Form **990-PF** Department of the Treasury Internal Revenue Service

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

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

OMB No 1545-0052 **2012** **Open to Public Inspection**

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

Name of foundation MARION E. KENWORTHY SARAH H. SWIFT FOUNDATION
C/O STEPHEN WISE TULIN

A Employer identification number 13-6140940

Number and street (or P O box number if mail is not delivered to street address) Room/suite
BOX 3040 CHAMPLIN HILL ROAD

B Telephone number (see instructions) (802) 425-3383

City or town, state, and ZIP code
NORTH FERRISBURG, VT 05473

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 ▶ ☐

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 [X] 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)* ▶ $ 8,675,161.

J Accounting method [X] Cash ☐ Accrual ☐ Other (specify) ____________ *(Part I, column (d) must be on cash basis)*

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

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(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 (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	518,938.	518,938.	518,938.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	189,993.			
	b Gross sales price for all assets on line 6a 2,108,786.				
	7 Capital gain net income (from Part IV, line 2)		189,993.		
	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	708,931.	708,931.	518,938.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	22,000.	5,500.	5,500.	16,500.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,750.	5,750.	5,750.	
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 1	1,740.	1,740.	1,740.	
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	6,157.	1,539.	1,539.	4,618.
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 2	36,789.	21,789.	21,789.	15,000.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	72,436.	36,318.	36,318.	36,118.
	25 Contributions, gifts, grants paid	360,555.			360,555.
	26 **Total expenses and disbursements.** Add lines 24 and 25	432,991.	36,318.	36,318.	396,673.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	275,940.			
	b **Net investment income** (if negative, enter -0-)		672,613.		
	c **Adjusted net income** (if negative, enter -0-)			482,620.	

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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	169,981.	204,334.	204,334.
	2 Savings and temporary cash investments	171,008.	96,451.	96,451.
	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)	6,173,587.	6,489,731.	8,374,376.
	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)			
	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)	6,514,576.	6,790,516.	8,675,161.
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)	0	0	
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. ▶ [X]			
	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	6,514,576.	6,790,516.	
	30 **Total net assets or fund balances** (see instructions)	6,514,576.	6,790,516.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	6,514,576.	6,790,516.	

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	6,514,576.
2	Enter amount from Part I, line 27a	2	275,940.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	6,790,516.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,790,516.

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	SEE PART IV SCHEDULE			
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				
b				
c				
d				
e				

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

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	189,993.
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) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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	433,483.	8,212,204.	0.052785
2010	384,508.	7,248,897.	0.053044
2009	290,989.	5,899,964.	0.049320
2008	366,123.	7,512,017.	0.048738
2007	451,539.	8,499,367.	0.053126

2	**Total** of line 1, column (d)	2	0.257013
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	0.051403
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,569,638.
5	Multiply line 4 by line 3	5	440,505.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	6,726.
7	Add lines 5 and 6	7	447,231.
8	Enter qualifying distributions from Part XII, line 4	8	396,673.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 . . . Date of ruling or determination letter: ______________ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	13,452.
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	13,452.
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	13,452.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 5,520.		
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	5,520.
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	7,932.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (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*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ HTTP://KENWORTHYSWIFTFOUNDATION.ORG/

14 The books are in care of ▶ STEPHEN WISE TULIN Telephone no ▶ 802-425-3383

Located at ▶ BOX 3040 CHAMPLIN HILL ROAD NORTH FERRISBURGH, VT ZIP+4 ▶ 05473

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly)			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ________ , ________ , ________ , ________			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	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)*	3b		X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . . . [ ] Yes [X] No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . . . [ ] Yes [X] No

(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . . . [ ] Yes [X] No

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 5b

Organizations relying on a current notice regarding disaster assistance check here . . . . . . ▶ [X]

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)

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

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

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? . . [ ] Yes [X] No

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

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
ATCH 3		22,000.	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				

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

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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		0

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

Part IX-A Summary of Direct Charitable Activities

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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	8,492,664.
b	Average of monthly cash balances	1b	207,476.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,700,140.
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	
3	Subtract line 2 from line 1d	3	8,700,140.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	130,502.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,569,638.
6	**Minimum investment return.** Enter 5% of line 5	6	428,482.

