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
BELL FAMILY FOUNDATION

A Employer identification number
04-6771029

Number and street (or P O box number if mail is not delivered to street address): 611 WASHINGTON STREET
Room/suite: 2502

B Telephone number
978-296-3318

City or town, state, and ZIP code
SAN FRANCISCO, CA 94111

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)* ▶$ 6,415,084.

J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) *(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	147,353.	147,353.		STATEMENT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	635,389.			
	b	Gross sales price for all assets on line 6a 9,778,741.				
	7	Capital gain net income (from Part IV, line 2)		635,389.		
	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	33,951.	78.		STATEMENT 2
	12	**Total.** Add lines 1 through 11	816,693.	782,820.		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	0.	0.		0.
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees				
	b	Accounting fees STMT 3	8,000.	0.		8,000.
	c	Other professional fees STMT 4	39,888.	39,888.		0.
	17	Interest	772.	772.		0.
	18	Taxes STMT 5	2,773.	2,373.		0.
	19	Depreciation and depletion			AUG 1	
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses STMT 6	59,857.	76,971.		39.
	24	**Total operating and administrative expenses** Add lines 13 through 23	111,290.	120,004.		8,039.
	25	Contributions, gifts, grants paid	324,000.			324,000.
	26	**Total expenses and disbursements.** Add lines 24 and 25	435,290.	120,004.		332,039.
	27	Subtract line 26 from line 12:				
	a	Excess of revenue over expenses and disbursements	381,403.			
	b	**Net investment income** (if negative, enter -0-)		662,816.		
	c	**Adjusted net income** (if negative, enter -0-)			N/A	

SCANNED AUG 15 2013

223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

614 60

Part II	**Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year	
		(a) Book Value	**(b)** Book Value	**(c)** Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	248,356.	612,879.	612,879.
	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 7	829,955.	648,047.	744,360.
	b Investments - corporate stock STMT 8	3,123,546.	3,532,027.	4,007,309.
	c Investments - corporate bonds STMT 9	1,042,356.	944,163.	1,050,536.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	5,244,213.	5,737,116.	6,415,084.
Liabilities	17 Accounts payable and accrued expenses		111,500.	
	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.	111,500.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	401,507.	401,507.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	4,842,706.	5,224,109.	
	30 **Total net assets or fund balances**	5,244,213.	5,625,616.	
	31 **Total liabilities and net assets/fund balances**	5,244,213.	5,737,116.	

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	5,244,213.
2	Enter amount from Part I, line 27a	2	381,403.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	5,625,616.
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	5,625,616.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	9,778,741.		9,143,352.	635,389.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				635,389.

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 } 2 635,389.

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	228,250.	6,002,084.	.038028
2010	172,900.	5,787,703.	.029874
2009	270,391.	5,626,691.	.048055
2008	219,476.	6,287,054.	.034909
2007	340,302.	6,776,116.	.050221

2	**Total** of line 1, column (d)	2	.201087
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	.040217
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,268,784.
5	Multiply line 4 by line 3	5	252,112.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,628.
7	Add lines 5 and 6	7	258,740.
8	Enter qualifying distributions from Part XII, line 4	8	332,039.

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	6,628.
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	6,628.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	6,628.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,730.		
b Exempt foreign organizations - tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	10,000.		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d			7	11,730.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	5,102.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶		5,102. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA			
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

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 ▶ STALL ADVISORS LLC Telephone no. ▶978-296-3318

Located at ▶30 NAGOG PARK, SUITE 220, ACTON, MA ZIP+4 ▶01720

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
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)? N/A	1b		
	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

Form **990-PF** (2012)

223541
12-05-12

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

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

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

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

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

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

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

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

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

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

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

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

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

If "Yes" to 6b, file Form 8870.

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

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

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

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

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
C. GORDON BELL 611 WASHINGTON ST. #2502 SAN FRANCISCO, CA 94111	TRUSTEE 0.25	0.	0.	0.
GWENDOLYN K. BELL 611 WASHINGTON ST. #2502 SAN FRANCISCO, CA 94111	TRUSTEE 0.25	0.	0.	0.
BRIGHAM R. BELL 1215 LINCOLN AVENUE LOUISVILLE, CO 80027	TRUSTEE 0.25	0.	0.	0.
LAURA R. BELL 269 ROUTE 206 HILLSBOROUGH, NJ 08844	TRUSTEE 0.25	0.	0.	0.

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

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

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

Form **990-PF** (2012)

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
NONE		

Total number of others receiving over $50,000 for professional services ▶ 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

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.

Form **990-PF** (2012)

223561
12-05-12

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	5,805,672.
b	Average of monthly cash balances	1b	558,576.
c	Fair market value of all other assets	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	6,364,248.
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	6,364,248.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	95,464.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,268,784.
6	**Minimum investment return.** Enter 5% of line 5	6	313,439.

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	313,439.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 6,628.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	6,628.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	306,811.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	306,811.
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	306,811.

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	332,039.
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	332,039.
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	6,628.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	325,411.

Note The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				306,811.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			268,163.	
b Total for prior years: _____ , _____ , _____		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 332,039.				
a Applied to 2011, but not more than line 2a			268,163.	
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				63,876.
e Remaining amount distributed out of corpus	0.			
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	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 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				242,935.
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	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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).)

C. GORDON BELL

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

NONE

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

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

a The name, address, and telephone number 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*				
ALEXANDER DAWSON SCHOOL 10455 DAWSON DRIVE CAMBRIDGE, MA 02140	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	5,500.
ALZHEIMER'S ASSOCIATION 789 SHERMAN STREET, SUITE 500 DENVER, CO 80203-3532	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	500.
AMERICAN ACADEMY OF ARTS & SCIENCES 136 IRVING STREET CAMBRIDGE, MA 02138	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	10,000.
ARIZONA STATE MUSEUM P.O. BOX 210026 TUCSON, AZ 857210026	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	750.
ARTHRITIS FOUNDATION 2280 S. ALBION DENVER, CO 80222	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	324,000.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2012)

223611
12-05-12

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	147,353.	
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	33,951.	
8 Gain or (loss) from sales of assets other than inventory			18	635,389.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a UBTI INCOME	900099	6,833.			
b UBTI LOSSES	900099	<6,833.>			
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		816,693.	0.

13 **Total**. Add line 12, columns (b), (d), and (e) 13 816,693.

(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

▶ Bell 7/30/13 ▶ Trustee

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
CAROLYN R. STALL	Carolyn R Stall	7/12/13		P00030027

Firm's name ▶ STALL ADVISORS LLC

Firm's EIN ▶ 27-1948252

Firm's address ▶ 30 NAGOG PARK SUITE 220
ACTON, MA 01720

Phone no. 978-296-3318

BELL FAMILY FOUNDATION

CONTINUATION FOR 990-PF, PART IV

04-6771029 PAGE 1 OF 1

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	STATE STREET - SHORT TERM - A (SEE STMTS)	P	VARIOUS	VARIOUS
b	STATE STREET - LONG TERM - A (SEE STMTS)	P	VARIOUS	VARIOUS
c	STATE STREET - SHORT TERM - B (SEE STMTS)	P	VARIOUS	VARIOUS
d	STATE STREET - LONG TERM - B (SEE STMTS)	P	VARIOUS	VARIOUS
e	STATE STREET - LONG TERM - (SEE STMTS)	P	VARIOUS	VARIOUS
f	CAPITAL GAINS FROM LIMITED PARTNERSHIPS	P	VARIOUS	VARIOUS
g	ADJUSTMENTS TO PROSHARES ULTRASHORT EURO	P	12/28/11	03/21/12
h	ADJUSTMENTS TO ENTERPRISE PRODUCTS PARTNERS LP	P	VARIOUS	11/09/12
i	ADJUSTMENTS TO KINDER MORGAN LP	P	VARIOUS	02/07/12
j	ADJUSTMENTS TO MIDSTREAM MAGELLAN LP	P	VARIOUS	12/31/12
k	ADJUSTMENTS TO NUSTAR LP	P	VARIOUS	11/06/12
l	CAPITAL GAINS DIVIDENDS			
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	7,089,338.		6,934,964.	154,374.
b	542,592.		437,980.	104,612.
c	794,567.		806,112.	<11,545.>
d	1,200,904.		959,966.	240,938.
e	317.			317.
f	4,378.			4,378.
g			4,330.	<4,330.>
h	47,723.			47,723.
i	73,571.			73,571.
j	1,797.			1,797.
k	23,529.			23,529.
l	25.			25.
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				154,374.
b				104,612.
c				<11,545.>
d				240,938.
e				317.
f				4,378.
g				<4,330.>
h				47,723.
i				73,571.
j				1,797.
k				23,529.
l				25.
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	635,389.
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

223591
05-01-12

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
BELMONT HILL SCHOOL 350 PROSPECT STREET BELMONT, MA 02478	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	500.
BOY SCOUTS OF AMERICA 222 COLUMBIA TURNPIKE FLORHAM PARK, NJ 07932	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	750.
CALGARY ARTS SUMMER SCHOOL "CASSA" 228 PARKSIDEWAY SE CALGARY, ALBERTA, CANADA T2J3Z4	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	1,500.
CAMBRIDGE SCHOOL OF WESTON 45 GEORGIAN ROAD WESTON, MA 02493	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	750.
CARNEGE MELLON UNIVERSITY 6 PPG PLACE, 14TH FLOOR PITTSBURGH, PA 15222	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	53,000.
CENTRAL JERSEY SYMPHONY ORCHESTRA P.O. BOX 3300 NORTH BRANCH, NJ 08876	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	500.
CLARK FUND FOR SCHOOL OF GEOGRAPHY 950 MAIN STREET WORCESTER, MA 01610	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	1,500.
COLLEGE AVENUE GYMNASIUM 130 COLLEGE AVE NEW BRUNSWICK, NJ 08903	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	250.
COMPUTER HISTORY MUSEUM 1401 N. SHORELINE BLVD. MOUNTAIN VIEW, CA 94041	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	32,000.
CRAWFORD HOUSE P.O. BOX 255 SKILLMAN, NJ 08858	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	750.
Total from continuation sheets				306,750.

