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Form **990**

Return of Organization Exempt From Income Tax
Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

▶ The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2012 calendar year, or tax year beginning , and ending

B Check if applicable:
 Address change
 Name change
 Initial return
 Terminated
 Amended return
 Application pending

C Name of organization **BRANDEGEE JOHN L TR U-WILL**

D Employer identification number **04-2392828**

E Telephone number **(617) 722-7772**

G Gross receipts \$ **11,207,708**

H(a) Is this a group return for affiliates? Yes No
H(b) Are all affiliates included? Yes No
 If "No," attach a list (see instructions)

I Tax-exempt status 501(c)(3) 501(c) () ◀ (insert no) 4947(a)(1) or 527

J Website: ▶ **H(c) Group exemption number** ▶

K Form of organization Corporation Trust Association Other ▶ **L Year of formation** **1969** **M State of legal domicile** **MA**

Part I Summary

Activities & Governance	1 Briefly describe the organization's mission or most significant activities: <u>The Brandegee John Trust is a type III supporting organization which supports the following Organizations - American Leprosy Missions International and Deerfield Academy</u>		
	2 Check this box <input type="checkbox"/> if the organization discontinued its operations or disposed of more than 25% of its net assets.		
	3 Number of voting members of the governing body (Part VI, line 1a)	3	2
	4 Number of independent voting members of the governing body (Part VI, line 1b)	4	2
	5 Total number of individuals employed in calendar year 2012 (Part V, line 2a)	5	0
	6 Total number of volunteers (estimate if necessary)	6	
	7a Total unrelated business revenue from Part VIII, column (C), line 12	7a	0
b Net unrelated business taxable income from Form 990-T, line 34	7b	0	
Revenue	8 Contributions and grants (Part VIII, line 1h)	Prior Year	Current Year
	9 Program service revenue (Part VIII, line 2g)	0	0
	10 Investment income (Part VIII, column (A), lines 3, 4, and 7d)	1,110,698	1,192,325
	11 Other revenue (Part VIII, column (A), lines 5, 6d, 8c, 9c, 10c, and 11e)	0	0
	12 Total revenue—add lines 8 through 11 (must equal Part VIII, column (A), line 12)	1,110,698	1,192,325
Expenses	13 Grants and similar amounts paid (Part IX, column (A), lines 1–3)	403,705	660,834
	14 Benefits paid to or for members (Part IX, column (A), line 4)	0	0
	15 Salaries, other compensation, employee benefits (Part IX, column (A), lines 5–10)	76,645	82,722
	16a Professional fundraising fees (Part IX, column (A), line 11e)	0	0
	b Total fundraising expenses (Part IX, column (D), line 25) ▶	0	0
	17 Other expenses (Part IX, column (A), lines 11a–11d, 11f–24e)	22,034	14,570
18 Total expenses Add lines 13–17 (must equal Part IX, column (A), line 25)	502,384	758,126	
19 Revenue less expenses Subtract line 18 from line 12	608,314	434,199	
Net Assets or Fund Balances	20 Total assets (Part X, line 16)	Beginning of Current Year	End of Year
	21 Total liabilities (Part X, line 26)	18,223,902	18,831,208
	22 Net assets or fund balances. Subtract line 21 from line 20	0	0
		18,223,902	18,831,208

Part II Signature Block

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 officer) is based on all information of which preparer has any knowledge

Sign Here

Signature of officer: [Signature] Date: **5/1/2013**

MICHAEL STAGIS VICE PRESIDENT
Type or print name and title

Paid Preparer Use Only

Print/Type preparer's name: **SHAWN P. HANLON** Preparer's signature: [Signature] Date: **5/1/2013** Check if self-employed PTIN: **P00965923**

Firm's name ▶ **PRICEWATERHOUSECOOPERS LLP** Firm's EIN ▶ **13-4008324**

Firm's address ▶ **600 GRANT STREET, PITTSBURGH, PA 15219** Phone no **412-355-6000**

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

For Paperwork Reduction Act Notice, see the separate instructions.

Form **990** (2012)

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ENVELOPE POSTMARK DATE MAY 03 2013

SCANNED MAY 21 2013

Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

1 Briefly describe the organization's mission:
The Brandegee John Trust is a type III supporting organization which supports the following
Organizations - American Leprosy Missions International and Deerfield Academy

2 Did the organization undertake any significant program services during the year which were not listed on
the prior Form 990 or 990-EZ? Yes No
If "Yes," describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program
services? Yes No
If "Yes," describe these changes on Schedule O.

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by
expenses Section 501(c)(3) and 501(c)(4) organizations are required to report the amount of grants and allocations to others,
the total expenses, and revenue, if any, for each program service reported

4a (Code) (Expenses \$ 97,636 including grants of \$ 97,636) (Revenue \$)
AMERICAN LEPROSY MISSION INTERNATIONAL, ATTN: MR. JIM LYON, CONTROLLER, ONE ALM WAY GREENVILLE, SC
29601-3060

4b (Code) (Expenses \$ 563,198 including grants of \$ 563,198) (Revenue \$)
DEERFIELD ACADEMY, ATTN: KEITH FINAN, CFO, 7 BOYDEN LANE, DEERFIELD, MA 01342

4c (Code.) (Expenses \$ including grants of \$) (Revenue \$)

4d Other program services (Describe in Schedule O)
(Expenses \$ 0 including grants of \$ 0) (Revenue \$ 0)

4e Total program service expenses ▶ 660,834

Part IV Checklist of Required Schedules

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? <i>If "Yes," complete Schedule A</i>	X	
2 Is the organization required to complete <i>Schedule B, Schedule of Contributors</i> (see instructions)?		X
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? <i>If "Yes," complete Schedule C, Part I</i>		X
4 Section 501(c)(3) organizations. Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? <i>If "Yes," complete Schedule C, Part II</i>		X
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? <i>If "Yes," complete Schedule C, Part III</i>		X
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? <i>If "Yes," complete Schedule D, Part I</i>		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas, or historic structures? <i>If "Yes," complete Schedule D, Part II</i>		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? <i>If "Yes," complete Schedule D, Part III</i>		X
9 Did the organization report an amount in Part X, line 21, for escrow or custodial account liability, serve as a custodian for amounts not listed in Part X; or provide credit counseling, debt management, credit repair, or debt negotiation services? <i>If "Yes," complete Schedule D, Part IV</i>		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? <i>If "Yes," complete Schedule D, Part V</i>		X
11 If the organization's answer to any of the following questions is "Yes," then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings, and equipment in Part X, line 10? <i>If "Yes," complete Schedule D, Part VI</i>		X
b Did the organization report an amount for investments—other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VII</i>		X
c Did the organization report an amount for investments—program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part VIII</i>		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? <i>If "Yes," complete Schedule D, Part IX</i>		X
e Did the organization report an amount for other liabilities in Part X, line 25? <i>If "Yes," complete Schedule D, Part X</i>		X
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? <i>If "Yes," complete Schedule D, Part X</i>		X
12a Did the organization obtain separate, independent audited financial statements for the tax year? <i>If "Yes," complete Schedule D, Parts XI and XII</i>		X
b Was the organization included in consolidated, independent audited financial statements for the tax year? <i>If "Yes," and if the organization answered "No" to line 12a, then completing Schedule D, Parts XI and XII is optional</i>		X
13 Is the organization a school described in section 170(b)(1)(A)(ii)? <i>If "Yes," complete Schedule E</i>		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? <i>If "Yes," complete Schedule F, Parts I and IV</i>		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? <i>If "Yes," complete Schedule F, Parts II and IV</i>		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? <i>If "Yes," complete Schedule F, Parts III and IV</i>		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? <i>If "Yes," complete Schedule G, Part I (see instructions)</i>		X
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? <i>If "Yes," complete Schedule G, Part II</i>		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? <i>If "Yes," complete Schedule G, Part III</i>		X
20a Did the organization operate one or more hospital facilities? <i>If "Yes," complete Schedule H</i>		X
b If "Yes" to line 20a, did the organization attach a copy of its audited financial statements to this return?		

