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
2012
Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
THE FRANCES LEAR FOUNDATION
C/O O'CONNOR DAVIES, LLP

A Employer identification number
04-3489966

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
665 FIFTH AVENUE

B Telephone number
212-286-2600

City or town, state, and ZIP code
NEW YORK, NY 10022

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 9,957,426.

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

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

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			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	270,530.	270,530.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	428,061.			
	b Gross sales price for all assets on line 6a 7,621,184.				
	7 Capital gain net income (from Part IV, line 2)		428,061.		
	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	1,844.	1,844.		STATEMENT 2
	12 **Total.** Add lines 1 through 11	700,435.	700,435.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,500.	0.		12,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	5,875.	0.		5,875.
	c Other professional fees STMT 4	80,901.	80,901.		0.
	17 Interest				
	18 Taxes STMT 5	20,086.	11,931.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	5,091.	0.		5,091.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	124,453.	92,832.		23,466.
	25 Contributions, gifts, grants paid	575,150.			575,150.
	26 **Total expenses and disbursements.** Add lines 24 and 25	699,603.	92,832.		598,616.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	832.			
	b **Net investment income** (if negative, enter -0-)		607,603.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

RECEIVED
882 MAY 28 2013 IRS-OSC
OGDEN, UT

SCANNED MAY 30 2013

G-14
12

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	56,690.	126,531.	126,531.
	2 Savings and temporary cash investments	132,259.	244,948.	244,948.
	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 ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 8	815,111.	678,705.	678,705.
	b Investments - corporate stock STMT 9	5,996,262.	6,278,343.	6,278,343.
	c Investments - corporate bonds STMT 10	1,580,152.	1,564,918.	1,564,918.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	824,540.	1,063,981.	1,063,981.
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	9,405,014.	9,957,426.	9,957,426.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	9,405,014.	9,957,426.	
	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**	9,405,014.	9,957,426.	
	31 **Total liabilities and net assets/fund balances**	9,405,014.	9,957,426.	

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	9,405,014.
2	Enter amount from Part I, line 27a	2	832.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	551,580.
4	Add lines 1, 2, and 3	4	9,957,426.
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	9,957,426.

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	SALES OF PUBLICLY TRADED SECURITIES-SHORT			
b	TERM	P	VARIOUS	VARIOUS
c	SALES OF PUBLICLY TRADED SECURITIES-LONG			
d	TERM	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			

	(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	4,922,643.		4,911,416.	11,227.
c				
d	2,693,878.		2,281,707.	412,171.
e	4,663.			4,663.

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				11,227.
c				
d				412,171.
e				4,663.

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 — 428,061.

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 the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	674,317.	10,174,436.	.066276
2010	682,164.	9,884,823.	.069011
2009	618,840.	8,928,723.	.069309
2008	799,193.	11,191,289.	.071412
2007	741,828.	13,071,519.	.056751

2	Total of line 1, column (d)	2	.332759
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	.066552
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	9,645,467.
5	Multiply line 4 by line 3	5	641,925.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,076.
7	Add lines 5 and 6	7	648,001.
8	Enter qualifying distributions from Part XII, line 4	8	598,616.

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	12,152.
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	12,152.
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	12,152.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	5,000.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	7,152.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	12,152.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	0.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		Refunded ▶	11	

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? N/A	4b		
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) ▶ DE			
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 2012 or the taxable year beginning in 2012 (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

223531
12-05-12

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 ▶ O'CONNOR DAVIES, LLP Telephone no ▶212-286-2600
Located at ▶665 FIFTH AVENUE, NEW YORK, NY ZIP+4 ▶10022

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 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

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

			Yes	No
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			
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 ▶ ☐			
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 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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			
b	If "Yes," did it have excess business holdings in 2012 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 2012.)* 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 2012?	4b		X

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

		Yes	No
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 [X] 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 [X] No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	[ ] Yes [X] 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 [X] 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 [X] 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 [X] 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 [X] 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
SEE STATEMENT 12		12,500.	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
CAPITAL GUARDIAN TRUST COMPANY C/O PIMTAX, 6455 IRVINE CENTER DR, C-2B IRVINE, CA 92618	INVESTMENT ADVISORY	80,901.
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	9,509,017.
b	Average of monthly cash balances	1b	283,335.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	9,792,352.
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	9,792,352.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	146,885.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	9,645,467.
6	**Minimum investment return.** Enter 5% of line 5	6	482,273.

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	482,273.
2a	Tax on investment income for 2012 from Part VI, line 5 2a 12,152.		
b	Income tax for 2012 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	12,152.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	470,121.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	470,121.
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	470,121.

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	598,616.
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	598,616.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	598,616.

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

223571
12-05-12

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				470,121.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 116,820.				
b From 2008 244,729.				
c From 2009 176,354.				
d From 2010 196,479.				
e From 2011 178,335.				
f Total of lines 3a through e	912,717.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 598,616.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				470,121.
e Remaining amount distributed out of corpus	128,495.			
5 Excess distributions carryover applied to 2012 (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	1,041,212.			
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 2011 Subtract line 4a from line 2a Taxable amount - see instr.			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	116,820.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	924,392.			
10 Analysis of line 9				
a Excess from 2008 244,729.				
b Excess from 2009 176,354.				
c Excess from 2010 196,479.				
d Excess from 2011 178,335.				
e Excess from 2012 128,495.				

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 2012, 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) 2012	(b) 2011	(c) 2010	(d) 2009	(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))

NONE

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

NONE

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

Check here ▶ [X] 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 or e-mail 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 HEALING ARTS FOR TEENS 111 EAST ARRELLAGA STREET SANTA BARBARA, CA 93101	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,500.
AMBER WAVES FARM 375 MAIN STREET AMAGANSETT, NY 11530	N/A	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
BALLET HISPANICO 167 WEST 89TH STREET NEW YORK, NY 10024	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
CELIAC DISEASE CENTER AT COLUMBIA 630 WEST 168TH STREET NEW YORK, NY 10032	N/A	PUBLIC CHARITY	GENERAL SUPPORT	20,000.
COLUMBIA GRAMMAR AND PREPARATORY SCHOOL 5 WEST 93RD STREET NEW YORK, NY 10025	N/A	PUBLIC CHARITY	GENERAL SUPPORT	15,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	575,150.
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 (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	270,530.	
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	232.	
8 Gain or (loss) from sales of assets other than inventory			18	428,061.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a OTHER INCOME			01	1,612.	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0.		700,435.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 700,435.