223631
05-01-12

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
DELANCEY STREET FOUNDATION 600 EMBARCADERO SAN FRANCISCO, CA 94107	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	5,000.
DENVER CENTER FOR PERFORMING ARTS 1101 13TH ST, DENVER, CO 80204	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	250.
FULBRIGHT ACADEMY P.O. BOX CC-284 CAPE ELIZABETH, ME 04107	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	500.
HILLSBOROUGH FOOD PANTRY 379 SOUTH BRANCH ROAD HILLSBOROUGH, NJ 08844	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	500.
HILLSBOROUGH HIGH SCHOOL 466 RAIDER BOULEVARD HILLSBOROUGH, NJ 08844	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	750.
INTERNET ARCHIVE C/O ROBERT MILLER 300 FUNSTON AVENUE SAN FRANCISCO, CA 94118	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	10,000.
KUVO P.O. BOX 2040 DENVER, CO 80211	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	250.
L&C BELL SCHOLARSHIP FUND 2201 SOMERSET KIRKSVILLE, MO 63501	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	14,000.
MADD 511 JOHN CARPENTER FRWY, SUITE 700 IRVING, TX 750628187	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	250.
MASON GROSS SCHOOL OF ARTS P.O. BOX 193 NEW BRUNSWICK, NJ 08903	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	1,000.
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
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	25,000.
MEALS ON WHEELS 2355 CANYON BLVD BOULDER, CO 80302	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	500.
MEDITERRANEAN GARDEN SOCIETY SPAROZA, P.O. BOX 14 PEANIA, GREECE GR-190 02	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	500.
MONTGOMERY UNITED METHODIST CHURCH 117 SUNSET ROAD BELLE MEAD, NJ 08502	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	7,500.
NATIONAL ACADEMY OF ENGINEERING FUND 500 FIFTH STREET NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	75,000.
NATIONAL ACADEMY OF SCIENCE 500 FIFTH STREET NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	3,000.
NATIONAL SCIENCE & TECH. MEDALS FDN 1818 N STREET NW, SUITE 600 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	1,000.
NEW ENGLAND CONSERVATORY OF MUSIC ANNUAL FUND 290 HUNTINGTON AVENUE BOSTON, MA 02115	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	1,000.
OPERA COLORADO 695 SOUTH COLORADO BLVD, SUITE 20 DENVER, CO 80246	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	250.
ROCKY MOUNTAIN PBS 1089 BANNOCK STREET DENVER, CO 80204	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	250.
Total from continuation sheets				

223631
05-01-12

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
SAN FRANCISCO FOOD BANK 900 PENNSYLVANIA AVE SAN FRANCISCO, CA 94107	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	2,000.
SIERRA CLUB P.O. BOX 52967 BOULDER, CO 803222967	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	1,000.
SOCIETY OF PRESERVATION OF GREEK BETA CHAPTER OF THETA CHI CAMBRIDGE, MA 02142-0009	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	1,000.
STANFORD MEDICAL CENTER SUITE H1401300 PASTEUR DRIVE STANFORD, CA 94305-5625	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	22,500.
STARLIGHT CHORALE 115 SUNSET ROAD BELLE MEAD, NJ 08502	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	1,500.
STORM SOFTBALL 601 MONSON BETHANY, MO 64424	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	750.
UNIVERSITY OF COLORADO CAMPUS BOX 422 BOULDER, CO 80309	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	5,000.
WIKIMEDIA FOUNDATION INC. P.O.BOX 78350 SAN FRANCISCO, CA 94107	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	750.
WNYC ONE CENTER STREET, 24TH FLOOR NEW YORK, NY 10007	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	500.
DAVE CUTLER SCHOLARSHIP FUND, OLIVET COLLEGE 320 MAIN STREET OLIVET, MI 49076	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	5,000.
Total from continuation sheets				

223631
05-01-12

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
FRIENDS OF CAMP ARROWHEAD 2020 NORTH TATNALL STREET WILMINGTON, DE 19802	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	250.
IEEE FOUNDATION 445 HOES LANE PISCATAWAY, NJ 08854	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	500.
KOSHLAND SCIENCE MUSEUM 500 FIFTH STREET,NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	1,000.
PROJECT GRADUATION P.O. BOX 5673 HILLSBOROUGH, NJ 08844	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	1,000.
UNIVERSITY OF MINNESOTA 211 ANDERSEN LIBRARY, 222 21ST AVENUE STREET MINNEAPOLIS, MN 55455	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	1,000.
EXPLORATORIUM 3601 LYON STREET SAN FRANCISCO, CA 94123	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	15,000.
KQED P.O. BOX 7618 SAN FRANCISCO, CA 94120	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	5,000.
NPR FOUNDATION DEPT 6054 WASHINGTON, DC 20042-6054	NONE	PUBLIC CHARITY	UNRESTRICTED CONTRIBUTION	5,000.
Total from continuation sheets				

223631
05-01-12

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BLACKSTONE GROUP - DIVIDENDS	28.	0.	28.
BLACKSTONE GROUP - INTEREST	144.	0.	144.
ENERGY TRANSFER LP - DIVIDENDS	615.	0.	615.
ENERGY TRANSFER LP - INTEREST	257.	0.	257.
ENTERPRISE PRODUCTS LP - DIVIDENDS	3.	0.	3.
ENTERPRISE PRODUCTS LP - INTEREST	10.	0.	10.
KINDER MORGAN ENERGY LP - DIVIDENDS	32.	0.	32.
KINDER MORGAN ENERGY LP - INTEREST	61.	0.	61.
MAGELLAN MIDSTREAM LP - DIVIDENDS	3.	0.	3.
NUSTAR ENERGY LP - DIVIDENDS	19.	0.	19.
NUSTAR ENERGY LP - INTEREST	62.	0.	62.
PROSHARES ULTRASHORT EURO - INTEREST	6.	0.	6.
STATE STREET BANK & TRUST - DIVIDENDS	96,780.	25.	96,755.
STATE STREET BANK & TRUST - INTEREST	41,643.	0.	41,643.
STATE STREET BANK & TRUST - OID INTEREST	7,715.	0.	7,715.
TOTAL TO FM 990-PF, PART I, LN 4	147,378.	25.	147,353.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME - CLASS ACTION PROCEEDS	78.	78.	
RETURN OF CAPITAL - PARTNERSHIP DISTRIBUTIONS	31,873.	0.	
TAX REFUND	2,000.	0.	
UBTI INCOME	6,833.	0.	
UBTI LOSSES	<6,833.>	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	33,951.	78.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	8,000.	0.		8,000.
TO FORM 990-PF, PG 1, LN 16B	8,000.	0.		8,000.

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
MANAGEMENT FEES - MOODY LYNN	36,737.	36,737.		0.
CUSTODY & INVESTMENT FEES	3,151.	3,151.		0.
TO FORM 990-PF, PG 1, LN 16C	39,888.	39,888.		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	2,373.	2,373.		0.
FEDERAL TAXES	400.	0.		0.
TO FORM 990-PF, PG 1, LN 18	2,773.	2,373.		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
RECONCILING ITEM -	<17,153.>	0.		0.
CHARITABLE CONTRIBUTIONS - PARTNERSHIP K-1S	39.	0.		39.
PASSIVE LOSSES RELEASED ON SALE - ENTERPRISE PRODUCTS PARTNERS	25,893.	25,893.		0.
PASSIVE LOSSES RELEASED ON SALE - KINDER MORGAN ENERGY PARTNERS	45,009.	45,009.		0.
PASSIVE LOSSES RELEASED ON SALE - NUSTAR ENERGY LP	6,069.	6,069.		0.
TO FORM 990-PF, PG 1, LN 23	59,857.	76,971.		39.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 7

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US GOVT OBLIGATIONS	X		648,047.	744,360.
TOTAL U.S. GOVERNMENT OBLIGATIONS			648,047.	744,360.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			648,047.	744,360.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EQUITY INVESTMENTS	3,532,027.	4,007,309.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,532,027.	4,007,309.

FORM 990-PF CORPORATE BONDS STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	944,163.	1,050,536.
TOTAL TO FORM 990-PF, PART II, LINE 10C	944,163.	1,050,536.

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: 4515742
Recipient's Tax ID Number: 04-6771029
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: MA
Questions? (800)392-9244

☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
C. GORDON BELL
611 WASHINGTON STREET #2505
SAN FRANCISCO, CA 94111

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.

Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*	*(Box 1b)*	*(Box 2a)*	*(Box 3)*	*(Box 5)*		*(Box 4)*	*(Box 15)*
Short Term Sales Reported on 1099-B								
002824100	ABBOTT LABS		ABT					
1045.0000	10/18/2012	04/13/2012	68,559 66	62,432 80	0.00	6,126 86	0.00	0 00
018490102	ALLERGAN INC COM		AGN					
665 0000	08/02/2012	04/18/2012	56,502.38	63,155 05	0.00	-6,652.67	0.00	0 00
02209S103	ALTRIA GROUP INC		MO					
1650 0000	01/19/2012	11/29/2011	47,135 96	46,231 19	0.00	904.77	0.00	0.00
02209S103	ALTRIA GROUP INC		MO					
3920 0000	09/12/2012	Various	131,168 48	118,404.40	0.00	12,764 08	0.00	0.00
025816109	AMERICAN EXPRESS		AXP					
1640.0000	09/27/2012	03/26/2012	91,976 67	95,883.42	0 00	-3,906.75	0 00	0.00
03027X100	AMERICAN TOWER CORP		AMT					
990.0000	09/14/2012	Various	71,188 81	59,622.27	0 00	11,566 54	0 00	0.00
03027X100	AMERICAN TOWER CORP		AMT					
980 0000	09/17/2012	11/03/2011	69,863 90	56,291 20	0 00	13,572.70	0 00	0.00
032511107	ANADARKO PETROLEUM CORP COM		APC					
1160.0000	03/23/2012	Various	91,984 02	87,831 02	0 00	4,153 00	0.00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: 4515742
Recipient's Tax ID Number: 04-6771029
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: MA
Questions? (800)392-9244
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
C. GORDON BELL
611 WASHINGTON STREET #2505
SAN FRANCISCO, CA 94111

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
037411105	APACHE CORP COM (**)		APA					
450 0000	11/09/2012	09/17/2012	35,200 73	42,034 77	0 00	-6,834.04	0 00	0.00
037411105	APACHE CORP COM (**)		APA					
450.0000	11/12/2012	09/17/2012	35,292 12	42,034 77	0 00	-6,742 65	0 00	0 00
037833100	APPLE COMPUTER INC COM		AAPL					
155.0000	02/15/2012	12/08/2011	81,118 43	60,992 69	0 00	20,125.74	0 00	0 00
037833100	APPLE COMPUTER INC COM		AAPL					
85.0000	10/22/2012	Various	53,604 23	49,202 81	0 00	4,401 42	0 00	0 00
037833100	APPLE COMPUTER INC COM		AAPL					
212 0000	10/23/2012	Various	133,153.08	93,589 40	0.00	39,563.68	0 00	0 00
00206R102	AT&T INC		T					
2370 0000	09/14/2012	Various	88,485.75	76,920 25	0 00	11,565.50	0.00	0 00
00206R102	AT&T INC		T					
2360 0000	09/17/2012	03/22/2012	87,639 70	75,098 98	0 00	12,540 72	0 00	0 00
05534B760	BCE INC		BCE					
1500 0000	01/25/2012	Various	61,025 43	59,622.76	0 00	1,402.67	0.00	0.00
05534B760	BCE INC		BCE					
1480 0000	02/10/2012	08/24/2011	57,829 59	58,556 65	0 00	-727 06	0 00	0.00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: 4515742
Recipient's Tax ID Number: 04-6771029
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: MA
Questions? (800)392-9244
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
C. GORDON BELL
611 WASHINGTON STREET #2505
SAN FRANCISCO, CA 94111

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
088606108	BHP LIMITED ADR		BHP					
760 0000	02/16/2012	02/07/2012	57,989.84	62,218 01	0.00	-4,228.17	0.00	0.00
097023105	BOEING CO COM		BA					
1690.0000	04/04/2012	12/13/2011	124,447.12	120,824 69	0 00	3,622 43	0 00	0 00
110122108	BRISTOL MYERS SQUIBB CO COM		BMY					
2950.0000	01/09/2012	11/28/2011	100,035 23	91,558 56	0 00	8,476 67	0 00	0 00
110122108	BRISTOL MYERS SQUIBB CO COM		BMY					
3660.0000	08/20/2012	06/26/2012	114,923 62	126,758.24	0 00	-11,834 62	0 00	0 00
111320107	BROADCOM CORP COM		BRCM					
2590 0000	05/07/2012	02/21/2012	89,003.87	99,269.00	0 00	-10,265 13	0 00	0.00
13342B105	CAMERON INTL CORP		CAM					
1160 0000	02/02/2012	10/28/2011	61,595 51	61,363 88	0 00	231 63	0 00	0 00
149123101	CATERPILLAR INC COM		CAT					
470 0000	03/22/2012	01/10/2012	50,049 02	46,850 73	0.00	3,198 29	0.00	0.00
149123101	CATERPILLAR INC COM		CAT					
470.0000	03/23/2012	01/10/2012	50,707.85	46,850 73	0 00	3,857 12	0.00	0 00
150870103	CELANESE CORP-A		CE					
2400 0000	04/11/2012	Various	105,085 01	119,506 91	0 00	-14,421 92	0 00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: 4515742
Recipient's Tax ID Number: 04-6771029
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: MA
Questions? (800)392-9244
☐ **Corrected**
☐ **2nd TIN notice**

Recipient's Name and Address:
C. GORDON BELL
611 WASHINGTON STREET #2505
SAN FRANCISCO, CA 94111

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	(Box 1a)	(Box 1b)	(Box 2a)	(Box 3)	(Box 5)		(Box 4)	(Box 15)
166764100	CHEVRONTEXACO CORPORATION		CVX					
1285.0000	11/14/2012	Various	133,514.81	143,778.20	0.00	-10,263 39	0 00	0 00
169656105	CHIPOTLE MEXICAN GRILL INC-A		CMG					
190 0000	01/31/2012	10/13/2011	69,909.04	60,222.50	0.00	9,686 54	0 00	0 00
171340102	CHURCH & DWIGHT CO INC COM		CHD					
1350.0000	08/07/2012	01/06/2012	70,329 51	62,181.68	0 00	8,147.83	0.00	0 00
20825C104	CONOCOPHILLIPS		COP					
1180.0000	01/24/2012	11/30/2011	83,125 03	83,510 02	0 00	-384.99	0 00	0.00
209115104	CONSOLIDATED EDISON INC COM		ED					
800.0000	01/19/2012	09/29/2011	46,983.01	45,639 28	0.00	1,343 73	0 00	0 00
209115104	CONSOLIDATED EDISON INC COM		ED					
780.0000	08/23/2012	09/29/2011	47,597.73	44,498.30	0 00	3,099 43	0 00	0 00
25746U109	DOMINION RES INC VA NEW		D					
1800 0000	01/19/2012	Various	90,315 96	89,836 02	0.00	479 94	0 00	0 00
233331107	DTE ENERGY CO COM		DTE					
880 0000	01/19/2012	12/19/2011	46,548.20	45,880.30	0 00	667 90	0.00	0 00
233331107	DTE ENERGY CO COM		DTE					
1380 0000	08/23/2012	Various	81,088 64	74,332 43	0.00	6,756 21	0 00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number:	**4515742**
Recipient's Tax ID Number:	**04-6771029**
Payer's Federal ID Number:	**20-8007203**
Payer's State ID Number:	
State:	**MA**
Questions?	**(800)392-9244**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
C. GORDON BELL
611 WASHINGTON STREET #2505
SAN FRANCISCO, CA 94111

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.

Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*	*(Box 1b)*	*(Box 2a)*	*(Box 3)*	*(Box 5)*		*(Box 4)*	*(Box 15)*
26441C105	DUKE ENERGY CORP		26441C105					
2280 0000	01/25/2012	09/22/2011	48,234 29	44,455 67	0 00	3,778 62	0 00	0 00
26441C204	DUKE ENERGY CORP		DUK					
6666	07/09/2012	05/15/2012	43 64	43 50	0 00	0 14	0 00	0 00
26441C204	DUKE ENERGY CORP		DUK					
960.0000	08/31/2012	05/15/2012	62,233.77	62,645 47	0 00	-411.70	0 00	0 00
26441C204	DUKE ENERGY CORP		DUK					
956.0000	09/10/2012	Various	61,772 08	57,223.25	0.00	4,548 83	0 00	0.00
268648102	E M C CORP MASS		EMC					
4780.0000	10/22/2012	Various	118,593.43	129,443.98	0 00	-10,850 55	0.00	0 00
291011104	EMERSON ELECTRIC CO COM		EMR					
875 0000	01/05/2012	Various	41,462 91	45,260.33	0 00	-3,797 42	0.00	0 00
291011104	EMERSON ELECTRIC CO COM		EMR					
870 0000	01/06/2012	11/08/2011	41,011 79	44,728 61	0 00	-3,716 82	0 00	0 00
81369Y506	ENERGY SELECT SECTOR SPDR FUND		XLE					
1400 0000	11/21/2012	09/14/2012	98,700.30	107,884 42	0 00	-9,184.12	0 00	0 00
81369Y506	ENERGY SELECT SECTOR SPDR FUND		XLE					
1400.0000	11/26/2012	09/14/2012	99,120 02	107,884 42	0 00	-8,764 40	0 00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: 4515742
Recipient's Tax ID Number: 04-6771029
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: MA
Questions? (800)392-9244
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
C. GORDON BELL
611 WASHINGTON STREET #2505
SAN FRANCISCO, CA 94111

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.

Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
26875P101	EOG RESOURCES INC		EOG					
600.0000	03/28/2012	Various	65,526 45	64,182 12	0 00	1,344 34	0.00	0.00
26875P101	EOG RESOURCES INC		EOG					
530.0000	04/16/2012	11/30/2011	54,889.28	54,674 22	0.00	215.06	0.00	0 00
30219G108	EXPRESS SCRIPTS HOLDING CO		ESRX					
2120 0000	09/20/2012	Various	131,843.02	125,323 58	0 00	6,519.44	0.00	0 00
81369Y605	FINANCIAL SELECT SECTOR SPDR		XLF					
12775 0000	09/20/2012	08/21/2012	202,737 26	196,852 53	0 00	5,884.73	0.00	0.00
35671D857	FREEPORT-MCMORAN COPPER & GOLD INC CL B		FCX					
2670 0000	03/28/2012	Various	99,267.57	116,195 50	0.00	-16,927 93	0.00	0 00
35671D857	FREEPORT-MCMORAN COPPER & GOLD INC CL B		FCX					
3860.0000	09/20/2012	Various	156,826 35	136,313 81	0 00	20,512 54	0 00	0 00
38259P508	GOOGLE INC-A		GOOG					
139.0000	01/19/2012	Various	88,585 49	76,459 00	0 00	12,126 49	0 00	0.00
38259P508	GOOGLE INC-A		GOOG					
139 0000	02/16/2012	09/27/2011	83,446 71	75,849.54	0 00	7,597.17	0 00	0 00
38259P508	GOOGLE INC-A		GOOG					
117 0000	11/13/2012	09/12/2012	77,653 28	81,162 48	0 00	-3,509 20	0 00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported The taxpayer is ultimately responsible for the accuracy of their own tax return

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: 4515742
Recipient's Tax ID Number: 04-6771029
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: MA
Questions? (800)392-9244

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
C. GORDON BELL
611 WASHINGTON STREET #2505
SAN FRANCISCO, CA 94111

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums
Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
38259P508	GOOGLE INC-A		GOOG					
96 0000	11/14/2012	09/12/2012	63,401 91	66,594.85	0 00	-3,192 94	0.00	0 00
459200101	INTL BUSINESS MACHINES CORP CAP		IBM					
280.0000	01/12/2012	Various	50,273 87	46,649 12	0.00	3,624.75	0.00	0.00
459200101	INTL BUSINESS MACHINES CORP CAP		IBM					
270 0000	01/13/2012	06/24/2011	48,277 01	44,647.23	0.00	3,629 78	0 00	0 00
459200101	INTL BUSINESS MACHINES CORP CAP		IBM					
655 0000	07/11/2012	06/05/2012	122,386 23	124,018 29	0 00	-1,632 06	0 00	0.00
464287234	ISHARES MSCI EMERGING MKTS INDEX FD		EEM					
2010.0000	03/29/2012	02/01/2012	84,522 62	86,753 01	0.00	-2,230 39	0 00	0 00
464287242	ISHARES TR GS INVESTOP CORP BD		LQD					
2700 0000	09/14/2012	06/19/2012	323,879 34	315,925 92	0 00	7,953 42	0 00	0 00
464287655	ISHARES TR RUSSELL 2000 INDEX FD		IWM					
3860.0000	04/11/2012	01/27/2012	304,894 56	307,449.00	0 00	-2,554 44	0 00	0 00
464287655	ISHARES TR RUSSELL 2000 INDEX FD		IWM					
1420 0000	10/09/2012	08/20/2012	117,375 98	115,672 35	0 00	1,703 63	0 00	0 00
582839106	MEAD JOHNSON NUTRITION CO COMMON STK		MJN					
1500 0000	08/13/2012	04/18/2012	109,239 25	121,706 10	0 00	-12,466.85	0.00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: **4515742**
Recipient's Tax ID Number: **04-6771029**
Payer's Federal ID Number: **20-8007203**
Payer's State ID Number:
State: **MA**
Questions? **(800)392-9244**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
C. GORDON BELL
611 WASHINGTON STREET #2505
SAN FRANCISCO, CA 94111

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.

Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*	*(Box 1b)*	*(Box 2a)*	*(Box 3)*	*(Box 5)*		*(Box 4)*	*(Box 15)*
654106103	NIKE INC CL B COM		NKE					
1585 0000	06/18/2012	Various	160,182.53	152,928.59	0.00	7,253.94	0.00	0.00
670100205	NOVO-NORDISK A S ADR		NVO					
340 0000	10/11/2012	12/07/2011	54,296 88	39,267 42	0 00	15,029.46	0 00	0.00
670100205	NOVO-NORDISK A S ADR		NVO					
285.0000	11/08/2012	12/07/2011	42,560 91	32,915.33	0.00	9,645.58	0 00	0 00
674599105	OCCIDENTAL PETE CORP COM		OXY					
1090.0000	11/12/2012	08/06/2012	83,455 50	97,570.04	0.00	-14,114.54	0.00	0 00
717081103	PFIZER INC COM		PFE					
3100 0000	02/23/2012	Various	65,098.83	63,919.47	0 00	1,179 36	0 00	0 00
717081103	PFIZER INC COM		PFE					
2700.0000	09/14/2012	03/27/2012	63,866 52	61,236.00	0.00	2,630 52	0 00	0 00
740189105	PRECISION CASTPARTS CORP COM		PCP					
500 0000	04/11/2012	10/31/2011	82,952 59	81,729.15	0 00	1,223 44	0.00	0.00
741503403	PRICELINE COM INC		PCLN					
199 0000	12/26/2012	Various	120,149 13	131,919.82	0 00	-11,770 69	0.00	0 00
74347R297	PROSHARES ULTRA SHORT LEHMAN 20+ YEA		74347R297					
6500.0000	05/04/2012	01/20/2012	117,969.75	125,349 90	0 00	-7,380 15	0 00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number:	**4515742**
Recipient's Tax ID Number:	**04-6771029**
Payer's Federal ID Number:	**20-8007203**
Payer's State ID Number:	
State:	**MA**
Questions?	**(800)392-9244**
☐ **Corrected**	☐ **2nd TIN notice**

Recipient's Name and Address:
C. GORDON BELL
611 WASHINGTON STREET #2505
SAN FRANCISCO, CA 94111

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.

Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
(Box 1e)	*(Box 1a)*	*(Box 1b)*	*(Box 2a)*	*(Box 3)*	*(Box 5)*		*(Box 4)*	*(Box 15)*
747525103	QUALCOMM		QCOM					
2360 0000	10/22/2012	Various	137,880.14	147,234.03	0 00	-9,353.89	0.00	0 00
778296103	ROSS STORES INC		ROST					
2220 0000	08/02/2012	Various	146,649 47	119,336.97	0.00	27,312.50	0.00	0.00
842587107	SOUTHERN CO COM		SO					
1120 0000	01/25/2012	08/17/2011	49,877.57	45,498 54	0 00	4,379 03	0.00	0.00
842587107	SOUTHERN CO COM		SO					
1110.0000	02/13/2012	08/17/2011	49,332 00	45,092.31	0.00	4,239 69	0 00	0 00
78464A755	SPDR METALS & MINING ETF		XME					
2240 0000	03/12/2012	Various	111,261.03	121,922 60	0 00	-10,661 57	0 00	0 00
902973304	US BANCORP		USB					
4210 0000	05/15/2012	03/12/2012	132,743.37	125,072.36	0 00	7,671 01	0 00	0.00
92343V104	VERIZON COMMUNICATIONS INC		VZ					
1220 0000	01/25/2012	08/25/2011	45,778 40	43,940 01	0 00	1,838.39	0 00	0 00
92343V104	VERIZON COMMUNICATIONS INC		VZ					
1120 0000	09/14/2012	05/11/2012	49,866.54	46,352.43	0 00	3,514.11	0 00	0 00
949746101	WELLS FARGO CO		WFC					
4100.0000	05/09/2012	Various	134,240 41	124,697 27	0 00	9,543.14	0 00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number:	**4515742**
Recipient's Tax ID Number:	**04-6771029**
Payer's Federal ID Number:	**20-8007203**
Payer's State ID Number:	
State:	**MA**
Questions?	**(800)392-9244**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
C. GORDON BELL
611 WASHINGTON STREET #2505
SAN FRANCISCO, CA 94111

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.
Covered (Box 6a is not checked)

Cusip Quantity Sold (Box 1e)	Description (Box 8) Date of Sale or Exchange (Box 1a)	Date of Acquisition (Box 1b)	Stock or Other Symbol (Box 1d) Stocks Bonds, etc. (Box 2a)	Cost or Other Basis (Box 3)	Wash Sale Loss Disallowed (Box 5)	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Total Short Term Sales Reported on 1099-B Report on Form 8949, Part I, with Box A checked			**7,089,337.92**	**6,934,964.45**	**0 00**	**154,373.46**	**0 00**	**0.00**
Long Term Sales Reported on 1099-B								
57636Q104	MASTERCARD INC-A		MA					
135.0000	11/15/2012	Various	61,638.40	44,787 98	0.00	16,850 42	0 00	0 00
57636Q104	MASTERCARD INC-A		MA					
135.0000	11/19/2012	10/11/2011	64,040 69	44,762 19	0.00	19,278 50	0 00	0 00
580135101	MCDONALDS CORP COM		MCD					
1130 0000	06/14/2012	06/06/2011	100,284 80	91,272 59	0 00	9,012.21	0 00	0 00
670100205	NOVO-NORDISK A S ADR		NVO					
730 0000	10/11/2012	Various	116,578 60	93,495.35	0 00	23,083 25	0 00	0.00
670100205	NOVO-NORDISK A S ADR		NVO					
120 0000	11/08/2012	08/31/2011	17,920.39	12,870 55	0 00	5,049.84	0.00	0.00
717081103	PFIZER INC COM		PFE					
2990.0000	09/14/2012	04/12/2011	70,726 26	61,443.90	0 00	9,282 36	0 00	0 00
855244109	STARBUCKS CORP COM		SBUX					
1200 0000	08/21/2012	08/15/2011	57,923 78	45,948 00	0.00	11,975 78	0 00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number:	**4515742**
Recipient's Tax ID Number:	**04-6771029**
Payer's Federal ID Number:	**20-8007203**
Payer's State ID Number:	
State:	**MA**
Questions?	**(800)392-9244**

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
C. GORDON BELL
611 WASHINGTON STREET #2505
SAN FRANCISCO, CA 94111

Reported to the IRS is Sales Price of stocks, bonds etc., less commissions and option premiums.

