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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE PAMELA HOWARD FAMILY FOUNDATION INC. C/O WTAS LLC		A Employer identification number 13-4192506
Number and street (or P.O. box number if mail is not delivered to street address) 1700 EAST PUTNAM AVENUE	Room/suite 206	B Telephone number 203-987-3660
City or town, state, and ZIP code OLD GREENWICH, CT 06870		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ 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) \$ 2,188,990	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	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	200,011.		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	39,564.	39,564.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	32,269.			
	b Gross sales price for all assets on line 6a	385,640.			
	7 Capital gain net income (from Part IV, line 2)		32,269.		
	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	339.	0.		STATEMENT 2	
12 Total. Add lines 1 through 11	272,183.	71,833.			
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	8,800.	0.	8,800.
	c Other professional fees	STMT 4	7,981.	7,981.	0.
	17 Interest				
	18 Taxes	STMT 5	3,523.	884.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	STMT 6	250.	0.	250.
	24 Total operating and administrative expenses. Add lines 13 through 23		20,554.	8,865.	9,050.
	25 Contributions, gifts, grants paid		106,650.		106,650.
26 Total expenses and disbursements. Add lines 24 and 25		127,204.	8,865.	115,700.	
27 Subtract line 26 from line 12		144,979.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			62,968.		
c Adjusted net income (if negative, enter -0-)			N/A		

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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	133,074.	45,818.	45,818.
	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			
	b Investments - corporate stock STMT 7	920,404.	1,037,902.	1,384,446.
	c Investments - corporate bonds STMT 8	304,820.	304,820.	369,273.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	296,499.	297,249.	389,453.	
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	1,654,797.	1,685,789.	2,188,990.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ X and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	1,654,797.	1,685,789.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances	1,654,797.	1,685,789.	
31 Total liabilities and net assets/fund balances	1,654,797.	1,685,789.		

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	1,654,797.
2 Enter amount from Part I, line 27a	2	144,979.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	1,799,776.
5 Decreases not included in line 2 (itemize) ▶ TIMING DIFFERENCES	5	113,987.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,685,789.

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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 385,640.		353,371.	32,269.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(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			
b			
c			
d			
e			32,269.

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	32,269.
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	108,187.	1,797,620.	.060183
2010	84,370.	1,518,887.	.055547
2009	69,026.	1,151,259.	.059957
2008	72,808.	1,281,895.	.056797
2007	56,000.	1,341,865.	.041733

2 Total of line 1, column (d)	2	.274217
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	.054843
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,995,907.
5 Multiply line 4 by line 3	5	109,462.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	630.
7 Add lines 5 and 6	7	110,092.
8 Enter qualifying distributions from Part XII, line 4	8	115,700.

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.

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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)		1	630.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
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	630.
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	630.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,500.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,500.	
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	1,870.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 1,870. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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		X
c Did the foundation file Form 1120-POL for this year?		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		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ NY		
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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

N/A

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Part VII-A Statements Regarding Activities (continued)

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? Website address ► N/A	13	X	
14	The books are in care of ► PAMELA HOWARD Telephone no ► 203-987-3660 Located at ► 214 CENTRE ISLAND ROAD, OYSTER BAY, NY ZIP+4 ► 11771			
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
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
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? If "Yes," list the years ►	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
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
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b
		X

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

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)? ☐ Yes ☒ No
Organizations relying on a current notice regarding disaster assistance check here ☐ N/A

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? ☐ Yes ☒ No
If "Yes," attach the statement required by Regulations section 53.4945-5(d) ☐ N/A

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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

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
PAMELA HOWARD 214 CENTRE ISLAND ROAD OYSTER BAY, NY 11771	DIRECTOR 0.00	0.	0.	0.
JACK R. HOWARD-POTTER 155 EAST 29TH STREET NEW YORK, NY 10016	DIRECTOR 0.00	0.	0.	0.
IAN N. H. GUMPRECHT 116 EAST 66TH STREET NEW YORK, NY 10021	DIRECTOR 0.00	0.	0.	0.
CHRISTOPHER B. GUMPRECHT 214 CENTRE ISLAND ROAD OYSTER BAY, NY 11771	DIRECTOR 0.00	0.	0.	0.

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

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

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

Part 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	1,909,530.
b	Average of monthly cash balances	1b	116,772.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,026,302.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	2,026,302.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	30,395.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,995,907.
6	Minimum investment return. Enter 5% of line 5	6	99,795.

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	99,795.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	630.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	630.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	99,165.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	99,165.
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	99,165.

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	115,700.
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	115,700.
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	630.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	115,070.

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				99,165.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	1,633.			
c From 2009	11,911.			
d From 2010	9,786.			
e From 2011	23,032.			
f Total of lines 3a through e	46,362.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 115,700.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				99,165.
e Remaining amount distributed out of corpus	16,535.			
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	62,897.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	62,897.			
10 Analysis of line 9				
a Excess from 2008	1,633.			
b Excess from 2009	11,911.			
c Excess from 2010	9,786.			
d Excess from 2011	23,032.			
e Excess from 2012	16,535.			

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Part XV **Supplementary Information** (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year				
AMERICAN RED CROSS 520 WEST 49TH ST NEW YORK, NY 10019	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	1,000.
CARON FOUNDATION BOX 150 WERNERSVILLE, PA 19565	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	1,000.
CHALLENGED ATHLETES FOUNDATION 9599 WAPLES ST SAN DIEGO, CA 92121	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	3,000.
CHANNEL THIRTEEN 450 WEST 33RD ST NEW YORK, NY 10001	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	1,000.
CITY HARVEST 575 8TH AVE NEW YORK, NY 10018	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	3,000.
Total			SEE CONTINUATION SHEET(S) ▶ 3a	106,650.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- 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.

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

[illegible]

- ☐ Yes ☒ No

- (c) Description of relationship**

(1) Name of organization	(2) Principal	(3) Date of completion
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.

► Theresa Howard
Signature of officer or trustee

15/13/13

DIRECTOR

May the IRS discuss this return with the preparer shown below (see instructions)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

Preparer's signature

Date

Check ☐ if
self-employed

PTIN

MICHAEL VANDELOO

Firm's name ▶ WTAS LLC

Firm's address ► 1700 EAST PUTNAM AVENUE, SUITE 206
OLD GREENWICH, CT 06870

P01458923

Firm's EIN ▶ 33-1197384

Phone no 203-987-3660

Form **990-PF** (2012)

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012**Name of the organization**THE PAMELA HOWARD FAMILY FOUNDATION INC.
C/O WTAS LLC**Employer identification number**

13-4192506

Organization type (check one):**Filers of:****Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization
THE PAMELA HOWARD FAMILY FOUNDATION INC.
C/O WTAS LLC

Employer identification number
13-4192506

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	PAMELA HOWARD 214 CENTRE ISLAND ROAD OYSTER BAY, NY 11771	\$ 200,011.	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Employer identification number

13-4192506

[illegible]

Name of organization

THE PAMELA HOWARD FAMILY FOUNDATION INC.
C/O WTAS LLC

Employer identification number

13-4192506

Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once) ▶ \$ _____

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Part 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	NORTHERN TRUST #23-46021 - SEE ATTACHED	P		
b	NORTHERN TRUST #23-46021 - SEE ATTACHED	P		
c	FROM K-1 - POWERSHARES DB COMMODITY INDEX TRACKIN	P		
d	FROM K-1 - POWERSHARES DB COMMODITY INDEX TRACKIN	P		
e	FROM K-1 - POWERSHARES DB COMMODITY INDEX TRACKIN			
f	FROM K-1 - POWERSHARES DB COMMODITY INDEX TRACKIN	P		
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 298,717.		283,218.	15,499.
b 79,131.		67,882.	11,249.
c 170.			170.
d 1,355.			1,355.
e		2,271.	-2,271.
f 2,033.			2,033.
g 4,234.			4,234.
h			
i			
j			
k			
l			
m			
n			
o			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			15,499.
b			11,249.
c			170.
d			1,355.
e			-2,271.
f			2,033.
g			4,234.
h			
i			
j			
k			
l			
m			
n			
o			

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

2

32,269.

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

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-46021
Recipient's Tax ID Number: XX-XXX2506
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:

THE PAMELA HOWARD FOUNDATION
C/O STEADMAN H WESTERGAARD
1 ROCKEFELLER PLZ. RM. 301
NEW YORK, NY 10020

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales								
372460105	GENUINE PARTS CO	GPC	2,566 35	2,174.20	0.00	392 15	0.00	0.00
40.0000	02/03/2012 06/01/2011							
847560109	SPECTRA ENERGY CORP COM STK	SE	8,371.58	7,503.88	0.00	867 70	0.00	0.00
275.0000	02/03/2012 Various							
847560109	SPECTRA ENERGY CORP COM STK	SE	3,373.94	2,879.03	0.00	494.91	0.00	0.00
110.0000	02/06/2012 09/16/2011							
02209S103	ALTRIA GROUP INC	MO	145.93	140.20	0.00	5.73	0.00	0.00
5.0000	02/15/2012 06/01/2011							
053015103	AUTOMATIC DATA PROCESSING INC	ADP	269.40	275.12	0.00	-5.72	0.00	0.00
5.0000	02/15/2012 06/01/2011							
136069101	CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM	CM	383.74	407.53	0.00	-23.79	0.00	0.00
5.0000	02/15/2012 06/01/2011							
191216100	COCA COLA CO	KO	341 94	334 45	0.00	7 49	0.00	0.00
5.0000	02/15/2012 06/01/2011							
20825C104	CONOCOPHILLIPS	COP	366.99	367.57	0.00	-0 58	0.00	0.00
5.0000	02/15/2012 06/01/2011							
29250N105	ENBRIDGE INC COM	ENB	193 30	160.99	0.00	32.31	0.00	0.00
5.0000	02/15/2012 06/03/2011							

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
40414L109	HCP, INC	02/15/2012	06/01/2011	HCP	201.13	185.81	0.00	15.32	0.00	0.00
5 0000										
49456B101	KINDER MORGAN INC DEL COM	02/15/2012	11/15/2011	KMI	160.65	140.08	0.00	20.57	0.00	0.00
5.0000										
682680103	ONEOK INC NEW	02/15/2012	06/01/2011	OKE	401.29	355.37	0.00	45.92	0.00	0.00
5.0000										
74005P104	PRAXAIR INC	02/15/2012	06/01/2011	PX	537.69	525.14	0.00	12.55	0.00	0.00
5.0000										
749685103	RPM INTERNATIONAL INC COM	02/15/2012	06/01/2011	RPM	128.35	118.28	0.00	10.07	0.00	0.00
5.0000										
842587107	SOUTHERN CO	02/15/2012	06/01/2011	SO	221.00	199.86	0.00	21.14	0.00	0.00
5.0000										
00206R102	AT&T INC	03/19/2012	06/01/2011	T	4,010.91	3,983.69	0.00	27.22	0.00	0.00
127.0000										
00206R102	AT&T INC	05/01/2012	06/01/2011	T	3,816.76	3,607.28	0.00	209.48	0.00	0.00
115.0000										
002824100	ABBOTT LABORATORIES	05/01/2012	06/01/2011	ABT	1,684.76	1,401.20	0.00	283.56	0.00	0.00
27.0000										