(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)

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: [signature] Date: 5/14/13 Title: President

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
CHRISTOPHER PETERMANN	[signature]	5/8/13		P00097440
Firm's name ▶ O'CONNOR DAVIES, LLP			Firm's EIN ▶ 27-1728945	
Firm's address ▶ 665 FIFTH AVENUE NEW YORK, NY 10022			Phone no (212)286-2600	

223622
12-05-12

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
EUGENE O'NEILL MEMORIAL THEATER 305 GREAT NECK RD. WATERFORD, CT 06385	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
FILM FORUM 209 W. HOUSTON STREET NEW YORK, NY 10014	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,750.
FILMAID INTERNATIONAL 24 EAST 23RD STREET 3RD FL. NEW YORK, NY 10010	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
FOUNDATION GROW P.O. BOX 1803 SHELTER ISLAND, NY 11964	N/A	PUBLIC CHARITY	GENERAL SUPPORT	13,900.
GODDARD RIVERSIDE COMMUNITY CENTER 593 COLUMBUS AVE. NEW YORK, NY 10024-1998	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
GOOD SHEPHERD SERVICES 305 SEVENTH AVE., 9TH FL. NEW YORK, NY 10001	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
GRIST 710 SECOND AVE. SUITE 860 SEATTLE, WA 98104	N/A	PUBLIC CHARITY	GENERAL SUPPORT	25,000.
GROWNYC 51 CHAMBERS NEW YORK, NY 10007	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
HEALTHCORPS 191 7TH AVE APT 2N NEW YORK, NY 10011	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
HUNTER COLLEGE 695 PARK AVENUE NEW YORK, NY 10065	N/A	PUBLIC CHARITY	GENERAL SUPPORT	2,500.
Total from continuation sheets				515,150.

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
IN OUR BACKYARDS, INC. 41 EAST 11TH STREET NEW YORK, NY 10003	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
INTERNATIONAL DOCUMENTARY ASSOCIATION 1201 W 5TH ST. STE. M270 LOS ANGELES, CA 90017	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
INTERNATIONAL RESCUE COMMITTEE, INC. 122 E 42ND ST NEW YORK, NY 10168	N/A	PUBLIC CHARITY	WOMEN'S REFUGEE COMMISSION	20,000.
NEW PRESS 6344 SAUNDERS STREET REGO PARK, NY 11374	N/A	PUBLIC CHARITY	GENERAL SUPPORT	7,500.
NEW YORK RESTORATION PROJECT 254 W. 31ST ST. FL. 10 NEW YORK, NY 10001	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
PARTNERS IN HEALTH P.O. BOX 845578 BOSTON, MA 02284	N/A	PUBLIC CHARITY	GENERAL SUPPORT	30,000.
PEOPLE FOR THE AMERICAN WAY FOUNDATION 1460 BROADWAY NEW YORK, NY 10036	N/A	PUBLIC CHARITY	GENERAL SUPPORT	100,000.
RAINFOREST ALLIANCE 665 BROADWAY, SUITE 500 NEW YORK, NY 10012	N/A	PUBLIC CHARITY	GENERAL SUPPORT	87,000.
ROOT CAPITAL 675 MASSACHUSETTS AVE, 8TH FL. CAMBRIDGE, MA 02139	N/A	PUBLIC CHARITY	GENERAL SUPPORT	5,000.
SPENCE CHAPIN ADOPTION SERVICES 410 EAST 92ND STREET NEW YORK, NY 10128	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
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
STANFORD UNIVERSITY 450 SERRA MALL STANFORD, CA 94305	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
TIDES FOUNDATION P.O. BOX 29903 SAN FRANCISCO, CA 94129	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
URBAN JUSTICE CENTER 666 BROADWAY NEW YORK, NY 10012	N/A	PUBLIC CHARITY	GENERAL SUPPORT	50,000.
WALNUT HILLS HIGH SCHOOL ALUMNI FOUNDATION 3250 VICTORY PKWY CINCINNATI, OH 45207	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,000.
WEST SIDE COALITION AGAINST HUNGER 263 WEST 86TH STREET NEW YORK, NY 10024	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
WITNESS 80 HANSON PLACE, 5TH FL. BROOKLYN, NY 11217	N/A	PUBLIC CHARITY	GENERAL SUPPORT	1,500.
YOUTH REPRESENT 342 BROADWAY NEW YORK, NY 10013	N/A	PUBLIC CHARITY	GENERAL SUPPORT	10,000.
Total from continuation sheets				

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
THRU CAPITAL GUARDIAN	275,193.	4,663.	270,530.
TOTAL TO FM 990-PF, PART I, LN 4	275,193.	4,663.	270,530.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SECURITIES LITIGATION PROCEEDS	232.	232.	
OTHER INCOME	1,612.	1,612.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,844.	1,844.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES, LLP	5,875.	0.		5,875.
TO FORM 990-PF, PG 1, LN 16B	5,875.	0.		5,875.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CUSTODIAN & MANAGEMENT FEES	80,901.	80,901.		0.
TO FORM 990-PF, PG 1, LN 16C	80,901.	80,901.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID	11,931.	11,931.		0.
EXCISE TAX PAID	8,155.	0.		0.
TO FORM 990-PF, PG 1, LN 18	20,086.	11,931.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COMPUTER SOFTWARE	4,051.	0.		4,051.
POSTAGE	653.	0.		653.
TELEPHONE	387.	0.		387.
TO FORM 990-PF, PG 1, LN 23	5,091.	0.		5,091.

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
CHANGE IN UNREALIZED GAIN ON INVESTMENTS	551,580.
TOTAL TO FORM 990-PF, PART III, LINE 3	551,580.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A, P.6/14	X		678,705.	678,705.
TOTAL U.S. GOVERNMENT OBLIGATIONS			678,705.	678,705.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			678,705.	678,705.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A, P.14/14	6,278,343.	6,278,343.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,278,343.	6,278,343.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A, P.6/14	1,564,918.	1,564,918.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,564,918.	1,564,918.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHMENT A, P.14/14	FMV	1,063,981.	1,063,981.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,063,981.	1,063,981.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KATE BRECKIR LEAR C/O O'CONNOR DAVIES, LLP 665 FIFTH AVENUE NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
MAGGIE LEAR C/O O'CONNOR DAVIES, LLP 665 FIFTH AVENUE NEW YORK, NY 10022	DIRECTOR 1.00	12,500.	0.	0.
DANIEL R. KATZ C/O O'CONNOR DAVIES, LLP 665 FIFTH AVENUE NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
DR. JONATHAN LAPOOK C/O O'CONNOR DAVIES, LLP 665 FIFTH AVENUE NEW YORK, NY 10022	DIRECTOR 1.00	0.	0.	0.
THOMAS R. ASHER C/O O'CONNOR DAVIES, LLP 665 FIFTH AVENUE NEW YORK, NY 10022	SECRETARY 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		12,500.	0.	0.

