTEREST FROM NEXT EGG INVESTMENTS PASSTHROUGH K-1S	1,390,306.	0.	1,390,306.
INTEREST FROM PERMIT CAPITAL	361,975.	0.	361,975.
INTEREST FROM RIVERWOOD CAP PARTNERS LP	14.	0.	14.
INTEREST FROM VERSA CAPITAL FUND I PARELLEL LP	4,495.	0.	4,495.
INTEREST FROM VERSA CAPITAL FUND II, LP	18,932.	0.	18,932.
INTEREST FROM WCP REAL ESTATE FUND II, LP	35,224.	0.	35,224.
INTEREST FROM WP REAL ESTATE FUND V, LP	1,851.	0.	1,851.
INTEREST INCOME	1,169,030.	0.	1,169,030.
VARIOUS DIVIDENDS	335,497.	0.	335,497.
TOTAL TO FM 990-PF, PART I, LN 4	3,878,394.	0.	3,878,394.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
K-1 LOSS FROM VERSA CAPITAL FUND I PARELLEL LP	<78,059.>	<82,375.>	
K-1 GAIN FROM LEM REAL ESTATE MEZZANINE FUND, L.P.	31,261.	1,172.	
K-1 LOSS FROM LLR EQUITY PARTNERS III	<8,670.>	<9,070.>	
K-1 GAIN FROM LEM REAL ESTATE MEXXANINE FUND II, L.P.	72,213.	68,969.	
K-1 LOSS FROM JPM ALTERNATIVE PROPERTY FUND DOMISTIC LP	<18,536.>	<12,981.>	
K-1 LOSS FROM MORGAN STANLEY REAL ESTATE SPECIAL SITUATION III	<67.>	<67.>	
K-1 LOSS FROM WCP REAL ESTATE FUND II, LP	<31,915.>	<16,840.>	
K-1 LOSS FROM SG GROWTH PARTNERS I, LP	<10,611.>	<10,611.>	
K-1 LOSS FROM VERSA CAPITAL FUND II, LP	<9,826.>	<6,514.>	
K-1 LOSS FROM GA INVESTORS II LP	<9,139.>	<9,139.>	
K-1 LOSS FROM ENERGY CAPITAL PARTNERS II	<6,212.>	<11,534.>	
K-1 LOSS FROM GARRISON INVESTMENT	<71,632.>	<63,334.>	
K-1 LOSS FROM PERMIT CAPITAL	<45,134.>	<45,134.>	
K-1 LOSS FROM 5 AM VENTURE III	<18,849.>	<18,849.>	

K-1 LOSS FROM LUBERT-ADLER REAL ESTATE FUND V, LP	<336,449.>	<525.>	
K-1 LOSS FROM MORGAN STANELY RE FUND VII OFFSHORE INVESTORS GLOBAL, LP	<270.>	<270.>	
K-1 LOSS FROM WP REAL ESTATE FUND V, LP	<76,322.>	<43,487.>	
K-1 LOSS FROM IT BRAZIL GROUP AIV LP	<406.>	<406.>	
K-1 LOSS FROM NEXT EGG INVESTMENTS PASSTHROUGH K-1S	<322,875.>	<206,893.>	
K-1 LOSS FROM 400 CAPITAL CREDIT OPPORTUNITIES FUND LP	<275,626.>	<299,343.>	
K-1 LOSS FROM RIVERWOOD CAP PARTNERS LP	<56,323.>	<56,323.>	
K-1 LOSS FROM LIME RROCK PARTNERS V	<4,125.>	<4,312.>	
TOTAL TO FORM 990-PF, PART I, LINE 11	<1,277,572.>	<827,866.>	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PROFESSIONAL FEES	114,195.	57,098.		57,097.
TO FORM 990-PF, PG 1, LN 16B	114,195.	57,098.		57,097.

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	1,213,725.	1,213,725.		0.
PROFESSIONAL FEES	47,086.	47,086.		0.
TO FORM 990-PF, PG 1, LN 16C	1,260,811.	1,260,811.		0.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NET FEDERAL EXCISE TAX	50,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	50,000.	0.		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
BANK FEES	618.	618.		0.
MISC INVESTMENT FEES	7,525.	7,525.		0.
TO FORM 990-PF, PG 1, LN 23	8,143.	8,143.		0.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CREDIT SUISSE LONG EQUITY	6,070,724.	7,081,451.
400 CAPITAL GLOBAL SECURITIES	3,281,411.	3,373,814.
CREDIT SUISSE DISCRETIONARY PROTFOLIO	4,693,165.	4,960,811.
INSPIRE MD INC	999,983.	494,119.
BLENHEIM NATURAL RESOURCES	750,000.	831,009.
TOTAL TO FORM 990-PF, PART II, LINE 10B	15,795,283.	16,741,204.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
START V CLO LTD	0.	0.
TRITON AVIATION	0.	0.
START V CLO LTD GRAND CAY	0.	0.
STRUCTURED ASSET SEC CORP	246,141.	246,141.
CHESWOLD WOLF RIVER	2,911,509.	2,911,509.
TOTAL TO FORM 990-PF, PART II, LINE 10C	3,157,650.	3,157,650.

FORM 990-PF OTHER INVESTMENTS STATEMENT 10

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LEM R/E MEZZANINE FUND I	COST	397,735.	349,186.
LEM MEZZANINE II	COST	1,899,817.	2,089,705.
LUBERT ADLER FUND V	COST	3,807,625.	466,211.
GS 2006 MEZZANINE	COST	2,259,315.	2,167,499.
GS PERRY PRIVATE OPPS	COST	0.	0.
MS REAL ESTATE SPECIAL SITUATION III	COST	1,776,978.	731,359.
JPM MIDOCEAN III OFFSHORE	COST	1,750,459.	1,648,555.
GOLDENTREE LEV LOAN PARTNERS	COST	375,292.	394,419.
HARBINGER	COST	2,437,794.	0.
TPG-AXON	COST	385,539.	273,911.
HIGHBRIDGE MEZZANIE	COST	3,877,918.	4,099,280.
LB SECOND OPP OFFSHORE	COST	1,035,613.	1,651,594.
LIME ROCK PARTNERS V	COST	627,242.	694,212.
LLR EQUITY PARTNERS III	COST	872,690.	1,382,700.
VERSA CAPITAL FUND I	COST	156,997.	1,167,864.
VERSA CAPITAL FUND II	COST	567,466.	684,031.
JPM ALTERNATIVE PRTY FUND	COST	3,734,095.	2,451,690.
PEQUOT MATAWIN OFFSHORE	COST	0.	501,949.
THOR URBAN PROPTY FUND II	COST	2,094,630.	1,387,622.
TRUCAP INVESTMENT	COST	597,757.	1,034,159.
WCP REAL ESTATE FUND II	COST	5,035,702.	5,604,018.
ADDISON CLARK	COST	4,000,000.	4,832,925.
AURELIUS	COST	3,000,000.	4,244,197.
CONATUS	COST	0.	0.
ELLIOT INTERNATIONAL LTD	COST	5,000,000.	7,605,933.
H PARTNERS OFFSHORE	COST	3,886,735.	6,308,967.
HIGHFIELDS CAPITAL II	COST	0.	0.
HORIZON PORTFOLIO	COST	0.	0.
MKP CREDIT PARTNERS	COST	0.	308,746.
ALTOR FUND III LP	COST	2,427,161.	2,684,176.