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
02209S103	ALTRIA GROUP INC	05/01/2012	06/01/2011	MO	4,906.86	0.00	768.26	0.00	0.00
175.0000				5,675.12					
032654105	ANALOG DEVICES INC	05/01/2012	03/19/2012	ADI	3,918.86	0.00	-88.13	0.00	0.00
98.0000				3,830.73					
053015103	AUTOMATIC DATA PROCESSING INC	05/01/2012	06/01/2011	ADP	4,511.94	0.00	9.43	0.00	0.00
82.0000				4,521.37					
05534B760	BCE INC COM NEW	05/01/2012	06/01/2011	BCE	7,008.43	0.00	135.63	0.00	0.00
176.0000				7,144.06					
064149107	BANK N S HALIFAX COM STK	05/01/2012	06/01/2011	BNS	9,268.19	0.00	-862.78	0.00	0.00
152.0000				8,405.41					
09247X101	BLACKROCK INC CL A	05/01/2012	09/16/2011	BLK	2,560.44	0.00	510.37	0.00	0.00
16.0000				3,070.81					
110122108	BRISTOL MYERS SQUIBB CO	05/01/2012	06/01/2011	BMV	5,924.38	0.00	1,016.17	0.00	0.00
207.0000				6,940.55					
136069101	CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM	05/01/2012	06/01/2011	CM	3,993.76	0.00	-282.10	0.00	0.00
49.0000				3,711.66					
191216100	COCA COLA CO	05/01/2012	06/01/2011	KO	4,013.39	0.00	596.90	0.00	0.00
60.0000				4,610.29					

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NEW YORK, NY 10020

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Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
20825C104	CONOCOPHILLIPS	COP	2,312.76	2,291.51	0.00	21.25	0.00	0.00
41 0000	05/01/2012 06/01/2011							
22576C101	CRESCENT POINT ENERGY CORP COM	CSCTF	3,397.93	3,652.77	0.00	-254.84	0.00	0.00
77.0000	05/01/2012 06/01/2011							
237194105	DARDEN RESTAURANTS INC	DRI	5,321.90	4,517.43	0.00	804.47	0.00	0.00
103.0000	05/01/2012 Various							
253868103	DIGITAL RLTY TR INC COM	DLR	6,803.84	5,742.27	0.00	1,061.57	0.00	0.00
90 0000	05/01/2012 06/10/2011							
291011104	EMERSON ELECTRIC CO	EMR	49.41	53.92	0.00	-4.51	0.00	0.00
1.0000	05/01/2012 06/01/2011							
29250N105	ENBRIDGE INC COM	ENB	4,449.78	3,413.06	0.00	1,036.72	0.00	0.00
106.0000	05/01/2012 06/03/2011							
372460105	GENUINE PARTS CO	GPC	4,933.38	4,076.63	0.00	856.75	0.00	0.00
75 0000	05/01/2012 06/01/2011							
37733W105	GLAXO PLC ADR	GSK	4,711.54	4,372.66	0.00	338.88	0.00	0.00
101.0000	05/01/2012 06/01/2011							
40414L109	HCP, INC	HCP	5,086.56	4,533.68	0.00	552.88	0.00	0.00
122 0000	05/01/2012 06/01/2011							

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NEW YORK, NY 10020

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☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld		State Tax Withheld
				Stocks Bonds, etc.							
421906108	HEALTHCARE SVCS GROUP INC			HCSG							
160.0000		05/01/2012	06/01/2011		3,427.12	2,704.75	0.00	722.37	0.00	0.00	0.00
42217K106	HEALTH CARE REIT INC COM COM			HCN							
99.0000		05/01/2012	06/01/2011		5,712.17	5,111.72	0.00	600.45	0.00	0.00	0.00
423074103	H J HEINZ CO			HNZ							
128.0000		05/01/2012	06/01/2011		6,855.52	6,847.37	0.00	8.15	0.00	0.00	0.00
458140100	INTEL CORP COM			INTC							
347.0000		05/01/2012	Various		10,032.44	7,869.02	0.00	2,163.42	0.00	0.00	0.00
494368103	KIMBERLY CLARK CORP			KMB							
85.0000		05/01/2012	06/01/2011		6,661.30	5,788.02	0.00	873.28	0.00	0.00	0.00
49456B101	KINDER MORGAN INC DEL COM			KMI							
228.0000		05/01/2012	11/15/2011		8,315.47	6,387.55	0.00	1,927.92	0.00	0.00	0.00
577081102	MATTEL INC			MAT							
174.0000		05/01/2012	06/01/2011		5,889.76	4,625.79	0.00	1,263.97	0.00	0.00	0.00
580135101	MCDONALDS CORP			MCD							
7.0000		05/01/2012	06/01/2011		682.83	571.72	0.00	111.11	0.00	0.00	0.00
58933Y105	MERCK & CO INC			MRK							
63.0000		05/01/2012	12/14/2011		2,477.73	2,227.47	0.00	250.26	0.00	0.00	0.00

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NEW YORK, NY 10020

☐ Corrected ☐ 2nd TIN notice

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld		State Tax Withheld
				Stocks Bonds, etc.	NNN				Tax	Withheld	
637417106	NATIONAL RETAIL PPTYS INC COM STK			NNN							
121.0000	05/01/2012 06/01/2011			3,322.58		3,058.96	0.00	263.62	0.00	0.00	0.00
65339F101	NEXTERA ENERGY INC COM			NEE							
67.0000	05/01/2012 06/01/2011			4,279.86		3,841.04	0.00	438.82	0.00	0.00	0.00
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098			NVS							
14.0000	05/01/2012 10/26/2011			775.16		789.22	0.00	-14.06	0.00	0.00	0.00
682680103	ONEOK INC NEW			OKE							
81.0000	05/01/2012 06/01/2011			7,053.32		5,757.02	0.00	1,296.30	0.00	0.00	0.00
718172109	PHILIP MORRIS INTERNATIONAL			PM							
35.0000	05/01/2012 06/01/2011			3,154.48		2,495.69	0.00	658.79	0.00	0.00	0.00
74005P104	PRAXAIR INC			PX							
44.0000	05/01/2012 06/01/2011			5,133.76		4,621.25	0.00	512.51	0.00	0.00	0.00
749685103	RPM INTERNATIONAL INC COM			RPM							
284.0000	05/01/2012 06/01/2011			7,623.38		6,718.16	0.00	905.22	0.00	0.00	0.00
756109104	RLTY INC CORP COM			O							
99.0000	05/01/2012 06/01/2011			3,919.32		3,432.34	0.00	486.98	0.00	0.00	0.00
842587107	SOUTHERN CO			SO							
141.0000	05/01/2012 06/01/2011			6,511.23		5,636.13	0.00	875.10	0.00	0.00	0.00

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2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 23-46021
Recipient's Tax ID Number: XX-XXX2506

Recipient's Name and Address:
THE PAMELA HOWARD FOUNDATION
C/O STEADMAN H WESTERGAARD
1 ROCKEFELLER PLZ. RM. 301
NEW YORK, NY 10020

☐ Corrected ☐ 2nd TIN notice

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Cusip	Quantity Sold	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
					Stocks Bonds, etc.						
923725105		VERMILION ENERGY INC COM			VEMTF						
78 0000		05/01/2012 06/01/2011			3,828.15		4,070.44	0.00	-242.29	0.00	0.00
94106L109		WASTE MGMT INC DEL			WM						
176 0000		05/01/2012 06/01/2011			6,077.14		6,818.43	0.00	-741.29	0.00	0.00
969457100		WILLIAMS COS INC			WMB						
188.0000		05/01/2012 02/03/2012			6,478.33		5,570.03	0.00	908.30	0.00	0.00
349882100		FOSSIL INC			FOSL						
11.0000		05/08/2012 05/07/2012			871.30		1,387.43	0.00	-516.13	0.00	0.00
20825C104		CONOCOPHILLIPS			COP						
39.0000		05/09/2012 06/01/2011			2,066.28		2,179.72	0.00	-113.44	0.00	0.00
421906108		HEALTHCARE SVCS GROUP INC			HCSG						
2 0000		05/09/2012 06/01/2011			40.52		33.81	0.00	6.71	0.00	0.00
452327109		ILLUMINA INC			ILMN						
10 0000		05/09/2012 05/07/2012			447.47		459.40	0.00	-11.93	0.00	0.00
452327109		ILLUMINA INC			ILMN						
11.0000		05/09/2012 05/07/2012			490.86		505.34	0.00	-14.48	0.00	0.00
458140100		INTEL CORP COM			INTC						
50.0000		05/09/2012 06/01/2011			1,348.85		1,122.23	0.00	226.62	0.00	0.00

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				Stocks Bonds, etc.						
718546104	PHILLIPS 66 COM	05/09/2012	06/01/2011	PSX	1,202.12	1,409.85	0.00	-207.73	0.00	0.00
40.0000										
151020104	CELGENE CORP	05/10/2012	05/07/2012	CELG	635.79	633.42	0.00	2.37	0.00	0.00
9.0000										
421906108	HEALTHCARE SVCS GROUP INC	05/10/2012	06/01/2011	HCSG	101.32	84.52	0.00	16.80	0.00	0.00
5.0000										
151020104	CELGENE CORP	05/11/2012	05/07/2012	CELG	637.93	633.42	0.00	4.51	0.00	0.00
9.0000										
421906108	HEALTHCARE SVCS GROUP INC	05/11/2012	06/01/2011	HCSG	61.35	50.71	0.00	10.64	0.00	0.00
3.0000										
421906108	HEALTHCARE SVCS GROUP INC	05/11/2012	06/01/2011	HCSG	81.48	67.62	0.00	13.86	0.00	0.00
4.0000										
421906108	HEALTHCARE SVCS GROUP INC	05/14/2012	06/01/2011	HCSG	40.43	33.81	0.00	6.62	0.00	0.00
2.0000										
349882100	FOSSIL INC	05/15/2012	05/07/2012	FOSL	882.07	1,513.56	0.00	-631.49	0.00	0.00
12.0000										
421906108	HEALTHCARE SVCS GROUP INC	05/15/2012	06/01/2011	HCSG	101.53	84.52	0.00	17.01	0.00	0.00
5.0000										