Part IV Checklist of Required Schedules (continued)

	Yes	No
21 Did the organization report more than \$5,000 of grants and other assistance to any government or organization in the United States on Part IX, column (A), line 1? <i>If "Yes," complete Schedule I, Parts I and II</i>	X	
22 Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If "Yes," complete Schedule I, Parts I and III</i>		X
23 Did the organization answer "Yes" to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If "Yes," complete Schedule J</i>		X
24a Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, that was issued after December 31, 2002? <i>If "Yes," answer lines 24b through 24d and complete Schedule K. If "No," go to line 25</i>		X
24b Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
24c Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
24d Did the organization act as an "on behalf of" issuer for bonds outstanding at any time during the year?		
25a Section 501(c)(3) and 501(c)(4) organizations. Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If "Yes," complete Schedule L, Part I</i>		X
25b Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If "Yes," complete Schedule L, Part I</i>		X
26 Was a loan to or by a current or former officer, director, trustee, key employee, highest compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If "Yes," complete Schedule L, Part II</i>		X
27 Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If "Yes," complete Schedule L, Part III</i>		X
28 Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions)		
28a A current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28b A family member of a current or former officer, director, trustee, or key employee? <i>If "Yes," complete Schedule L, Part IV</i>		X
28c An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If "Yes," complete Schedule L, Part IV</i>		X
29 Did the organization receive more than \$25,000 in non-cash contributions? <i>If "Yes," complete Schedule M</i>		X
30 Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If "Yes," complete Schedule M</i>		X
31 Did the organization liquidate, terminate, or dissolve and cease operations? <i>If "Yes," complete Schedule N, Part I</i>		X
32 Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If "Yes," complete Schedule N, Part II</i>		X
33 Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If "Yes," complete Schedule R, Part I</i>		X
34 Was the organization related to any tax-exempt or taxable entity? <i>If "Yes," complete Schedule R, Part II, III, or IV, and Part V, line 1</i>		X
35a Did the organization have a controlled entity within the meaning of section 512(b)(13)?		X
35b If "Yes" to line 35a, did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If "Yes," complete Schedule R, Part V, line 2</i>		
36 Section 501(c)(3) organizations. Did the organization make any transfers to an exempt non-charitable related organization? <i>If "Yes," complete Schedule R, Part V, line 2</i>		X
37 Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If "Yes," complete Schedule R, Part VI</i>		X
38 Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11b and 19? Note. All Form 990 filers are required to complete Schedule O	X	

Part V Statements Regarding Other IRS Filings and Tax Compliance

Check if Schedule O contains a response to any question in this Part V.

		Yes	No
1a	Enter the number reported in Box 3 of Form 1096. Enter -0- if not applicable		
1b	Enter the number of Forms W-2G included in line 1a. Enter -0- if not applicable.		
1c	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?		X
2a	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
2b	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? Note. If the sum of lines 1a and 2a is greater than 250, you may be required to e-file. (see instructions)		
3a	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
3b	If "Yes," has it filed a Form 990-T for this year? If "No," provide an explanation in Schedule O		
4a	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
b	If "Yes," enter the name of the foreign country. See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
5a	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
5b	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
5c	If "Yes" to line 5a or 5b, did the organization file Form 8886-T?		
6a	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible as charitable contributions?		X
6b	If "Yes," did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?		
7	Organizations that may receive deductible contributions under section 170(c).		
a	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		X
b	If "Yes," did the organization notify the donor of the value of the goods or services provided?		
c	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		X
d	If "Yes," indicate the number of Forms 8282 filed during the year.		
e	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		X
f	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		X
g	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
h	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
8	Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations. Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		X
9	Sponsoring organizations maintaining donor advised funds.		
a	Did the organization make any taxable distributions under section 4966?		X
b	Did the organization make a distribution to a donor, donor advisor, or related person?		X
10	Section 501(c)(7) organizations. Enter:		
a	Initiation fees and capital contributions included on Part VIII, line 12		
b	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
11	Section 501(c)(12) organizations. Enter:		
a	Gross income from members or shareholders		
b	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
12a	Section 4947(a)(1) non-exempt charitable trusts. Is the organization filing Form 990 in lieu of Form 1041?		
b	If "Yes," enter the amount of tax-exempt interest received or accrued during the year.		
13	Section 501(c)(29) qualified nonprofit health insurance issuers.		
a	Is the organization licensed to issue qualified health plans in more than one state? Note. See the instructions for additional information the organization must report on Schedule O		
b	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
c	Enter the amount of reserves on hand.		
14a	Did the organization receive any payments for indoor tanning services during the tax year?		X
b	If "Yes," has it filed a Form 720 to report these payments? If "No," provide an explanation in Schedule O		

Part VI Governance, Management, and Disclosure For each "Yes" response to lines 2 through 7b below, and for a "No" response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions. Check if Schedule O contains a response to any question in this Part VI.

Section A. Governing Body and Management

		Yes	No
1a	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O.		
1b	Enter the number of voting members included in line 1a, above, who are independent.		
2	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee, or key employee?		X
3	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors, or trustees, or key employees to a management company or other person?		X
4	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
5	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
6	Did the organization have members or stockholders?		X
7a	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
7b	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or persons other than the governing body?		X
8	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
8a	a The governing body?		X
8b	b Each committee with authority to act on behalf of the governing body?		X
9	Is there any officer, director, trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If "Yes," provide the names and addresses in Schedule O.		X

Section B. Policies (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
10a	Did the organization have local chapters, branches, or affiliates?		X
10b	If "Yes," did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
11a	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
11b	Describe in Schedule O the process, if any, used by the organization to review this Form 990.		
12a	Did the organization have a written conflict of interest policy? If "No," go to line 13.		X
12b	Were officers, directors, or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		X
12c	Did the organization regularly and consistently monitor and enforce compliance with the policy? If "Yes," describe in Schedule O how this was done.		X
13	Did the organization have a written whistleblower policy?		X
14	Did the organization have a written document retention and destruction policy?		X
15	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
15a	a The organization's CEO, Executive Director, or top management official		X
15b	b Other officers or key employees of the organization. If "Yes" to line 15a or 15b, describe the process in Schedule O (see instructions).		X
16a	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
16b	If "Yes," did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and take steps to safeguard the organization's exempt status with respect to such arrangements?		

Section C. Disclosure

- 17 List the states with which a copy of this Form 990 is required to be filed **MA**
- 18 Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (Section 501(c)(3)s only) available for public inspection. Indicate how you made these available. Check all that apply.
 Own website Another's website Upon request Other (explain in Schedule O)
- 19 Describe in Schedule O whether (and if so, how), the organization made its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20 State the name, physical address, and telephone number of the person who possesses the books and records of the organization **BNY MELLON, N A (617) 772-7772**
PO BOX 185, PITTSBURGH, PA 15230-0185

Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors

Check if Schedule O contains a response to any question in this Part VII

Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees

1a Complete this table for all persons required to be listed Report compensation for the calendar year ending with or within the organization's tax year.