CHESWOLD ALPINE	COST	2,242,828.	2,275,000.
DRUG ROYALTY FUND II	COST	1,387,428.	1,605,191.
DRUG ROYALTY II MYOZYME	COST	678,954.	687,176.
GARRISON INVESTMENT	COST	3,426,624.	4,296,248.
LIME ROCK RESOURCES II	COST	3,756,922.	4,383,872.
PERMIT CAPITAL MTG FUND	COST	2,622,705.	4,947,512.
PERMIT CAPITAL II	COST	1,040,726.	2,396,866.
STRIPES GROUP GROWTH PTRS	COST	1,455,096.	1,601,294.
WOLF RIVER SPEC OFFSHORE	COST	0.	637,645.
MSREF VII OFFSHORE	COST	2,098,717.	2,046,394.
WP REAL ESTATE FUND V	COST	1,465,185.	1,880,938.
INVESTMENT SIDE POCKET	COST	421,348.	573,842.
SUMATRA NIAS FUTURES FUND	COST	0.	0.
ENERGY CAPITAL PARTNERS II	COST	1,257,394.	1,727,832.
PERMIT CAPITAL III	COST	1,467,360.	2,908,199.
RIVERWOOD CAP PARTNERS LP	COST	2,804,527.	3,282,748.
5AM VENTURES III	COST	753,581.	750,751.
400 CAPITAL CREDIT OPP	COST	5,000,000.	6,354,166.
FRESHFORD	COST	2,500,000.	2,734,310.
GEM REALTY SECURITIES LTD	COST	5,000,000.	5,251,556.
HARPSWELL CAP OFFSHORE	COST	0.	0.
MSD EUROPEAN OPP FUND	COST	5,000,000.	5,319,884.
MANATUCK HILL NAVIGATOR	COST	5,000,000.	4,122,477.
MSD CREDIT OPPORTUNITY	COST	5,058,739.	5,223,797.
MORGAN RIO CAPITAL FUND	COST	5,000,000.	5,877,936.
CHARTER BRIDGE	COST	5,000,000.	5,022,011.
CHESWOLD REGENTS PARK LLC	COST	1,973,291.	2,000,000.
ENERGY FUND IV	COST	478,462.	426,261.
RESILIENCE FUND	COST	1,091,095.	1,040,065.
CHESWOLD WOLF RIVER	COST	1,780,832.	1,780,832.
CS ELIZABETH CAPITAL	COST	23,086.	0.
MS ELIZABETH PARK	COST	5,412,385.	5,400,387.
CREDIT SUISSE SCIM PERMIT	COST	7,898,704.	6,959,111.
CREDIT SUISSE SWAPTIONS	COST	303,000.	86,039.
AB2BIO	COST	1,039,177.	1,039,177.
ATALAYA ASSET INC	COST	636,797.	637,734.
BOODELL VALUE CAPITAL	COST	5,000,000.	5,652,749.
LIBERATION CAPITAL DTECH	COST	1,023,995.	1,023,995.
CHESWOLD RA BOND FUND	COST	11,809,597.	11,809,597.
CHESWOLD VALLEY FORGE	COST	3,371,952.	3,371,952.
LAJOLLA ON PARK	COST	2,643,781.	2,643,781.
PEQUOT MATAWIN 12/08 OFFSHORE	COST	0.	22,980.
FORE JAPAN CREDIT OPPORTUNITY	COST	3,000,000.	3,286,858.
HIGHBRIDGE CAPITAL	COST	0.	216,884.
JANA OFFSHORE	COST	0.	18,997.
STONEPINE CAPITAL	COST	2,500,000.	2,003,692.
WCP REAL ESTATE FUND III	COST	1,477,905.	1,465,353.
FOUNDATION OFFSHORE FUND	COST	2,500,000.	2,528,834.
TOTAL TO FORM 990-PF, PART II, LINE 13		170,406,753.	184,087,831.

NEUBAUER FAMILY FOUNDATION 25-6627704

FORM 990-PF LIST OF CONTROLLED ENTITY

PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY	EMPLOYEE ID NO
NEXT EGG INVESTMENTS (NFF), LP	80-0696650

ADDRESS

C/O 1800 BYBERRY ROAD, SUITE 1100
HUNTINGDON VALLEY, PA 19006

NEUBAUER FAMILY FOUNDATION **25-6627704**

FORM 990-PF TRANSFERS TO CONTROLLED ENTITY
PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY	EMPLOYEE ID NO
NEXT EGG INVESTMENTS (NFF), LP	80-0696650

ADDRESS

C/O 1800 BYBERRY ROAD, SUITE 1100
HUNTINGDON VALLEY, PA 19006

DESCRIPTION OF TRANSFER

CAPITAL CONTRIBUTION

TOTAL AMOUNT OF TRANSFERS TO CONTROLLED ENTITY $ 204,196,784

NEUBAUER FAMILY FOUNDATION **25-6627704**

FORM 990-PF	TRANSFERS FROM CONTROLLED ENTITY PART VII-A, LINE 11

NAME OF CONTROLLED ENTITY	EMPLOYEE ID NO
NEXT EGG INVESTMENTS (NFF), LP	80-0696650

ADDRESS

C/O 1800 BYBERRY ROAD, SUITE 1100
HUNTINGDON VALLEY, PA 19006

DESCRIPTION OF TRANSFER

RETURN OF CAPITAL

TOTAL AMOUNT OF TRANSFERS FROM CONTROLLED ENTITY	$ 20,101,300

The Neubauer Family Foundation
25-6627704
Capital Gain/Loss Summary
November 30, 2012

Short Term:	Purchased	Sold	Proceeds	Basis	ST
Icahn Enterprises LP Depository	04/05/12	05/31/12	35.43	37.16	(1.73)
Icahn Enterprises LP Depository	04/05/12	08/31/12	32.80	35.82	(3.02)
Icahn Enterprises LP Depository	04/05/12	11/15/12	38.53	41.42	(2.89)
Structured Asset Securities Corp	07/14/11	04/25/12	19,743.87	18,029.15	1,714.72
Structured Asset Securities Corp	07/14/11	05/22/12	16,776.57	15,319.56	1,457.01
Structured Asset Securities Corp	07/14/11	06/20/12	67,212.75	61,375.44	5,837.31
Euro Currency	10/09/12	10/10/12	555,635.77	556,023.59	(387.82)
Euro Currency	10/16/12	10/17/12	259,962.77	262,218.79	(2,256.02)
Euro Currency	11/27/12	02/08/13	3,676.27	3,661.07	15 20
British Pound Sterling	10/02/12	10/03/12	1,006,448.03	1,004,951.08	1,496.95
British Pound Sterling	10/05/12	10/09/12	906,734.42	897,606.03	9,128.39
British Pound Sterling	Various	10/10/12	551,852.86	552,508.30	(655.44)
British Pound Sterling	Various	10/25/12	259.41	261.51	(2.10)
Citigroup Inc Com	10/25/11	09/10/12	1,045,546.85	1,000.306.80	45,240 05
JP Morgan Chase	10/25/11	03/13/12	1,275,667.39	999,882.82	275,784.57
Host Hotels & Resorts	09/20/11	12/08/11	548,546.61	454,708.04	93.838.57
Host Hotels & Resorts	09/20/11	12/09/11	652,722.43	545,227.92	107,494 51
Strategic Hotel Cap Inc	09/20/11	12/08/11	201,051.42	200,302.12	749.30
Strategic Hotel Cap Inc	09/20/11	12/09/11	778,092.96	799,667.45	(21.574.49)
Spdr S&P 500 ETF Tr	09/20/11	12/14/11	2,000,060.04	2,004,305.51	(4,245.47)
Charter School Capital	06/08/12	08/24/12	2,529,795.05	2,500,000.00	29,795.05
Sub-total Short-Term Capital Gains			**12,419,892.23**	**11,876,469.58**	**543,422.65**