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	428,482.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	13,452.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	13,452.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	415,030.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	415,030.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	415,030.

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	396,673.
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	
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	396,673.
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	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	396,673.

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					415,030.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 10 ,20 09 ,20 08					
3 Excess distributions carryover, if any, to 2012					
a From 2007	42,487.				
b From 2008					
c From 2009					
d From 2010	30,029.				
e From 2011	33,907.				
f Total of lines 3a through e		106,423.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 396,673.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2012 distributable amount					396,673.
e Remaining amount distributed out of corpus					
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*		18,357.			18,357.
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		88,066.			
b Prior years' undistributed income Subtract line 4b from line 2b					
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					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		24,130.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		63,936.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	30,029.				
d Excess from 2011	33,907.				
e Excess from 2012					

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			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
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 ▶ [X] if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 4				
Total . . . . ▶ **3a**				360,555.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	518,938.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	189,993.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				708,931.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . . 13 708,931.

(See worksheet in line 13 instructions to verify calculations.)

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). (See instructions.)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
	N/A		N/A

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

[signature] | 5/1/13 | Secy Treasurer

Signature of officer or trustee | Date | Title

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
DAVID DORFMAN	[signature]	4/29/13		P01350299
Firm's name ▶ DORFMAN MIZRACH & THALER, LLP			Firm's EIN ▶ 13-1790992	
Firm's address ▶ 555 ROUTE ONE SOUTH ISELIN, NJ 08830			Phone no 732-404-1860	

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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: MARION E. KENWORTHY SARAH H. SWIFT FOUNDATION
C/O STEPHEN WISE TULIN

Employer identification number: 13-6140940

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	-59,811.
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	-59,811.

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					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	249,804.
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	249,804.

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			-59,811.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			249,804.
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			189,993.

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-1
(Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ 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: MARION E. KENWORTHY SARAH H. SWIFT FOUNDATION

Employer identification number: 13-6140940

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

	(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)
1a	SCHEDULE ATTACHED-6JA-0219 5	VAR	12/31/2012	300,295.	320,250.	-19,955.
	SCHEDULE ATTACHED-861-0206 5	VAR	12/31/2012	201,282.	236,634.	-35,352.
	555 SH NOVARTIS AG SPON ADR	06/08/2011	02/10/2012	30,598.	35,102.	-4,504.

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . -59,811.

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

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	SCHEDULE ATTACHED-6JA-02195	VAR	12/31/2012	869,716.	753,270.	116,446.
	SCHEDULE ATTACHED-861-02065	VAR	12/31/2012	704,869.	545,704.	159,165.
	COUNTRYWIDE LITIGATION	VAR	12/31/2012	916.		916.
	FAIR FUND LITIGATION	VAR	12/31/2012	15.		15.
	NEXTERRA ENERGY CORP		12/31/2012	189.		189.
	TELEFONICA-CASH IN LIEU		12/31/2012	22.		22.
	MOTORS LIQ-CASH IN LIEU		12/31/2012	10.		10.
	DUKE ENERGY CORP		12/31/2012	44.		44.
	6JA-02195-ADJUSTED BASIS		12/31/2012	830.		830.
	861-02065-ADJUSTED BASIS		12/31/2012		27,833.	-27,833.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . 249,804.

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		SCHEDULE ATTACHED-6JA-02195					VAR	12/31/2012
300,295.		320,250.					-19,955.	
		SCHEDULE ATTACHED-6JA-02195					VAR	12/31/2012
869,716.		753,270.					116,446.	
		SCHEDULE ATTACHED-861-02065					VAR	12/31/2012
201,282.		236,634.					-35,352.	
		SCHEDULE ATTACHED-861-02065					VAR	12/31/2012
704,869.		545,704.					159,165.	
		555 SH NOVARTIS AG SPON ADR					06/08/2011	02/10/2012
30,598.		35,102.					-4,504.	
		COUNTRYWIDE LITIGATION					VAR	12/31/2012
916.							916.	
		FAIR FUND LITIGATION					VAR	12/31/2012
15.							15.	
		NEXTERRA ENERGY CORP					VAR	12/31/2012
189.							189.	
		TELEFONICA-CASH IN LIEU					VAR	12/31/2012
22.							22.	
		MOTORS LIQ-CASH IN LIEU					VAR	12/31/2012
10.							10.	
		DUKE ENERGY CORP					VAR	12/31/2012
44.							44.	
		6JA-02195-ADJUSTED BASIS					VAR	12/31/2012
830.							830.	

