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Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

2012

Department of the Treasury
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation **34-15C066293768 TTEE EDUCATIONAL ALLIANCE INC**

UW HS

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

TWO COURT SQUARE, 8TH FLOOR

City or town, state, and ZIP code

LONG ISLAND CITY, NY 11120

G Check all that apply:

☐ Initial return ☐ Initial return of a former public charity

☐ Final return ☐ Amended return

☒ Address change ☐ Name change

H Check type of organization ☒ Section 501(c)(3) exempt private foundation

☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 713,412.**

J Accounting method: ☒ Cash ☐ Accrual

☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

2 Foreign organizations meeting the 85% test, check here and attach computation ☐

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

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

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) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)				
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	12,140.	12,241.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	18,249.			
b	Gross sales price for all assets on line 6a	224,179.			
7	Capital gain net income (from Part IV, line 2)		18,283.		
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) (attach schedule)				
11	Other income (attach schedule)				
12	Total Add lines 1 through 11	30,389.	30,524.		
13	Compensation of officers, directors, trustees, etc	9,892.	4,946.		4,946.
14	Other employee salaries and wages		NONE	NONE	
15	Pension plans, employee benefits		NONE	NONE	
16a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)				
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT. 2	605.			
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings		NONE	NONE	
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT. 3	230.			230.
24	Total operating and administrative expenses. Add lines 13 through 23	10,727.	4,946.	NONE	5,176.
25	Contributions, gifts, grants paid	26,626.			26,626.
26	Total expenses and disbursements Add lines 24 and 25	37,353.	4,946.	NONE	31,802.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	-6,964.			
b	Net investment income (if negative, enter -0-)		25,578.		
c	Adjusted net income (if negative, enter -0-)				

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	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	9,498.	15,387.	15,387.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S. and state government obligations (attach schedule) .			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis Less: accumulated depreciation ▶ (attach schedule)			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 4	713,412.	565,335.	698,025.
	14	Land, buildings, and equipment: basis Less: accumulated depreciation ▶ (attach schedule)			
15	Other assets (describe ▶)				
16	Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	722,910.	580,722.	713,412.	
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐				
	and complete lines 24 through 26 and lines 30 and 31.				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	588,980.	579,658.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .		1,064.	
	30	Total net assets or fund balances (see instructions)	588,980.	580,722.	
31	Total liabilities and net assets/fund balances (see instructions)	588,980.	580,722.		

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	588,980.
2	Enter amount from Part I, line 27a	2	-6,964.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 5	3	55.
4	Add lines 1, 2, and 3	4	582,071.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 6	5	1,349.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	580,722.

Form **990-PF** (2012)

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 PUBLICLY TRADED SECURITIES					
b					
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 224,179.		205,896.	18,283.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a			18,283.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	18,283.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	29,498.	667,872.	0.044167
2010	29,735.	642,953.	0.046248
2009	27,183.	600,554.	0.045263
2008	14,921.	646,566.	0.023077
2007			

2 Total of line 1, column (d)	2	0.158755
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	0.039689
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	693,072.
5 Multiply line 4 by line 3	5	27,507.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	256.
7 Add lines 5 and 6	7	27,763.
8 Enter qualifying distributions from Part XII, line 4 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	8	31,802.

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	256.
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	
3 Add lines 1 and 2		3	256.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	256.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	384.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	384.	
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	128.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 128. Refunded ☒ 11	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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 ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
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?		N/A
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

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?	13	X	
Website address N/A				
14	The books are in care of SEE STATEMENT 7 Telephone no ZIP+4			
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		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country SEE STATEMENT 7				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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes	☒ No
If "Yes," list the years SEE STATEMENT 7		
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.)	2b	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. SEE STATEMENT 7		
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)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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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)? (see instructions) ☐ 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 **5b** N/A

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

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No **6a** N/A

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **6b** X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b** N/A

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 (see instructions).**

(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
CITIBANK, N.A. TWO COURT SQUARE, 8TH FLOOR, LONG ISLAND CITY, NY 111	TTEE, AS REQ'D	9,892.	- 0 -	- 0 -

2 Compensation of five highest-paid employees (other than those included on line 1 - see instructions). 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		NONE	NONE	NONE

Total number of other employees paid over \$50,000 ☐ **NONE**

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 NONE	
2	
3	
4	

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	682,518.
b	Average of monthly cash balances	1b	21,108.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	703,626.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	703,626.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	10,554.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	693,072.
6	Minimum investment return. Enter 5% of line 5	6	34,654.