Long Term:	Purchased	Sold	Proceeds	Basis	LT
Start V CLP Limited Grand Cayman	06/24/10	01/11/12	650,000.00	633,750.00	16,250.00
Start V CLP Limited Grand Cayman	10/30/09	01/09/12	1,000,000.00	842,500.00	157,500.00
Triton Aviation	11/04/09	03/29/12	539,027.38	408,248.25	130,779.13
Triton Aviation	09/23/10	03/29/12	673,784.23	657,183.41	16,600.82
Triton Aviation	Various	03/29/12	1,212,811.61	1,039,251.32	173,560.29
Structured Asset Securities Corp	07/14/11	07/23/12	2,143.53	1,957.34	186 19
Structured Asset Securities Corp	07/14/11	09/21/12	10,379.94	11,801.64	(1,421.70)
Hedge Funds					
Altor Fund	01/14/10	10/19/12	-	8,629.00	(8,629.00)
Cheswold Wolf River Series B	Various	11/15/12	643,140.49		643,140 49
Conatus Capital Overseas	12/31/07	02/29/12	3,371,176.22	3,300,000.00	71,176.22
Credit Suisse Alpine	06/24/09	06/26/12	148,866.00	-	148.866.00
Credit Suisse Alpine	06/24/09	09/24/12	160,801.00	-	160,801 00
Credit Suisse Ayer	Various	11/30/12	-	4,420.00	(4,420.00)
Edgestream Nias Fund	12/31/08	04/10/12	4,997,848.50	5,000,000.00	(2,151.50)
Energy Capital	12/24/09	07/09/12	2,016.00	-	2,016.00
Eton Park	05/31/07	Various	-	37,545.65	(37,545.65)
GS Perry Private Opps	09/27/07	04/20/12	-	440,201.97	(440,201.97)
H Partners	03/30/08	08/02/12	2,000,000.00	1,312,514.00	687,486.00
Harbinger Capital	06/29/07	07/02/12	172,210.00	-	172,210.00

Harpswell Capital	03/30/10	06/28/12	4,454,248.00	5,000,000.00	(545,752.00)
Highbridge Mezzanine	04/07/08	02/07/02	320,313.00		320,313.00
Highbridge Capital	02/28/07	11/30/12	46,014.55	-	46,014.55
Highfields Capital II	06/27/08	01/27/12	773,018.00	-	773,018 00
Horizon Portfolio	06/02/08	07/05/12	5,971,296.22	5,000,000.00	971,296.22
Jana Offshore	06/27/07	11/30/12	1,185.13	-	1,185.13
LB Secondary Opportunity	05/03/08	03/28/12	-	551.00	(551.00)
Lem Real Estate Mezzanine I	11/30/03	06/15/02	5,055.00	-	5,055.00
Lem Real Estate Mezzanine II	09/11/06	06/29/12	16,298.00	-	16,298.00
Midocean III	11/30/07	10/01/12	-	63,572.00	(63,572.00)
Montrica Gold	05/31/07	10/31/12	-	15,806.06	(15,806.06)
MPK Credit Offshore	08/01/08	10/09/12	7,276,587.82	4,000,000.00	3,276,587.82
MS Elizabeth Park	Various	11/30/12	424,382.62	-	424,382.62
Pequot Matawin Offshore	05/31/08	Various	-	221,125.00	(221,125.00)
Permit Capital A	06/29/09	Various	149,213.00		149,213.00
Permit Capital B	10/13/09	Various	70,926.00		70,926.00
Permit Capital C	02/11/12	Various	144,860.00		144,860 00
TE Karsh	06/29/07	01/04/12	999.35		999.35
TPG Axon	06/29/07	Various	-	202,231.00	(202,231.00)
Resilience Fund II	06/17/11	06/20/12	3,201.00		3,201.00
Spinnaker Global Opp	06/29/07	Various		166,239.00	(166,239.00)
Versa Capital II	04/10/08	06/13/12	15,245.00	-	15,245.00
Versa Capital I	04/05/08	06/07/12	65,374.00		65,374.00
Wolf River Capital Management	09/30/09	11/15/12	5,295,967.47	3,000,000.00	2,295,967.47
Sub-total Long-Term Capital Gains			40,618,389.06	31,367,526.64	9,250,862.42

Recipient's Name and Address:

NEXT EGG INVESTMENTS (NFF) LP
ELIZABETH PARK CAPITAL MGMT LTD

Account Number: 2QX-028204

Recipient's Identification
Number. 80-0696650

2012 TAX and
YEAR-END STATEMENT
As of 02/22/2013

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

This is important tax information and is being furnished to the Internal Revenue Service. If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported.

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked								
Covered (Box 6b)								
Description (Box 8): ASSOCIATED BANC CORP COM						**CUSIP (Box 1d):** 045487105		
1,140	SHORT SALE	FIRST IN FIRST OUT	03/05/2012	04/19/2012	14,829.27	15,313.80		(484.53)
Description (Box 8): COMMERCE BANCSHARES						**CUSIP (Box 1d):** 200525103		
900	SHORT SALE	FIRST IN FIRST OUT	12/27/2011	04/13/2012	34,541.33	35,825.57		(1,284.24)
Description (Box 8): COMMUNITY TR BANCORP INC COM						**CUSIP (Box 1d):** 204149108		
300	SELL	FIRST IN FIRST OUT	01/10/2012	04/10/2012	9,230.79	9,066.17		164.62
672	SELL	FIRST IN FIRST OUT	01/10/2012	04/11/2012	20,534.15	20,308.23		225.92
	SECURITY TOTAL				29,764.94	29,374.40		390.54
Description (Box 8)· FIRST HORIZON NATL C ORP COM						**CUSIP (Box 1d):** 320517105		
1,595	SHORT SALE	FIRST IN FIRST OUT	02/23/2012	05/09/2012	15,000.90	14,370 00		630.90
2,155	SHORT SALE	FIRST IN FIRST OUT	02/23/2012	05/09/2012	20,267.68	19,410.00		857.68
1,050	SHORT SALE	FIRST IN FIRST OUT	02/23/2012	05/09/2012	9,875.20	9,422.91		452 29
2,685	SHORT SALE	FIRST IN FIRST OUT	02/27/2012	05/09/2012	25,137.27	24,095.73		1,041.54
15	SHORT SALE	FIRST IN FIRST OUT	02/28/2012	05/09/2012	140.84	134.61		6.23
7,500	**SALE DATE TOTAL**		VARIOUS	05/09/2012	70,421.89	67,433.25		2,988 64