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48203R104	JUNIPER NETWORKS INC	JNPR	686.83	750.75	0.00	-63.92	0.00	0.00
39.0000	05/15/2012 05/07/2012							
48203R104	JUNIPER NETWORKS INC	JNPR	974.24	1,039.50	0.00	-65.26	0.00	0.00
54.0000	05/15/2012 05/07/2012							
421906108	HEALTHCARE SVCS GROUP INC	HCSG	141.94	118.33	0.00	23.61	0.00	0.00
7.0000	05/16/2012 06/01/2011							
421906108	HEALTHCARE SVCS GROUP INC	HCSG	39.68	33.81	0.00	5.87	0.00	0.00
2.0000	05/17/2012 06/01/2011							
548661107	LOWES COMPANIES INC	LOW	230.60	247.11	0.00	-16.51	0.00	0.00
8.0000	05/17/2012 05/07/2012							
421906108	HEALTHCARE SVCS GROUP INC	HCSG	39.27	33.81	0.00	5.46	0.00	0.00
2.0000	05/18/2012 06/01/2011							
421906108	HEALTHCARE SVCS GROUP INC	HCSG	58.49	50.71	0.00	7.78	0.00	0.00
3.0000	05/21/2012 06/01/2011							
548661107	LOWES COMPANIES INC	LOW	1,491.38	1,791.58	0.00	-300.20	0.00	0.00
58.0000	05/21/2012 05/07/2012							
421906108	HEALTHCARE SVCS GROUP INC	HCSG	38.69	33.81	0.00	4.88	0.00	0.00
2.0000	05/22/2012 06/01/2011							

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548661107	LOWES COMPANIES INC	36.0000	05/22/2012	05/07/2012	LOW	931.30	1,112.02	0.00	-180.72	0.00	0.00
548661107	LOWES COMPANIES INC	28.0000	05/22/2012	05/07/2012	LOW	711.35	864.90	0.00	-153.55	0.00	0.00
64110D104	NETAPP INC COM STK	21.0000	05/24/2012	05/07/2012	NTAP	589.68	800.73	0.00	-211.05	0.00	0.00
68389X105	ORACLE CORPORATION	26.0000	05/31/2012	05/07/2012	ORCL	689.24	728.26	0.00	-39.02	0.00	0.00
68389X105	ORACLE CORPORATION	26.0000	05/31/2012	05/07/2012	ORCL	687.16	728.26	0.00	-41.10	0.00	0.00
151020104	CELGENE CORP	4.0000	06/06/2012	05/07/2012	CELG	260.42	281.52	0.00	-21.10	0.00	0.00
64110D104	NETAPP INC COM STK	12.0000	06/08/2012	05/07/2012	NTAP	362.67	457.56	0.00	-94.89	0.00	0.00
64110D104	NETAPP INC COM STK	9.0000	06/08/2012	05/07/2012	NTAP	273.18	343.17	0.00	-69.99	0.00	0.00
151020104	CELGENE CORP	13.0000	06/11/2012	05/07/2012	CELG	833.06	914.94	0.00	-81.88	0.00	0.00

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				Stocks Bonds, etc.						
018490102	ALLERGAN INC	06/19/2012	05/07/2012	AGN	280.39	281.22	0.00	-0.83	0.00	0.00
3.0000										
806857108	SCHLUMBERGER LTD ISIN #AN8068571086	06/20/2012	05/07/2012	SLB	392.02	421.95	0.00	-29.93	0.00	0.00
6.0000										
806857108	SCHLUMBERGER LTD ISIN #AN8068571086	06/21/2012	05/07/2012	SLB	438.40	492.27	0.00	-53.87	0.00	0.00
7.0000										
018490102	ALLERGAN INC	06/22/2012	05/07/2012	AGN	182.32	187.48	0.00	-5.16	0.00	0.00
2.0000										
806857108	SCHLUMBERGER LTD ISIN #AN8068571086	06/22/2012	05/07/2012	SLB	308.14	351.62	0.00	-43.48	0.00	0.00
5.0000										
018490102	ALLERGAN INC	06/25/2012	05/07/2012	AGN	449.45	468.70	0.00	-19.25	0.00	0.00
5.0000										
806857108	SCHLUMBERGER LTD ISIN #AN8068571086	06/25/2012	05/07/2012	SLB	421.58	492.27	0.00	-70.69	0.00	0.00
7.0000										
806857108	SCHLUMBERGER LTD ISIN #AN8068571086	06/26/2012	05/07/2012	SLB	239.08	281.30	0.00	-42.22	0.00	0.00
4.0000										
806857108	SCHLUMBERGER LTD ISIN #AN8068571086	06/27/2012	05/07/2012	SLB	243.39	281.29	0.00	-37.90	0.00	0.00
4.0000										

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855244109	STARBUCKS CORP	SBUX	155.79	167.04	0.00	-11.25	0.00	0.00
3.0000	06/28/2012 05/07/2012							
855244109	STARBUCKS CORP	SBUX	211.77	222.72	0.00	-10.95	0.00	0.00
4.0000	06/29/2012 05/07/2012							
46625H100	J P MORGAN CHASE & CO	JPM	280.39	274.31	0.00	6.08	0.00	0.00
8.0000	07/16/2012 05/22/2012							
12082W204	ADR BURBERRY GROUP PLC SPONSORED	BURBY	463.31	591.24	0.00	-127.93	0.00	0.00
12.0000	07/18/2012 05/07/2012							
46625H100	J P MORGAN CHASE & CO	JPM	911.73	885.96	0.00	25.77	0.00	0.00
26.0000	07/18/2012 Various							
928563402	VMWARE INC CL A COM CL A COM	VMW	894.82	1,082.10	0.00	-187.28	0.00	0.00
10.0000	07/18/2012 05/07/2012							
92532F100	VERTEX PHARMACEUTICALS INC	VRTX	471.41	575.75	0.00	-104.34	0.00	0.00
9.0000	07/19/2012 Various							
928563402	VMWARE INC CL A COM CL A COM	VMW	458.66	541.05	0.00	-82.39	0.00	0.00
5.0000	07/19/2012 05/07/2012							
855244109	STARBUCKS CORP	SBUX	259.05	278.40	0.00	-19.35	0.00	0.00
5.0000	07/20/2012 05/07/2012							

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks	Bonds, etc.					
855244109	STARBUCKS CORP	07/23/2012	05/07/2012	SBUX	302.16	334.08	0.00	-31.92	0.00	0.00
855244109	STARBUCKS CORP	08/02/2012	05/07/2012	SBUX	610.81	779.52	0.00	-168.71	0.00	0.00
412822108	HARLEY DAVIDSON INC	08/03/2012	05/07/2012	HOG	551.60	671.84	0.00	-120.24	0.00	0.00
855244109	STARBUCKS CORP	08/03/2012	05/07/2012	SBUX	219.08	278.40	0.00	-59.32	0.00	0.00
412822108	HARLEY DAVIDSON INC	08/06/2012	05/07/2012	HOG	336.35	413.44	0.00	-77.09	0.00	0.00
855244109	STARBUCKS CORP	08/06/2012	05/07/2012	SBUX	175.13	222.72	0.00	-47.59	0.00	0.00
64110D104	NETAPP INC COM STK	08/09/2012	05/07/2012	NTAP	706.10	838.86	0.00	-132.76	0.00	0.00
64110D104	NETAPP INC COM STK	08/09/2012	05/07/2012	NTAP	738.36	876.99	0.00	-138.63	0.00	0.00
412822108	HARLEY DAVIDSON INC	08/13/2012	05/07/2012	HOG	288.81	361.76	0.00	-72.95	0.00	0.00

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		Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.			
412822108	HARLEY DAVIDSON INC	9 0000	08/14/2012	05/07/2012	HOG	373.61	465.12	0.00
412822108	HARLEY DAVIDSON INC	6.0000	08/15/2012	05/07/2012	HOG	248 76	310.08	0.00
00846U101	AGILENT TECHNOLOGIES INC	15.0000	08/16/2012	05/07/2012	A	555.65	614 85	0.00
021441100	ALTERA CORP COM	13.0000	08/16/2012	05/07/2012	ALTR	478.66	434.46	0.00
412822108	HARLEY DAVIDSON INC	6.0000	08/16/2012	05/07/2012	HOG	254.44	310.08	0.00
670100205	NOVO NORDISK A S ADR	2.0000	08/16/2012	05/07/2012	NVO	316 01	294.96	0.00
670100205	NOVO NORDISK A S ADR	2.0000	08/20/2012	05/07/2012	NVO	313.60	294 96	0.00
412822108	HARLEY DAVIDSON INC	9.0000	08/22/2012	05/07/2012	HOG	387.26	465.12	0.00
670100205	NOVO NORDISK A S ADR	3.0000	08/22/2012	05/07/2012	NVO	467 85	442 44	0.00

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412822108	HARLEY DAVIDSON INC	HOG	339.78	413.44	0.00	-73.66	0.00	0.00
8.0000	08/24/2012 05/07/2012							
G60754101	MICHAEL KORS HOLDINGS LTD COM NPV	KORS	629.81	536.52	0.00	93.29	0.00	0.00
12.0000	09/11/2012 05/07/2012							
12082W204	ADR BURBERRY GROUP PLC SPONSORED	BURBY	350.69	492.70	0.00	-142.01	0.00	0.00
10.0000	09/14/2012 05/07/2012							
670100205	NOVO NORDISK A S ADR	NVO	153.48	147.48	0.00	6.00	0.00	0.00
1.0000	09/14/2012 05/07/2012							
G60754101	MICHAEL KORS HOLDINGS LTD COM NPV	KORS	591.08	491.81	0.00	99.27	0.00	0.00
11.0000	09/14/2012 05/07/2012							
025816109	AMERICAN EXPRESS CO	AXP	828.92	844.06	0.00	-15.14	0.00	0.00
14.0000	09/17/2012 05/07/2012							
12082W204	ADR BURBERRY GROUP PLC SPONSORED	BURBY	243.73	344.89	0.00	-101.16	0.00	0.00
7.0000	09/17/2012 05/07/2012							
12082W204	ADR BURBERRY GROUP PLC SPONSORED	BURBY	241.78	344.89	0.00	-103.11	0.00	0.00
7.0000	09/17/2012 05/07/2012							
670100205	NOVO NORDISK A S ADR	NVO	616.75	589.92	0.00	26.83	0.00	0.00
4.0000	09/17/2012 05/07/2012							

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				Stocks Bonds, etc.								
747525103	QUALCOMM INC			OCOM								
11.0000	09/17/2012	05/07/2012		710.77		682.99	0.00	27.78	0.00	0.00	0.00	0.00
91324P102	UNITEDHEALTH GROUP INC			UNH								
18.0000	09/17/2012	05/07/2012		974.98		996.66	0.00	-21.68	0.00	0.00	0.00	0.00
G60754101	MICHAEL KORS HOLDINGS LTD COM NPV			KORS								
9.0000	09/17/2012	05/07/2012		486.33		402.39	0.00	83.94	0.00	0.00	0.00	0.00
83088M102	SKYWORKS SOLUTIONS INC			SWKS								
29.0000	09/20/2012	08/09/2012		703.79		843.73	0.00	-139.94	0.00	0.00	0.00	0.00
83088M102	SKYWORKS SOLUTIONS INC			SWKS								
37.0000	09/21/2012	Various		922.24		1,075.15	0.00	-152.91	0.00	0.00	0.00	0.00
021441100	ALTERA CORP COM			ALTR								
17.0000	09/28/2012	05/07/2012		582.72		568.14	0.00	14.58	0.00	0.00	0.00	0.00
025816109	AMERICAN EXPRESS CO			AXP								
8.0000	09/28/2012	05/07/2012		453.31		482.32	0.00	-29.01	0.00	0.00	0.00	0.00
056752108	BAIDU COM INC SPONSORED ADR SHS			BIDU								
4.0000	10/01/2012	05/07/2012		450.10		514.04	0.00	-63.94	0.00	0.00	0.00	0.00
00846U101	AGILENT TECHNOLOGIES INC			A								
6.0000	10/02/2012	05/07/2012		232.64		245.94	0.00	-13.30	0.00	0.00	0.00	0.00