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	34,654.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	256.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	256.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	34,398.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	34,398.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	34,398.

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	31,802.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	31,802.
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 (see instructions)	5	256.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	31,546.

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				34,398.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			24,995.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>31,802.</u>				
a Applied to 2011, but not more than line 2a			24,995.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				6,807.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				27,591.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i).					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000). (See section 507(d)(2).)

NONE

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

NONE

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

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

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

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

c Any submission deadlines.

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

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

<div>Recipient</div> <div>Name and address (home or business)</div>	<div>If recipient is an individual, show any relationship to any foundation manager or substantial contributor</div>	<div>Foundation status of recipient</div>	<div>Purpose of grant or contribution</div>	<div>Amount</div>
a Paid during the year THE EDUCATIONAL ALLIANCE INC 197 EAST BROADWAY NEW YORK NY 10002	NONE	N/A	UNRESTRICTED GIFT	26,626.
Total			▶ 3a	26,626.
b Approved for future payment				
Total			▶ 3b	

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST	12,140.	12,241.
	-----	-----
TOTAL	12,140.	12,241.
	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
ESTIMATES	384.
PRIOR YEAR BALANCE DUE	221.

TOTALS	605.
	=====

FORM 990PF, PART I - OTHER EXPENSES
=====

REVENUE
AND
EXPENSES
PER BOOKS

CHARITABLE
PURPOSES

DESCRIPTION

NY PUB NOTICE
NY AG FILING FEE

130.
100.

130.
100.

TOTALS

230.
=====

230.
=====

FORM 990PF, PART II - OTHER INVESTMENTS

=====

DESCRIPTION	COST/ FMV C OR F	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	-----	---
SEE ATTACHED STATEMENT	C	713,412.	565,335.	698,025.
		-----	-----	-----
TOTALS		713,412.	565,335.	698,025.
		=====	=====	=====

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====DESCRIPTION
-----AMOUNT
-----ACCRUED MARKET DISCOUNT
USTREASURY ADJ

20.

35.

TOTAL

55.
=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

=====

DESCRIPTION

AMOUNT

PURCHASED ACCRUED INTEREST

8.

BROADCOM ADJ

42.

EATON GAIN ADJ

1,299.

TOTAL

1,349.

=====

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
=====

NAME: CITIBANK, N.A.

ADDRESS: TWO COURT SQUARE, 8TH FL
LONG ISLAND CITY, NY 11120

TELEPHONE NUMBER: (800) 770-8444

**SCHEDULE D
(Form 1041)**

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

► Attach to Form 1041, Form 5227, or Form 990-T.
► Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No 1545-0092

2012

Name of estate or trust

Employer identification number

34-15C066293768 TTEE EDUCATIONAL ALLIANCE INC

13-6053353

Note: Form 5227 filers need to complete *only* Parts I and II

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	704.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back	5	704.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					182.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	17,397.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back	12	17,579.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II**Caution:** Read the instructions before completing this part.

		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		704.
14	Net long-term gain or (loss):			
a	Total for year	14a		17,579.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		18,283.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of: a The loss on line 15, column (3) or b \$3,000	16	()
-----------	---	-----------	-----

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21	
22	Subtract line 21 from line 20. If zero or less, enter -0-	22	
23	Subtract line 22 from line 17. If zero or less, enter -0-	23	
24	Enter the smaller of the amount on line 17 or \$2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. ☐ No. Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ Yes. Skip lines 27 thru 30, go to line 31 ☐ No. Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (.15)	30	
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

Schedule D (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

▶ **Attach to Schedule D to list additional transactions for lines 1a and 6a.**

OMB No 1545-0092

2012

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Employer identification number