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715*(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked

Covered (Box 6b) *(continued)*

Description (Box 8): FIRST HORIZON NATL C ORP COM **CUSIP (Box 1d):** 320517105 *(continued)*

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
1,105	SHORT SALE	FIRST IN FIRST OUT	02/28/2012	05/15/2012	10,375.57	9,687.98		687.59
720	SHORT SALE	FIRST IN FIRST OUT	03/05/2012	05/15/2012	6,746 39	6,312.53		433.86
1,925	SHORT SALE	FIRST IN FIRST OUT	04/09/2012	05/15/2012	18,995.52	16,877.24		2,118.28
3,750	**SALE DATE TOTAL**		VARIOUS	05/15/2012	36,117.48	32,877.75		3,239.73
195	SHORT SALE	FIRST IN FIRST OUT	04/09/2012	05/17/2012	1,924.22	1,683.08		241.14
990	SHORT SALE	FIRST IN FIRST OUT	04/10/2012	05/17/2012	9,514.00	8,544.88		969.12
2,570	SHORT SALE	FIRST IN FIRST OUT	04/19/2012	05/17/2012	23,806.20	22,182 18		1,624.02
3,755	**SALE DATE TOTAL**		VARIOUS	05/17/2012	35,244.42	32,410.14		2,834.28
	SECURITY TOTAL				141,783.79	132,721.14		9,062.65

Description (Box 8): FULTON FINL CORP PA COM **CUSIP (Box 1d):** 360271100

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
2,600	SELL	FIRST IN FIRST OUT	12/21/2011	02/16/2012	25,299.88	24,878.92		420.96
1,650	SELL	FIRST IN FIRST OUT	12/21/2011	03/16/2012	16,545.58	15,788.55	(316.81) O	757 03
1,850	SELL	FIRST IN FIRST OUT	12/22/2011	03/16/2012	18,551.11	18,162.99	(355.21) O	388.12
1,750	SELL	FIRST IN FIRST OUT	12/28/2011	03/16/2012	17,548.34	17,081.99	(336.01) O	466.35
2,950	SELL	FIRST IN FIRST OUT	12/30/2011	03/16/2012	29,581.49	29,138.63	(566.42) O	442.86
1,000	SELL	FIRST IN FIRST OUT	12/30/2011	03/16/2012	10,013 87	9,877.50	(192.01) O	136.37
9,200	**SALE DATE TOTAL**		VARIOUS	03/16/2012	92,240 39	90,049.66	(1,766.46)	2,190.73

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715*(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked

Covered (Box 6b) *(continued)*

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Description (Box 8): FULTON FINL CORP PA COM						**CUSIP (Box 1d):** 360271100 *(continued)*		
1,050	SELL	FIRST IN FIRST OUT	12/30/2011	05/31/2012	10,599.77	10,371.37		228.40
1,510	SELL	FIRST IN FIRST OUT	01/06/2012	05/31/2012	15,248.27	15,263.63		(15.36)
2,560	**SALE DATE TOTAL**		VARIOUS	05/31/2012	25,848.04	25,635.00		213.04
	SECURITY TOTAL				143,388.31	140,563.58	(1,766.46)	2,824.73
Description (Box 8): HANCOCK HLDG CO COM						**CUSIP (Box 1d):** 410120109		
805	SHORT SALE	FIRST IN FIRST OUT	04/27/2012	04/30/2012	26,671.56	26,000 32		671.24
Description (Box 8): HUNTINGTON BANCSHARE S INC						**CUSIP (Box 1d):** 446150104		
3,750	SELL	FIRST IN FIRST OUT	12/23/2011	05/31/2012	24,085.86	21,167.00		2,918.86
1,750	SELL	FIRST IN FIRST OUT	12/27/2011	05/31/2012	11,240.07	9,812.35		1,427 72
1,790	SELL	FIRST IN FIRST OUT	12/30/2011	05/31/2012	11,496.99	9,958.77		1,538.22
7,290	**SALE DATE TOTAL**		VARIOUS	05/31/2012	46,822.92	40,938.12		5,884.80
	SECURITY TOTAL				46,822.92	40,938.12		5,884.80
Description (Box 8): NORTHWEST BANCSHARES INC MD COM						**CUSIP (Box 1d):** 667340103		
1,000	SHORT SALE	FIRST IN FIRST OUT	12/19/2011	04/03/2012	12,047.26	12,921.35		(874 09)
2,000	SHORT SALE	FIRST IN FIRST OUT	12/20/2011	04/03/2012	24,667.02	25,842.69		(1,175.67)
550	SHORT SALE	FIRST IN FIRST OUT	12/21/2011	04/03/2012	6,875.41	7,106 74		(231.33)

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715*(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked

Covered (Box 6b) *(continued)*

Description (Box 8): NORTHWEST BANCSHARES INC MD COM — **CUSIP (Box 1d):** 667340103 *(continued)*

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
3,550	**SALE DATE TOTAL**		VARIOUS	04/03/2012	43,589.69	45,870.78		(2,281.09)
450	SHORT SALE	FIRST IN FIRST OUT	12/21/2011	04/04/2012	5,625.34	5,740.07		(114.73)
1,080	SHORT SALE	FIRST IN FIRST OUT	12/23/2011	04/04/2012	13,565.99	13,776.16		(210.17)
1,530	**SALE DATE TOTAL**		VARIOUS	04/04/2012	19,191.33	19,516.23		(324.90)
1,410	SHORT SALE	FIRST IN FIRST OUT	12/23/2011	05/18/2012	17,711.16	16,743.52		967.64
516	SHORT SALE	FIRST IN FIRST OUT	12/23/2011	05/21/2012	6,481.53	6,107.11		374.42
648	SHORT SALE	FIRST IN FIRST OUT	12/30/2011	05/21/2012	8,077.16	7,669.40		407.76
852	SHORT SALE	FIRST IN FIRST OUT	12/30/2011	05/21/2012	10,619.98	10,075.49		544.49
1,098	SHORT SALE	FIRST IN FIRST OUT	01/03/2012	05/21/2012	13,797.20	12,984.61		812.59
3,114	**SALE DATE TOTAL**		VARIOUS	05/21/2012	38,975.87	36,836.61		2,139.26
	SECURITY TOTAL				119,468.05	118,967.14		500.91

Description (Box 8): OLD NATL BANCORP IND COM — **CUSIP (Box 1d):** 680033107

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
2,500	SELL	FIRST IN FIRST OUT	12/21/2011	05/08/2012	31,340.44	29,082.50		2,257.94
2,340	SELL	FIRST IN FIRST OUT	12/23/2011	05/08/2012	29,334.66	27,895.39		1,439.27
4,840	**SALE DATE TOTAL**		VARIOUS	05/08/2012	60,675.10	56,977.89		3,697.21
231	SELL	FIRST IN FIRST OUT	12/23/2011	05/10/2012	2,875.16	2,753.78		121.38
1,250	SELL	FIRST IN FIRST OUT	12/27/2011	05/10/2012	15,558.25	15,045.00		513.25