Detailed Holdings List by Country
As of December 31, 2012
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
Cash and Cash Equivalents									
SSGA US GOV MONEY MARKET FUND	531,421	1 00	531,421	1.00	531,421	5.4	0	0	0.0
PENDING PURCHASES/SALES			(286,473)		(286,473)	(2 9)			
Total Cash and Cash Equivalents			**244,948**		**244,948**	**2.5**	**0**	**0**	**0.0**
Fixed Income									
AUSTRALIA									
BHP BILLITON FIN SR UNSEC 1 625% 2/24/17	10,000	99.73	9,973	102 26	10,226	0 1	253	163	1 6
TOTAL AUSTRALIA			**9,973**		**10,226**	**0.1**	**253**	**163**	**1.6**
CANADA									
CANADIAN NATIONAL RAILWAY 4 95% 01/15/2014	15,000	112 01	16,802	104 57	15,685	0 2	(1,117)	743	4.7
ENBRIDGE INC 5 60% 04/01/17	15,000	95.72	14,359	116.34	17,452	0.2	3,093	840	4.8
TOTAL CANADA			**31,160**		**33,136**	**0.3**	**1,976**	**1,583**	**4.8**
CAYMAN ISLANDS									
TRANSOCEAN INC SR UNSEC 6 375% 12/15/21	5,000	116 53	5,827	121 53	6,077	0.1	250	319	5.3
TOTAL CAYMAN ISLANDS			**5,827**		**6,077**	**0.1**	**250**	**319**	**5.2**
FRANCE									
BNP PARIBAS FR UNSEC 3.31315% 12/20/14	10,000	99 88	9,988	103 39	10,339	0 1	350	306	3 0
TOTAL CAPITAL INTL SR UNSEC 2.7% 1/25/23	10,000	99.79	9,979	101 87	10,187	0 1	209	270	2 7
TOTAL FRANCE			**19,967**		**20,526**	**0.2**	**559**	**576**	**2.8**

Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
NORWAY									
STATOIL ASA SR UNSEC 2.45% 01-17-23	5,000	99 68	4,984	99 99	4,999	0 1	16	123	2.5
TOTAL NORWAY			**4,984**		**4,999**	**0.1**	**16**	**123**	**2.5**
UNITED KINGDOM									
GLAXOSMITHKLINE CAPITAL PLC SR UNSEC 0 75% 05/08/2015	5,000	99 75	4,987	100.55	5,027	0 1	40	38	0 8
NATIONAL GRID GROUP PLC 6.3% 08/01/2016	15,000	99.79	14,968	116.03	17,404	0.2	2,437	945	5.4
ROYAL BK OF SCOTLAND SR UNSEC 4 375% 03/16/16	10,000	101 73	10,173	108.20	10,820	0 1	647	438	4 0
TOTAL UNITED KINGDOM			**30,128**		**33,252**	**0.3**	**3,124**	**1,420**	**4.3**
UNITED STATES									
AETNA INC SR UNSEC 2.75% 11-15-22	10,000	98 31	9,831	99 18	9,918	0.1	87	275	2.8
AIG GROUP SR UNSEC 4.875% 06-01-22	5,000	99.08	4,954	114.16	5,708	0.1	754	244	4.3
ALTRIA GROUP INC SR UNSEC 2 85% 08-09-22	10,000	98 84	9,884	99 16	9,916	0.1	32	285	2.9
ANADARKO PETROLEUM CORP SR UNSEC 6.375% 09/15/17	10,000	110.84	11,084	119.45	11,945	0 1	861	638	5.3
ANHEUSER-BUSCH COS INC SR UNSEC 1.375% 07/15/2017	5,000	99.71	4,986	101 16	5,058	0 1	73	69	1.4
ANHEUSER-BUSCH INBEV SR UNSEC FRN 07/14/2014	5,000	100.00	5,000	100.38	5,019	0.1	19	35	0.7
AT&T CORP SR UNSEC 1 4% 12-01-17	5,000	100 00	5,000	100.02	5,001	0.1	1	70	1.4
BANK OF AMERICA CORP 3.875% 03-22-17	15,000	98.99	14,849	108.45	16,268	0.2	1,419	581	3.6
BERKSHIRE HATHAWAY FRN 02/11/13	15,000	100 00	15,000	100.07	15,011	0.2	11	111	0.7
BIOGEN IDEC INC 6% 03/01/13	13,000	99.89	12,985	100.86	13,112	0.1	127	780	6.0

Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
BSCMS 06-PW13 AAB 5 53% 09/11/41	17,699	107 19	18,972	104 87	18,562	0.2	(409)	979	5.3
BURLINGTON NORTH SANTA FE CORP 7% 02/01/2014	15,000	105 74	15,861	106.75	16,013	0.2	152	1,050	6.6
CA ST GO TAXABLE BAB 5.75% 03/01/17	25,000	100 47	25,117	114 73	28,683	0.3	3,566	1,438	5.0
CD 05-CD1 A4 5.39701% 07/15/44	25,000	107.35	26,837	110.98	27,744	0.3	907	1,432	5.2
CITIGROUP INC SR UNSEC 4 45% 01/10/17	10,000	104.11	10,411	110.78	11,078	0 1	667	445	4 0
CITIZENS PPTY INS CORP FL 12A1 5% 6/1/21	15,000	109.93	16,490	117.29	17,593	0.2	1,104	750	4.3
COCA COLA CO 3.625% 03/15/2014	10,000	99 55	9,955	103 76	10,376	0 1	421	363	3.5
COMCAST CORP SR UNSEC 3 125% 07-15-22	5,000	99.91	4,996	104.18	5,209	0.1	214	156	3.0
CONSUMERS ENERGY CO 5 65% 09/15/2018	15,000	99 90	14,986	122 18	18,328	0.2	3,342	848	4.6
DEVON ENERGY CORP SR UNSEC 3.25% 5/15/22	5,000	100.28	5,014	104 37	5,218	0 1	205	163	3.1
DISNEY WALT CO SR UNSEC 4 5% 12/15/13	15,000	110.80	16,619	103 88	15,582	0.2	(1,037)	675	4.3
DOW CHEMICAL SR UNSEC 4 125% 11/15/21	5,000	99.60	4,980	109 55	5,478	0 1	497	206	3.8
DUKE ENERGY OHIO INC 2 1% 06/15/13	5,000	101.06	5,053	100 73	5,037	0 1	(17)	105	2.1
DUPONT EI NEMOUR FRN SR UNSEC	10,000	100.00	10,000	100.48	10,048	0.1	48	73	0 7
ECOLAB INC SR UNSEC 2 375% 12/08/14	10,000	99 94	9,994	103 22	10,322	0 1	328	238	2.3
ENTERPRISE PRODUCTS SR UNSEC 6 3% 09/15/2017	5,000	119.79	5,990	120.96	6,048	0.1	59	315	5.2
ERP OPERATING LP SR UNSEC 4 625% 12-15-21	5,000	112 24	5,612	112.64	5,632	0 1	20	231	4.1
FHLMC 0.75% 11/25/14	10,000	99.97	9,997	100.91	10,091	0.1	94	75	0.7
FHLMC 1.0% 06/29/17	5,000	99 48	4,974	101 24	5,062	0 1	88	50	1.0