13-6053353

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	704.00
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

JSA
2F1221 2 000

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34-15C066293768

27 -

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side

Employer identification number

34-15C066293768 TTEE EDUCATIONAL ALLIANCE INC

13-6053353

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 105. ABBOTT LABS	08/17/2007	01/04/2012	5,919.00	5,471.00	448.00
7. AMAZON COM INC	05/02/2005	09/14/2012	1,840.00	231.00	1,609.00
65. BED BATH & BEYOND INC	01/10/2008	06/15/2012	4,724.00	1,688.00	3,036.00
30. BIOGEN IDEC INC	11/21/2003	06/14/2012	4,144.00	1,080.00	3,064.00
25. CVS CORPORATION (DEL)	12/08/2008	01/04/2012	1,042.00	723.00	319.00
75. CELGENE CORP 00	01/28/2011	06/14/2012	4,918.00	3,977.00	941.00
210. CISCO SYS INC	02/23/2001	07/10/2012	3,445.00	5,436.00	-1,991.00
115. CISCO SYS INC	02/23/2001	11/06/2012	2,015.00	2,977.00	-962.00
70. WALT DISNEY CO.	09/24/2003	06/20/2012	3,331.00	1,374.00	1,957.00
190. EATON CORP	09/07/2011	12/01/2012	9,862.00	8,564.00	1,298.00
140. EBAY INC	10/19/2007	01/04/2012	4,214.00	5,187.00	-973.00
95. EBAY INC	10/19/2007	06/14/2012	3,807.00	3,520.00	287.00
24000. FED NATL MTG ASSN 10/15/13	12/16/2009	06/05/2012	25,404.00	26,154.00	-750.00
2000. FEDL HOME LN MTG COR 2/25/14	05/25/2011	06/14/2012	2,035.00	2,024.00	11.00
2000. FEDL HOME LN MTG COR 2/25/14	05/25/2011	06/21/2012	2,034.00	2,024.00	10.00
2000. FEDL NATL MTG ASSN 10/26/15	05/25/2011	06/14/2012	2,065.00	1,991.00	74.00
65. HOME DEPOT INC	08/07/2008	01/04/2012	2,779.00	1,662.00	1,117.00
50. HOME DEPOT INC	08/07/2008	06/20/2012	2,633.00	1,148.00	1,485.00
75. MICROSOFT CORP	09/25/2003	06/20/2012	2,306.00	2,159.00	147.00
55. PROCTOR & GAMBLE CO	09/17/2003	05/09/2012	3,510.00	1,855.00	1,655.00
120. TEXAS INSTRS INC	09/25/2003	06/05/2012	3,267.00	2,810.00	457.00
28000. U S TREASURY NTS 11/15/18	12/16/2009	06/05/2012	33,007.00	29,139.00	3,868.00
2000. U S TREAS NTS 11/15/12	05/09/2011	06/21/2012	2,010.00	2,030.00	-20.00
9999.86559 U S TREAS NTS 11/15/12	05/09/2011	07/26/2012	10,037.00	10,151.00	-114.00
3000.13441 U S TREAS NTS 11/15/12	05/09/2011	07/26/2012	3,011.00	3,045.00	-34.00 *

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b

Schedule D-1 (Form 1041) 2012

Employer identification number

13-6053353

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	17,397.00
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* INDICATES WASH SALE

Schedule D-1 (Form 1041) 2012

FEDERAL CAPITAL GAIN DIVIDENDS

=====

LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

CLASS ACTION PROCEEDS

182.00

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

182.00

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

182.00

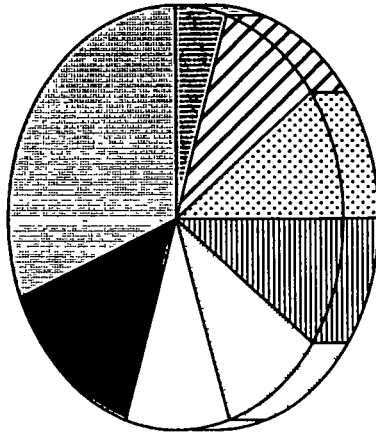
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Analysis Section (continued)