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid
- List all of the organization's **current** key employees, if any See instructions for definition of "key employee."
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations.
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees, officers, key employees, highest compensated employees, and former such persons.

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee.

(A) Name and Title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) BINK GARRISON CO-TRUSTEE	1 00	X							24,721	
(2) BNY MELLON, N.A. CO-TRUSTEE	SEE SCH O		X						58,001	
(3)										
(4)										
(5)										
(6)										
(7)										
(8)										
(9)										
(10)										
(11)										
(12)										
(13)										
(14)										

Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (continued)

(A) Name and title	(B) Average hours per week (list any hours for related organizations below dotted line)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15)										
(16)										
(17)										
(18)										
(19)										
(20)										
(21)										
(22)										
(23)										
(24)										
(25)										
1b Sub-total							0	0	82,722	
c Total from continuation sheets to Part VII, Section A							0	0	0	
d Total (add lines 1b and 1c)							0	0	82,722	

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **0**

	Yes	No
3 Did the organization list any former officer, director, or trustee, key employee, or highest compensated employee on line 1a? <i>If "Yes," complete Schedule J for such individual</i>		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? <i>If "Yes," complete Schedule J for such individual</i>		X
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? <i>If "Yes," complete Schedule J for such person</i>		X

Section B. Independent Contractors

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization Report compensation for the calendar year ending with or within the organization's tax year.

(A) Name and business address	(B) Description of services	(C) Compensation
		0
		0
		0
		0
		0

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 of compensation from the organization **0**

Part VIII Statement of Revenue

Check if Schedule O contains a response to any question in this Part VIII

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
Contributions, Gifts, Grants and Other Similar Amounts	1a Federated campaigns	1a 0				
	b Membership dues	1b 0				
	c Fundraising events	1c 0				
	d Related organizations	1d 0				
	e Government grants (contributions)	1e 0				
	f All other contributions, gifts, grants, and similar amounts not included above	1f 0				
	g Noncash contributions included in lines 1a-1f:	\$ 0				
	h Total. Add lines 1a-1f	0				
	Program Service Revenue	2a Business Code	0			
b -----		0				
c -----		0				
d -----		0				
e -----		0				
f All other program service revenue		0				
g Total. Add lines 2a-2f		0				
Other Revenue		3 Investment income (including dividends, interest, and other similar amounts)	516,500			516,500
	4 Income from investment of tax-exempt bond proceeds	0				
	5 Royalties	0				
	6a Gross rents	(i) Real				
		(ii) Personal				
		b Less. rental expenses	0			
		c Rental income or (loss)	0			
	d Net rental income or (loss)	0				
	7a Gross amount from sales of assets other than inventory	(i) Securities	0			
		(ii) Other	10,691,208			
		b Less cost or other basis and sales expenses	0			
		c Gain or (loss)	0			
	d Net gain or (loss)	675,825			675,825	
	8a Gross income from fundraising events (not including \$ 0 of contributions reported on line 1c) See Part IV, line 18	a	0			
		b Less. direct expenses	0			
c Net income or (loss) from fundraising events		0				
9a Gross income from gaming activities. See Part IV, line 19.	a	0				
	b Less. direct expenses	0				
	c Net income or (loss) from gaming activities	0				
10a Gross sales of inventory, less returns and allowances	a	0				
	b Less cost of goods sold	0				
	c Net income or (loss) from sales of inventory	0				
Miscellaneous Revenue		Business Code				
11a -----	a	0				
	b -----	0				
	c -----	0				
	d All other revenue	0				
	e Total. Add lines 11a-11d	0				
12 Total revenue. See instructions	1,192,325	0	0	1,192,325		

Part IX Statement of Functional Expenses

Section 501(c)(3) and 501(c)(4) organizations must complete all columns. All other organizations must complete column (A).

Check if Schedule O contains a response to any question in this Part IX.

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>		(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1	Grants and other assistance to governments and organizations in the United States. See Part IV, line 21	660,834	660,834		
2	Grants and other assistance to individuals in the United States. See Part IV, line 22	0			
3	Grants and other assistance to governments, organizations, and individuals outside the United States. See Part IV, lines 15 and 16	0			
4	Benefits paid to or for members	0			
5	Compensation of current officers, directors, trustees, and key employees	82,722		82,722	
6	Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)	0			
7	Other salaries and wages	0			
8	Pension plan accruals and contributions (include section 401(k) and 403(b) employer contributions)	0			
9	Other employee benefits	0			
10	Payroll taxes	0			
11	Fees for services (non-employees).				
a	Management	0			
b	Legal	1,000		1,000	
c	Accounting	0			
d	Lobbying	0			
e	Professional fundraising services. See Part IV, line 17	0			
f	Investment management fees	0			
g	Other (If line 11g amount exceeds 10% of line 25, column (A) amount, list line 11g expenses on Schedule O)	0			
12	Advertising and promotion	0			
13	Office expenses	0			
14	Information technology	0			
15	Royalties	0			
16	Occupancy	0			
17	Travel	0			
18	Payments of travel or entertainment expenses for any federal, state, or local public officials	0			
19	Conferences, conventions, and meetings	0			
20	Interest	0			
21	Payments to affiliates	0			
22	Depreciation, depletion, and amortization	0	0	0	0
23	Insurance	0			
24	Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O)				
a	FOREIGN TAXES WITHHELD	7,660		7,660	
b	ISHARES PARTNERHIP EXPENSES	1,251		1,251	
c	2011 MA FILING FEE	125		125	
d	INVESTMENT FEES	4,134		4,134	
e	All other expenses PROBATE FEES	400		400	
25	Total functional expenses. Add lines 1 through 24e	758,126	660,834	97,292	0
26	Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation. Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

Part X Balance Sheet

Check if Schedule O contains a response to any question in this Part X

		(A) Beginning of year		(B) End of year
Assets	1 Cash—non-interest-bearing	0	1	
	2 Savings and temporary cash investments	692,943	2	410,058
	3 Pledges and grants receivable, net	0	3	0
	4 Accounts receivable, net	0	4	0
	5 Loans and other receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Loans and other receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions) Complete Part II of Schedule L		6	
	7 Notes and loans receivable, net	0	7	0
	8 Inventories for sale or use	0	8	0
	9 Prepaid expenses and deferred charges	0	9	0
	10a Land, buildings, and equipment cost or other basis Complete Part VI of Schedule D	10a 0		
	b Less: accumulated depreciation	10b 0	0	10c 0
	11 Investments—publicly traded securities	0	11	0
	12 Investments—other securities See Part IV, line 11	17,530,959	12	18,421,150
	13 Investments—program-related. See Part IV, line 11	0	13	0
	14 Intangible assets	0	14	0
	15 Other assets See Part IV, line 11	0	15	0
16 Total assets. Add lines 1 through 15 (must equal line 34)	18,223,902	16	18,831,208	
Liabilities	17 Accounts payable and accrued expenses	0	17	0
	18 Grants payable		18	
	19 Deferred revenue	0	19	0
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability. Complete Part IV of Schedule D		21	
	22 Loans and other payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons. Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties	0	23	0
	24 Unsecured notes and loans payable to unrelated third parties	0	24	0
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0	25	0
	26 Total liabilities. Add lines 17 through 25	0	26	0
Net Assets or Fund Balances	Organizations that follow SFAS 117 (ASC 958), check here <input type="checkbox"/> and complete lines 27 through 29, and lines 33 and 34.			
	27 Unrestricted net assets		27	
	28 Temporarily restricted net assets		28	
	29 Permanently restricted net assets		29	
	Organizations that do not follow SFAS 117 (ASC958), check here <input type="checkbox"/> and complete lines 30 through 34.			
	30 Capital stock or trust principal, or current funds	18,223,902	30	18,831,208
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
33 Total net assets or fund balances	18,223,902	33	18,831,208	
34 Total liabilities and net assets/fund balances	18,223,902	34	18,831,208	