Covered (Box 6a is not checked)

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition *(Box 1b)*	Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis *(Box 3)*	Wash Sale Loss Disallowed *(Box 5)*	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
92343V104	VERIZON COMMUNICATIONS INC		VZ					
40 0000	09/14/2012	08/25/2011	1,780 95	1,440.66	0.00	340.29	0.00	0 00
92343V104	VERIZON COMMUNICATIONS INC		VZ					
1165 0000	09/17/2012	08/25/2011	51,698 39	41,959.10	0 00	9,739 29	0 00	0.00
Total Long Term 15% Sales Reported on 1099-B **Report on Form 8949, Part II, with Box A checked**			**542,592.26**	**437,980.32**	**0 00**	**104,611.94**	**0.00**	**0.00**

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Account Number: 4515742
Recipient's Tax ID Number: 04-6771029
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: MA
Questions? (800)392-9244

☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
C. GORDON BELL
611 WASHINGTON STREET #2505
SAN FRANCISCO, CA 94111

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

2012 Form 1099-B: Proceeds from Broker and Barter Exchange Transactions

OMB No. 1545-0715

Reported to the IRS is Sales Price of stocks, bonds, etc., less commissions and option premiums.
For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description (Box 8)		Stock or Other Symbol (Box 1d)					
Quantity Sold (Box 1e)	Date of Sale or Exchange (Box 1a)	Date of Acquisition	Stocks Bonds, etc. (Box 2a)	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld (Box 4)	State Tax Withheld (Box 15)
Short Term Sales Reported on 1099-B								
09253U108	BLACKSTONE GROUP LP		BX					
3800 0000	04/11/2012	02/07/2012	55,434 29	64,242.04	0.00	-8,807.75	0 00	0 00
464287242	ISHARES TR GS INVESTOP CORP BD		LQD					
2640 0000	03/14/2012	Various	303,624 64	294,076.49	0.00	9,548.15	0 00	0.00
74347W882	PROSHARES ULTRASHORT EURO		EUO					
25 0000	01/20/2012	12/28/2011	506.56	509 77	0 00	-3 21	0 00	0.00
74347W882	PROSHARES ULTRASHORT EURO		EUO					
6075 0000	03/21/2012	12/28/2011	117,408 80	123,874 11	0 00	-6,465.31	0 00	0.00
78463V107	SPDR GOLD TRUST		GLD					
750 0000	12/04/2012	09/17/2012	123,283 44	128,731 80	0.00	-5,448.36	0 00	0.00
78463V107	SPDR GOLD TRUST		GLD					
1185 0000	12/05/2012	Various	194,309 71	194,677 79	0 00	-368.08	0 00	0.00
Total Short Term Sales Reported on 1099-B **Report on Form 8949, Part I, with Box B checked**			**794,567.44**	**806,112.00**	**0 00**	**-11,544.56**	**0.00**	**0 00**

Long Term 15% Sales Reported on 1099-B

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated) If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

Account Number: 4515742
Recipient's Tax ID Number: 04-6771029
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: MA
Questions? (800)392-9244
☐ **Corrected** ☐ **2nd TIN notice**

Recipient's Name and Address:
C. GORDON BELL
611 WASHINGTON STREET #2505
SAN FRANCISCO, CA 94111

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip	Description *(Box 8)*		Stock or Other Symbol *(Box 1d)*					
Quantity Sold *(Box 1e)*	Date of Sale or Exchange *(Box 1a)*	Date of Acquisition	Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
256746108	DOLLAR TREE INC		DLTR					
3000 0000	08/02/2012	Various	151,297 10	71,791 16	0 00	79,505 94	0 00	0 00
293792107	ENTERPRISE PRODS PARTNERS L P COM		EPD					
3000 0000	11/09/2012	Various	153,993.74	97,525 20	0 00	56,468 54	0.00	0 00
3136FM5E0	FNMA (FED NATL MTG) 2% 8/10/15		FNM2015B					
100000 0000	08/10/2012	07/22/2010	100,000.00	100,000 00	0 00	0 00	0.00	0 00
372460105	GENUINE PARTS CO COM		GPC					
1500 0000	06/26/2012	10/13/2010	90,173.17	68,707.80	0 00	21,465.37	0.00	0 00
459200BA8	IBM CORP 4.75% 11/29/12		IC44712					
125000 0000	11/29/2012	02/14/2003	125,000 00	127,143.75	0 00	-2,143 75	0 00	0.00
494550106	KINDER MORGAN ENERGY PARTNERS L P UNIT LTD PARTNERSHIP INT		KMP					
2600.0000	02/07/2012	Various	224,411 83	161,690.22	0.00	62,721 61	0 00	0 00
559080106	MAGELLAN MIDSTREAM PARTNERS LP		MMP					
380 0000	12/31/2012	10/19/2009	16,117.19	7,605 17	0 00	8,512 02	0 00	0.00
67058H102	NUSTAR ENERGY LP		NS					
1000 0000	11/06/2012	10/19/2009	45,870 47	54,990.00	0 00	-9,119.53	0 00	0 00
912828BD1	US TSY NT INFL INDX 1 875% 7/15/13		71513					
184794.0000	01/25/2012	Various	194,091 45	184,849.50	0 00	9,241 95	0 00	0 00
912828GD6	US TSY NT INFL INDX 2 375% 1/15/17		912828GD6					
85908 7500	11/16/2012	Various	99,949 46	85,663.50	0 00	14,285.96	0 00	0 00

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

2012 Tax Information Statement

Account Number: 4515742
Recipient's Tax ID Number: 04-6771029
Payer's Federal ID Number: 20-8007203
Payer's State ID Number:
State: MA
Questions? (800)392-9244
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:
C. GORDON BELL
611 WASHINGTON STREET #2505
SAN FRANCISCO, CA 94111

Payer's Name and Address:
STATE STREET BANK & TRUST COMPANY
WMS TAX DEPARTMENT
PO BOX 5300
BOSTON, MA 02206-5300

For noncovered securities (Box 6a is checked) shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the IRS.

Cusip Quantity Sold *(Box 1e)*	Description *(Box 8)* Date of Sale or Exchange *(Box 1a)*	Date of Acquisition	Stock or Other Symbol *(Box 1d)* Stocks Bonds, etc. *(Box 2a)*	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld *(Box 4)*	State Tax Withheld *(Box 15)*
Total Long Term 15% Sales Reported on 1099-B			**1,200,904.41**	**959,966.30**	**0.00**	**240,938.11**	**0.00**	**0.00**
Report on Form 8949, Part II, with Box B checked								
Long Term 28% Sales Reported on 1099-B								
78463V107	SPDR GOLD TRUST		GLD					
740 0000	09/12/2012	Various	39 08	0 00	0 00	39 08	0 00	0 00
78463V107	SPDR GOLD TRUST		GLD					
1935 0000	10/08/2012	Various	113.12	0 00	0 00	113.12	0 00	0 00
78463V107	SPDR GOLD TRUST		GLD					
1935.0000	11/19/2012	Various	104.46	0.00	0 00	104.46	0 00	0.00
78463V107	SPDR GOLD TRUST		GLD					
1185 0000	12/11/2012	Various	60 47	0.00	0 00	60 47	0 00	0.00
			317.13	**0 00**	**0.00**	**317.13**	**0.00**	**0.00**
Report on Form 8949, Part II, with Box B checked								

This is important tax information and is being furnished to the Internal Revenue Service (except as indicated). If you are required to file a return, a negligence penalty or other sanction may be imposed on you if this income is taxable and the IRS determines that it has not been reported. For noncovered securities shown on this statement, cost basis information including wash sale disallowed loss is not being reported to the Internal Revenue Service. The taxpayer is ultimately responsible for the accuracy of their own tax return.

ProShares
The Alternative ETF Company

2012 SALES SCHEDULE

PROSHARES ULTRASHORT EURO (EUO)

INVESTOR NAME:	**BELL FAMILY FOUNDATION**
ACCOUNT NUMBER:	**A54 0030655960**
INVESTOR FEDERAL ID/ENTITY:	**04-6771029 / EXEMPT ORG**
CUSTODIAN FEDERAL ID:	
TRUST FEDERAL ID:	**26-2928860**

See instructions to compute your gain or loss.