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
FHLMC 1.75% 05/30/19	25,000	99.98	24,995	103.45	25,862	0.3	866	438	1.7
FHMS K013 A2 3.974% 01/25/21	14,000	100.99	14,139	114 55	16,037	0 2	1,898	556	3 5
FHMS K703 A2 2.699% 05/25/18	15,000	101.00	15,150	107.37	16,105	0.2	955	405	2.5
FHMS K705 A2 (MF) 2.303% 09/25/18	50,000	102.04	51,021	105 26	52,629	0.5	1,608	1,152	2 2
FNCI 2.5 AB7084 85K MAX 11-01-27	99,338	105.00	104,305	105.10	104,403	1.1	98	2,483	2.4
FNCI 2 5 TBA 01/13 01-01-28	50,000	104.36	52,180	104.56	52,282	0 5	102	1,250	2.4
FNCI 3.5 TBA 01/13 01/01/28	50,000	106.09	53,047	106.08	53,039	0.5	(8)	1,750	3.3
FNCL 3.0 TBA 01/13 01-01-43	45,000	105 03	47,264	104.78	47,151	0.5	(113)	1,350	2 9
FNCL 3.5 AB5665 HLTV 07-01-42	73,425	105.45	77,429	107.04	78,597	0.8	1,168	2,570	3.3
FNCL 3.5 TBA 01/13 01-01-43	50,000	106 56	53,281	106 61	53,307	0.5	25	1,750	3.3
FNCL 4.0 AE9690 85K MAX 11/01/40	45,949	99.92	45,914	111.71	51,331	0.5	5,418	1,838	3.6
FNCL 5 0 AI5236 MHA 06-01-41	32,470	107 86	35,022	112 70	36,593	0.4	1,572	1,623	4.4
FNMA 1.0% 11-15-17/13	50,000	99.93	49,965	100.21	50,104	0.5	139	500	1.0
FNMA 1.25% 01/30/17	25,000	99.84	24,960	102.52	25,629	0 3	670	313	1 2
FNR 07-33 HE PAC 5.5% 04/25/2037	24,256	100.22	24,310	110.87	26,891	0.3	2,582	1,334	5.0
FREDDIE MAC SER 3272 CL PA 6% 02/15/2037	22,276	101.96	22,712	111 00	24,727	0 3	2,015	1,337	5.4
G2SF 3.0 TBA 01/13 01-20-43	25,000	105.93	26,482	106.31	26,578	0.3	96	750	2.8
G2SF 3.5 TBA 01/13 01-20-43	50,000	108.44	54,219	108.65	54,324	0.6	105	1,750	3.2
GENERAL ELEC CAP CORP SR UNSEC 1.6% 11-20-17	5,000	99.87	4,994	100.07	5,003	0.1	10	80	1.6
GENERAL ELEC CORP SR UNSEC 2 7% 10-09-22	15,000	99 77	14,965	101 93	15,290	0.2	325	405	2.7
GENERAL ELECTRIC CO 5.25% 12/06/17	10,000	115.75	11,575	117.92	11,792	0.1	217	525	4.5
GILEAD SCIENCES INC UNSEC 4.4% 12-1-21	10,000	108 80	10,880	114.00	11,400	0 1	520	440	3 9
HARRIS CNTY TX TOLL RD TAXABLE 12D 1.061% 08-15-16	25,000	100.00	25,000	99.81	24,952	0.3	(48)	265	1.1
HONDA AUTO REC OWNER TR SER 2010-2 CL A3 1 34% 03/18/2014	3,360	99.99	3,360	100 24	3,368		9	45	1 3

Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
HOWARD HUGHES MED TAXABLE SR UNSEC 3.45% 09/01/14	25,000	99.77	24,944	105 04	26,261	0.3	1,317	863	3.3
ILLINOIS ST GO PENSION TAXABLE 4.026% 03/01/14	5,000	100 00	5,000	103.42	5,171	0 1	171	201	3.9
KIMCO RLTY CORP 5.584% 11/23/15	15,000	109.62	16,443	111.05	16,658	0 2	214	838	5.0
KRAFT FOODS INC SR UNSEC 5.375% 02/10/20	5,000	120.18	6,009	120.73	6,036	0 1	27	269	4 5
MCKESSON CORP SR UNSEC 3 25% 03/01/16	5,000	100 94	5,047	107.19	5,360	0 1	312	163	3.0
MEDCO HEALTH SOLUTIONS SR UNSEC 4.125% 09/15/2020	10,000	109 94	10,994	109 29	10,929	0 1	(65)	413	3.8
MURRAY ST INV TRUST I (H) 03/09/17	15,000	100.98	15,148	108.17	16,225	0.2	1,077	697	4.3
NATIONAL RURAL UTIL SR SEC 1ST LIEN 1.0% 02/02/15	5,000	99 68	4,984	100 74	5,037	0.1	53	50	1.0
NEWS AMERICA SR UNSEC 5.3% 12/15/14	15,000	114 01	17,101	108 69	16,303	0 2	(798)	795	4.9
NOVARTIS CAPITAL CORP SR UNSEC 2 9% 04/24/15	10,000	99.52	9,952	105 13	10,513	0.1	560	290	2.8
PACIFICORP 5 65% 07/15/18	10,000	112 36	11,236	122.16	12,216	0.1	980	565	4.6
PNC FINL SVCS SR UNSEC VAR 11-09-22/12	15,000	101 69	15,254	100 58	15,087	0 2	(166)	428	2.8
PROCTER & GAMBLE CO SR UNSEC 1.8% 11/15/15	15,000	99.18	14,877	103.37	15,506	0.2	629	270	1.7
PROLOGIS 7.625% 8/15/2014	5,000	99.49	4,974	109 39	5,470	0 1	495	381	7.0
SIMON PROPERTY GROUP 5 25% 12/01/16	10,000	98 98	9,899	114.41	11,441	0 1	1,543	525	4.6
TECO FINANCE INC 4 0% 03/15/16	5,000	102 97	5,148	106.92	5,346	0 1	197	200	3.7
TIME WARNER CABLE 3 5% 02/01/15	20,000	105 65	21,130	105.61	21,123	0 2	(7)	700	3.3
UNITED HEALTH GROUP SR UNSEC 2.75% 02-15-23	5,000	99.84	4,992	100.90	5,045	0 1	53	138	2 7
US TREASURY BOND 7.25% 05/15/2016	25,000	124.79	31,197	122 77	30,692 A	0 3	(506)	1,813	5 9
US TREASURY I/L FRN 0 125% 04/15/16	78,599	104.18	81,886	105 30	82,762 A	0 8	876	98	0 1