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				Stocks Bonds, etc.	Cost or Other Basis					
056752108	BAIDU COM INC SPONSORED ADR SHS	10/02/2012	05/07/2012	BIDU	893.84	1,028.08	0.00	-134.24	0.00	0.00
8 0000										
50076Q106	KRAFT FOODS GROUP INC COM	10/02/2012	10/01/2012	KRFT	31.40	29.89	0.00	1.51	0.00	0.00
.6700										
056752108	BAIDU COM INC SPONSORED ADR SHS	10/03/2012	05/07/2012	BIDU	673.22	771.06	0.00	-97.84	0.00	0.00
6.0000										
00846U101	AGILENT TECHNOLOGIES INC	10/04/2012	05/07/2012	A	273.88	286.93	0.00	-13.05	0.00	0.00
7.0000										
021441100	ALTERA CORP COM	10/04/2012	05/07/2012	ALTR	200.78	200.52	0.00	0.26	0.00	0.00
6.0000										
855244109	STARBUCKS CORP	10/04/2012	05/07/2012	SBUX	539.44	612.48	0.00	-73.04	0.00	0.00
11 0000										
855244109	STARBUCKS CORP	10/05/2012	05/07/2012	SBUX	391.84	445.44	0.00	-53.60	0.00	0.00
8 0000										
91324P102	UNITEDHEALTH GROUP INC	10/05/2012	05/07/2012	UNH	684.23	664.44	0.00	19.79	0.00	0.00
12 0000										
021441100	ALTERA CORP COM	10/08/2012	05/07/2012	ALTR	233.25	233.94	0.00	-0.69	0.00	0.00
7.0000										

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 C/O STEADMAN H WESTERGAARD
 1 ROCKEFELLER PLZ. RM. 301
 NEW YORK, NY 10020

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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks Bonds, etc.						
021441100	ALTERA CORP COM	10/09/2012	05/07/2012	ALTR	395.05	401.04	0.00	-5.99	0.00	0.00
855244109	STARBUCKS CORP	10/09/2012	05/07/2012	SBUX	473.39	556.80	0.00	-83.41	0.00	0.00
855244109	STARBUCKS CORP	10/10/2012	05/07/2012	SBUX	609.79	723.84	0.00	-114.05	0.00	0.00
021441100	ALTERA CORP COM	10/11/2012	05/07/2012	ALTR	352.59	367.62	0.00	-15.03	0.00	0.00
855244109	STARBUCKS CORP	10/11/2012	05/07/2012	SBUX	235.73	278.40	0.00	-42.67	0.00	0.00
855244109	STARBUCKS CORP	10/12/2012	05/07/2012	SBUX	377.35	445.44	0.00	-68.09	0.00	0.00
025816109	AMERICAN EXPRESS CO	10/15/2012	05/07/2012	AXP	517.89	542.61	0.00	-24.72	0.00	0.00
025816109	AMERICAN EXPRESS CO	10/17/2012	05/07/2012	AXP	1,007.18	1,024.93	0.00	-17.75	0.00	0.00
025816109	AMERICAN EXPRESS CO	10/17/2012	05/07/2012	AXP	532.66	542.61	0.00	-9.95	0.00	0.00

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				Stocks Bonds, etc.						
037833100	APPLE COMPUTER INC	10/17/2012	05/07/2012	AAPL	3,235 51	2,856.30	0.00	379.21	0.00	0.00
023135106	AMAZON COM INC	10/19/2012	05/07/2012	AMZN	479.04	451.82	0.00	27.22	0.00	0.00
637071101	NATIONAL-OILWELL INC	11/06/2012	05/07/2012	NOV	1,016.12	986.30	0.00	29.82	0.00	0.00
670100205	NOVO NORDISK A S ADR	11/07/2012	10/23/2012	NVO	448.14	502.62	0.00	-54.48	0.00	0.00
459200101	INTL BUSINESS MACHINES CORP	11/08/2012	05/07/2012	IBM	573.87	612.84	0.00	-38.97	0.00	0.00
747525103	QUALCOMM INC	11/08/2012	05/07/2012	QCOM	365.27	372.54	0.00	-7.27	0.00	0.00
00846U101	AGILENT TECHNOLOGIES INC	11/09/2012	05/07/2012	A	258.13	286.93	0.00	-28.80	0.00	0.00
50076Q106	KRAFT FOODS GROUP INC COM	11/09/2012	Various	KRFT	306.60	308.15	0.00	-1.55	0.00	0.00
50076Q106	KRAFT FOODS GROUP INC COM	11/09/2012	Various	KRFT	219.82	221.89	0.00	-2.07	0.00	0.00

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00846U101	AGILENT TECHNOLOGIES INC	11/12/2012	05/07/2012	331.80	368.91	0.00	-37.11	0.00	0.00
9 0000									
50076Q106	KRAFT FOODS GROUP INC COM	11/14/2012	09/20/2012	44.18	43.78	0.00	0.40	0.00	0.00
1.0000									
110122108	BRISTOL MYERS SQUIBB CO	11/15/2012	05/07/2012	521.83	570.59	0.00	-48.76	0.00	0.00
17.0000									
747525103	QUALCOMM INC	11/15/2012	05/07/2012	916.29	931.35	0.00	-15.06	0.00	0.00
15.0000									
00846U101	AGILENT TECHNOLOGIES INC	11/16/2012	05/07/2012	214.70	245.94	0.00	-31.24	0.00	0.00
6.0000									
110122108	BRISTOL MYERS SQUIBB CO	11/16/2012	05/07/2012	594.03	637.71	0.00	-43.68	0.00	0.00
19 0000									
714290103	PERRIGO CO	11/16/2012	Various	912.55	1,036.89	0.00	-124.34	0.00	0.00
9 0000									
00846U101	AGILENT TECHNOLOGIES INC	11/20/2012	05/07/2012	579.60	655.84	0.00	-76.24	0.00	0.00
16 0000									
099724106	BORG WARNER AUTOMOTIVE INC	11/20/2012	05/07/2012	317.20	393.70	0.00	-76.50	0.00	0.00
5.0000									

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.				
099724106	BORG WARNER AUTOMOTIVE INC		BWA				
9.0000	11/26/2012	05/07/2012	582.82	0.00	-125.84	0.00	0.00
582839106	MEAD JOHNSON NUTRITION COM USD0.01		MJN				
5.0000	11/30/2012	05/07/2012	340.77	0.00	-79.68	0.00	0.00
582839106	MEAD JOHNSON NUTRITION COM USD0.01		MJN				
4.0000	12/05/2012	05/07/2012	271.09	0.00	-65.27	0.00	0.00
637071101	NATIONAL-OILWELL INC		NOV				
6.0000	12/07/2012	05/07/2012	408.52	0.00	-14.18	0.00	0.00
637071101	NATIONAL-OILWELL INC		NOV				
6.0000	12/10/2012	05/07/2012	408.14	0.00	-14.56	0.00	0.00
023135106	AMAZON COM INC		AMZN				
3.0000	12/11/2012	05/07/2012	755.10	0.00	77.37	0.00	0.00
237194105	DARDEN RESTAURANTS INC		DRI				
43.0000	12/12/2012	Various	1,974.96	0.00	-72.17	0.00	0.00
268648102	EMC CORP MASS		EMC				
18.0000	12/12/2012	05/07/2012	443.15	0.00	-56.62	0.00	0.00
268648102	EMC CORP MASS		EMC				
19.0000	12/12/2012	05/07/2012	473.09	0.00	-54.44	0.00	0.00

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Cusip	Description	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
38141G104	GOLDMAN SACHS GROUP INC	15.0000	12/12/2012	05/07/2012	GS	1,791.46	1,650.75	0.00	140.71	0.00	0.00
38141G104	GOLDMAN SACHS GROUP INC	7.0000	12/12/2012	05/07/2012	GS	826.63	770.35	0.00	56.28	0.00	0.00
237194105	DARDEN RESTAURANTS INC	44.0000	12/13/2012	12/14/2011	DRI	2,012.22	1,901.14	0.00	111.08	0.00	0.00
38141G104	GOLDMAN SACHS GROUP INC	8.0000	12/13/2012	05/07/2012	GS	948.06	880.40	0.00	67.66	0.00	0.00
637071101	NATIONAL-OILWELL INC	5.0000	12/13/2012	05/07/2012	NOV	327.86	352.25	0.00	-24.39	0.00	0.00
237194105	DARDEN RESTAURANTS INC	28.0000	12/14/2012	12/14/2011	DRI	1,295.56	1,209.82	0.00	85.74	0.00	0.00
582839106	MEAD JOHNSON NUTRITION COM USD0.01	6.0000	12/14/2012	05/07/2012	MJN	396.42	504.54	0.00	-108.12	0.00	0.00
099724106	BORG WARNER AUTOMOTIVE INC	4.0000	12/17/2012	05/07/2012	BWA	265.62	314.96	0.00	-49.34	0.00	0.00
582839106	MEAD JOHNSON NUTRITION COM USD0.01	8.0000	12/17/2012	05/07/2012	MJN	524.05	672.72	0.00	-148.67	0.00	0.00

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
				Stocks Bonds, etc.	Cost or Other Basis				
637071101	NATIONAL-OILWELL INC			NOV					
6.0000	12/17/2012	Various		395.37	417.47	0.00	-22.11	0.00	0.00
637071101	NATIONAL-OILWELL INC			NOV					
11.0000	12/17/2012	05/07/2012		718.34	774.95	0.00	-56.61	0.00	0.00
099724106	BORG WARNER AUTOMOTIVE INC			BWA					
15.0000	12/21/2012	05/07/2012		1,028.14	1,181.10	0.00	-152.96	0.00	0.00
582839106	MEAD JOHNSON NUTRITION COM USD0 01			MJN					
7.0000	12/21/2012	05/07/2012		460.05	588.63	0.00	-128.58	0.00	0.00
Total Short Term Sales				298,716.79	283,217.81	0.00	15,498.97	0.00	0.00