This sales schedule may be used by investors who disposed of units during 2012 to assist them in calculating taxable gain or loss. Please consult your tax advisor regarding the appropriate reporting of these items on your tax returns.

- Units Disposed (Column 1) - This amount has been provided to the Managing Owner by the transfer agent or your broker and represents the number of units disposed in 2012.
- Acquisition Date (Column 2) - This is the date provided to the Managing Owner, by the transfer agent or your broker, on which you acquired Trust units.
- Disposition Date (Column 3) - This is the date provided to the Managing Owner, by the transfer agent or your broker, on which you disposed of Trust units.
- Sales Proceeds (Column 4) - Enter your Sales Proceeds (provided by your broker), net of commissions.
- Original Purchase Amount (Column 5) - Enter your purchase price including brokerage commissions. If you acquired your units by some means other than by purchase (e.g., gift, bequest, etc.) consult your personal tax advisor
- Cumulative Adjustments to Tax Basis (Column 6) - We have provided you with your Cumulative Adjustments to Tax Basis, which include Trust income, deductions, distributions, etc
- Total Basis (Column 7) - Add (Column 5) and (Column 6) and enter the sum into this column.
- Total Gain/Loss (Column 8) - Subtract the Total Basis in (Column 7), from the Sales Proceeds in (Column 4) and enter the amount in this column.
- Short-Term Capital Gain/Loss (Column 9) - If the units were held 12 months or less, then record your Total Gain/Loss from (Column 8) here, and report on the Schedule D (Form 1040) as Short-Term Capital Gain/Loss
- Long-Term Capital Gain/Loss (Column 10) - If the units were held for more than 12 months record your Total Gain/Loss from (Column 8) here, and report on the Schedule D (Form 1040) as Long-Term Capital Gain/Loss.
- Basis information related to the sale is not reported to the IRS by the partnership.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
UNITS DISPOSED	ACQUISITION DATE	DISPOSITION DATE	SALES PROCEEDS	ORIGINAL PURCHASE AMOUNT	CUMULATIVE ADJUSTMENT TO TAX BASIS	TOTAL BASIS	TOTAL GAIN/LOSS (-)	SHORT-TERM CAPITAL GAIN/LOSS (-)	LONG-TERM CAPITAL GAIN/LOSS (-)
25.0000	12-28-2011	01-20-2012	507	510	57	567	<60>		
6,075.0000	12-28-2011	03-21-2012	117,409	123,874	4,273	128,147	<10,738>		
	8949, COL (b)	8949, COL (c)	8949, COL (d)		4330	8949, COL (e)		SCH D, LINE 3, COL (h)	SCH D, LINE 10, COL (h)

IMPORTANT NOTICE: Unless you have advised the Partnership to use a different method, this sales schedule reflects unit dispositions on a "first in first out basis", so that you are considered to sell units in the order in which they were acquired by you. This approach has been applied solely for administrative convenience, and is not consistent with IRS Revenue Ruling 84-53, which provides that a partner has one unified basis in its total partnership interest, and would generally yield a different result than that presented. Each partner must make his or her own determination of the amount of basis to be associated with units that are sold. The partnership expresses no opinion on the appropriate methodology to be used in making this determination, and has provided this schedule solely as a courtesy. Please consult your tax advisor to obtain advice on how this determination should be made. If necessary, update the sales schedule to reflect the manner in which you determine that the basis in your units should be attributed to units that have been sold and return it to Tax Package Support for a reprocessing of your tax information statement.

DO NOT INCLUDE THIS SCHEDULE WITH YOUR FEDERAL OR STATE INCOME TAX RETURNS
SEE TAX INSTRUCTIONS FOR ADDITIONAL INFORMATION

2012 SALES WORKSHEET 1
1 of 1

ENTERPRISE PRODUCTS PARTNERS L. P. (NYSE:EPD)

PARTNER NAME	BELL FAMILY FOUNDATION
ACCOUNT NUMBER	A54 0022101213
PARTNER FEDERAL ID/ENTITY	04-6771029 / Exempt Org
CUSTODIAN FEDERAL ID	
PARTNERSHIP FEDERAL ID	76-0568219

If you sold units during the year and EPD has received information regarding such sales, this may be used to calculate your gain or loss from the disposition of units during 2012 First, enter your Sales Proceeds (net of brokerage commissions) in Column 4 Then enter your Purchase Amount (including brokerage commissions) in Column 5 We have provided you with Adjustments to Basis in Column 6, which includes cumulative partnership income, deductions, distributions, etc Subtract the sum of the Purchase Amount in Column 5 and the Adjustments to Basis in Column 6 from the Sales Proceeds in Column 4 Enter this amount in Column 7, Total Gain or Loss To calculate your Capital Gain or Loss in Column 9, subtract the Ordinary Gain provided in Column 8 from your Total Gain or Loss in Column 7 Depending on how long this investment was held, different tax rates will apply *Please note that some information on this Sales Schedule is to be reported on an individual's Form 8949 (Sales and Other Dispositions of Capital Assets)* Basis information related to the sale is not reported to the IRS by the partnership Please consult your tax advisor

Unless you have advised the Partnership to use a different method, this Sales Worksheet reflects unit dispositions on a "first in, first out" basis, whereby you are considered to sell units in the order in which they were acquired by you This approach has been applied solely for administrative convenience, and is not consistent with IRS Revenue Ruling 84-53, which provides that a partner has one unified basis in its total partnership interest, and would generally yield a different result than that presented Each partner must make his or her own determination of the amount of basis to be associated with units that are sold The Partnership expresses no opinion on the appropriate methodology to be used in making this determination, and has provided this Worksheet solely as a courtesy Please consult your tax advisor to obtain advice on how this determination should be made, and update the Sales Worksheet to reflect the manner in which you determine that the basis of your units should be attributed to units that have been sold, and return it to Tax Package Support for a reprocessing of your Sales Worksheet statement If you are a tax-exempt entity, please note that a portion of our liabilities may be allocable to you and these liabilities may be treated as acquisition indebtedness for purposes of determining the amount of gain on sale that is subject to tax as unrelated business income Please contact your tax advisor and/or Tax Package Support if more information is required

NOTE If you have disposed of ALL of your interest in EPD in 2012, you will also be able to recognize your prior cumulative suspended losses, if any, in the current year

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
UNITS DISPOSED	ACQUISITION DATE	DISPOSITION DATE	SALES PROCEEDS	PURCHASE AMOUNT	ADJUSTMENTS TO BASIS	TOTAL GAIN/LOSS (-)	ORDINARY GAIN (see NOTE below)	CAPITAL GAIN/LOSS (-)	ALTERNATIVE MINIMUM TAX ADJUSTMENT
1,000 0000	10/19/2009	11/9/2012			-16,406		13,565		-1,022
2,000 0000	3/15/2010	11/9/2012			-31,317		27,345		-1,794
			153,994	97,525	<47,723>				
				49,802		104,192			
PARTNER TOTALS					-47,723		40,910		-2,816
REFERENCES							FORM 4797 PART II, LINE 10	FORM 1040, SCHEDULE D	FORM 6251, LINE 17

DO NOT INCLUDE THIS SCHEDULE WITH YOUR FEDERAL OR STATE INCOME TAX RETURNS

NOTE - Certain states require that nonresidents apportion the gain/loss from the sale of a partnership interest to their state Listed herein are the apportionment percentages for states identified as imposing such requirements·

CA- .434%; ID- .009%; IA- .253%; ME- .052%; MA- .023%; MN- .176%; MT- .286%; NH- .049%; ND- .609%; OK- 7.737%

There may be other states with similar requirements, therefore, it is important to contact your tax advisor in completing any applicable state tax returns. We can provide additional information upon request.

KINDER MORGAN ENERGY PARTNERS, L.P.

2012 SALES WORKSHEET 1

USE FOR FEDERAL AND STATE TAX RETURNS UNLESS YOU RESIDE IN A NON-CONFORMING STATE

PARTNER NAME. **BELL FAMILY FOUNDATION**
PARTNER ACCOUNT NUMBER: **A54 0023066689**
PARTNER FEDERAL ID/ENTITY. **04-6771029 / EXEMPT ORG**
CUSTODIAN FEDERAL ID:
PARTNERSHIP FEDERAL ID **76-0380342**

INSTRUCTIONS: This Worksheet is provided to calculate your gain or loss from the disposition of units First enter your Sales Proceeds (net of brokerage commissions) in column 4. Then enter your Purchase Amount (including brokerage commission) in Column 5 Adjustments to Basis are provided in Column 6 Column 7 represents partner level adjustments to your tax basis in the Partnership. For example, these adjustments would include additions to basis for distributions in excess of basis for which you have recognized income Total Gain/Loss is the sum of Sales Proceeds in Column 4 less the total of amounts in Columns 5 and 6, plus (positive adjustment) or minus (negative adjustment) the amount in Column 7 Enter this amount in Column 8 To calculate your Capital Gain or Loss in Column 10, subtract the Ordinary Gain in Column 9 from your Total Gain in Column 8. Depending on how long this investment was held, different tax rates will apply Unless you have advised the Partnership to use a different method, this Sales Worksheet reflects unit dispositions on a "first in, first out basis" so that you are considered to sell units in the order in which they were acquired by you. This approach has been applied solely for administrative convenience and is not consistent with IRS Revenue Ruling 84-53, which provides that a partner has one unified basis in its total partnership interest, and would generally yield a different result than that presented - for example, an "average" tax basis in each unit sold. Each partner must make his or her own determination of the amount of basis to be associated with units that are sold Also, if you disposed your units in the Partnership, any unused passive losses are allowed in full in the year of disposition

If you sold units during 2012 and there is ordinary income, you are required to attach a Code Section 751 statement to your tax return See example below.