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Equity Industry Diversification



Industry Sector	Market Value
Information Technology	\$139,086.46
Consumer Discretionary	\$59,116.65
Industrials	\$44,353.16
Consumer Staples	\$43,885.40
Healthcare	\$43,160.65
Financials	\$41,483.40
Energy	\$41,237.02
Other	\$20,287.15
Total	\$432,609.89



Asset Detail Section

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Asset Detail

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
<i>U.S. Treasuries and Agencies</i>						
<i>U.S. Treasury Bonds and Notes</i>						
U.S. Treasury Notes 4.250% 11/15/13 CUSIP: 912828BR0	38,000.00	\$39,338.74	\$40,108.91	-\$770.17	\$1,615.00	5.51%
U.S. Treasury Notes 4.875% 8/15/16 CUSIP: 912828FQ8	17,000.00	\$19,677.50	\$17,334.77	\$2,342.73	\$828.75	2.76%
U.S. Treas Nts 3.000% 2/28/17 CUSIP: 912828MS6	34,000.00	\$37,400.00	\$37,063.43	\$336.57	\$1,020.00	5.24%
U.S. Treasury Notes 2.625% 11/15/20 CUSIP: 912828PC8	18,000.00	\$19,755.00	\$17,508.73	\$2,246.27	\$472.50	2.77%
U.S. Treas Nts 2.125% 8/15/21 CUSIP: 912828RC6	17,000.00	\$17,871.25	\$17,766.33	\$104.92	\$361.25	2.51%
		\$134,042.49	\$129,782.17	\$4,260.32	\$4,297.50	18.79%
<i>Government Agency Bonds/Notes</i>						
Fedl Home Ln Mtg Cor 1.375% 2/25/14 CUSIP: 3137EACR8	38,000.00	\$38,510.72	\$38,181.43	\$329.29	\$522.50	5.40%
Fedl Natl Mtg Assn 1.625% 10/26/15 CUSIP: 31398A4M1	33,000.00	\$34,138.83	\$32,705.79	\$1,433.04	\$536.25	4.79%
Fedl Natl Mtg Assn 2.375% 4/11/16 CUSIP: 3135G0BA0	28,000.00	\$29,758.68	\$29,547.28	\$211.40	\$665.00	4.17%
Fed Home Loan Mtg 1.750% 5/30/19 CUSIP: 3137EADG1	28,000.00	\$28,964.88	\$28,714.79	\$250.09	\$490.00	4.06%
		\$131,373.11	\$129,149.29	\$2,223.82	\$2,213.75	18.42%
Total U.S. Treasuries and Agencies		\$265,415.60	\$258,931.46	\$6,484.14	\$6,511.25	37.21%

Asset Detail Section (continued)**Statement of Value and Activity**

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized		Estimated Annual	Percent of Market
				Gain/Loss	Income		
Common Equity Securities							
Domestic Common Stocks							
Akamai Technologies Inc CUSIP: 00971T101	295.00	\$12,068.45	\$8,018.40	\$4,050.05	\$0.00		1.69%
Amazon Com Inc CUSIP: 023135106	68.00	\$17,059.16	\$2,245.34	\$14,813.82	\$0.00		2.39%
AMGEN Inc Com CUSIP: 031162100	70.00	\$6,034.00	\$3,065.60	\$2,968.40	\$131.60		0.85%
Apache Corp CUSIP: 037411105	125.00	\$9,812.50	\$12,781.34	-\$2,968.84	\$85.00		1.38%
Apple Incorporated CUSIP: 037833100	10.00	\$5,321.73	\$3,691.99	\$1,629.74	\$106.00		0.75%
Bed Bath & Beyond Inc Com CUSIP: 075896100	125.00	\$6,988.75	\$3,136.25	\$3,852.50	\$0.00		0.98%
Biogen IDEC Inc CUSIP: 09062X103	90.00	\$13,173.30	\$3,239.84	\$9,933.46	\$0.00		1.85%
Blackrock Inc CUSIP: 09247X101	60.00	\$12,402.60	\$8,188.69	\$4,213.91	\$360.00		1.74%
Broadcom Corp Com CUSIP: 111320107	270.00	\$8,966.70	\$8,742.37	\$224.33	\$108.00		1.26%
Cameron Intl Corp CUSIP: 13342B105	215.00	\$12,138.90	\$10,674.50	\$1,464.40	\$0.00		1.70%
Celgene Corp CUSIP: 151020104	185.00	\$14,516.95	\$9,013.56	\$5,503.39	\$0.00		2.03%
CISCO Systems Inc Com CUSIP: 17275R102	245.00	\$4,814.10	\$5,862.53	-\$1,048.43	\$137.20		0.67%
CITRIX Sys Inc Com CUSIP: 177376100	70.00	\$4,593.40	\$4,348.23	\$245.17	\$0.00		0.64%