Long Term 15% Sales

718172109	PHILIP MORRIS INTERNATIONAL			PM					
5.0000	02/15/2012	10/05/2009		408.64	241.51	0.00	167.13	0.00	0.00
742718109	PROCTER & GAMBLE CO			PG					
5.0000	02/15/2012	12/31/2010		322.74	321.65	0.00	1.09	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP			UTX					
5.0000	02/15/2012	05/20/2009		413.59	258.55	0.00	155.04	0.00	0.00
913017109	UNITED TECHNOLOGIES CORP			UTX					
8.0000	03/19/2012	05/20/2009		680.44	413.68	0.00	266.76	0.00	0.00

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913017109	UNITED TECHNOLOGIES CORP			UTX	425.28	424.53	0.00	0.75	0.00	0.00
5.0000	03/19/2012 02/15/2011									
002824100	ABBOTT LABORATORIES			ABT	3,743.91	3,052.90	0.00	691.01	0.00	0.00
60.0000	05/01/2012 04/12/2011									
002824100	ABBOTT LABORATORIES			ABT	4,055.91	2,809.30	0.00	1,246.61	0.00	0.00
65.0000	05/01/2012 05/20/2009									
291011104	EMERSON ELECTRIC CO			EMR	5,929.06	5,666.71	0.00	262.35	0.00	0.00
120.0000	05/01/2012 Various									
291011104	EMERSON ELECTRIC CO			EMR	247.04	285.68	0.00	-38.64	0.00	0.00
5.0000	05/01/2012 03/29/2011									
580135101	MCDONALDS CORP			MCD	10,730.26	8,403.61	0.00	2,326.65	0.00	0.00
110.0000	05/01/2012 Various									
66987V109	ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098			NVS	4,429.49	3,221.60	0.00	1,207.89	0.00	0.00
80.0000	05/01/2012 05/20/2009									
718172109	PHILIP MORRIS INTERNATIONAL			PM	6,759.60	3,530.64	0.00	3,228.96	0.00	0.00
75.0000	05/01/2012 Various									
742718109	PROCTER & GAMBLE CO			PG	5,085.48	5,146.46	0.00	-60.98	0.00	0.00
80.0000	05/01/2012 12/31/2010									

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					Stocks Bonds, etc.						
742718109		PROCTER & GAMBLE CO			PG						
	9 0000	05/01/2012	03/21/2011		572.12		553.47	0.00	18.65	0.00	0.00
913017109		UNITED TECHNOLOGIES CORP			UTX						
	50.0000	05/01/2012	03/24/2011		4,089.91		4,142.22	0.00	-52.31	0.00	0.00
913017109		UNITED TECHNOLOGIES CORP			UTX						
	24.0000	05/01/2012	05/20/2009		1,963.15		1,241.04	0.00	722.11	0.00	0.00
22576C101		CRESCENT POINT ENERGY CORP COM			CSCTF						
	7.0000	06/25/2012	06/01/2011		246.07		332.07	0.00	-86.00	0.00	0.00
421906108		HEALTHCARE SVCS GROUP INC			HCSG						
	41.0000	06/25/2012	06/01/2011		746.10		693.10	0.00	53.00	0.00	0.00
718172109		PHILIP MORRIS INTERNATIONAL			PM						
	16.0000	06/25/2012	06/01/2011		1,347.25		1,140.88	0.00	206.37	0.00	0.00
923725105		VERMILION ENERGY INC COM			VEMTF						
	11 0000	06/25/2012	06/01/2011		451.71		574.04	0.00	-122.33	0.00	0.00
22576C101		CRESCENT POINT ENERGY CORP COM			CSCTF						
	3.0000	06/26/2012	06/01/2011		106.15		142.32	0.00	-36.17	0.00	0.00
421906108		HEALTHCARE SVCS GROUP INC			HCSG						
	55 0000	06/26/2012	06/01/2011		986.26		929.77	0.00	56.49	0.00	0.00

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718172109	PHILIP MORRIS INTERNATIONAL	PM	420.70	356.53	0.00	64.17	0.00	0.00
5.0000	06/26/2012 06/01/2011							
923725105	VERMILION ENERGY INC COM	VERMTF	208.88	260.93	0.00	-52.05	0.00	0.00
5.0000	06/26/2012 06/01/2011							
421906108	HEALTHCARE SVCS GROUP INC	HCSG	129.38	118.33	0.00	11.05	0.00	0.00
7.0000	06/27/2012 06/01/2011							
65339F101	NEXTERA ENERGY INC COM	NEE	1,763.60	1,490.55	0.00	273.05	0.00	0.00
26.0000	07/09/2012 06/01/2011							
756109104	RLTY INC CORP COM	O	997.42	830.36	0.00	167.06	0.00	0.00
24.0000	07/09/2012 06/01/2011							
756109104	RLTY INC CORP COM	O	416.10	345.98	0.00	70.12	0.00	0.00
10.0000	07/10/2012 06/01/2011							
002824100	ABBOTT LABORATORIES	ABT	2,199.13	1,764.47	0.00	434.66	0.00	0.00
34.0000	07/26/2012 06/01/2011							
136069101	CDN IMPERIAL BK COMM TORONTO ONT COM STKCOM	CM	1,281.10	1,467.09	0.00	-185.99	0.00	0.00
18.0000	07/26/2012 06/01/2011							
253868103	DIGITAL RLTY TR INC COM	DLR	304.05	254.97	0.00	49.08	0.00	0.00
4.0000	07/26/2012 06/10/2011							

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					Stocks Bonds, etc.					Tax		
749685103				RPM INTERNATIONAL INC COM	RPM							
16.0000		07/26/2012	06/01/2011		422.36		378.49	0.00	43.87	0.00	0.00	0.00
749685103				RPM INTERNATIONAL INC COM	RPM							
32.0000		07/27/2012	06/01/2011		847.44		756.98	0.00	90.46	0.00	0.00	0.00
749685103				RPM INTERNATIONAL INC COM	RPM							
24.0000		07/30/2012	06/01/2011		634.73		567.73	0.00	67.00	0.00	0.00	0.00
749685103				RPM INTERNATIONAL INC COM	RPM							
15.0000		07/31/2012	06/01/2011		396.67		354.83	0.00	41.84	0.00	0.00	0.00
064149107				BANK N S HALIFAX COM STK	BNS							
65.0000		08/15/2012	06/01/2011		3,412.28		3,963.37	0.00	-551.09	0.00	0.00	0.00
29250N105				ENBRIDGE INC COM	ENB							
39.0000		08/15/2012	06/03/2011		1,553.84		1,255.75	0.00	298.09	0.00	0.00	0.00
29250N105				ENBRIDGE INC COM	ENB							
23.0000		08/16/2012	06/03/2011		915.12		740.57	0.00	174.55	0.00	0.00	0.00
29250N105				ENBRIDGE INC COM	ENB							
20.0000		08/17/2012	06/03/2011		795.89		643.97	0.00	151.92	0.00	0.00	0.00
29250N105				ENBRIDGE INC COM	ENB							
12.0000		08/20/2012	06/03/2011		477.04		386.38	0.00	90.66	0.00	0.00	0.00

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2012 Tax Information Statement

Account Number: 23-46021
 Recipient's Tax ID Number: XX-XXX2506
 Recipient's Name and Address:
 THE PAMELA HOWARD FOUNDATION
 C/O STEADMAN H WESTERGAARD
 1 ROCKEFELLER PLZ. RM. 301
 NEW YORK, NY 10020

THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld		State Tax Withheld
				Stocks Bonds, etc.					Tax		
055348760	BCE INC COM NEW	10/02/2012	06/01/2011	BCE	1,849.38	1,672.46	0.00	176.92	0.00	0.00	0.00
42.0000											
749685103	RPM INTERNATIONAL INC COM	10/02/2012	06/01/2011	RPM	780.41	686.01	0.00	94.40	0.00	0.00	0.00
29.0000											
749685103	RPM INTERNATIONAL INC COM	10/03/2012	06/01/2011	RPM	406.37	354.83	0.00	51.54	0.00	0.00	0.00
15.0000											
94106L109	WASTE MGMT INC DEL	12/12/2012	06/01/2011	WM	2,792.08	3,215.52	0.00	-423.44	0.00	0.00	0.00
83.0000											
94106L109	WASTE MGMT INC DEL	12/13/2012	Various	WM	1,916.68	2,020.42	0.00	-103.74	0.00	0.00	0.00
57.0000											
94106L109	WASTE MGMT INC DEL	12/14/2012	07/28/2011	WM	469.98	469.33	0.00	0.65	0.00	0.00	0.00
14.0000											
Total Long Term 15% Sales					79,130.79	67,881.58	0.00	11,249.21	0.00	0.00	0.00

This is important tax information and is being furnished to you.

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
DUTCHESS LAND CONSERVANCY P.O. BOX 138 MILLBROOK, NY 12545	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	600.
ELSA MONTE DANCE CO. 481 8TH AVE NEW YORK, NY 10001	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	2,000.
EXCEPTIONAL EDUCATION OUTREACH 720 NE 69TH STREET #15W MIAMI, FL 33138	N/A	501(C)(3) EXEMPT ORGANIZATION	EDUCATION	500.
FLOATING THE APPLE 400 WEST 43RD STREET NEW YORK, NY 10128	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	500.
FOUNTAIN HOUSE 425 WEST 47TH ST NEW YORK, NY 10036	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	500.
FREEDOM INSTITUTE 515 MADISON AVE NEW YORK, NY 10022	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	5,000.
FRIENDS OF BAILEY ARBORETUM 194 BAYVILLE RD LATTINGTOWN, NY 11560	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	500.
INSTITUTE OF INTERNATIONAL EDUCATION 809 UNITED NATIONS PLAZA, 7TH FLOOR NEW YORK, NY 10017	N/A	501(C)(3) EXEMPT ORGANIZATION	EDUCATION	15,000.
INTERNATIONAL CENTER FOR JOURNALISTS 1616 H STREET NW, 3RD FLOOR WASHINGTON, DC 20006	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	25,000.
JEFFERSON AWARDS FOR PUBLIC SERVICE 100 WEST 10TH ST, SUITE 215 WILMINGTON, DE 19801	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	150.
Total from continuation sheets				97,650.