Detailed Holdings List by Country

As of December 31, 2012
Reporting Currency USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
US TREASURY I/L FRN 0.125% 07-15-22	10,059	110.38	11,103	108.56	10,920 A	0.1	(183)	13	0 1
US TREASURY I/L FRN 2.375% 01-15-25	24,544	137 47	33,740	134 90	33,109 A	0.3	(631)	583	1 8
US TREASURY NOTE 1.875% 08/31/17	70,000	100.53	70,369	105.62	73,932 A	0.8	3,562	1,313	1.8
US TREASURY NOTE 2 125% 08/15/21	20,000	101 18	20,237	105 13	21,025 A	0 2	788	425	2.0
US TREASURY NOTE 2.375% 05-31-18	120,000	106.09	127,311	108.34	130,013 A	1.3	2,702	2,850	2.2
US TREASURY NOTE 2 625% 02/29/16	135,000	106.34	143,557	107.01	144,461 A	1 5	904	3,544	2.5
US TREASURY NOTE 3.5% 05/15/20	5,000	105.49	5,274	116.10	5,805 A	0.1	531	175	3.0
US TREASURY NOTES 4 5% 05/15/17	125,000	115 71	144,640	116.79	145,986 A	1.5	1,346	5,625	3.9
VIRGINIA ELEC & PWR SR UNSEC 5.4% 04/30/18	15,000	111.88	16,782	120.82	18,123	0.2	1,341	810	4.5
WBCMT 05-C20 A7 VAR 07/15/42	25,000	108 63	27,156	109.79	27,447	0.3	291	1,280	4 7
WELLS FARGO CO HLD FRN SR UNSEC 0.52375%	5,000	94.25	4,713	99 11	4,955	0.1	243	26	0.5
TOTAL UNITED STATES			**2,083,690**		**2,135,407**	**21.7**	**51,718**	**63,922**	**3.0**
Total Fixed Income			**2,185,729**		**2,243,623 B**	**22.8**	**57,896**	**68,104**	**3.0**

government bonds
$\sum$ A =678,705

Equity

B $- \sum$ A =$1,564,918 =corporate bonds

AUSTRALIA

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
BHP BILLITON LTD (AUD)	720	12.99	9,353	38.53	27,739	0 3	18,386	1,196	4 3
COCA-COLA AMATIL LTD	919	14.67	13,480	13.97	12,836	0.1	(644)	0	0.0
NEWCREST MINING NPV	603	17.09	10,306	23.03	13,889	0.1	3,583	0	0.0
TOTAL AUSTRALIA			**33,140**		**54,464**	**0.6**	**21,325**	**1,196**	**2.2**

AUSTRIA

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
ANDRITZ AG	234	45 95	10,752	64 07	14,992	0 2	4,241	340	2.3
TOTAL AUSTRIA			**10,752**		**14,992**	**0.2**	**4,241**	**340**	**2.3**

ATTACHMENT A PAGE 6 OF 14

Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
BERMUDA									
SIGNET JEWELERS LTD	700	41.35	28,943	53 40	37,380	0 4	8,437	336	0 9
TOTAL BERMUDA			**28,943**		**37,380**	**0.4**	**8,437**	**336**	**0.9**
BRAZIL									
OI SA ON ADR	544	11.27	6,133	4.30	2,339		(3,794)	400	17.1
OI SA PN ADR	5,583	8 29	46,311	4 01	22,388	0.2	(23,923)	4,187	18.7
TOTAL BRAZIL			**52,444**		**24,727**	**0.3**	**(27,717)**	**4,588**	**18.6**
CANADA									
BARRICK GOLD CORP C$	750	34 50	25,873	35 01	26,254	0 3	381	302	1.2
CAE INC	3,025	13.33	40,333	10 12	30,624	0.3	(9,709)	0	0.0
CENOVUS ENERGY INC C$	1,225	24 49	29,995	33.47	40,998	0.4	11,003	0	0.0
CENOVUS ENERGY INC US$	525	31.61	16,593	33.54	17,609	0 2	1,015	462	2.6
ENCANA CORP	2,200	25.74	56,617	19 76	43,482	0.4	(13,135)	3,539	8.1
INMET MINING CORP C$	325	53.35	17,340	74.40	24,181	0.2	6,842	65	0.3
PENGROWTH ENERGY CORP C$	2,700	8 12	21,926	4 98	13,436	0 1	(8,489)	0	0.0
TELUS CORPORATION NON VOTE	200	38.84	7,769	65.02	13,005	0.1	5,236	0	0.0
TOTAL CANADA			**216,445**		**209,589**	**2.1**	**(6,856)**	**4,368**	**2.1**
CHINA									
BANK OF CHINA LTD H	78,107	0.40	30,902	0 45	34,867	0 4	3,965	1,562	4.5
CHINA SHENHUA ENERGY	4,000	3 66	14,628	4.38	17,521	0.2	2,892	571	3 3
TOTAL CHINA			**45,531**		**52,388**	**0.5**	**6,857**	**2,133**	**4.1**
DENMARK									
NOVO NORDISK A/S B	247	53 82	13,295	162 15	40,050	0 4	26,755	612	1 5
TOTAL DENMARK			**13,295**		**40,050**	**0.4**	**26,755**	**612**	**1.5**