Part XI Reconciliation of Net Assets

Check if Schedule O contains a response to any question in this Part XI

1	Total revenue (must equal Part VIII, column (A), line 12)	1	1,192,325
2	Total expenses (must equal Part IX, column (A), line 25)	2	758,126
3	Revenue less expenses Subtract line 2 from line 1	3	434,199
4	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	4	18,223,902
5	Net unrealized gains (losses) on investments	5	
6	Donated services and use of facilities	6	
7	Investment expenses	7	
8	Prior period adjustments	8	
9	Other changes in net assets or fund balances (explain in Schedule O)	9	173,107
10	Net assets or fund balances at end of year Combine lines 3 through 9 (must equal Part X, line 33, column (B))	10	18,831,208

Part XII Financial Statements and Reporting

Check if Schedule O contains a response to any question in this Part XII

		Yes	No
1	Accounting method used to prepare the Form 990: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other _____ If the organization changed its method of accounting from a prior year or checked "Other," explain in Schedule O.		
2a	Were the organization's financial statements compiled or reviewed by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were compiled or reviewed on a separate basis, consolidated basis, or both. <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
b	Were the organization's financial statements audited by an independent accountant? If "Yes," check a box below to indicate whether the financial statements for the year were audited on a separate basis, consolidated basis, or both: <input type="checkbox"/> Separate basis <input type="checkbox"/> Consolidated basis <input type="checkbox"/> Both consolidated and separate basis		X
c	If "Yes" to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant? If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O		
3a	As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?		X
b	If "Yes," did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits.		

SCHEDULE A
(Form 990 or 990-EZ)

Public Charity Status and Public Support

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete if the organization is a section 501(c)(3) organization or a section 4947(a)(1) nonexempt charitable trust.

▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

Name of the organization BRANDEGEE JOHN L TR U/WILL	Employer identification number 04-2392828
---------------------------------------------------------------	-----------------------------------------------------

Part I Reason for Public Charity Status (All organizations must complete this part.) See instructions.

The organization is not a private foundation because it is: (For lines 1 through 11, check only one box.)

- 1 A church, convention of churches, or association of churches described in section 170(b)(1)(A)(i).
- 2 A school described in section 170(b)(1)(A)(ii). (Attach Schedule E)
- 3 A hospital or a cooperative hospital service organization described in section 170(b)(1)(A)(iii).
- 4 A medical research organization operated in conjunction with a hospital described in section 170(b)(1)(A)(iii). Enter the hospital's name, city, and state _____
- 5 An organization operated for the benefit of a college or university owned or operated by a governmental unit described in section 170(b)(1)(A)(iv). (Complete Part II)
- 6 A federal, state, or local government or governmental unit described in section 170(b)(1)(A)(v).
- 7 An organization that normally receives a substantial part of its support from a governmental unit or from the general public described in section 170(b)(1)(A)(vi). (Complete Part II)
- 8 A community trust described in section 170(b)(1)(A)(vi). (Complete Part II.)
- 9 An organization that normally receives: (1) more than 33 1/3% of its support from contributions, membership fees, and gross receipts from activities related to its exempt functions—subject to certain exceptions, and (2) no more than 33 1/3% of its support from gross investment income and unrelated business taxable income (less section 511 tax) from businesses acquired by the organization after June 30, 1975 See section 509(a)(2). (Complete Part III)
- 10 An organization organized and operated exclusively to test for public safety See section 509(a)(4).
- 11 An organization organized and operated exclusively for the benefit of, to perform the functions of, or to carry out the purposes of one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2) See section 509(a)(3). Check the box that describes the type of supporting organization and complete lines 11e through 11h
 - a Type I b Type II c Type III—Functionally integrated d Type III—Non-functionally integrated

e By checking this box, I certify that the organization is not controlled directly or indirectly by one or more disqualified persons other than foundation managers and other than one or more publicly supported organizations described in section 509(a)(1) or section 509(a)(2)

f If the organization received a written determination from the IRS that it is a Type I, Type II, or Type III supporting organization, check this box

g Since August 17, 2006, has the organization accepted any gift or contribution from any of the following persons?

	Yes	No
(i) A person who directly or indirectly controls, either alone or together with persons described in (ii) and (iii) below, the governing body of the supported organization?		X
(ii) A family member of a person described in (i) above?		X
(iii) A 35% controlled entity of a person described in (i) or (ii) above?		X

h Provide the following information about the supported organization(s).

(i) Name of supported organization	(ii) EIN	(iii) Type of organization (described on lines 1–9 above or IRC section (see instructions))	(iv) Is the organization in col (i) listed in your governing document?		(v) Did you notify the organization in col (i) of your support?		(vi) Is the organization in col (i) organized in the U S ?		(vii) Amount of monetary support
			Yes	No	Yes	No	Yes	No	
(A) AMERICAN LEPROSY		2	X		X		X		97,636
(B) DEERFIELD ACADEM		2	X		X		X		563,198
(C)									
(D)									
(E)									
Total	2								660,834

Part II Support Schedule for Organizations Described in Sections 170(b)(1)(A)(iv) and 170(b)(1)(A)(vi)
 (Complete only if you checked the box on line 5, 7, or 8 of Part I or if the organization failed to qualify under Part III. If the organization fails to qualify under the tests listed below, please complete Part III.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received. (Do not include any "unusual grants.")						0
2 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
3 The value of services or facilities furnished by a governmental unit to the organization without charge						0
4 Total. Add lines 1 through 3	0	0	0	0	0	0
5 The portion of total contributions by each person (other than a governmental unit or publicly supported organization) included on line 1 that exceeds 2% of the amount shown on line 11, column (f).						
6 Public support. Subtract line 5 from line 4						0

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
7 Amounts from line 4	0	0	0	0	0	0
8 Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
9 Net income from unrelated business activities, whether or not the business is regularly carried on						0
10 Other income. Do not include gain or loss from the sale of capital assets (Explain in Part IV.)						0
11 Total support. Add lines 7 through 10						0
12 Gross receipts from related activities, etc. (see instructions)					12	
13 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here. <input type="checkbox"/>						

Section C. Computation of Public Support Percentage

14 Public support percentage for 2012 (line 6, column (f) divided by line 11, column (f)).	14	0.00%
15 Public support percentage from 2011 Schedule A, Part II, line 14	15	0.00%
16a 33 1/3% support test—2012. If the organization did not check the box on line 13, and line 14 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
b 33 1/3% support test—2011. If the organization did not check a box on line 13 or 16a, and line 15 is 33 1/3% or more, check this box and stop here. The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
17a 10%-facts-and-circumstances test—2012. If the organization did not check a box on line 13, 16a, or 16b, and line 14 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
b 10%-facts-and-circumstances test—2011. If the organization did not check a box on line 13, 16a, 16b, or 17a, and line 15 is 10% or more, and if the organization meets the "facts-and-circumstances" test, check this box and stop here. Explain in Part IV how the organization meets the "facts-and-circumstances" test. The organization qualifies as a publicly supported organization. <input type="checkbox"/>		
18 Private foundation. If the organization did not check a box on line 13, 16a, 16b, 17a, or 17b, check this box and see instructions. <input type="checkbox"/>		

Part III Support Schedule for Organizations Described in Section 509(a)(2)

(Complete only if you checked the box on line 9 of Part I or if the organization failed to qualify under Part II. If the organization fails to qualify under the tests listed below, please complete Part II.)