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
LINCOLN CENTER THEATER 150 WEST 65TH ST NEW YORK, NY 10023	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	2,500.
METROPOLITAN OPERA LINCOLN CENTER NEW YORK, NY 10023	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	9,000.
MUSEUM OF ART AND DESIGN 2 COLUMBUS CIRCLE NEW YORK, NY 10019	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	1,500.
NE UNIVERSITY DEVELOP. INFORMATION SYSTEMS 360 HUNTINGTON AVENUE BOSTON, MA 02115	N/A	501(C)(3) EXEMPT ORGANIZATION	EDUCATION	1,000.
NORTHEAST DUTCHESS FUND P.O. BOX 400 SHEFFIELD, MA 01257	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	1,000.
NY PRESBYTERIAN HOSPITAL 525 EAST 68TH STREET, BOX 123 NEW YORK, NY 10021	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	5,000.
OVERSEAS PRESS CLUB FOUNDATION 40 WEST 45TH ST NEW YORK, NY 10036	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	2,000.
OYSTER BAY SAILING FOUNDATION P.O. BOX 720 OYSTER BAY, NY 11771	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	1,000.
PAIGE GEORGE LITERARY FOUNDATION 3036 CHURCH ST PINE PLAINS, NY 12567	N/A	501(C)(3) EXEMPT ORGANIZATION	EDUCATION	500.
POMFRET SCHOOL 398 POMFRET STREET POMFRET, CT 06258	N/A	501(C)(3) EXEMPT ORGANIZATION	EDUCATION	3,000.
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
SCRIPPS HOWARD FOUNDATION P.O. BOX 5380 CINCINNATI, OH 45201	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	5,000.
SOCIETY OF MSKCC 1275 YORK AVE NEW YORK, NY 10065	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	1,000.
ST. BARTHOLOMEW'S CHURCH 109 EAST 50TH STREET NEW YORK, NY 10021	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	5,000.
ST. BERNARD'S SCHOOL 4 EAST 98TH STREET NEW YORK, NY 10029	N/A	501(C)(3) EXEMPT ORGANIZATION	EDUCATION	1,000.
THE ART STUDENT'S LEAGUE OF NY 215 WEST 57TH STREET NEW YORK, NY 10019	N/A	501(C)(3) EXEMPT ORGANIZATION	EDUCATION	2,000.
THE CARY INSTITUTE P.O. BOX AB MILLBROOK, NY 12545	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	500.
THE FUND FOR PARK AVENUE 445 PARK AVENUE, STE 1000 NEW YORK, NY 10022	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	500.
THE MILLBROOK HUNT 1 MILLBROOK LANE MILLBROOK, NY 12545	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	500.
THE SEAMAN'S CHURCH INSTITUTE 241 WALKER STREET NEW YORK, NY 10038	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	500.
THE WATERFRONT CENTER 1 WEST END AVENUE OYSTER BAY, NY 11771	N/A	501(C)(3) EXEMPT ORGANIZATION	EDUCATION	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
THEODORE ROOSEVELT SANCTUARY 134 COVE ROAD OYSTER BAY, NY 11771	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	500.
TRINITY COLLEGE 300 SUMMIT STREET HARTFORD, CT 06106	N/A	501(C)(3) EXEMPT ORGANIZATION	EDUCATION	1,000.
UNION COLLEGE 807 UNION STREET SCHENECTADY, NY 12308	N/A	501(C)(3) EXEMPT ORGANIZATION	EDUCATION	1,000.
VICTOR SALVI FOUNDATION 168 N. OGDEN AVE CHICAGO, IL 60607	N/A	501(C)(3) EXEMPT ORGANIZATION	GENERAL PURPOSE	1,900.
Total from continuation sheets				

FORM 990-PF		DIVIDENDS AND INTEREST FROM SECURITIES		STATEMENT	1
SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT		
FROM K-1 POWERSHARES DB COMMODITY INDEX TRACKING FUND NORTHERN TRUST #23-46021	59. 43,739.	0. 4,234.	59. 39,505.		
TOTAL TO FM 990-PF, PART I, LN 4	43,798.	4,234.	39,564.		

FORM 990-PF		OTHER INCOME		STATEMENT	2
DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME		
NORTHERN TRUST #23-54638 - NONDIVIDEND DISTRIBUTION	339.	0.			
TOTAL TO FORM 990-PF, PART I, LINE 11	339.	0.			

FORM 990-PF		ACCOUNTING FEES		STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
WTAS FEES	8,800.	0.		8,800.	
TO FORM 990-PF, PG 1, LN 16B	8,800.	0.		8,800.	

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	
NORTHERN TRUST #23-46021 - INVESTMENT FEES	4,931.	4,931.		0.	
FROM K-1 POWERSHARES DB COMMODITY INDEX TRACKING FUND	783.	783.		0.	

NORTHERN TRUST #23-46021 -

AGENCY FEES

2,267.

2,267.

0.

0.

0.

0.

0.

0.

0.

TO FORM 990-PF, PG 1, LN 16C

7,981.

7,981.

0.

FORM 990-PF

TAXES

STATEMENT

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NORTHERN TRUST #23-46021- FOREIGN TAXES PAID	884.	884.		0.
2011 FEDERAL BALANCE DUE	139.	0.		0.
2011 FEDERAL ESTIMATED PAYMENTS	2,500.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,523.	884.		0.

FORM 990-PF

OTHER EXPENSES

STATEMENT

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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
NYS FILING FEE	250.	0.		250.
TO FORM 990-PF, PG 1, LN 23	250.	0.		250.

FORM 990-PF

CORPORATE STOCK

STATEMENT

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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST #23-46021 - SEE ATTACHED	598,303.	923,658.
NORTHERN TRUST #23-54638 - SEE ATTACHED	200,003.	219,967.
NORTHERN TRUST #23-66180 - SEE ATTACHED	239,596.	240,821.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,037,902.	1,384,446.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST #23-46021 - SEE ATTACHED	304,820.	369,273.
TOTAL TO FORM 990-PF, PART II, LINE 10C	304,820.	369,273.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST #23-46021 - SEE ATTACHED	COST	297,249.	389,453.
TOTAL TO FORM 990-PF, PART II, LINE 13		297,249.	389,453.

FORM 990-PF	LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10	STATEMENT	10
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NAME OF CONTRIBUTOR	ADDRESS
PAMELA HOWARD	214 CENTRE ISLAND ROAD OYSTER BAY, NY 11771

Account Statement

December 1, 2012 - December 31, 2012

Account Number 23-46021
THE PHFFFOUNDATION, INC

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Mid Cap									
MFB NORTHERN MULTI-MANAGER MID CAP FUND (NMMCX)	\$11.890	3,818.25	\$45,398.99	\$28,723.38	\$16,675.61		\$370.37	0.8%	4.9%
SCRIPPS NETWORKS INTERACTIVE INC CL A COM STK (SNI)	57.920	9,324.00	540,046.08	253,096.77	286,949.31		4,475.52	0.8%	58.5%
Total Mid Cap			\$585,445.07	\$281,820.15	\$303,624.92		\$4,845.89	0.8%	63.4%
Equity Securities - Small Cap									
MFO DFA US SMALL CAP PORTFOLIO (DFSTX)	\$22.670	2,057.78	\$46,649.87	\$46,345.37	\$304.50		\$753.15	1.6%	5.1%
Total Small Cap			\$46,649.87	\$46,345.37	\$304.50		\$753.15	1.6%	5.1%
Equity Securities - International Developed									
MFB NORTHERN MULTI-MANAGER INTL EQUITY FUND (NMIEX)	\$9.560	14,910.54	\$142,544.76	\$150,000.00	(\$7,455.24)		\$2,654.08	1.9%	15.4%
Total International Region - USD			\$142,544.76	\$150,000.00	(\$7,455.24)		\$2,654.08	1.9%	15.4%
Total International Developed			\$142,544.76	\$150,000.00	(\$7,455.24)		\$2,654.08	1.9%	15.4%
Equity Securities - International Emerging									
MFB NORTHERN FDS MULTI-MANAGER EMERGING MKTS EQUITY FD (NMMEX)	\$19.180	7,769.45	\$149,018.05	\$120,137.03	\$28,881.02		\$1,771.43	1.2%	16.1%
Total Emerging Markets Region USD			\$149,018.05	\$120,137.03	\$28,881.02		\$1,771.43	1.2%	16.1%
Total International Emerging			\$149,018.05	\$120,137.03	\$28,881.02		\$1,771.43	1.2%	16.1%

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Account Statement

December 1, 2012 - December 31, 2012

Account Number 23-46021
THE PHFFFOUNDATION.INC

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Total Equity Securities			\$923,657.75	\$598,302.55	\$325,355.20		\$10,024.55	1.1%	100.0%

Fixed Income Securities - Corporate/ Government

Funds									
MFB NORTHERN HIGH YIELD FIXED INCOME FUND (NHFX)	\$7.550	10,590.27	\$79,956.53	\$66,121.00	\$13,835.53		\$5,570.48	7.0%	21.7%
MFC SHARES IBOXX INVT GRADE GROUP BOND FUND (LQD)	120.990	2,100.00	254,079.00	204,624.00	49,455.00		9,720.90	3.8%	68.8%
Total Corporate/ Government			\$334,035.53	\$270,745.00	\$63,290.53		\$15,291.38	4.6%	90.5%

Fixed Income Securities - Other Bonds

Funds									
MFC FLEXSHARES TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD TR IBOXX 3 YR TARGET DURATION TIPS INDEX FD (IDIT)	\$25.520	680.00	\$17,353.60	\$17,047.60	\$306.00	\$4.41	\$391.68	2.3%	4.7%
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD IBOXX 5 YR TARGET DURATION TIPS INDEX FD\ (IDTF)	26.300	680.00	17,884.00	17,027.20	856.80	67.84	402.56	2.3%	4.8%
Total Other Bonds			\$35,237.60	\$34,074.80	\$1,162.80	\$72.25	\$794.24	2.3%	9.5%

Total Fixed Income Securities

			\$369,273.13	\$304,819.80	\$64,453.33	\$72.25	\$16,085.62	4.4%	100.0%
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Northern Trust

Account Statement

December 1, 2012 - December 31, 2012

Account Number 23-46021
THE PHFFFOUNDATION INC

Portfolio Details (continued)

	Market Price	Units	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Commodities - Commodities									
MFC FLEXSHARES TR MORNINGSTAR GLOBAL UPSTREAM NAT RES INDEX FD (GUNR)	\$35.620	640.00	\$22,796.80	\$22,118.08	\$678.72	\$235.46	\$235.52	1.0%	5.9%
MFC SPDR GOLD TR GOLD SHS (GLD)	162.010	1,586.00	256,947.86	157,776.08	99,171.78				66.0%
Total Global Region - USD			\$279,744.66	\$179,894.16	\$99,850.50	\$235.46	\$235.52	0.1%	71.8%
MFC POWERSHARES DB COMMODITY INDEX TRACKING FD UNIT BEN INT (DBC)	27.780	3,300.00	91,674.00	91,694.00	(20.00)		2,508.00	2.7%	23.5%
Funds									
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTI (PCRIX)	6.640	2,716.03	18,034.43	25,660.69	(7,626.26)		478.02	2.7%	4.6%
Total Commodities			\$389,453.09	\$297,248.85	\$92,204.24	\$235.46	\$3,221.54	0.8%	100.0%
Total Commodities			\$389,453.09	\$297,248.85	\$107,821.14	\$235.46	\$3,221.54	0.8%	100.0%