Recipient's Name and Address:

NEXT EGG INVESTMENTS (NFF) LP
ELIZABETH PARK CAPITAL MGMT LTD

Account Number: 2QX-028204

Recipient's Identification
Number 80-0696650

2012 TAX and
YEAR-END STATEMENT
As of 02/22/2013

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715*(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked

Covered (Box 6b) *(continued)*

Description (Box 8): OLD NATL BANCORP IND COM **CUSIP (Box 1d):** 680033107 *(continued)*

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
1,481	**SALE DATE TOTAL**		VARIOUS	05/10/2012	18,433.41	17,798.78		634.63
250	SELL	FIRST IN FIRST OUT	12/28/2011	05/15/2012	2,998.33	2,934 46		63.87
2,000	SELL	FIRST IN FIRST OUT	12/28/2011	05/16/2012	23,775.26	23,475.71		299.55
1,146	SELL	FIRST IN FIRST OUT	12/28/2011	05/17/2012	13,439.19	13,451.58		(12.39)
104	SELL	FIRST IN FIRST OUT	12/28/2011	05/18/2012	1,211.69	1,220.74		(9.05)
252	SELL	FIRST IN FIRST OUT	12/29/2011	05/18/2012	2,936.02	2,990.88		(54.86)
356	**SALE DATE TOTAL**		VARIOUS	05/18/2012	4,147.71	4,211.62		(63.91)
	SECURITY TOTAL				123,469.00	118,850.04		4,618 96

Description (Box 8): PEOPLES UTD FINL INC COM **CUSIP (Box 1d):** 712704105

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
1,915	SHORT SALE	FIRST IN FIRST OUT	02/02/2012	05/18/2012	23,449.31	22,641.11		808.20
707	SHORT SALE	FIRST IN FIRST OUT	02/02/2012	05/18/2012	8,657.27	8,385.22		272.05
738	SHORT SALE	FIRST IN FIRST OUT	02/03/2012	05/18/2012	9,234.42	8,752.89		481.53
1,406	SHORT SALE	FIRST IN FIRST OUT	02/03/2012	05/18/2012	17,592.94	16,576.42		1,016.52
129	SHORT SALE	FIRST IN FIRST OUT	04/11/2012	05/18/2012	1,615.41	1,520.88		94.53
4,895	**SALE DATE TOTAL**		VARIOUS	05/18/2012	60,549.35	57,876.52		2,672.83
1,046	SHORT SALE	FIRST IN FIRST OUT	04/11/2012	05/21/2012	13,098.62	12,287.20		811.42
1,210	SHORT SALE	FIRST IN FIRST OUT	04/19/2012	05/21/2012	15,072.40	14,213 69		858.71

Recipient's Name and Address:

NEXT EGG INVESTMENTS (NFF) LP
ELIZABETH PARK CAPITAL MGMT LTD

Account Number: 2QX-028204

Recipient's Identification
Number. 80-0696650

2012 TAX and
YEAR-END STATEMENT
As of 02/22/2013

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715*(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked

Covered (Box 6b) *(continued)*

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Description (Box 8): PEOPLES UTD FINL INC COM					**CUSIP (Box 1d):** 712704105 *(continued)*			
2,256	**SALE DATE TOTAL**		VARIOUS	05/21/2012	28,171.02	26,500.89		1,670.13
	SECURITY TOTAL				88,720.37	84,377.41		4,342.96
Description (Box 8): PINNACLE FINL PARTNE RS INC COM					**CUSIP (Box 1d):** 72346Q104			
100	SHORT SALE	FIRST IN FIRST OUT	12/21/2011	03/12/2012	1,622.61	1,751.13		(128.52)
700	SHORT SALE	FIRST IN FIRST OUT	12/21/2011	03/14/2012	11,358.26	12,443.50		(1,085.24)
400	SHORT SALE	FIRST IN FIRST OUT	12/21/2011	03/15/2012	6,490.43	7,131 24		(640.81)
1,300	SHORT SALE	FIRST IN FIRST OUT	12/21/2011	04/18/2012	21,093.91	22,862.80		(1,768.89)
630	SHORT SALE	FIRST IN FIRST OUT	12/22/2011	04/18/2012	10,494 62	11,079.67		(585.05)
1,930	**SALE DATE TOTAL**		VARIOUS	04/18/2012	31,588.53	33,942.47		(2,353.94)
879	SHORT SALE	FIRST IN FIRST OUT	12/22/2011	04/19/2012	14,642.49	15,262.67		(620.18)
1,000	SHORT SALE	FIRST IN FIRST OUT	12/23/2011	04/19/2012	16,564.68	17,363.67		(798.99)
721	SHORT SALE	FIRST IN FIRST OUT	12/29/2011	04/19/2012	11,761.68	12,519.20		(757.52)
2,600	**SALE DATE TOTAL**		VARIOUS	04/19/2012	42,968.85	45,145 54		(2,176.69)
779	SHORT SALE	FIRST IN FIRST OUT	12/29/2011	04/30/2012	12,707.83	14,338.31		(1,630 48)
21	SHORT SALE	FIRST IN FIRST OUT	12/30/2011	04/30/2012	340.39	386.53		(46.14)
800	**SALE DATE TOTAL**		VARIOUS	04/30/2012	13,048.22	14,724.84		(1,676.62)
679	SHORT SALE	FIRST IN FIRST OUT	12/30/2011	05/04/2012	11,005.89	11,895.11		(889.22)

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715*(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked

Covered (Box 6b) *(continued)*

Description (Box 8): PINNACLE FINL PARTNE RS INC COM **CUSIP (Box 1d):** 72346Q104 *(continued)*

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
266	SHORT SALE	FIRST IN FIRST OUT	01/03/2012	05/04/2012	4,284.40	4,659.94		(375.54)
945	**SALE DATE TOTAL**		VARIOUS	05/04/2012	15,290.29	16,555.05		(1,264.76)
365	SHORT SALE	FIRST IN FIRST OUT	01/03/2012	05/07/2012	5,878.97	6,446.12		(567.15)
285	SHORT SALE	FIRST IN FIRST OUT	01/03/2012	05/08/2012	4,590.43	5,058.50		(468.07)
284	SHORT SALE	FIRST IN FIRST OUT	01/03/2012	05/09/2012	4,574.32	4,973.04		(398.72)
	SECURITY TOTAL				137,410.91	148,171.43		(10,760.52)

Description (Box 8): PROVIDENT FINL SVCS INC COM **CUSIP (Box 1d):** 74386T105

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
760	SELL	FIRST IN FIRST OUT	02/13/2012	05/31/2012	10,553.09	10,807.00		(253.91)
830	SELL	FIRST IN FIRST OUT	02/16/2012	05/31/2012	11,525.08	11,792.04		(266.96)
1,590	**SALE DATE TOTAL**		VARIOUS	05/31/2012	22,078.17	22,599.04		(520.87)
	SECURITY TOTAL				22,078.17	22,599.04		(520.87)

Description (Box 8): S&T BANCORP INC OF I NDIANA PA **CUSIP (Box 1d):** 783859101