Section A. Public Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
1 Gifts, grants, contributions, and membership fees received (Do not include any "unusual grants.")						0
2 Gross receipts from admissions, merchandise sold or services performed, or facilities furnished in any activity that is related to the organization's tax-exempt purpose						0
3 Gross receipts from activities that are not an unrelated trade or business under section 513						0
4 Tax revenues levied for the organization's benefit and either paid to or expended on its behalf						0
5 The value of services or facilities furnished by a governmental unit to the organization without charge						0
6 Total. Add lines 1 through 5	0	0	0	0	0	0
7a Amounts included on lines 1, 2, and 3 received from disqualified persons						0
b Amounts included on lines 2 and 3 received from other than disqualified persons that exceed the greater of \$5,000 or 1% of the amount on line 13 for the year						0
c Add lines 7a and 7b	0	0	0	0	0	0
8 Public support (Subtract line 7c from line 6)						0

Section B. Total Support

Calendar year (or fiscal year beginning in) ▶	(a) 2008	(b) 2009	(c) 2010	(d) 2011	(e) 2012	(f) Total
9 Amounts from line 6	0	0	0	0	0	0
10a Gross income from interest, dividends, payments received on securities loans, rents, royalties and income from similar sources						0
b Unrelated business taxable income (less section 511 taxes) from businesses acquired after June 30, 1975						0
c Add lines 10a and 10b	0	0	0	0	0	0
11 Net income from unrelated business activities not included in line 10b, whether or not the business is regularly carried on						0
12 Other income Do not include gain or loss from the sale of capital assets (Explain in Part IV)						0
13 Total support. (Add lines 9, 10c, 11, and 12)	0	0	0	0	0	0

14 First five years. If the Form 990 is for the organization's first, second, third, fourth, or fifth tax year as a section 501(c)(3) organization, check this box and stop here

Section C. Computation of Public Support Percentage

15 Public support percentage for 2012 (line 8, column (f) divided by line 13, column (f))	15	0.00%
16 Public support percentage from 2011 Schedule A, Part III, line 15	16	0.00%

Section D. Computation of Investment Income Percentage

17 Investment income percentage for 2012 (line 10c, column (f) divided by line 13, column (f))	17	0.00%
18 Investment income percentage from 2011 Schedule A, Part III, line 17	18	0.00%

19a 33 1/3% support tests—2012. If the organization did not check the box on line 14, and line 15 is more than 33 1/3%, and line 17 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

b 33 1/3% support tests—2011. If the organization did not check a box on line 14 or line 19a, and line 16 is more than 33 1/3%, and line 18 is not more than 33 1/3%, check this box and stop here. The organization qualifies as a publicly supported organization

20 Private foundation. If the organization did not check a box on line 14, 19a, or 19b, check this box and see instructions

**SCHEDULE I
(Form 990)**

Department of the Treasury
Internal Revenue Service

**Grants and Other Assistance to Organizations,
Governments, and Individuals in the United States**

Complete if the organization answered "Yes" to Form 990, Part IV, line 21 or 22.
▶ Attach to Form 990.

OMB No. 1545-0047

2012

**Open to Public
Inspection**

Name of the organization

BRANDEGEE JOHN L TR UWILL

Employer identification number

04-2392828

Part I General Information on Grants and Assistance

- 1 Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance? Yes No
- 2 Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States

Part II Grants and Other Assistance to Governments and Organizations in the United States. Complete if the organization answered "Yes" to Form 990, Part IV, line 21, for any recipient that received more than \$5,000. Part II can be duplicated if additional space is needed.

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) AMERICAN LEPROSY MISSION ONE ALM WAY			97,636				CHARITABLE
(2) DEERFIELD ACADEMY ATTN JOSEPH MANORY, CFO			563,198				CHARITABLE
(3)							
(4)							
(5)							
(6)							
(7)							
(8)							
(9)							
(10)							
(11)							
(12)							

- 2 Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 2
- 3 Enter total number of other organizations listed in the line 1 table 2

SCHEDULE O
(Form 990 or 990-EZ)

Supplemental Information to Form 990 or 990-EZ

OMB No 1545-0047

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

Complete to provide information for responses to specific questions on
Form 990 or 990-EZ or to provide any additional information.
▶ Attach to Form 990 or 990-EZ.

Name of the organization

BRANDEGEE JOHN L TR UWILL

Employer identification number

04-2392828

Form 990 Part VI Section C Line 19 NO DOCUMENTS AVAILABLE TO PUBLIC

Form 990 Part IV Line 5, 24 THIS QUESTION IS NOT APPLICABLE TO THIS ORGANIZATION AS IT IS A

501(c)(3)

Form 990 Part V Line 2B, 3B, 5C, 6B, 7B, 7G, 7H, 10, 11, 12 THIS QUESTION IS NOT APPLICABLE TO

THIS ORGANIZATION AS IT IS A 501(c)(3)

Form 990 Part VIII Section A Line 1A, COLUMN B AS TRUSTEE BNY MELLON, N.A. PROVIDES

ADMINISTRATIVE SERVICES SUCH AS ACTING AS INVESTMENT MANAGERS FOR THE NAMED ORGANIZATION.

THESE SERVICES REQUIRE NUMEROUS INDIVIDUAL BANK EMPLOYEES INVOLVMENT IN THE ACTIVITIES OF THE

ORGANIZATION AND THUS CANNOT BE QUANTIFIED ON AN HOURLY BASIS THEREFORE, THE TRUSTEE FEES ARE

NOT BASED UPON HOURLY BASIS, BUT ARE CALCULATED BASED ON FACTORS SUCH AS MARKET VALUE OF THE

ACCOUNT IN ACCORDANCE WITH BNY MELLON'S AGREEMENT WITH THE CLIENT

Form 990 Section B Line 10A, 10 B, 16B THIS QUESTION IS NOT APPLICABLE TO THIS ORGANIZATION AS

IT IS A 501 (c)(3)

Form 990 Part XI Line 2C, 3B THIS QUESTION IS NOT APPLICABLE TO THIS ORGANIZATION AS IT IS A

501 (c)(3)