Account Statement

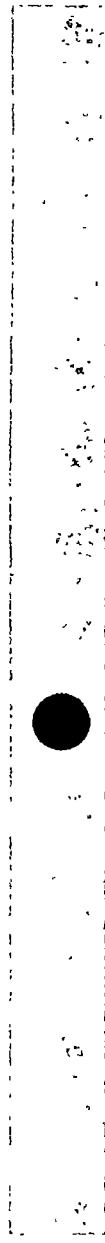
December 1, 2012 - December 31, 2012

Account Number 23-54638
THE PHFFFOUNDATION, INC-B&G

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
ABBOTT LABORATORIES, COMMON STOCK, NO PAR (ABT)	\$65.500	99.00	\$6,484.50	\$5,137.74	\$1,346.76		\$55.44	0.9%	2.9%
ALTRIA GROUP INC COM (MO)	31.420	155.00	4,870.10	4,346.08	524.02	68.20	272.80	5.6%	2.2%
AT&T INC COM (T)	33.710	103.00	3,472.13	3,230.86	241.27		185.40	5.3%	1.6%
AUTOMATIC DATA PROCESSING INC COM (ADP)	57.010	73.00	4,161.73	4,016.72	145.01	31.75	127.02	3.1%	1.9%
BAXTER INTL INC COMMON STOCK (BAX)	66.660	61.00	4,066.26	3,631.37	434.89	27.45	109.80	2.7%	1.8%
BLACKROCK INC COM STK (BLK)	206.710	24.00	4,961.04	3,948.63	1,012.41		144.00	2.9%	2.3%
BRISTOL MYERS SQUIBB CO COMMON STOCK (BMY)	32.590	183.00	5,963.97	5,237.50	726.47		256.20	4.3%	2.7%
CHEVRON CORP COM (CVX)	108.140	37.00	4,001.18	3,767.32	233.86		133.20	3.3%	1.8%
CISCO SYSTEMS INC COMMON STOCK (CSCO)	19.650	249.00	4,892.85	4,932.94	(40.09)		139.44	2.9%	2.2%
COCA COLA CO COM (KO)	36.250	136.00	4,930.00	4,650.49	279.51		138.72	2.8%	2.2%
EMERSON ELECTRIC CO COM (EMR)	52.960	109.00	5,772.64	5,775.50	(2.86)		178.76	3.1%	2.6%
GENERAL ELECTRIC CO (GE)	20.990	277.00	5,814.23	5,972.86	(158.63)	52.63	210.52	3.6%	2.6%
H J HEINZ (HNZ)	57.680	132.00	7,613.76	7,085.00	528.76		271.92	3.6%	3.5%
HCP INC COM REIT (HCP)	45.180	108.00	4,879.44	4,026.62	852.82		216.00	4.4%	2.2%
HEALTH CARE REIT INC COM (HCN)	61.290	86.00	5,270.94	4,469.24	801.70		254.56	4.8%	2.4%
INTEL CORP COM (INTC)	20.630	285.00	5,879.55	6,284.91	(405.36)		256.50	4.4%	2.7%

Continued on next page.



Account Statement

December 1, 2012 - December 31, 2012

Account Number 23-54638
THE PHFFFOUNDATION.INC-B&G

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
JOHNSON & JOHNSON COM USD1 (JNJ)	70.100	80.00	5,608.00	5,368.59	239.41		195.20	3.5%	2.5%
KIMBERLY-CLARK CORP. COMMON STOCK \$5 PAR (KMB)	84.430	75.00	6,332.25	5,107.08	1,225.17	55.50	222.00	3.5%	2.9%
KINDER MORGAN INC DEL COM (KMI)	35.330	202.00	7,136.66	5,597.88	1,538.78		113.12	1.6%	3.2%
KRAFT FOODS GROUP INC COM (KRFT)	45.470	111.00	5,047.17	5,099.85	(52.68)	55.50	222.00	4.4%	2.3%
MATTEL INC COM STOCK \$1.00 PAR (MAT)	36.620	151.00	5,529.62	4,014.34	1,515.28		187.24	3.4%	2.5%
MC DONALDS CORP. COMMON STOCK, NO PAR (MCD)	88.210	103.00	9,085.63	8,412.45	673.18		317.24	3.5%	4.1%
MERCK & CO INC NEW COM (MRK)	40.940	57.00	2,333.58	2,015.33	318.25	24.51	98.04	4.2%	1.1%
NEXTERA ENERGY INC COM (NEE)	69.190	32.00	2,214.08	1,834.53	379.55		76.80	3.5%	1.0%
PHILIP MORRIS INTL COM STK NPV (PM)	83.640	79.00	6,607.56	5,609.15	998.41	67.15	268.60	4.1%	3.0%
PRAXAIR INC COMMON STOCK (PX)	109.450	43.00	4,706.35	4,516.22	190.13		94.60	2.0%	2.1%
PROCTER & GAMBLE COM NPV (PG)	67.890	81.00	5,499.09	4,718.53	780.56		182.09	3.3%	2.5%
SOUTHERN CO COMMON STOCK, \$5 PAR (SO)	42.810	124.00	5,308.44	4,956.59	351.85		243.04	4.6%	2.4%
UNITED TECHNOLOGIES CORP COM (UTX)	82.010	76.00	6,232.76	5,786.45	446.31		162.64	2.6%	2.8%
WILLIAMS COMPANY INC COMMON STOCK \$1 PAR (WMB)	32.740	211.00	6,908.14	6,222.91	685.23		274.30	4.0%	3.1%
Total Large Cap			\$161,583.65	\$145,773.68	\$15,809.97	\$382.69	\$5,407.19	3.5%	73.5%

Continued on next page.



Account Statement

December 1, 2012 - December 31, 2012

Account Number 23-54638.
THE PHIFFOUNDATION.INC-B&G

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Mid Cap									
ANALOG DEVICES INC. COMMON STOCK \$.16 2/3 PAR (ADI)	\$42.060	136.00	\$5,720.16	\$5,272.74	\$447.42		\$163.20	2.9%	2.6%
DIGITAL RLTY TR INC COM (DLR)	67.890	76.00	5,159.64	4,783.70	375.94	55.48	221.92	4.3%	2.3%
GALLAGHER ARTHUR J & CO COM (AJG)	34.650	96.00	3,326.40	3,434.66	(108.26)		130.56	3.9%	1.5%
GENUINE PARTS CO COM (GPC)	63.580	65.00	4,132.70	3,533.07	599.63	32.17	128.70	3.1%	1.9%
NATIONAL RETAIL PTYS INC COM STK (NIN)	31.200	104.00	3,244.80	2,643.42	601.38		164.32	5.1%	1.5%
ONEOK INC COM STK (OKE)	42.750	148.00	6,327.00	5,259.50	1,067.50		195.36	3.1%	2.9%
REALTY INCOME CORP COM (O)	40.210	52.00	2,090.92	1,812.14	278.78	7.89	94.69	4.5%	1.0%
RPM INTERNATIONAL INC (RPM)	29.360	120.00	3,523.20	2,838.66	684.54		108.00	3.1%	1.6%
Total Mid Cap			\$33,524.82	\$29,577.89	\$3,946.93	\$95.54	\$1,206.75	3.6%	15.2%
Equity Securities - International Developed									
BANK N S HALIFAX COM STK (BNS)	\$57.880	68.00	\$3,935.84	\$4,146.29	(\$210.45)	\$39.09	\$156.40	4.0%	1.8%
BCE INC COM NEW (BCE)	42.940	112.00	4,809.28	4,459.91	349.37	63.57	254.24	5.3%	2.2%
CANADIAN IMPERIAL BK COMM TORONTO ONT COM STK (CM)	80.610	28.00	2,257.08	2,282.15	(25.07)	26.54	106.18	4.7%	1.0%
CRESCENT POINT ENERGY CORP COM (CSCIF)	37.820	58.00	2,193.56	2,751.43	(557.87)	13.53	162.46	7.4%	1.0%
VERMILION ENRGY INC COM (VEMIF)	52.280	51.00	2,666.28	2,661.43	4.85	9.83	118.01	4.4%	1.2%
Total Canada - USD			\$15,862.04	\$16,301.21	(\$439.17)	\$152.56	\$797.29	5.0%	7.2%

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December 1, 2012 - December 31, 2012

Account Number 23-54638
THE PHFFFOUNDATION.INC-B&G

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
NOVARTIS AG (NVS)	63.300	81.00	5,127.30	4,496.61	630.69		170.59	3.3%	2.3%
Total Switzerland - USD			\$5,127.30	\$4,496.61	\$630.69		\$170.59	3.3%	2.3%
GLAXOSMITHKLINE PLC SPONSORED ADR (GSK)	43.470	89.00	3,868.83	3,853.13	15.70	51.52	206.39	5.3%	1.8%
Total United Kingdom - USD			\$3,868.83	\$3,853.13	\$15.70	\$51.52	\$206.39	5.3%	1.8%
Total International Developed			\$24,858.17	\$24,650.95	\$207.22	\$204.08	\$1,174.27	4.7%	11.3%
Total Equity Securities			\$219,966.64	\$200,002.52	\$19,964.12	\$682.31	\$7,988.21	3.6%	100.0%



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Account Statement

December 1, 2012 - December 31, 2012

Account Number 23-66180.
THE PHFFFOUNDATION, INC - JEN

Portfolio Details

Equity Securities - Large Cap									
	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
ABBOTT LABORATORIES COMMON STOCK, NO PAR (ABT)	\$65.500	35.00	\$2,292.50	\$2,467.44	(\$174.94)		\$19.60	0.9%	1.0%
ALEXION PHARMACEUTICALS INC COM (ALXN)	93.810	40.00	3,752.40	3,486.85	265.55				1.6%
ALLERGAN INC COM STOCK (AGN)	91.730	44.00	4,036.12	4,124.56	(88.44)		8.80	0.2%	1.7%
AMAZON COM INC COM (AMZN)	251.140	30.00	7,534.20	6,763.21	770.99				3.1%
AMERICAN TOWER CORP (AMT)	77.270	43.00	3,322.61	2,895.19	427.42		41.28	1.2%	1.4%
ANADARKO PETROLEUM CORP COMMON STOCK (APC)	74.310	33.00	2,452.23	2,277.99	174.24		11.88	0.5%	1.0%
APPLE INC COM STK (AAPL)	533.030	27.00	14,391.81	15,411.96	(1,020.15)		286.20	2.0%	6.0%
AVAGO TECHNOLOGIES LTD (AVGO)	31.660	61.00	1,931.26	1,943.71	(12.45)		41.48	2.1%	0.8%
BIOGEN IDEC INC COM STK (BIIB)	146.670	24.00	3,520.08	3,389.89	130.19				1.5%
BOEING CO COM (BA)	75.360	37.00	2,788.32	2,813.11	(24.79)		71.78	2.6%	1.2%
BRISTOL MYERS SQUIBB CO COMMON STOCK (BMY)	32.590	37.00	1,205.83	1,241.87	(36.04)		51.80	4.3%	0.5%
BROADCOM CORP CL A (BRCM)	33.210	69.00	2,291.49	2,318.41	(26.92)		27.60	1.2%	1.0%
COACH INC COM (COH)	55.510	60.00	3,330.60	4,008.63	(678.03)		72.00	2.2%	1.4%
COSTCO WHOLESALE CORP NEW COM (COST)	98.770	44.00	4,345.88	3,726.17	619.71		48.40	1.1%	1.8%
CROWN CASTLE INTL CORP COM STK (CCI)	72.160	35.00	2,525.60	2,084.86	440.74				1.0%