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
795	SELL	FIRST IN FIRST OUT	01/10/2012	04/24/2012	15,429.96	16,515 65		(1,085.69)
455	SELL	FIRST IN FIRST OUT	01/10/2012	04/25/2012	8,857.53	9,452.35		(594.82)
500	SELL	FIRST IN FIRST OUT	01/11/2012	04/25/2012	9,733.55	10,194.65		(461.10)
500	SELL	FIRST IN FIRST OUT	01/12/2012	04/25/2012	9,733.55	10,295.00		(561.45)

Recipient's Name and Address:

NEXT EGG INVESTMENTS (NFF) LP
ELIZABETH PARK CAPITAL MGMT LTD

Account Number: 2QX-028204

Recipient's Identification
Number 80-0696650

2012 TAX and
YEAR-END STATEMENT
As of 02/22/2013

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715*(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked

Covered (Box 6b) *(continued)*

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium R=Return of Capital	Realized Gain or (Loss)
Description (Box 8): S&T BANCORP INC OF I NDIANA PA					**CUSIP (Box 1d):** 783859101 *(continued)*			
1,455	**SALE DATE TOTAL**		VARIOUS	04/25/2012	28,324.63	29,942.00		(1,617.37)
170	SELL	FIRST IN FIRST OUT	01/23/2012	04/27/2012	3,284.19	3,520 43		(236.24)
790	SELL	FIRST IN FIRST OUT	01/23/2012	04/27/2012	15,251.88	16,359.66		(1,107.78)
40	SELL	FIRST IN FIRST OUT	03/02/2012	04/27/2012	772.25	833.48		(61.23)
1,000	**SALE DATE TOTAL**		VARIOUS	04/27/2012	19,308.32	20,713.57		(1,405.25)
184	SELL	FIRST IN FIRST OUT	03/02/2012	05/01/2012	3,479.40	3,834.00		(354.60)
24	SELL	FIRST IN FIRST OUT	03/06/2012	05/01/2012	453.83	487.47		(33.64)
208	**SALE DATE TOTAL**		VARIOUS	05/01/2012	3,933.23	4,321.47		(388.24)
311	SELL	FIRST IN FIRST OUT	03/06/2012	05/07/2012	5,598.33	6,316.81		(718.48)
	SECURITY TOTAL				72,594.47	77,809.50		(5,215.03)
Description (Box 8): SPDR SER TR S&P REGL BKG ETF					**CUSIP (Box 1d):** 78464A698			
1,900	SHORT SALE	FIRST IN FIRST OUT	04/30/2012	05/22/2012	53,308.88	50,961.47		2,347.41
905	SHORT SALE	FIRST IN FIRST OUT	05/02/2012	05/22/2012	25,144.90	24,273 75		871.15
925	SHORT SALE	FIRST IN FIRST OUT	05/03/2012	05/22/2012	25,808.29	24,810.19		998.10
190	SHORT SALE	FIRST IN FIRST OUT	05/07/2012	05/22/2012	5,228.16	5,096.15		132.01
3,920	**SALE DATE TOTAL**		VARIOUS	05/22/2012	109,490.23	105,141 56		4,348.67
	SECURITY TOTAL				109,490.23	105,141.56		4,348.67

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715*(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked								
Covered (Box 6b) *(continued)*								
Description (Box 8): SIMMONS FIRST NAT'L CORP CLASS A					**CUSIP (Box 1d):** 828730200			
920	SHORT SALE	FIRST IN FIRST OUT	12/20/2011	05/29/2012	25,423.24	21,770.70		3,652.54
80	SHORT SALE	FIRST IN FIRST OUT	12/20/2011	05/30/2012	2,210.72	1,898.32		312.40
611	SHORT SALE	FIRST IN FIRST OUT	12/21/2011	05/30/2012	16,935.89	14,498.42		2,437.47
691	**SALE DATE TOTAL**		VARIOUS	05/30/2012	19,146.61	16,396.74		2,749.87
	SECURITY TOTAL				44,569.85	38,167.44		6,402.41
Description (Box 8): TEXAS CAP BANCSHARES INC COM DELAWARE					**CUSIP (Box 1d):** 88224Q107			
1,790	SELL	FIRST IN FIRST OUT	12/19/2011	03/14/2012	61,853.62	50,732.96		11,120.66
260	SELL	FIRST IN FIRST OUT	12/19/2011	03/26/2012	9,337.00	7,369.03		1,967.97
50	SELL	FIRST IN FIRST OUT	12/28/2011	03/26/2012	1,795 58	1,491.03		304.55
310	**SALE DATE TOTAL**		VARIOUS	03/26/2012	11,132.58	8,860.06		2,272.52
	SECURITY TOTAL				72,986.20	59,593.02		13,393.18
Description (Box 8): TOMPKINS FINL CORP C OM					**CUSIP (Box 1d):** 890110109			
250	SELL	FIRST IN FIRST OUT	12/22/2011	01/19/2012	10,085 53	9,852.60		232.93
750	SELL	FIRST IN FIRST OUT	12/22/2011	01/30/2012	31,769.81	29,557 80		2,212.01
916	SELL	FIRST IN FIRST OUT	12/28/2011	01/30/2012	38,801.53	35,541.74		3,259 79
113	SELL	FIRST IN FIRST OUT	12/30/2011	01/30/2012	4,786 66	4,393 83		392.83

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715*(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked

Covered (Box 6b) *(continued)*

Description (Box 8): TOMPKINS FINL CORP C OM **CUSIP (Box 1d):** 890110109 *(continued)*

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
1,779	**SALE DATE TOTAL**		VARIOUS	01/30/2012	75,358.00	69,493.37		5,864.63
537	SELL	FIRST IN FIRST OUT	12/30/2011	04/27/2012	20,991.76	20,880 43		111.33
18	SELL	FIRST IN FIRST OUT	02/27/2012	04/27/2012	703 63	747.29		(43.66)
555	**SALE DATE TOTAL**		VARIOUS	04/27/2012	21,695.39	21,627.72		67.67
220	SELL	FIRST IN FIRST OUT	02/27/2012	05/01/2012	8,406.11	9,133.50		(727.39)
25	SELL	FIRST IN FIRST OUT	02/29/2012	05/01/2012	955.24	1,034.11		(78.87)
245	**SALE DATE TOTAL**		VARIOUS	05/01/2012	9,361.35	10,167.61		(806.26)
45	SELL	FIRST IN FIRST OUT	02/29/2012	05/03/2012	1,683.38	1,861.39		(178.01)
95	SELL	FIRST IN FIRST OUT	03/02/2012	05/03/2012	3,553.80	3,747.93		(194.13)
125	SELL	FIRST IN FIRST OUT	03/06/2012	05/03/2012	4,676.05	4,933.33		(257.28)
265	**SALE DATE TOTAL**		VARIOUS	05/03/2012	9,913.23	10,542.65		(629.42)
65	SELL	FIRST IN FIRST OUT	03/06/2012	05/07/2012	2,358.31	2,565.34		(207.03)
35	SELL	FIRST IN FIRST OUT	03/06/2012	05/08/2012	1,274.11	1,381.33		(107.22)
100	SELL	FIRST IN FIRST OUT	03/08/2012	05/08/2012	3,640.30	3,970.00		(329.70)
135	**SALE DATE TOTAL**		VARIOUS	05/08/2012	4,914.41	5,351.33		(436.92)
	SECURITY TOTAL				133,686.22	129,600.62		4,085.60