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		861-02065-ADJUSTED BASIS					VAR	12/31/2012
		27,833.					-27,833.	
TOTAL GAIN(LOSS)							189,993.	

FORM 990PF, PART I - TAXES

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME
FOREIGN TAX		1,740.	1,740.	1,740.
	TOTALS	1,740.	1,740.	1,740.

ATTACHMENT 2

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
FILING FEE	250.	250.	250.	
MANAGEMENT FEES	997.	997.	997.	
OFFICE EXPENSE-OUTSIDE LABOR	15,000.			15,000.
OFFICE EXPENSES	909.	909.	909.	
ACCOUNT FEES	19,500.	19,500.	19,500.	
BANK CHARGE	133.	133.	133.	
TOTALS	36,789.	21,789.	21,789.	15,000.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 3

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION		
STEPHEN WISE TULIN, ESQ. 100 CHAMPLIN HILL ROAD NORTH FERRISBURGH, VT 05473	SECY-TREAS	10,000.	0	0
DR. TRUDY FESTINGER 37 WEST 12TH STREET NEW YORK, NY 10011	PESIDENT	12,000.	0	0
DR. ALICE P. LIN 624 BROOKVIEW DRIVE CHAPEL HILL, NC 27514	VICE PRESI	0	0	0
	GRAND TOTALS	22,000.		