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December 1, 2012 - December 31, 2012

Account Number 23-66180
THE PHFFFOUNDATION, INC - JEN

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
EBAY INC COM USD0.001 (EBAY)	51.020	71.00	3,622.42	3,507.30	115.12				1.5%
FMC CORP COM (FMC)	25.300	177.00	4,478.10	4,851.53	(373.43)				1.9%
ESTEE LAUDER COMPANIES INC CL A USD0.01 (EL)	59.860	70.00	4,190.20	4,296.17	(105.97)		50.40	1.2%	1.7%
EXPRESS SCRIPTS HDG CO COM (ESRX)	54.000	66.00	3,564.00	3,620.36	(56.36)				1.5%
FACEBOOK INC CL A (FB)	26.630	124.00	3,302.12	3,636.96	(334.84)				1.4%
GILEAD SCIENCES INC (GILD)	73.450	41.00	3,011.45	2,815.17	196.28				1.3%
GOLDMAN SACHS GROUP INC COM (GS)	127.560	20.00	2,551.20	2,201.00	350.20		40.00	1.6%	1.1%
GOOGLE INC CL A (GOOG)	709.370	12.00	8,512.44	7,663.23	849.21				3.5%
INTERNATIONAL BUSINESS MACHS CORP COM (IBM)	191.550	23.00	4,405.65	4,640.83	(235.18)		78.20	1.8%	1.8%
INTUIT COM (INTU)	59.500	42.00	2,499.00	2,433.46	65.54		28.56	1.1%	1.0%
LULULEMON ATHLETICA INC COM (LULU)	76.230	55.00	4,192.65	4,139.64	53.01				1.7%
MASTERCARD INC CL A (MA)	491.280	20.00	9,825.60	8,738.20	1,087.40		24.00	0.2%	4.1%
MEAD JOHNSON NUTRITION COM USD0.01 (MJN)	65.890	0.00	0.00		0.00	6.30			
MFC ISHARES TR RUSSELL 1000 GROWTH INDEXFD (IWF)	65.490	73.00	4,780.77	4,722.83	57.94		79.13	1.7%	2.0%
MONDELEZ INTL INC COM (MDLZ)	25.470	116.00	2,954.52	3,135.71	(181.19)	15.08	60.32	2.0%	1.2%
MONSANTO CO NEW COM (MON)	94.650	52.00	4,921.80	3,862.09	1,059.71		78.00	1.6%	2.0%

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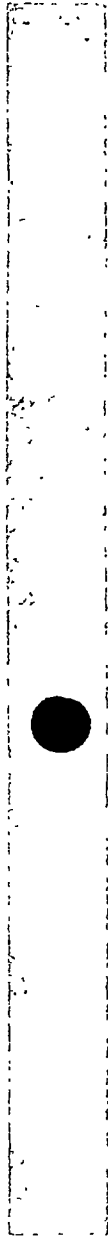
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Account Number 23-66180
THE PHFF FOUNDATION, INC - JEN

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
MORGAN STANLEY COM STK USD001 (MS)	19.120	195.00	3,728.40	3,571.57	156.83		39.00	1.0%	1.5%
NIKE INC CL B CL B (NKE)	51.600	76.00	3,921.60	4,126.37	(204.77)		31.92	0.8%	1.6%
PRECISION CASTPARTS CORP COM (PCP)	189.420	29.00	5,493.18	5,012.65	480.53		3.48	0.1%	2.3%
PRICELINE COM INC COM NEW STK (PCN)	621.200	7.00	4,348.40	5,025.33	(676.93)				1.8%
QUALCOMM INC COM (QCOM)	62.020	26.00	1,612.52	1,614.34	(1.82)		26.00	1.6%	0.7%
RALPH LAUREN CORP CL A CL A (RL)	149.920	25.00	3,748.00	4,164.01	(416.01)		40.00	1.1%	1.6%
SALESFORCE COM INC COM STK (CRM)	168.100	33.00	5,547.30	5,028.71	518.59				2.3%
SCHLUMBERGER LTD COM COM (SLB)	69.290	33.00	2,286.57	2,382.74	(96.17)		36.30	1.6%	0.9%
STARBUCKS CORP COM (SBUX)	53.620	23.00	1,233.26	1,222.22	11.04		19.32	1.6%	0.5%
TJX COS INC COMMON NEW (TJX)	42.450	104.00	4,414.80	4,446.91	(32.11)		47.84	1.1%	1.8%
UNION PAC CORP COM (UNP)	125.720	32.00	4,023.04	3,642.24	380.80	22.08	88.32	2.2%	1.7%
UNITED TECHNOLOGIES CORP COM (UTX)	82.010	42.00	3,444.42	3,322.24	122.18		89.88	2.6%	1.4%
UNITEDHEALTH GROUP INC COM (UNH)	54.240	35.00	1,898.40	1,937.95	(39.55)		29.75	1.6%	0.8%
VMWARE INC CL A COM CL A COM (VMW)	94.140	39.00	3,671.46	4,139.09	(467.63)				1.5%
WALT DISNEY CO (DIS)	49.790	53.00	2,638.87	2,324.32	314.55		39.75	1.5%	1.1%
WHOLE FOODS MKT INC COM (WFM)	91.330	45.00	4,109.85	4,055.85	54.00		4.50	0.1%	1.7%
YUM BRANDS INC COM (YUM)	66.400	55.00	3,652.00	3,856.88	(204.88)		73.70	2.0%	1.5%
Total Large Cap			\$186,304.92	\$183,091.75	\$3,213.17	\$43.46	\$1,689.19	0.9%	77.4%

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Account Number 23-66180
THE PHFFFOUNDATION, INC - JEN

Portfolio Details (continued)

Equity Securities - Mid Cap									
	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
CHIPOTLE MEXICAN GRILL INC COM STK (CMG)	\$297.460	11.00	\$3,272.06	\$4,455.40	(\$1,183.34)				1.4%
CONCHO RES INC COM STK (CXO)	80.560	21.00	1,691.76	1,965.39	(273.63)				0.7%
DUNKIN BRANDS GROUP INC COM (DNKN)	33.180	75.00	2,488.50	2,442.75	45.75		45.00	1.8%	1.0%
FAMILY DLR STORES INC COM (FDO)	63.410	28.00	1,775.48	1,891.49	(116.01)		23.52	1.3%	0.7%
ILLUMINA INC COM (ILMN)	55.590	38.00	2,112.42	1,768.81	343.61				0.9%
LINKEDIN CORP CL A (LNKD)	114.820	41.00	4,707.62	4,610.86	96.76				2.0%
MICHAEL KORS HOLDINGS LTD COM NPV (KORS)	51.030	66.00	3,367.98	2,913.99	453.99				1.4%
PERRIGO CO COM (PRGO)	104.030	11.00	1,144.33	1,248.26	(103.93)		3.96	0.3%	0.5%
RACKSPACE HOSTING INC COM STK (RAX)	74.270	38.00	2,822.26	1,924.85	897.41				1.2%
RED HAT INC COM (RHT)	52.960	77.00	4,077.92	4,524.52	(446.60)				1.7%
TERADATA CORP DEL COM STK (TDC)	61.890	23.00	1,423.47	1,646.81	(223.34)				0.6%
TESLA MTRS INC COM (TSLA)	33.870	42.00	1,422.54	1,359.94	62.60				0.6%
TRANSDIGM GROUP INC COM (TDG)	136.360	10.00	1,363.60	1,233.31	130.29				0.6%
VERTEX PHARMACEUTICALS INC COM (VRTX)	41.940	75.00	3,145.50	4,023.65	(878.15)				1.3%
Total Mid Cap			\$34,815.44	\$36,010.03	(\$1,194.59)		\$72.48	0.2%	14.5%

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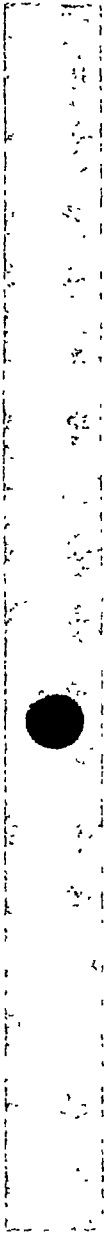
December 1, 2012 - December 31, 2012

Account Number 23-66180
THE PHFFFOUNDATION, INC - JEN

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - International Developed									
NOVO-NORDISK A S ADR (NVO)	\$163.210	28.00	\$4,569.88	\$4,169.56	\$400.32		\$51.30	1.1%	1.9%
Total Denmark - USD			\$4,569.88	\$4,169.56	\$400.32		\$51.30	1.1%	1.9%
ARM HILDS PLC SPONSORED ISIN US0420481048 [ARMH]	37.830	63.00	2,383.29	1,593.44	789.85		9.89	0.4%	1.0%
BURBERRY GROUP PLC SPONSORED (BURBY)	40.780	44.00	1,794.32	2,167.88	(373.56)	10.32	34.14	1.9%	0.7%
SHIRE PLC ADR (SHPG)	92.180	45.00	4,148.10	4,399.20	(251.10)		20.70	0.5%	1.7%
Total United Kingdom - USD			\$8,325.71	\$8,160.52	\$165.19	\$10.32	\$64.74	0.8%	3.5%
Total International Developed			\$12,895.59	\$12,330.08	\$565.51	\$10.32	\$116.03	0.9%	5.4%
Equity Securities - International Emerging									
BAIDU INC SPONSORED ADR (BIDU)	\$100.290	45.00	\$4,513.05	\$5,782.95	(\$1,269.90)				1.9%
YOUKU TUDOU INC (YOKU)	18.240	14.00	255.36	331.10	(75.74)				0.1%
Total China - USD			\$4,768.41	\$6,114.05	(\$1,345.64)		\$0.00	0.0%	2.0%
Total International Emerging			\$4,768.41	\$6,114.05	(\$1,345.64)				2.0%
Equity Securities - Other Equity									
SPLUNK INC COMSTK COM USD0.001 [SPLK]	\$29.020	42.00	\$1,218.84	\$1,301.03	(\$82.19)				0.5%
WORKDAY INC CL A COM USD0.001 [WDAY]	54.500	15.00	817.50	748.57	68.93				0.3%
Total Other Equity			\$2,036.34	\$2,049.60	(\$13.26)				0.8%

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December 1, 2012 - December 31, 2012

Account Number 23-66180
THE PHFFFOUNDATION, INC - JEN

Portfolio Details (continued)

Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Annual Income	Estimated Yield	% of Assets
Total Equity Securities		\$240,820.70	\$239,595.51	\$1,225.19	\$53.78	\$1,877.70	0.8%	100.0%



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