THE FRANCES LEAR FOUNDATION

Detailed Holdings List by Country
As of December 31, 2012
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
FINLAND									
SAMPO OYJ A SHS	2,280	27 49	62,679	32.13	73,251	0 7	10,572	3,611	4.9
TOTAL FINLAND			**62,679**		**73,251**	**0.7**	**10,572**	**3,611**	**4.9**
FRANCE									
BNP PARIBAS	470	44 78	21,044	56.21	26,419	0.3	5,374	744	2 8
DANONE	486	51.60	25,078	65.87	32,014	0.3	6,936	892	2.8
ESSILOR INTL	338	18 78	6,348	100 34	33,916	0 3	27,568	379	1.1
L'AIR LIQUIDE (L)	378	35.80	13,534	125.46	47,424	0.5	33,890	1,134	2.4
L'OREAL	99	74 08	7,334	138 46	13,708	0 1	6,374	261	1.9
LVMH MOET HENNESSY LOUIS VUITTON SA	155	150.60	23,342	183.21	28,397	0.3	5,055	593	2.1
PERNOD RICARD SA	600	76 86	46,116	115.42	69,250	0.7	23,134	1,251	1.8
SCHNEIDER ELECTRIC SA	986	63.67	62,779	72 37	71,360	0.7	8,581	2,213	3.1
TOTAL FRANCE			**205,575**		**322,488**	**3.3**	**116,912**	**7,468**	**2.3**
GERMANY									
BAYER AG	679	78.35	53,200	94.85	64,400	0.7	11,200	1,479	2.3
BMW AG	533	81.10	43,228	96.47	51,420	0.5	8,192	1,618	3.2
LINDE AG	229	151.28	34,642	173.96	39,837	0.4	5,195	756	1.9
SAP AG	212	40.87	8,664	80.24	17,012	0.2	8,348	210	1.2
TOTAL GERMANY			**139,734**		**172,668**	**1.8**	**32,935**	**4,062**	**2.4**
HONG KONG									
AIA GROUP LTD	20,600	2.88	59,382	3.90	80,398	0.8	21,015	912	1.1
BOC HONG KONG HOLDINGS LTD	6,000	2.41	14,461	3.11	18,656	0.2	4,195	854	4.6
HONG KONG/CHINA GAS	14,695	0 84	12,392	2 73	40,099	0.4	27,706	664	1.7
SUN HUNG KAI PROP	1,000	5.62	5,619	14.99	14,992	0.2	9,372	432	2.9
SWIRE PROPERTIES LTD	7,600	3.33	25,339	3.34	25,347	0 3	8	177	0.7
TOTAL HONG KONG			**117,194**		**179,491**	**1.8**	**62,296**	**3,039**	**1.7**

Detailed Holdings List by Country
As of December 31, 2012
Reporting Currency. USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
INDIA									
ICICI BANK LTD SPON ADR	1,375	36 95	50,813	43 61	59,964	0.6	9,151	789	1.3
TOTAL INDIA			**50,813**		**59,964**	**0.6**	**9,151**	**789**	**1.3**
IRELAND									
ACCENTURE PLC US$	200	53.63	10,726	66 50	13,300	0.1	2,574	324	2 4
EATON CORP PLC	1,350	51 66	69,734	54 18	73,143	0.7	3,409	2,052	2.8
TOTAL IRELAND			**80,460**		**86,443**	**0.9**	**5,983**	**2,376**	**2.7**
ISLE OF MAN									
GENTING SINGAPORE PLC	5,000	1 37	6,851	1 13	5,669	0 1	(1,182)	41	0 7
TOTAL ISLE OF MAN			**6,851**		**5,669**	**0.1**	**(1,182)**	**41**	**0.7**
JAPAN									
AJINOMOTO CO INC	3,000	11.47	34,399	13 19	39,580	0 4	5,181	554	1.4
DENSO CORP	600	31 78	19,070	34.32	20,590	0.2	1,520	374	1.8
FANUC CO	250	91.10	22,775	183 76	45,940	0 5	23,165	602	1.3
HAMAMATSU PHOTONIC KK	1,000	36 84	36,845	36.01	36,013	0.4	(832)	531	1.5
HITACHI	9,000	5 85	52,658	5.82	52,358	0.5	(301)	1,039	2.0
JGC CORP	1,000	20 83	20,827	30.89	30,888	0 3	10,061	502	1.6
KEYENCE CORP	360	160 78	57,881	275.52	99,189	1.0	41,308	187	0.2
MITSUBISHI CORP	900	26 95	24,251	19 01	17,110	0 2	(7,141)	519	3.0
MURATA MANUFACTURING CO LTD	700	46 83	32,781	58 29	40,803	0 4	8,022	808	2.0
SMC CORP	300	97.64	29,291	179 60	53,881	0.5	24,590	485	0.9
SOFTBANK CORP	2,100	22 25	46,731	36 24	76,112	0.8	29,381	970	1.3
SYSMEX CORP	700	33.73	23,615	45 77	32,037	0 3	8,422	275	0 9
TREND MICRO INC	700	33 66	23,564	29 93	20,951	0.2	(2,613)	695	3 3
TOTAL JAPAN			**424,688**		**565,452**	**5.8**	**140,763**	**7,540**	**1.3**

Capital Group
Private Client Services

Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
KOREA, REPUBLIC OF									
SAMSUNG ELEC GDS N/V PF	145	79.68	11,554	400.50	58,073	0 6	46,519	280	0 5
TOTAL KOREA, REPUBLIC OF			**11,554**		**58,073**	**0.6**	**46,519**	**280**	**0.5**
LUXEMBOURG									
SES FDR CL A (PARIS)	1,733	25 69	44,519	28.65	49,650	0.5	5,131	2,013	4.1
TOTAL LUXEMBOURG			**44,519**		**49,650**	**0.5**	**5,131**	**2,013**	**4.1**
NETHERLANDS									
ASML HOLDING NV	400	33 08	13,231	63.36	25,343	0.3	12,112	243	1 0
FUGRO NV	378	53 43	20,196	58.76	22,213	0.2	2,017	748	3.4
GEMALTO NV	418	71 80	30,012	89.76	37,518	0.4	7,507	171	0 5
KONINKLIJKE DSM NV	265	52.06	13,796	60.44	16,017	0.2	2,221	518	3.2
NIELSEN HOLDINGS NV US$	1,950	27 14	52,928	30 59	59,651	0 6	6,723	0	0.0
ROYAL DUTCH SHELL CL-A-ADR	625	43.42	27,140	68.95	43,094	0.4	15,954	1,828	4.2
TOTAL NETHERLANDS			**157,302**		**203,835**	**2.1**	**46,534**	**3,508**	**1.7**
NORWAY									
SEADRILL LTD	938	33.09	31,038	36 58	34,312	0.3	3,274	574	1.7
TOTAL NORWAY			**31,038**		**34,312**	**0.3**	**3,274**	**574**	**1.7**
PANAMA									
CARNIVAL CORP COMMON PAIRED STOCK	1,150	31.06	35,718	36 77	42,286	0.4	6,567	1,150	2 7
TOTAL PANAMA			**35,718**		**42,286**	**0.4**	**6,567**	**1,150**	**2.7**
SINGAPORE									
DBS GROUP HOLDINGS LTD	6,157	8 75	53,861	12 15	74,798	0 8	20,937	2,823	3.8
SINGAPORE TELECOMM	13,000	2.66	34,538	2.70	35,119	0.4	582	1,681	4.8
TOTAL SINGAPORE			**88,399**		**109,918**	**1.1**	**21,519**	**4,504**	**4.1**