IRC SECTION 751 STATEMENT

The Taxpayer has reported ordinary income upon disposition of units in Kinder Morgan Energy Partners, LP, as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751 and the detailed information is available in the offices of the General Partner upon request

If you are a tax-exempt entity, please note that a portion of your liabilities may be allocable to you and these liabilities may be treated as acquisition indebtedness for purposes of determining the amount of gain on sale that is subject to tax as unrelated business income. Please contact your tax advisor or Tax Package Support if more information is required

Please note that some information included on this Sales Schedule is to be reported on an individual's Form 8949. Basis information related to the sale is not reported to the IRS by the Partnership

Certain states require that nonresidents apportion the gain/loss from the sale of a partnership interest to their state Listed below are the current year apportionment factors for states identified as imposing such requirements The reporting requirements for each state may vary, and there could be additional states with similar requirements, therefore, it is important to consult with your tax advisor in completing any applicable state tax returns Additional information will be provided upon request.

Iowa	Idaho	Oklahoma	Montana
057769%	002480%	.117997%	.001135%

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)	(11)
UNITS DISPOSED	ACQUISITION DATE	DISPOSITION DATE	SALES PROCEEDS	PURCHASE AMOUNT	ADJUSTMENT TO TAX BASIS	PARTNER LEVEL ADJUSTMENTS TO BASIS	TOTAL GAIN/LOSS (-)	ORDINARY GAIN/LOSS (-)	CAPITAL GAIN/LOSS (-)	ALTERNATIVE MINIMUM TAX ADJUSTMENT
1,925 0000	02-08-2010	02-07-2012			-55,901			51,491		-4,681
675.0000	06-28-2010	02-07-2012			-17,670			16,089		-1,539
PARTNERS TOTALS			224,412	161,690	-73,571		136,293	67,580		-6,220
REFERENCES					✓ 88,119			Form 4797 Part II, line 10	Form 1040 Schedule D	Form 6251

MAGELLAN
MIDSTREAM PARTNERS, L.P

2012 SALES SCHEDULE

PARTNER NAME	**BELL FAMILY FOUNDATION**
ACCOUNT NUMBER	**A54 0006872053**
PARTNER FEDERAL ID/ENTITY	**04-6771029 / EXEMPT ORG**
CUSTODIAN FEDERAL ID:	
PARTNERSHIP FEDERAL ID.	**73-1599053**

OCTOBER 2012 UNIT SPLIT
MMP split its units on a two-for-one basis at the close of business on October 12, 2012. If you disposed of units prior to October 12, 2012, the number of units shown in column (1) below (for such sales) should be reduced by one-half for comparison to your historical records. All other information reported on this schedule is correct and should not be adjusted See FREQUENTLY ASKED QUESTIONS AND ANSWERS for additional information or call Tax Package Support at 1-800-230-1032

This schedule helps you calculate gain or loss on units you sold during 2012. You must calculate the gain or loss based on certain information provided by us as well as other information from your records Unless you have advised MMP to use a different method, the approach in this Sales Schedule treats you as having a separate tax basis in each unit of MMP. The IRS could potentially disagree with this approach based on its published guidance treating a partner as having a single tax basis in all partnership interests acquired in multiple transactions As noted in our SEC filings, the IRS may also disagree with certain underlying factual assumptions used in computing the amounts on this schedule. If the IRS were to prevail in challenging either of the above, the amounts recognized may differ from the amounts in columns (6) and (8) You should discuss with your tax advisor whether you and/or your tax advisor may be subject to an accuracy-related or a preparer penalty, or to another penalty, by a taxing authority and the need to adequately disclose any items in order to avoid such penalty

Information Provided by Partnership
Column (1) - Units Disposed This is the number of units you sold as reported to us by your broker or our transfer agent If this number is incorrect, you should contact Tax Package Support at 1-800-230-1032

Column (2) - Disposition Date. This is the date you sold units as reported to us by your broker or our transfer agent If this information is incorrect, you should contact Tax Package Support at 1-800-230-1032.

Column (3) - Acquisition Date: This is the date you originally bought the disposed units as reported to us by your broker or our transfer agent

Column (6) - Cumulative Adjustments to Basis This represents the cumulative amounts of income, gains, losses, deductions and distributions allocated to these units since your purchase, which either increase or decrease your original tax basis in these units

Column (8) - Ordinary Gain: If you have ordinary gain, a Section 751 Statement must be attached to your tax return.

IRC Section 751 Statement
The taxpayer has reported ordinary income upon the disposition of units in Magellan Midstream Partners, L.P., as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751, and the detailed information is available in the offices of the General Partner upon request

Column (10) - Alternative Minimum Tax Basis Adjustment: Your gain or loss should be adjusted by this amount for alternative minimum tax purposes.

Information from Your Records
Column (4) - Sales Proceeds: Enter the total amount you received from the sale, net of any commissions

Column (5) - Purchase Amount: Enter the total amount you paid for the units including commissions If you acquired the units by some means other than purchase (such as inheritance), please contact your tax advisor.

Calculation of Gain or Loss (-)
Column (7) - Total Gain or Loss (-): Total gain or loss is determined by subtracting the sum of the amounts in columns (5) and (6) from the amount in column (4).

Column (9) - Capital Gain or Loss (-): Subtract the amount in column (8), if any, from the amount calculated in column (7)

If you are a tax-exempt entity, please note that a portion of our liabilities may be allocable to you and these liabilities may be treated as acquisition indebtedness for purposes of determining the amount of gain on sale that is subject to tax as unrelated business income Please contact your tax advisor and Tax Package Support if more information is required

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
UNITS DISPOSED	DISPOSITION DATE	ACQUISITION DATE	SALES PROCEEDS	PURCHASE AMOUNT	CUMULATIVE ADJUSTMENTS TO BASIS	TOTAL GAIN/LOSS (-)	GAIN OR LOSS CLASSIFICATION		ALTERNATIVE MINIMUM TAX BASIS ADJUSTMENT
							ORDINARY GAIN	CAPITAL GAIN/LOSS (-)	
380.0000	12-31-2012	05-06-2003	16,117	7605	-1,797	10,309	3,895		4
PARTNER TOTALS									4
REFERENCES					5808		FORM 4797 PART II, LINE 10	FORM 1040, SCHEDULE D	FORM 6251, LINE 17

Certain states require that nonresidents apportion the gain/loss from the sale of a partnership interest to their state The applicable current year apportionment factors for states identified as imposing such requirements are as follows: Iowa sales factor - 4 4997%, Minnesota property factor - 4 2007%, North Dakota property factor - 0.7364%, and Oklahoma property factor - 18.3489%. The reporting requirements for each state may vary, and there could be additional states with similar requirements; therefore, it is important to consult with your tax preparer in completing any applicable state tax returns Please contact Tax Package Support if additional information is required

DO NOT INCLUDE THIS SCHEDULE WITH YOUR FEDERAL OR STATE INCOME TAX RETURNS

NuStar Energy L.P.

2012 SALES SCHEDULE

Page: 1 of 1

This schedule should not be completed if you did not have a taxable disposition of any of your units. The Sales Schedule will only be provided if you had a taxable disposition of all or a portion of your Partnership interest in 2012. The information summarized in this schedule should be used to calculate the amount and character of the gain or loss from the disposition of Partnership units. Partnership units are considered to be sold in the order they were acquired This approach has been applied for administrative convenience and is not consistent with IRS Revenue Ruling 84-53, which provides that a partner shall apportion the basis in its total partnership interest to any portion sold based on FMV. Each partner must determine on their own the basis to associate with units that are sold. The Partnership expresses no opinion on the appropriate method and has provided this schedule solely as a courtesy. Please consult your tax advisor for guidance.

Information Provided by Partnership
Please note the items in Columns 1-3 have been provided by the transfer agent or your broker If this information is incorrect, you should contact Tax Package Support at (800) 310-6595

Column (6) - Cumulative Adjustments to Basis This represents the cumulative amounts of income, gains, losses, deductions, credits and distributions allocated to these units since your purchase, which either increase or decrease your original tax basis in these units

Column (8) - Ordinary Gain If you have ordinary gain, a Section 751 Statement must be attached to your tax return.

IRC Section 751 Statement
The taxpayer has reported ordinary income upon the disposition of units in NuStar Energy L P., as provided by the General Partner. The amount was determined in accordance with Internal Revenue Code Section 751 and the detailed information is available in the offices of the General Partner upon request

Information from Your Records
Column (4) - Sales Proceeds: Enter the total amount you received from the sale, net of any commissions

Column (5) - Purchase Amount. Enter the total amount you paid for the units including commissions If you acquired the units by some means other than purchase (such as inheritance), please contact your tax advisor.

Calculation of Gain or Loss
Column (7) - Total Gain or Loss: Subtract the sum of the amounts in columns (5) and (6) from the amount in column (4) and enter the result here.