Asset Detail Section (continued)**Statement of Value and Activity**

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
CME Group Inc CUSIP: 12572Q105	75.00	\$3,800.25	\$4,659.00	-\$858.75	\$135.00	0.53%
Coca Cola Co Com CUSIP: 191216100	270.00	\$9,787.50	\$5,821.16	\$3,966.34	\$275.40	1.37%
Comcast Corp New CL A Spl CUSIP: 20030N200	400.00	\$14,368.00	\$9,427.76	\$4,940.24	\$260.00	2.01%
Cvs/Caremark Corp CUSIP: 126650100	295.00	\$14,263.25	\$8,429.41	\$5,833.84	\$265.50	2.00%
Deere & Co. CUSIP: 244199105	70.00	\$6,049.40	\$5,771.87	\$277.53	\$128.80	0.85%
E M C Corp Mass Com CUSIP: 268648102	290.00	\$7,337.00	\$6,994.19	\$342.81	\$0.00	1.03%
Ebay Inc CUSIP: 278642103	310.00	\$15,809.29	\$7,308.98	\$8,500.31	\$0.00	2.22%
EOG Resources Inc CUSIP: 26875P101	65.00	\$7,851.35	\$4,842.38	\$3,008.97	\$44.20	1.10%
Express Scripts Inc CUSIP: 30219G108	125.00	\$6,750.00	\$6,149.05	\$600.95	\$0.00	0.95%
General Electric Corp Com CUSIP: 369604103	485.00	\$10,180.15	\$13,479.77	-\$3,299.62	\$368.60	1.43%
Google Inc CUSIP: 38259P508	25.00	\$17,684.50	\$8,028.92	\$9,655.58	\$0.00	2.48%
Home Depot Inc Com CUSIP: 437076102	235.00	\$14,534.75	\$5,133.64	\$9,401.11	\$272.60	2.04%
Intuit CUSIP: 461202103	130.00	\$7,731.80	\$5,828.12	\$1,903.68	\$88.40	1.08%

Asset Detail Section (continued)

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Johnson & Johnson Com CUSIP: 478160104	145.00	\$10,164.50	\$7,287.03	\$2,877.47	\$353.80	1.42%
Juniper Networks Inc CUSIP: 48203R104	585.00	\$11,506.95	\$10,070.13	\$1,436.82	\$0.00	1.61%
Microsoft Corp Com CUSIP: 594918104	400.00	\$10,683.88	\$10,566.57	\$117.31	\$368.00	1.50%
Nasdaq OMX Group Inc CUSIP: 631103108	160.00	\$3,998.40	\$3,484.25	\$514.15	\$83.20	0.56%
Netapp Inc CUSIP: 64110D104	205.00	\$6,877.75	\$8,735.93	-\$1,858.18	\$0.00	0.96%
Nike Inc Class B Com CUSIP: 654106103	100.00	\$5,160.00	\$4,081.69	\$1,078.31	\$42.00	0.72%
Oracle Corporation Com CUSIP: 68389X105	150.00	\$4,998.00	\$4,358.41	\$639.59	\$36.00	0.70%
Pepsico Inc Com CUSIP: 713448108	145.00	\$9,922.35	\$6,758.01	\$3,164.34	\$311.75	1.39%
Procter & Gamble Company Com CUSIP: 742718109	70.00	\$4,752.30	\$2,361.47	\$2,390.83	\$157.36	0.67%
Qualcomm Inc Com CUSIP: 747525103	115.00	\$7,113.85	\$5,895.97	\$1,217.88	\$115.00	1.00%
Schwab Charles Corp New CUSIP: 808513105	480.00	\$6,892.80	\$6,439.69	\$453.11	\$115.20	0.97%
Target Corp Com CUSIP: 87612E106	185.00	\$10,946.45	\$7,901.95	\$3,044.50	\$266.40	1.53%
Texas Instruments Com CUSIP: 882508104	225.00	\$6,950.25	\$5,268.13	\$1,682.12	\$189.00	0.97%
Thermo Fisher Corp CUSIP: 883556102	130.00	\$8,291.40	\$6,099.04	\$2,192.36	\$78.00	1.16%