Form 990 Part X Line 9 THIS AMOUNT REPRESENTS ADJUSTMENTS AS A RECONCILIATION OF THE TRUST'S

NET ASSETS TO THE UNAUDITED FINANCIAL STATEMENTS. THIS AMOUNT IS COMPRISED OF A \$5,589 COST

BASIS ADJUSTMENT, \$168,878 NON TAXABLE RECEIPTS; \$2,686 ACCRETION ADJUSTMENT, \$12,839 ISHARES

SALE COST BASIS ADJUSTMENT, \$1,320 ISHARES PARTNERSHIP ADJUSTMENT, \$1,288 PURCHASE OF ACCRUED

INTEREST 201, (\$15,706) GAIN ON CY SALES NOT SETTLED AT YEAR END, (\$216) PURCHASE OF ACCRUED

INTEREST 2012; (\$727) SALES FOR PY SETTLED IN CY, (\$2,846) DISALLOWED LOSS - WASH SALES

ACCOUNT NAME	ASSET	CUSIP ID	SHORT NAME	SHARES	MARKET VALUE	FEDERAL TAX COST
					(1,597.92)	(1,597.92)
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	CASH	G2554F113	COVIDIEN PLC	910.00	52,543.40	42,969.48
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	FOREIGN COMMON STOCK	G29183103	EATON CORP PLC	1,108.00	60,031.44	57,233.75
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	FOREIGN COMMON STOCK	G3157S106	ENSCO PLC-CLA	930.00	55,130.40	53,491.34
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	FOREIGN COMMON STOCK	H89128104	TYCO INTERNATIONAL LTD	810.00	23,692.50	11,620.69
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	FOREIGN COMMON STOCK	N53745100	LYONDELLBASELL INDU-CLA	1,020.00	56,231.80	45,419.79
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	00101J106	A D T CORP-WI	376.00	17,480.24	7,030.46
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	00206R102	AT&T INC	1,340.00	45,171.40	46,992.46
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	018581108	ALLIANCE DATA SYS CORP	507.00	73,393.32	30,138.89
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	01988P108	ALLSCRIPTS HEALTHCARE SOLUTIONS INC	1,290.00	12,151.80	21,846.50
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	023135106	AMAZON COM INC	202.00	50,675.74	40,606.44
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	025816109	AMERICAN EXPRESS CO	1,030.00	59,204.40	43,123.35
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	026874784	AMERICAN INTERNATIONAL GROUP	1,230.00	43,419.00	41,575.60
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	03027X100	AMERICAN TOWER CORP	250.00	19,317.50	17,791.39
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	03076C106	AMERIPRISE FINANCIAL INC	790.00	49,477.70	15,142.56
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	032511107	ANADARKO PETROLEUM CORP	590.00	43,842.90	29,150.06
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	037411105	APACHE CORP	611.00	47,963.50	41,334.09
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	037833100	APPLE INC	396.00	210,740.51	61,557.32
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	052800109	AUTOLIV INC	560.00	37,738.40	19,688.00
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	MELLON EQUITY/BALANCE MUT FND	05569M301	BNY MELLON INCOME STOCK-M	67,948.76	491,949.09	480,407.36
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	MELLON FIXED INCOME MUT FUNDS	05569M368	BNY MELLON CORP BOND-M	92,214.95	1,201,560.82	1,154,107.85
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	MELLON EQUITY/BALANCE MUT FND	05569M475	BNY MELLON FOC EQ OPP-M	95,309.50	1,252,366.88	1,256,925.70
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	MELLON EQUITY/BALANCE MUT FND	05569M509	BNY MELLON M/C MULTI-STRATEGY FUND	119,909.76	1,342,989.38	1,435,453.49
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	MELLON FIXED INCOME MUT FUNDS	05569M814	BNY MELLON INTERMEDIATE BD-M	63,045.49	832,200.56	824,171.28
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	MELLON EQUITY/BALANCE MUT FND	05569M871	BNY MELLON INTERNATIONAL-M	46,114.29	463,448.64	547,566.03
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	060505104	BANK OF AMERICA CORP	5,630.00	65,364.30	64,277.79
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	073730103	BEAM INC	660.00	40,319.40	39,048.00
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	124857202	C B S CORP-CLASS B WI	1,550.00	58,977.50	41,656.59
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	12504L109	C B R E GROUP INC	2,050.00	40,795.00	37,866.95
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	125509109	CIGNA CORP	630.00	33,679.80	15,378.93
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	14040H105	CAPITAL ONE FINANCIAL CORP	630.00	36,495.90	27,560.93
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	FOREIGN COMMON STOCK	143658300	CARNIVAL CORP	680.00	25,003.60	21,236.26
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	171232101	CHUBB CORP	490.00	36,906.80	25,517.69
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	19122T109	COCA-COLA ENTERPRISES INC	1,360.00	43,152.80	39,575.57
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	192446102	COGNIZANT TECHNOLOGY SOLUTIONS CORP	600.00	44,329.38	42,311.87
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	205887102	CONAGRA FOODS INC	990.00	29,205.00	29,357.72
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	20825C104	CONOCOPHILLIPS	580.00	33,634.20	11,328.47
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	235851102	DANAHER CORP	590.00	32,981.00	16,056.85
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	254687106	WALT DISNEY CO/THE	1,410.00	70,203.90	64,727.70
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	FIXED INCOME MUTUAL FUNDS	261967830	DREYFUS INFLTN ADJ SEC-INST	42,131.57	583,100.98	574,219.65
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	FIXED INCOME MUTUAL FUNDS	261980494	DREYFUS EMG MKT DEBT LOC C-I	17,298.49	265,358.94	245,000.00
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	FIXED INCOME MUTUAL FUNDS	261980759	DREYFUS HIGH YIELD-I	96,710.38	645,058.29	621,407.33
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	EQUITY/BALANCED MUTUAL FUNDS	261986582	DREYFUS GLOBAL REAL ES SEC-I	51,837.27	421,437.01	395,000.00
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	EQUITY/BALANCED MUTUAL FUNDS	26200C403	DREYFUS OPPORTUNISTIC SIC	9,822.11	269,420.61	231,510.79
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	EQUITY/BALANCED MUTUAL FUNDS	26203E604	DREYFUS/INPEWTON INTERN EQTY-I	14,878.59	261,863.22	231,575.21
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	268648102	E M C CORP MASS	2,270.00	57,431.00	37,283.11
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	26876P101	E O G RES INC	243.00	29,351.97	25,035.71
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	30231G102	EXXON MOBIL CORP	1,100.00	95,205.00	39,357.63
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	31428X106	FEDEX CORP	690.00	63,286.80	63,578.28
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	343412102	FLUOR CORP NEW	590.00	34,656.60	33,690.27
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	345370860	FORD MOTOR CO	3,000.00	38,850.00	50,002.09
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	369604103	GENERAL ELECTRIC COMPANY	3,570.00	74,934.30	4,183.60
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	456660102	INFORMATICA CORP	600.00	18,192.00	17,807.95
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	45865V100	INTERCONTINENTALEXCHANGE INC	218.00	26,742.96	26,754.65
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	459200101	INTERNATIONAL BUSINESS MACHINES COR	290.00	55,549.50	30,818.30
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	461202103	INTUIT	560.00	33,306.22	28,961.21
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	EQUITY/BALANCED CLOSED END FDS	46428R107	ISHARES S&P GSCI COMMODITY-IND	4,465.00	146,407.35	135,951.21

BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	46625H100	JP MORGAN CHASE & CO	1,817.00	79,891.85	39,518.07
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	478160104	JOHNSON & JOHNSON	840.00	58,884.00	55,165.44
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	EQUITY/BALANCED MUTUAL FUNDS	48121A670	HIGHBRIDGE DYNAMIC COMM STRAT FUND-	8,753.98	122,293.10	160,022.95
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	532457108	LILLY ELI & CO	1,160.00	57,211.20	57,350.32
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	58155Q103	MCKESSON CORPORATION	410.00	39,753.60	18,671.30
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	58933Y105	MERCK & CO INC	1,084.00	44,378.96	27,116.26
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	615369105	MOODY'S CORP	1,310.00	65,919.20	58,247.95
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	637071101	NATIONAL OILWELL VARCO INC	910.00	62,198.50	63,551.62
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	65248E203	NEWS CORP INC	2,870.00	75,308.80	49,901.97
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	65339F101	NEXTERA ENERGY INC	1,220.00	84,411.80	67,335.39
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	674599105	OCCIDENTAL PETROLEUM CORP	622.00	47,651.42	34,533.96
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	68389X105	ORACLE CORP	1,810.00	60,309.20	31,391.19
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	693656100	P V H CORP	440.00	48,844.40	32,466.11
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	713448108	PEPSICO INC	1,280.00	87,590.40	52,337.62
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	717081103	PFIZER INC	5,566.00	139,591.38	96,622.75
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	718172109	PHILIP MORRIS INTERNAT-WI/	950.00	79,458.00	45,117.73
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	74005P104	PRAXAIR INC	358.00	39,183.10	15,790.77
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	74144T108	T ROWE PRICE GROUP INC	570.00	37,116.75	34,226.34
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	747525103	QUALCOMM INC	1,260.00	77,943.10	49,218.25
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	751028101	RALCORP HLDGS INC NEW	330.00	29,584.50	24,318.55
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	770323105	ROBERT HALF INTL INC	860.00	27,365.20	23,310.90
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	FOREIGN COMMON STOCK	80105N105	SANOFI	2,110.00	99,971.80	78,814.37
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	83089M102	SKYWORKS SOLUTIONS INC	1,220.00	24,766.00	28,567.64
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	EQUITY/BALANCED MUTUAL FUNDS	86271F578	DREYFUS SELECT MGR S/C GR-I	15,455.00	292,570.89	275,000.00
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	EQUITY/BALANCED MUTUAL FUNDS	86271F677	DREYFUS SELECT MGR S/C VL-I	15,892.33	308,946.95	274,405.45
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	EQUITY/BALANCED MUTUAL FUNDS	86271F767	DREYFUS US EQUITY FUND-I	92,818.78	1,444,260.29	1,325,000.00
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	EQUITY/BALANCED MUTUAL FUNDS	86271F768	DREYFUS PRE STRAT INTER ST-I	30,679.94	444,859.22	419,701.66
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	FIXED INCOME MUTUAL FUNDS	87234N765	TOW EMERGING MARKETS INCOME FUND-I	47,466.86	442,391.20	415,000.00
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	87612E106	TARGET CORP	620.00	36,685.40	32,791.95
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	88076W103	TERADATA CORPORATION	360.00	23,518.20	18,260.68
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	FOREIGN COMMON STOCK	89353D107	TRANSCANADA CORP	730.00	34,543.60	31,161.88
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	FOREIGN COMMON STOCK	904767704	UNILEVER PLC ADR	2,280.00	88,281.60	64,273.57
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	EQUITY/BALANCED CLOSED END FDS	922042858	VANGUARD MSCI EMERGING MARKETS ETF	37,805.00	1,683,456.65	1,711,557.90
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	EQUITY/BALANCED MUTUAL FUNDS	92828T889	VIRTUS EMERGING MKTS OPPOR-I	36,717.71	378,559.68	351,038.33
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	928563402	VMWARE INC-CLASS A	430.00	40,480.20	38,035.62
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	COMMON STOCK	949746101	WELLS FARGO & COMPANY	3,070.00	104,932.60	75,793.35
BRANDEGEE JOHN FBO DEERFIELD ETAL-TR	CASH MANAGEMENT VEHICLES	991061052	CRA (BNY MELLON, N.A. MEMBER FDIC)	134,932.72	134,932.72	134,932.72
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	00037BAB8	A B B FIN USA INC 2.875% 5/08/2	30,000.00	30,715.20	15,902.404 83
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	00206RAX0	AT&T INC 4.45% 5/15/2	20,000.00	23,097.20	29,258.10
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	ASSET BACKED SECURITIES	02005MAE2	ALLYA 2010-3 A4 1.55% 8/17/1	15,000.00	15,172.50	21,045.20
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	023135AJ5	AMAZON COM INC 2.5% 11/29/2	15,000.00	14,784.30	14,994.64
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	026874CA3	AMERICAN INTL GROUP 4.25% 9/15/1	20,000.00	21,068.00	14,873.95
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	031162BH2	AMGEN INC 5.65% 6/15/4	20,000.00	24,014.20	19,666.45
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	FOREIGN CORPORATE BONDS	03523TBF2	ANHEUSER-BUSCH INBEV 2.5% 7/15/22	10,000.00	10,062.60	9,980.40
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	055299AJ0	BBVA US SENIOR SA UNI 3.25% 5/16/1	10,000.00	10,008.90	9,589.00
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	060505CL6	BANK OF AMERICA CORP 5.75% 8/15/1	25,000.00	27,338.25	25,654.50
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	09247XAC3	BLACKROCK INC 6.25% 9/15/1	15,000.00	18,331.35	14,879.40
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	10112PAC3	BOSTON PROPERTIES LP 4.125% 5/15/2	25,000.00	27,170.75	24,598.00
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	12626PAE3	CRH AMERICA INC 5.3% 10/15/1	25,000.00	25,825.75	24,982.85
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	MUNICIPAL BONDS	13063A7D0	CALIFORNIA ST 7.3% 10/01/3	20,000.00	27,714.60	20,164.60
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	14916RAC8	CATHOLIC HEALTH INITI 2.95% 11/01/2	10,000.00	10,093.50	9,973.40
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	MUNICIPAL BONDS	167486NN5	CHICAGO IL 6.034% 1/01/4	25,000.00	27,544.25	25,000.00
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	172967EM9	CITIGROUP INC 6.125% 11/21/1	20,000.00	23,803.20	20,050.15
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	20030NAL5	COMCAST CORP 5.9% 3/15/1	20,000.00	22,978.60	19,605.20
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	20030NBD2	COMCAST CORP 3.125% 7/15/22	10,000.00	10,418.40	9,991.40
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	FOREIGN CORPORATE BONDS	21685WCJ4	RABOBANK NEDERLAND 5.25% 5/24/4	25,000.00	29,356.25	24,606.50
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	27743ZAN0	EASTMAN CHEMICAL CO 3.6% 8/15/22	20,000.00	20,946.40	19,900.80

BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3128L15M8	FHLMC GOLD A69852	5 5% 12/01/3	13,567 58	14,656 79	13,831 15
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3128MMKT9	FHLMC GOLD G18305	4 0% 4/01/2	22,742 89	24,051 06	24,174 98
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3128MAR9	FHLMC GOLD G04216	5 5% 12/01/3	2,181 35	2,368 05	2,373 59
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3128MAU2	FHLMC GOLD G04219	5 5% 4/01/3	46,678 04	50,395 95	51,156 21
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3128MBSG4	FHLMC GOLD G04719	5 5% 1/01/3	5,368 90	5,831 60	5,863 79
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3128MTHN9	FHLMC GOLD G05337	5 5% 12/01/3	11,962 86	13,140 84	12,802 10
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3128MTM29	FHLMC GOLD G05477	4 5% 5/01/3	23,417 41	25,912 07	25,345 69
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3128PY5T7	FHLMC GOLD J16958	2 5% 4/01/2	13,480 75	14,094 39	13,998 92
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	31294PMT7	FHLMC GOLD A95828	4 5% 12/01/4	64,065 73	70,690 13	65,276 99
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3132GJSE0	FHLMC GOLD Q03517	4 5% 9/01/4	20,480 49	22,099 06	21,907 73
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3132GKXM3	FHLMC POOL Q04584	4 5% 11/01/4	29,357 86	32,017 39	31,123 90
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3132HPHK3	FHLMC GOLD POOL Q12934	3 0% 11/01/4	29,939 28	31,489 24	31,440 92
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S TREASURY/AGCY DEBENTURES	3135G0PX5	FED NATL MTG ASSN	2 63% 10/10/2	15,000 00	15,077 40	15,000 00
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3138A5S2U	FNMA POOL # AJ1758	3 5% 9/01/2	24,434 31	25,935 31	25,698 56
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3138A44D4	FNMA POOL # AH3519	4 0% 2/01/4	46,661 32	50,070 40	45,956 56
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3138A5AW2	FNMA POOL # AH3620	3 5% 1/01/2	47,897 09	51,572 71	48,338 66
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3138A6K64	FNMA POOL # AH4794	5% 2/1/41	73,406 11	80,939 05	77,168 17
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3138EJEU8	FNMA POOL # AL1946	3 5%	8,987 88	9,626 56	9,447 10
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3138E6V94	FNMA POOL # AK2439	3 5% 2/01/2	41,146 03	44,329 50	43,614 80
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	3138E7AT1	FNMA POOL # AK2717A	4 0% 2/01/4	53,694 38	60,085 32	59,027 34
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	31403DDX4	FNMA POOL # 745418	5 5% 4/01/3	22,583 95	24,679 29	24,792 94
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	31414CGL6	FNMA POOL # 962003	5 5% 3/01/3	15,261 34	16,882 40	15,227 05
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	31416RRQ8	FNMA POOL # AA7694	4 5% 7/01/2	13,681 92	14,723 39	14,227 07
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	31417CCH6	FNMA POOL # AB5471	3 5% 6/01/4	73,233 27	78,299 55	76,757 62
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	31417CUU7	FNMA POOL # AB5994	3 0% 8/01/2	48,658 80	51,427 97	51,563 12
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	U S AGENCY PASSTHROUGH'S	31418AKN7	FNMA POOL # MA1200	3 0% 10/01/3	14,827 24	15,606 41	15,601 04
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	345397WD1	FORD MOTOR CREDIT CO	3 0% 6/1/21	15,000 00	15,411 30	14,994 45
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	369622SM8	GENERAL ELEC CAP CORP	5 3% 2/11/2	25,000 00	29,019 50	27,186 25
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	38141GFD1	GOLDMAN SACHS GRP	6 75% 10/01/3	20,000 00	22,666 60	19,961 95
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	40429CGD8	HSBC FINANCE CORP	6 876% 1/15/2	25,000 00	29,659 25	27,132 75
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	FOREIGN GOVT/AGENCY DEBENTURES	448814JB0	HYDRO-QUEBEC	2 0% 6/30/1	20,000 00	20,840 00	19,996 20
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	MUNICIPAL BONDS	4521518W8	ILLINOIS ST	4 421% 1/01/1	20,000 00	21,203 80	20,000 00
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	45814DAM2	INTEL CORP	2 7% 12/15/2	25,000 00	24,965 00	24,893 25
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	472319AF9	JEFFERIES GROUP INC	8 5% 7/15/1	15,000 00	17,925 00	16,312 50
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	478366BA4	JOHNSON CONTROLS INC	3 75% 12/01/21	20,000 00	21,268 80	20,761 80
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	MUNICIPAL BONDS	54438CPA4	LOS ANGELES CALIF CMN	6 75% 8/01/4	20,000 00	27,470 00	24,956 55
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	57582PWK2	MASSACHUSETTS ST	4 2% 12/01/2	10,000 00	11,368 20	10,017 70
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	59156RAT5	MET LIFE GLOB FNDG	7 17% 2/15/1	20,000 00	26,220 20	20,592 70
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	61748AAE6	MORGAN STANLEY GLOB	4 75% 4/01/1	25,000 00	25,887 00	23,529 00
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	62949TAB7	NYSE EURONEXT	2 0% 10/05/1	15,000 00	15,248 70	14,950 35
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	MUNICIPAL BONDS	646139X83	NEW JERSEY ST TPK AU	7 102% 1/01/4	20,000 00	28,361 00	20,000 00
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	64972FY26	NEW YORK N Y CITY MU	6 282% 6/15/4	10,000 00	11,705 10	10,000 00
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	65248ZBN9	NEWS AMERICA INC	6 15% 3/01/3	10,000 00	12,272 70	9,392 90
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	MUNICIPAL BONDS	672325T56	OAKLAND CA UNIF SCH	9 5% 8/01/34	10,000 00	12,012 20	11,807 90
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	68389XAC9	ORACLE CORP	5 75% 4/15/1	25,000 00	30,425 25	24,988 25
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	713448BN7	PEPSICO INC	4 5% 1/15/2	20,000 00	23,128 80	19,960 90
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	FOREIGN CORPORATE BONDS	71645WAR2	PETROBRAS INTL FIN	C 5 375% 1/27/2	5,000 00	5,629 10	4,990 05
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	74432QBJ3	PRUDENTIAL FINL INC	4 75% 9/17/1	15,000 00	16,442 25	15,178 35
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	MUNICIPAL BONDS	745177EW1	PUERTO RICO COMMWLT	3 67% 5/01/1	15,000 00	14,850 00	15,000 00
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	FOREIGN CORPORATE BONDS	77531OAD0	ROGERS WIRELESS INC	6 375% 3/01/1	20,000 00	21,307 40	21,409 20
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	828807CD7	SIMON PROPERTY GROUP	5 65% 2/01/2	20,000 00	24,000 20	19,924 20
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	87236YAB4	TD AMERITRADE HLDG	CO 4 15% 12/01/1	20,000 00	21,315 00	20,089 65
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	FOREIGN CORPORATE BONDS	87938WAM6	TELEFONICA EMISIONES	5 134% 4/27/2	25,000 00	26,281 25	24,063 00
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	883556BA9	THERMO FISHER SCIENTI	2 25% 8/15/1	20,000 00	20,707 80	20,109 90
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	887317AN5	TIME WARNER INC	4 0% 1/15/2	20,000 00	21,893 60	20,714 80
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	CORPORATE BONDS	88732JAX6	TIME WARNER CABLE IN	4 125% 2/15/2	25,000 00	27,378 00	24,842 25
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	FOREIGN CORPORATE BONDS	902148BN7	TYCO INTL FIN	3 375% 10/15/1	3,000 00	3,182 22	2,990 20
BRANDEGEE JOHN TR U-WILL-FIX INC-SUB	NON U S AGENCY CMO'S/REMIC'S	90269CAC5	UBS COM MTG TR 2012-C1	3 4% 5/10/4	75,000 00	80,892 00	76,122 44