Column (9) - Capital Gain or Loss: Subtract the amount in column (8), if any, from the amount calculated in column (7).

If you disposed of a portion of your units (rather than your entire interest) you may be subject to the passive activity loss limitation rules Please consult your tax advisor for the appropriate tax treatment.

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
							GAIN OR LOSS CLASSIFICATION		
UNITS DISPOSED	DISPOSITION DATE	ACQUISITION DATE	SALES PROCEEDS	PURCHASE AMOUNT	CUMULATIVE ADJUSTMENTS TO BASIS	TOTAL GAIN OR LOSS (-)	ORDINARY GAIN	CAPITAL GAIN OR LOSS (-)	ALTERNATIVE MINIMUM TAX BASIS ADJUSTMENT
1,000 0000	11/06/2012	10/19/2009	45,870	54,990	-23,529	14,409	15,021		-308
PARTNER TOTALS							15,021		-308
REFERENCES					31,461		FORM 4797 PART II, LINE 10	FORM 1040, SCHEDULE D	FORM 6251, LINE 17

Certain states require that nonresidents apportion the gain/loss from the sale of a partnership interest to their state. Listed below are the apportionment factors for states identified as imposing such requirements The reporting requirements for each state may vary, and there could be additional states with similar requirements, therefore, it is important to consult with your tax preparer in completing any applicable state tax returns. Please contact Tax Package Support if additional information is required

CA 1 856% ID 0 000% IA 0 099% ME 0 000% MA 0 064% MN 0 725% MT 0 000% ND 0 599% OK 0 870% OR 0 239%

Form **8582**

Department of the Treasury
Internal Revenue Service (99)

Passive Activity Loss Limitations

▶ See separate instructions.

▶ Attach to Form 1040 or Form 1041.

▶ Information about Form 8582 and its instructions is available at *www.irs.gov/form8582*.

OMB No 1545-1008

2012

Attachment Sequence No 88

Name(s) shown on return: BELL FAMILY FOUNDATION

Identifying number: 04-6771029

Part I 2012 Passive Activity Loss

Caution: *Complete Worksheets 1, 2, and 3 before completing Part I.*

Rental Real Estate Activities With Active Participation (For the definition of active participation, see **Special Allowance for Rental Real Estate Activities** in the instructions.)					
1a	Activities with net income (enter the amount from Worksheet 1, column (a))	1a			
b	Activities with net loss (enter the amount from Worksheet 1, column (b))	1b	( )		
c	Prior years unallowed losses (enter the amount from Worksheet 1, column (c))	1c	( )		
d	Combine lines 1a, 1b, and 1c			1d	
Commercial Revitalization Deductions From Rental Real Estate Activities					
2a	Commercial revitalization deductions from Worksheet 2, column (a)	2a	( )		
b	Prior year unallowed commercial revitalization deductions from Worksheet 2, column (b)	2b	( )		
c	Add lines 2a and 2b			2c	( )
All Other Passive Activities					
3a	Activities with net income (enter the amount from Worksheet 3, column (a))	3a	6.833		
b	Activities with net loss (enter the amount from Worksheet 3, column (b))	3b	(5,415)		
c	Prior years unallowed losses (enter the amount from Worksheet 3, column (c))	3c	(16,415)		
d	Combine lines 3a, 3b, and 3c			3d	(14,997)
4	Combine lines 1d, 2c, and 3d. If this line is zero or more, stop here and include this form with your return; all losses are allowed, including any prior year unallowed losses entered on line 1c, 2b, or 3c. Report the losses on the forms and schedules normally used			4	

If line 4 is a loss and:

- Line 1d is a loss, go to Part II.
- Line 2c is a loss (and line 1d is zero or more), skip Part II and go to Part III.
- Line 3d is a loss (and lines 1d and 2c are zero or more), skip Parts II and III and go to line 15

Caution: *If your filing status is married filing separately and you lived with your spouse at any time during the year,* **do not** *complete Part II or Part III. Instead, go to line 15.*

Part II Special Allowance for Rental Real Estate Activities With Active Participation

Note: *Enter all numbers in Part II as positive amounts. See instructions for an example.*

5	Enter the **smaller** of the loss on line 1d or the loss on line 4			5	
6	Enter $150,000. If married filing separately, see instructions	6			
7	Enter modified adjusted gross income, but not less than zero (see instructions)	7			
	Note: *If line 7 is greater than or equal to line 6, skip lines 8 and 9, enter -0- on line 10 Otherwise, go to line 8*				
8	Subtract line 7 from line 6	8			
9	Multiply line 8 by 50% (.5) **Do not** enter more than $25,000. If married filing separately, see instructions			9	
10	Enter the **smaller** of line 5 or line 9			10	

If line 2c is a loss, go to Part III. Otherwise, go to line 15.

Part III Special Allowance for Commercial Revitalization Deductions From Rental Real Estate Activities

Note: *Enter all numbers in Part III as positive amounts. See the example for Part II in the instructions.*

11	Enter $25,000 reduced by the amount, if any, on line 10. If married filing separately, see instructions	11	
12	Enter the loss from line 4	12	
13	Reduce line 12 by the amount on line 10	13	
14	Enter the **smallest** of line 2c (treated as a positive amount), line 11, or line 13	14	

Part IV Total Losses Allowed

15	Add the income, if any, on lines 1a and 3a and enter the total	15	6,833
16	**Total losses allowed from all passive activities for 2012.** Add lines 10, 14, and 15 See instructions to find out how to report the losses on your tax return	16	6,833

For Paperwork Reduction Act Notice, see instructions. Cat No 63704F Form **8582** (2012)

Caution: *The worksheets must be filed with your tax return. Keep a copy for your records.*

Worksheet 1—For Form 8582, Lines 1a, 1b, and 1c (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 1a)	(b) Net loss (line 1b)	(c) Unallowed loss (line 1c)	(d) Gain	(e) Loss
Total. Enter on Form 8582, lines 1a, 1b, and 1c . . . . ▶					

Worksheet 2—For Form 8582, Lines 2a and 2b (See instructions.)

Name of activity	(a) Current year deductions (line 2a)	(b) Prior year unallowed deductions (line 2b)	(c) Overall loss
Total. Enter on Form 8582, lines 2a and 2b . . . . ▶			

Worksheet 3—For Form 8582, Lines 3a, 3b, and 3c (See instructions.)

Name of activity	Current year		Prior years	Overall gain or loss	
	(a) Net income (line 3a)	(b) Net loss (line 3b)	(c) Unallowed loss (line 3c)	(d) Gain	(e) Loss
ENERGY TRANSFER PARTNERS LP		(5,415)	(16,415)		(21,830)
MAGELLAN MIDSTREAM PARTNERS	6,788			6,788	
BLACKSTONE GROUP	45			45	
Total. Enter on Form 8582, lines 3a, 3b, and 3c . . . . ▶	6,833	(5,415)	(16,415)		

Worksheet 4—Use this worksheet if an amount is shown on Form 8582, line 10 or 14 (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Special allowance	(d) Subtract column (c) from column (a)
Total . . . . ▶			1.00		

Worksheet 5—Allocation of Unallowed Losses (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Ratio	(c) Unallowed loss
Total . . . . ▶			1.00	

Worksheet 6—Allowed Losses (See instructions.)

Name of activity	Form or schedule and line number to be reported on (see instructions)	(a) Loss	(b) Unallowed loss	(c) Allowed loss
ENERGY TRANSFER PARTNERS		(21,830)	(14,997)	(6,833)
Total . . . . ▶		(21,830)	(14,997)	(6,833)

Worksheet 7—Activities With Losses Reported on Two or More Forms or Schedules (See instructions.)

Name of activity:	(a)	(b)	(c) Ratio	(d) Unallowed loss	(e) Allowed loss
Form or schedule and line number to be reported on (see instructions):					
1a Net loss plus prior year unallowed loss from form or schedule . ▶					
b Net income from form or schedule . . . . ▶					
c Subtract line 1b from line 1a. If zero or less, enter -0- ▶					
Form or schedule and line number to be reported on (see instructions):					
1a Net loss plus prior year unallowed loss from form or schedule . ▶					
b Net income from form or schedule . . . . ▶					
c Subtract line 1b from line 1a If zero or less, enter -0- ▶					
Form or schedule and line number to be reported on (see instructions):					
1a Net loss plus prior year unallowed loss from form or schedule . ▶					
b Net income from form or schedule . . . . ▶					
c Subtract line 1b from line 1a If zero or less, enter -0- ▶					
Total . . . . ▶			1.00		

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

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

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

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

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

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

Type or print

File by the due date for filing your return See instructions

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

Employer identification number (EIN) or
04-6771029

Number, street, and room or suite no. If a P.O box, see instructions.
611 WASHINGTON STREET, NO. 2502

Social security number (SSN)

City, town or post office, state, and ZIP code For a foreign address, see instructions
SAN FRANCISCO, CA 94111

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 ▶ STALL ADVISORS LLC
30 NAGOG PARK, SUITE 220 - ACTON, MA 01720

Telephone No ▶ 978-296-3318 FAX No ▶ 978-296-3318

- 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

▶ ☒ 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	$	11,730.
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	$	1,730.
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	$	10,000.

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

LHA **For Privacy Act and Paperwork Reduction Act Notice, see instructions.** Form **8868** (Rev 1-2013)

223841
01-21-13