Asset Detail Section (continued)**Statement of Value and Activity**

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
UnitedHealth Group Inc CUSIP: 91324P102	105.00	\$5,695.20	\$5,833.58	-\$138.38	\$89.25	0.80%
Visa Inc-Class A Shares CUSIP: 92826C839	120.00	\$18,189.60	\$8,661.92	\$9,527.68	\$158.40	2.55%
Walt Disney Company Com CUSIP: 254687106	180.00	\$8,962.20	\$3,532.20	\$5,430.00	\$135.00	1.26%
XILINX Inc Com CUSIP: 983919101	160.00	\$5,737.76	\$5,177.66	\$560.10	\$140.80	0.80%
		\$410,881.42	\$287,396.52	\$123,484.90	\$5,405.46	57.59%
ADRs						
Eaton Corp PLC CUSIP: G29183103	190.00	\$10,294.20	\$8,563.49	\$1,730.71	\$288.80	1.44%
Schlumberger LTD CUSIP: 806857108	165.00	\$11,434.27	\$10,443.30	\$990.97	\$181.50	1.60%
		\$21,728.47	\$19,006.79	\$2,721.68	\$470.30	3.04%
Total Common Equity Securities		\$432,609.89	\$306,403.31	\$126,206.58	\$5,875.76	60.63%
Cash Equivalents						
Invested Cash						
Citibank M.D.A. (L) CUSIP: 9900CST72	14,323.18	\$14,323.18	\$14,323.18	\$0.00	\$7.16	2.01%

Asset Detail Section (continued)**Statement of Value and Activity**

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual		Percent of Market
					Income	Value	
Citibank M.D.A. (L) CUSIP: 9900CST72	1,063.51	\$1,063.51	\$1,063.51	\$0.00	\$0.53	0.15%(i)	
<hr/>							
Total Cash Equivalents		\$15,386.69	\$15,386.69	\$0.00	\$7.69		2.16%
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Total All Assets		\$713,412.18	\$580,721.46	\$132,690.72	\$12,394.70		100.00%



Transaction Summary Section

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Transaction Summary

Transaction Category	Principal Cash	Income Cash
Beginning Cash Balance on 12/1/12	\$0.00	\$0.00
Receipts		
Additions and Contributions	\$0.00	\$0.00
Interest	\$0.00	-\$69.76
Dividends	\$0.00	\$986.26
Other Receipts	\$0.00	\$0.00
Total Receipts	\$0.00	\$916.50
Disbursements		
Distributions To and For Beneficiaries	\$0.00	-\$618.10
Trust Taxes	\$0.00	\$0.00
Trustee Fees	\$0.00	-\$835.43
Other Expenses/Disbursements	\$0.00	\$0.00
Total Disbursements	\$0.00	-\$1,453.53
Securities Purchases		
Securities Purchases	-\$29,403.92	-\$986.86
Total Securities Purchases	-\$29,403.92	-\$986.86
Securities Sales		
Securities Sales	\$29,403.92	\$1,523.89
Total Securities Sales	\$29,403.92	\$1,523.89
Ending Cash Balance on 12/31/12	\$0.00	\$0.00