Capital Group
Private Client Services

ATTACHMENT A PAGE 10 OF 14

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
SWEDEN									
ASSA ABLOY AB B	880	27.00	23,759	37.35	32,869	0.3	9,110	609	1 9
HENNES & MAURITZ AB	1,346	30.12	40,544	34.52	46,466	0.5	5,922	1,966	4.2
TOTAL SWEDEN			64,303		79,335	0.8	15,032	2,575	3.2
SWITZERLAND									
ACE LTD	150	72.27	10,840	79 80	11,970	0.1	1,130	294	2.5
NESTLE SA REG	1,181	30.56	36,096	65.16	76,956	0.8	40,860	2,518	3.3
NOVARTIS AG NAMEN	940	53.14	49,952	62.81	59,042	0 6	9,091	2,312	3.9
RICHEMONT CIE FIN	950	37.50	35,623	78 06	74,160	0.8	38,536	571	0 8
ROCHE HOLDING AG GENUSSCHEIN	87	171.06	14,882	201.17	17,502	0.2	2,620	647	3 7
SONOVA HOLDING AG	232	96.75	22,447	110.86	25,720	0.3	3,273	304	1.2
SWISSCOM AG REG	37	328.06	12,138	430 55	15,930	0 2	3,792	890	5.6
SYNGENTA AG	69	289 10	19,948	400.81	27,656	0.3	7,708	604	2.2
TE CONNECTIVITY LTD US$	700	17.56	12,290	37.12	25,984	0.3	13,694	588	2.3
TOTAL SWITZERLAND			214,215		334,919	3.4	120,704	8,728	2.6
UNITED KINGDOM									
AON PLC	300	49.05	14,714	55 61	16,683	0.2	1,969	189	1.1
BARCLAYS PLC	3,000	4 83	14,497	4.26	12,785	0.1	(1,712)	325	2.5
BG GROUP PLC	1,000	13 25	13,252	16 44	16,439	0.2	3,188	286	1.7
DIAGEO PLC	2,400	21.99	52,787	29.02	69,650	0.7	16,863	1,884	2.7
ENSCO PLC-CL A	700	55 68	38,974	59.28	41,496	0.4	2,522	1,050	2.5
HSBC HOLDINGS PLC UKP	9,966	7.29	72,662	10.51	104,712	1.1	32,051	6,476	6.2
IMPERIAL TOBACCO PLC	619	23.75	14,702	38 53	23,851	0 2	9,149	1,180	5.0
NATIONAL GRID PLC	3,300	8.33	27,486	11.41	37,659	0 4	10,173	2,373	6.3
PREMIER FARNELL PLC	5,600	4.05	22,677	3 16	17,684	0 2	(4,992)	1,051	5 9
RECKITT BENCKISER GROUP PLC	300	15.07	4,520	63.00	18,899	0 2	14,378	682	3.6
RIO TINTO PLC REG	782	20 52	16,049	57 03	44,601	0 5	28,552	1,465	3.3

Detailed Holdings List by Country

As of December 31, 2012
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
STANDARD CHARTERED	2,703	17.34	46,875	25.55	69,069	0.7	22,194	3,829	5.5
WHITBREAD PLC	300	27 74	8,321	39 73	11,920	0.1	3,600	288	2 4
TOTAL UNITED KINGDOM			**347,517**		**485,449**	**4.9**	**137,935**	**21,078**	**4.3**
UNITED STATES									
3M COMPANY	80	78 08	6,247	92.85	7,428	0 1	1,181	189	2 5
AFLAC INC	275	40.29	11,079	53.12	14,608	0.1	3,530	385	2.6
AGILENT TECHNOLOGIES INC	300	21 79	6,536	40.94	12,282	0.1	5,746	120	1.0
AIR PRODUCTS & CHEMICALS INC	325	42.55	13,829	84.02	27,307	0.3	13,478	832	3.1
ALLEGHENY TECHNOLOGIES INC	450	33 14	14,912	30 36	13,662	0 1	(1,250)	324	2 4
ALLERGAN INC	600	28.20	16,918	91.73	55,038	0.6	38,120	120	0.2
AMERICAN TOWER CORP	825	41 50	34,236	77.27	63,748	0.6	29,512	792	1.2
APPLE INC	130	156.54	20,350	532.17	69,182	0.7	48,833	1,378	2.0
BEAM INC	900	54 14	48,725	61.09	54,981	0.6	6,256	738	1 3
BLACKROCK INC	215	176.30	37,905	206.71	44,443	0.5	6,538	1,290	2.9
BOEING CO	300	49 12	14,737	75.36	22,608	0.2	7,871	582	2.6
BRISTOL-MYERS SQUIBB CO	2,300	32.44	74,608	32.59	74,957	0.8	349	3,220	4.3
BROADCOM CORP	1,400	28 89	40,445	33 21	46,494	0.5	6,049	560	1.2
CATERPILLAR INC	500	85.90	42,952	89.61	44,804	0.5	1,853	1,040	2.3
CERNER CORP	700	19.46	13,621	77 51	54,257	0 6	40,636	0	0.0
CHEVRON CORP	350	65.81	23,032	108.14	37,849	0.4	14,817	1,260	3.3
CME GROUP INC	1,075	57 44	61,749	50 67	54,470	0 6	(7,279)	1,935	3.6
COACH INC	450	48.91	22,010	55.51	24,980	0.3	2,970	540	2.2
COBALT INTERNATIONAL ENERGY	550	30.02	16,513	24.56	13,508	0.1	(3,005)	0	0.0
COMCAST CORP CL A (NEW)	2,200	19.03	41,864	37.36	82,192	0.8	40,328	1,430	1.7
DANAHER CORP	575	26 88	15,456	55 90	32,143	0.3	16,686	58	0.2
DAVITA HEALTHCARE PARTNERS INC	100	29.64	2,964	110.53	11,053	0.1	8,089	0	0.0
DOW CHEMICAL CO	400	29.82	11,930	32.33	12,932	0 1	1,002	512	4.0
DRIL-QUIP INC	250	62.92	15,729	73.05	18,263	0.2	2,533	0	0.0
ECOLAB INC	400	30 50	12,200	71 90	28,760	0.3	16,560	368	1.3
EMERSON ELECTRIC CO	275	27.34	7,518	52.96	14,564	0.1	7,046	451	3.1
EXPRESS SCRIPTS HOLDING CO	1,125	47 90	53,885	54.00	60,750	0.6	6,865	0	0 0

Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
FEDEX CORP	70	48 80	3,416	91.72	6,420	0.1	3,004	39	0.6
GENERAL ELECTRIC CO (USD)	1,400	14.74	20,640	20 99	29,386	0 3	8,746	1,064	3 6
GENPACT LTD	2,200	16.30	35,867	15 50	34,100	0.3	(1,767)	0	0.0
GILEAD SCIENCES INC	2,275	49 99	113,726	73.45	167,099	1.7	53,373	0	0.0
GOLDMAN SACHS GROUP INC	540	93.17	50,311	127.56	68,882	0.7	18,571	1,080	1.6
GOOGLE INC CL A	115	374 92	43,116	707 38	81,349	0 8	38,233	0	0.0
HALLIBURTON CO	1,575	30 14	47,477	34.69	54,637	0.6	7,160	567	1.0
HOME DEPOT INC	1,125	34.38	38,673	61.85	69,581	0.7	30,908	1,305	1.9
ILLINOIS TOOL WORKS INC	125	29.49	3,687	60.81	7,601	0.1	3,915	190	2.5
INTERNATIONAL BUSINESS MACHINES CORP	425	85 12	36,175	191.55	81,409	0.8	45,234	1,445	1 8
IRON MOUNTAIN INC	1,034	25 27	26,130	31.05	32,106	0.3	5,976	1,117	3.5
JABIL CIRCUIT INC	2,000	20.84	41,679	19.29	38,580	0.4	(3,099)	640	1.7
JACK HENRY & ASSOC INC	1,300	33.49	43,543	39.26	51,038	0 5	7,495	598	1.2
JPMORGAN CHASE & CO	1,250	35 95	44,943	43 97	54,961	0.6	10,018	1,500	2 7
KINDER MORGAN INC	550	33.88	18,636	35.33	19,432	0.2	796	792	4.1
KLA-TENCOR CORP	750	34.45	25,837	47.76	35,820	0 4	9,983	1,200	3.4
MARSH & MCLENNAN COS INC	1,125	28.53	32,095	34.47	38,779	0.4	6,683	1,035	2.7
MICROSOFT CORP	900	26.76	24,083	26.71	24,039	0 2	(44)	828	3.4
MONSANTO CO NEW COM	875	68.36	59,818	94 65	82,819	0 8	23,001	1,313	1.6
MOSAIC CO/THE	500	53 81	26,903	56.63	28,315	0 3	1,412	500	1.8
NATIONAL INSTRUMENTS CORP	750	17.73	13,300	25.81	19,358	0 2	6,057	420	2.2
NEWELL RUBBERMAID INC	2,400	21.23	50,956	22 27	53,448	0.5	2,492	1,440	2.7
NIKE INC CL B	200	43 46	8,692	51 60	10,320	0.1	1,628	84	0.8
NOBLE ENERGY INC	595	76.40	45,455	101.74	60,535	0 6	15,080	595	1 0
NORDSTROM INC	300	36.68	11,004	53 50	16,050	0.2	5,046	324	2.0
NORFOLK SOUTHERN CORP	500	50.60	25,300	61.84	30,920	0 3	5,620	1,000	3.2
NUCOR CORP	300	37.58	11,273	43.16	12,948	0.1	1,675	441	3.4
ORACLE CORP	2,000	27 79	55,579	33.32	66,640	0 7	11,061	480	0.7
PHILIP MORRIS INTERNATIONAL INC	500	49 45	24,727	83 64	41,820	0 4	17,093	1,700	4.1
PROGRESSIVE CORP OHIO	1,000	17 71	17,707	21.10	21,100	0 2	3,393	407	1 9
QUALCOMM INC	600	41.64	24,984	61.86	37,116	0.4	12,132	600	1.6

THE FRANCES LEAR FOUNDATION

Detailed Holdings List by Country
As of December 31, 2012
Reporting Currency: USD

Description	Shares/ Par	Average Cost/ Unit	Total Cost	Current Price	Total Market Value	% of Total Net Assets	Unrealized Gain/(Loss)	Estimated Income	Annual Yield(%)
REPUBLIC SERVICES INC	675	29.77	20,096	29 33	19,798	0 2	(298)	635	3.2
SCHLUMBERGER LTD	1,300	29.42	38,252	69.30	90,088	0.9	51,836	1,430	1.6
SCHWAB CHARLES NEW	1,625	17.63	28,656	14 36	23,335	0.2	(5,321)	390	1.7
SCRIPPS NETWORKS INTERACTIVE CL A	700	42.77	29,942	57.92	40,544	0.4	10,602	336	0.8
SEATTLE GENETICS INC	4,200	19.44	81,644	23 17	97,314	1 0	15,670	0	0.0
STANLEY BLACK & DECKER INC	325	57.54	18,700	73.97	24,040	0.2	5,340	637	2.7
STARBUCKS CORP	300	51 11	15,334	53 63	16,089	0 2	755	252	1.6
TARGET CORP	650	52.12	33,879	59.17	38,461	0.4	4,582	936	2.4
THE WALT DISNEY CO	425	19 21	8,163	49 79	21,161	0.2	12,998	319	1.5
TIFFANY & CO NEW	1,025	47.60	48,789	57.34	58,774	0.6	9,985	1,312	2.2
TIME WARNER CABLE INC	325	61.19	19,888	97 19	31,587	0.3	11,699	728	2 3
UNION PACIFIC CORP	180	28.74	5,174	125.72	22,630	0.2	17,456	497	2.2
UNITED TECHNOLOGIES CORP	800	59 10	47,279	82.01	65,608	0 7	18,329	1,712	2.6
UNITEDHEALTH GROUP INC	585	27.27	15,951	54.24	31,730	0.3	15,779	497	1.6
VISA INC CL A	175	62 84	10,997	151.58	26,527	0 3	15,529	231	0.9
TOTAL UNITED STATES			**2,130,424**		**2,981,552**	**30.3**	**851,130**	**50,738**	**1.7**
MUTUAL FUNDS - EQUITY									
EMERGING MARKETS GROWTH FUND INC	130,550	9 22	1,203,384	8 15	1,063,981 D	10.8	(139,403)	27,938	2 6
TOTAL MUTUAL FUNDS - EQUITY			**1,203,384**		**1,063,981**	**10.8**	**(139,403)**	**27,938**	**2.6**
Total Equity			**5,816,918**		**7,342,324** C	**74.7**	**1,525,414**	**165,583**	**2.3**
Total Net Assets			**8,247,594**		**9,830,894**	**100.0**	**1,583,310**	**233,688**	**2.3**

corporate stock

C − D = $6,278,343

Form **8868**
(Rev January 2013)
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 ▶ [X]
- 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	Name of exempt organization or other filer, see instructions. THE FRANCES LEAR FOUNDATION C/O O'CONNOR DAVIES, LLP	Employer identification number (EIN) or 04-3489966
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 665 FIFTH AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions. NEW YORK, NY 10022	

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 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	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 ▶ O'CONNOR DAVIES, LLP 665 FIFTH AVENUE - NEW YORK, NY 10022
  Telephone No ▶ 212-286-2600 FAX No ▶ 212-286-4080
- 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 AUGUST 15, 2013 , to file the exempt organization return for the organization named above. The extension is for the organization's return for
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______ , and ending ______ .

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	$ 12,152.
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	$ 5,000.
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	$ 7,152.

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