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715*(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Reported to the IRS: Report on Form 8949, Part I, with Box A Checked								
Covered (Box 6b) *(continued)*								
Description (Box 8): VALLEY NATL BANCORP COM					**CUSIP (Box 1d):** 919794107			
(.700)	SHORT SALE	FIRST IN FIRST OUT	12/20/2011	05/25/2012	7.82	8.00		(0.18)
Description (Box 8): WESBANCO INC COM					**CUSIP (Box 1d):** 950810101			
1,797	SELL	FIRST IN FIRST OUT	01/06/2012	05/18/2012	35,799.07	36,726.44		(927.37)
243	SELL	FIRST IN FIRST OUT	03/07/2012	05/18/2012	4,840.94	4,623.84		217.10
2,040	**SALE DATE TOTAL**		VARIOUS	05/18/2012	40,640.01	41,350.28		(710.27)
	SECURITY TOTAL				40,640.01	41,350.28		(710.27)
Short-Term Covered Total					**1,402,923.42**	**1,365,372.41**	**(1,766.46)**	**37,551.01**
Short-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part I, with Box B Checked								
Noncovered (Box 6a)								
Description (Box 8): COMMUNITY TR BANCORP INC COM					**CUSIP (Box 1d):** 204149108			
350	SELL	FIRST IN FIRST OUT	01/13/2012	04/11/2012	10,694.87	10,475.77		219.10
400	SELL	FIRST IN FIRST OUT	01/17/2012	04/11/2012	12,222.70	12,035.00		187.70
750	**SALE DATE TOTAL**		VARIOUS	04/11/2012	22,917 57	22,510.77		406.80
	SECURITY TOTAL				22,917.57	22,510.77		406 80

Recipient's Name and Address:

NEXT EGG INVESTMENTS (NFF) LP
ELIZABETH PARK CAPITAL MGMT LTD

Account Number: 2QX-028204

Recipient's Identification
Number: 80-0696650

2012 TAX and
YEAR-END STATEMENT
As of 02/22/2013

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715*(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Short-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part I, with Box B Checked

Noncovered (Box 6a) *(continued)*

Description (Box 8): FULTON FINL CORP PA COM **CUSIP (Box 1d):** 360271100

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium R=Return of Capital	Realized Gain or (Loss)
320	SELL	FIRST IN FIRST OUT	01/04/2012	05/31/2012	3,230.41	3,178.02		52.39
1,330	SELL	FIRST IN FIRST OUT	01/04/2012	05/31/2012	13,430.59	13,208 66		221.93
1,650	**SALE DATE TOTAL**		VARIOUS	05/31/2012	16,661.00	16,386.68		274.32
	SECURITY TOTAL				16,661.00	16,386.68		274.32

Description (Box 8): PROVIDENT FINL SVCS INC COM **CUSIP (Box 1d):** 74386T105

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) 0=Option Premium R=Return of Capital	Realized Gain or (Loss)
1,275	SELL	FIRST IN FIRST OUT	02/02/2012	05/29/2012	18,303.44	18,620.57		(317.13)
315	SELL	FIRST IN FIRST OUT	02/02/2012	05/29/2012	4,522.03	4,578.17		(56.14)
1,590	**SALE DATE TOTAL**		VARIOUS	05/29/2012	22,825.47	23,198.74		(373.27)
810	SELL	FIRST IN FIRST OUT	02/02/2012	05/30/2012	11,362.49	11,772.43		(409.94)
150	SELL	VERSUS PURCHASE	02/02/2012	05/31/2012	2,075.85	2,180.08		(104.23)
1,600	SELL	VERSUS PURCHASE	02/03/2012	05/31/2012	22,142.44	23,862 83		(1,720 39)
34	SELL	FIRST IN FIRST OUT	02/03/2012	05/31/2012	472.11	507.09		(34.98)
1,784	**SALE DATE TOTAL**		VARIOUS	05/31/2012	24,690.40	26,550.00		(1,859.60)
	SECURITY TOTAL				58,878.36	61,521.17		(2,642.81)

Recipient's Name and Address:

NEXT EGG INVESTMENTS (NFF) LP
ELIZABETH PARK CAPITAL MGMT LTD

Account Number: 2QX-028204

Recipient's Identification
Number. 80-0696650

2012 TAX and YEAR-END STATEMENT As of 02/22/2013

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715*(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Short-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part I, with Box B Checked

Noncovered (Box 6a) *(continued)*

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Description (Box 8): S&T BANCORP INC OF I NDIANA PA						**CUSIP (Box 1d):** 783859101		
400	SELL	FIRST IN FIRST OUT	01/09/2012	04/24/2012	7,777.75	8,088.19		(310.44)
300	SELL	FIRST IN FIRST OUT	01/09/2012	04/24/2012	5,822.63	6,066.14		(243.51)
700	**SALE DATE TOTAL**		VARIOUS	04/24/2012	13,600.38	14,154.33		(553.95)
320	SELL	FIRST IN FIRST OUT	01/17/2012	04/25/2012	6,229.49	6,540.94		(311.45)
200	SELL	FIRST IN FIRST OUT	01/17/2012	04/26/2012	3,860.71	4,088.09		(227.38)
280	SELL	FIRST IN FIRST OUT	01/17/2012	04/27/2012	5,409.25	5,723.33		(314.08)
	SECURITY TOTAL				29,099.83	30,506.69		(1,406.86)
Description (Box 8): SPDR SER TR S&P BK E TF						**CUSIP (Box 1d):** 78464A797		
468	SHORT SALE	FIRST IN FIRST OUT	12/23/2011	02/21/2012	9,330.40	10,492.74		(1,162.34)
1,365	SHORT SALE	FIRST IN FIRST OUT	12/23/2011	02/21/2012	27,213.67	30,864 00		(3,650.33)
1,365	SHORT SALE	FIRST IN FIRST OUT	12/23/2011	02/21/2012	27,213.66	30,891.30		(3,677 64)
3,198	**SALE DATE TOTAL**		VARIOUS	02/21/2012	63,757.73	72,248.04		(8,490.31)
302	SHORT SALE	FIRST IN FIRST OUT	12/23/2011	02/22/2012	6,020.90	6,638.27		(617.37)
924	SHORT SALE	FIRST IN FIRST OUT	12/30/2011	02/22/2012	18,318.29	20,310.47		(1,992.18)
1,226	**SALE DATE TOTAL**		VARIOUS	02/22/2012	24,339.19	26,948 74		(2,609.55)

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715*(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions for Which Basis Is Not Reported to the IRS: Report on Form 8949, Part I, with Box B Checked								
Noncovered (Box 6a) *(continued)*								
Description (Box 8): SPDR SER TR S&P BK E TF					CUSIP (Box 1d): 78464A797 *(continued)*			
1,076	SHORT SALE	FIRST IN FIRST OUT	12/30/2011	02/28/2012	21,331.68	24,031.32		(2,699.64)
	SECURITY TOTAL				109,428.60	123,228.10		(13,799.50)
Description (Box 8): WESBANCO INC COM					CUSIP (Box 1d): 950810101			
650	SELL	FIRST IN FIRST OUT	01/09/2012	05/18/2012	12,949.02	13,406.62		(457.60)
Short-Term Noncovered Total					**249,934.38**	**267,560.03**	**0.00**	**(17,625.65)**
Short-Term Total					**1,652,857.80**	**1,632,932.44**	**(1,766.46)**	**19,925.36**

Recipient's Name and Address:

NEXT EGG INVESTMENTS (NFF) LP
ELIZABETH PARK CAPITAL MGMT LTD

Account Number: 2QX-028204

Recipient's Identification
Number: 80-0696650

2012 TAX and
YEAR-END STATEMENT
As of 02/22/2013

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715*(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Short-Term Transactions Not Reported to the IRS on Form 1099-B: For Informational Purposes Only

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Description (Box 8): CALL COMERICA INC 07 -21-12 34.00					**CUSIP (Box 1d):** 99QABMEGY			
30	BUY	FIRST IN FIRST OUT	02/23/2012	04/27/2012	1,865.61	2,839.48		(973.87)
24	BUY	FIRST IN FIRST OUT	02/28/2012	04/27/2012	1,189.55	2,271.59		(1,082.04)
54	**SALE DATE TOTAL**		VARIOUS	04/27/2012	3,055.16	5,111.07		(2,055.91)
	SECURITY TOTAL				3,055.16	5,111 07		(2,055.91)
Description (Box 8): CALL FIFTH THIRD BAN 08-18-12 17.00					**CUSIP (Box 1d):** 99QABOZTC			
26	BUY	FIRST IN FIRST OUT	02/23/2012	05/31/2012	467.35	130.64		336.71
Description (Box 8): CALL KEYCORP NEW COM 09-22-12 9 00					**CUSIP (Box 1d):** 99QABR3WW			
65	BUY	FIRST IN FIRST OUT	02/23/2012	04/20/2012	2,091.72	1,149 36		942.36
14	BUY	FIRST IN FIRST OUT	02/23/2012	04/23/2012	450.53	224.48		226.05
9	BUY	FIRST IN FIRST OUT	02/23/2012	05/14/2012	289 62	144.22		145.40

2012 Form 1099-B Proceeds From Broker and Barter Exchange Transactions OMB No. 1545-0715*(Continued)*

(For individuals report details on Form 1040 Schedule D Line 1, 2, 3, 8, 9 or 10)

Quantity (Box 1e)	Disposition Transaction	Disposition Method	Date of Acquisition (Box 1b)	Date of Sale or Exchange (Box 1a)	Gross Proceeds Less Commissions and Fees (Box 2a)	Cost or Other Basis (Box 3)	Adjustments W=Wash Sale Loss (Box 5) O=Option Premium R=Return of Capital	Realized Gain or (Loss)
Short-Term Transactions Not Reported to the IRS on Form 1099-B: For Informational Purposes Only *(continued)*								
Description (Box 8): CALL KEYCORP NEW COM 09-22-12 9.00					**CUSIP (Box 1d):** 99QABR3WW *(continued)*			
33	BUY	FIRST IN FIRST OUT	02/24/2012	05/14/2012	1,152.22	528.81		623.41
47	BUY	FIRST IN FIRST OUT	02/27/2012	05/14/2012	1,612.48	753.15		859.33
2	BUY	FIRST IN FIRST OUT	02/28/2012	05/14/2012	73.91	32.05		41.86
91	**SALE DATE TOTAL**		VARIOUS	05/14/2012	3,128.23	1,458.23		1,670.00
68	BUY	FIRST IN FIRST OUT	02/28/2012	05/15/2012	2,512.87	1,049.67		1,463.20
	SECURITY TOTAL				8,183.35	3,881.74		4,301.61
Description (Box 8): CALL EAST WEST BANCO 10-20-12 25.00					**CUSIP (Box 1d):** 99QABUFF6			
10	BUY	FIRST IN FIRST OUT	02/24/2012	05/31/2012	779.73	661.80		117.93
10	BUY	FIRST IN FIRST OUT	02/27/2012	05/31/2012	779.73	661.80		117.93
6	BUY	FIRST IN FIRST OUT	03/01/2012	05/31/2012	553.09	397.08		156.01
11	BUY	FIRST IN FIRST OUT	03/02/2012	05/31/2012	914.44	727.97		186.47
37	**SALE DATE TOTAL**		VARIOUS	05/31/2012	3,026.99	2,448.65		578.34
	SECURITY TOTAL				3,026.99	2,448 65		578.34
Short-Term Transactions Not Reported Total					14,732.85	11,572.10	0.00	3,160.75
Total					3,818,663.66	1,644,504.54	(1,766.46)	23,086.11

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

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

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

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

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 THE NEUBAUER FAMILY FOUNDATION	Employer identification number (EIN) or ☒ 25-6627704
	Number, street, and room or suite no. If a P.O. box, see instructions. C/O PARENTEBEARD LLC 1800 BYBERRY RD., NO. 1100	Social security number (SSN) ☐
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. HUNTINGDON VALLEY, PA 19006-3523	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

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

- The books are in the care of ▶ STEVEN PRESSMAN, CPA - 1800 BYBERRY RD, STE 1100 - HUNTINGDON VALLEY, PA 19006-3523

Telephone No.▶ (215)947-2100 FAX No ▶ 215-947-7448

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

4 I request an additional 3-month extension of time until OCTOBER 15, 2013.

5 For calendar year ______, or other tax year beginning DEC 1, 2011, and ending NOV 30, 2012.

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

7 State in detail why you need the extension
ADDITIONAL INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE TAX RETURN IS NOT YET AVAILABLE.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	$ 208,432.
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 and any amount paid previously with Form 8868.	8b	$ 208,432.
c	**Balance due.** Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	$ 0.

Signature and Verification must be completed for Part II only.

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

Signature ▶ William R. Deiss Title ▶ CPA Date ▶ 7-8-2013

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.

Type or print

File by the due date for filing your return See instructions

Name of exempt organization or other filer, see instructions.
THE NEUBAUER FAMILY FOUNDATION

Employer identification number (EIN) or
☒ 25-6627704

Number, street, and room or suite no. If a P.O. box, see instructions.
C/O PARENTEBEARD LLC 1800 BYBERRY RD., NO. 1100

Social security number (SSN)
☐

City, town or post office, state, and ZIP code. For a foreign address, see instructions.
HUNTINGDON VALLEY, PA 19006-3523

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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

- The books are in the care of ▶ STEVEN PRESSMAN, CPA - 1800 BYBERRY RD, STE 1100 - HUNTINGDON VALLEY, PA 19006-3523

  Telephone No. ▶ (215)947-2100 FAX No. ▶ 215-947-7448
- 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 JULY 15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ ☐ calendar year ______ or

▶ ☒ tax year beginning DEC 1, 2011, and ending NOV 30, 2012.

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	$ 208,432.
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	$ 123,432.
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	$ 85,000.

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

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

123841
01-04-12

Mailed 4/10/2013 William R. Deiss, CPA