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 4

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
CREATIVE ARTS FOR KIDS 25 WOBURN ST READING, MA 01867	NONE 501 (C) (3)	HIKE THE HEIGHTS PROJECT	15,000.
ADAPTIVE DESIGN ASSOCIATION 313 WEST 36TH STREET NEW YORK, NY 10018	NONE 501 (C) (3)	PROGRAM FOR CHILDREN WITH DISABILITIES	10,000.
CITIZENS COMMITTEE FOR CHILDREN OF NYC 105 EAST 22ND STREET 7TH FLOOR NEW YORK, NY 10010	NONE 501 (C) (3)	CHILDREN'S MENTAL HEALTH PROGRAM	1,805.
COUNCIL ON ADOPTABLE CHILDREN 666 BROADWAY NEW YORK, NY 10012	NONE 501 (C) (3)	ADOPTIVE FAMILY RECRUITMENT FOR OLDER CHILDREN	10,000.
INTERNATIONAL CENTER FOR THE DISABLED 340 EAST 24TH STREET NEW YORK, NY 10010	NONE 501 (C) (3)	YES(YOUTH EMPLOYMENT SERVICES) PROGRAM	10,000.
YOUTH COMMUNICATION 224 W 29TH STREET NEW YORK, NY 10001	NONE 501 (C) (3)	FOSTER CARE ADOLESCENTS IN PRODUCING PUBLICATIONS	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 4 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE DOOR 555 BROOME STREET NEW YORK, NY 10013	NONE 501 (C) (3)	MENTAL HEALTH SERVICES TO CHILDREN AND YOUNG PEOPLE	15,000.
CASES 346 BROADWAY 3RD FLOOR NEW YORK, NY 10013	NONE 501 (C) (3)	COURT INVOLVED YOUTH WITH SEVERE EMOTIONAL DISABILITIES	15,000.
ASSOCIATION TO BENEFIT CHILDREN 419 EAST 86TH ST NEW YORK, NY 10028	NONE 501 (C) (3)	IDENTIFY & FACILITATE CARE-GIVER TREATMENT OF MENTAL HEALTH ISSUES	10,000.
GOOD SHEPARD SERVICES 305 7TH AVE NEW YORK, NY 10001	NONE 501 (C) (3)	IMPLEMENTATION OF THE SANCTUARY MODEL INTO ITS FAMILY FOSTER CARE PROGRAM	10,000.
HOWARD CENTER FOR HUMAN SERVICES 208 FLYNN AVE BURLINGTON, VT 05401	NONE 501 (C) (3)	INTRODUCTION OF THE GOOD BEHAVIOR GAME	10,000.
GEMS NEW YORK, NY	NONE 501 (C) (3)	GENERAL CORPORATE PURPOSES	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 4 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
FAMILY SERVICES OF WEST CHESTER 1 GATEWAY PLAZA 4TH FLOOR PORT CHESTER, NY 10573	NONE 501 (C) (3)	LAUNCHING PAD PROGRAM	15,000.
GETTING OUT AND STAYING OUT 91 E 116TH ST NEW YORK, NY 10029	NONE 501 (C) (3)	SERVICES FOR 16 & 17 YEAR OLD INMATES	10,000.
FAMILY FOCUS ADOPTION SERVICES 54-40 LITTLE NECK PARKWAY#4 LITTLE NECK, NY 11362	NONE 501 (C) (3)	WAITING CHILD PROGRAM	15,000.
FRIENDS OF GREEN CHIMNEYS 400 DOANSBURG ROAD BREWSTER, NY 10509	NONE 501 (C) (3)	CONTINUED STUDY OF DIALECTICAL BEHAVIOR THERAPY	15,000.
ST. JOHN'S UNIVERSITY 8000 UTOPIA PARKWAY QUEENS, NY 11439	NONE 501 (C) (3)	BILINGUAL PSYCHOLOGIST IN ITS MENTAL HEALTH CLINIC	10,000.
NEW YORK PRESBYTERIAN HOSPITAL 3959 BROADWAY NEW YORK, NY 10032	NONE 501 (C) (3)	TURN 2 US PROGRAM	13,750.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 4 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
HIGHBRIDGE COMMUNITY LIFE 979 OGDEN AVE BRONX, NY 10452	NONE 501 (C) (3)	WEEKENDS IN THE COUNTRY PROGRAM	10,000.
DEBRA RUDER	NONE 501 (C) (3)	PLAY FEATURING THE LIFE OF JUDGE JUSTINE WISE POLIER	10,000.
HARLEM RBI INC. 333 E 100TH ST NEW YORK, NY 10029	NONE 501 (C) (3)	COST OF SOCIAL WORKER IN AFTER SCHOOL PROGRAM	10,000.
FRIENDS OF ISLAND ACADEMY 255 WEST 36TH STREET NEW YORK, NY 10018	NONE 501 (C) (3)	PRE & POST DISCHARGE SERVICES TO YOUNGSTERS LEAVING DETENTION	15,000.
EAST HARLEM TUTORIAL PROGRAM 2050 2ND AVENUE NEW YORK, NY 10029	NONE 501 (C) (3)	SOCIAL WORKER FOR FAMILES WITH EMOTIONAL PROBLEMS	10,000.
UNION SETTLEMENT ASSOCIATION 237 E 104 ST NEW YORK, NY 10029	NONE 501 (C) (3)	MENTAL HEALTH SERVICES IN TWO EAST HARLEM PUBLIC SCHOOLS	15,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 4 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
PARTNERSHIP WITH CHILDREN 299 BROADWAY SUITE 1300 NEW YORK, NY 10007	NONE 501 (C) (3)	OPEN HEART-OPEN MIND PROGRAM	10,000.
CYPRESS HILLS CHILD CARE CORPORATION 3295 FULTON ST BROOKLYN, NY 11208	NONE 501 (C) (3)	TRAIN STAFF AND PARENTS TO IDENTIFY MENTAL HEALTH PROBLEMS	10,000.
PEER HEALTH EXCHANGE 1460 BROADWAY SUITE 5-24 NEW YORK, NY 10036	NONE 501 (C) (3)	PROGRAM TO TRAIN COLLEGE STUDENTS TO TEACH HEALTH MATTERS	10,000.
YOUTH AT RISK 25W 36TH ST BEW YORK, BY 10018	NONE 501 (C) (3)	TREATMENT PROGRAM FOR SERIOUSLY TROUBLED YOUTHS	15,000.
CREATIVE ARTS TEAM 101 W 31ST ST 6TH FLOOR NEW YORK, NY 10001	NONE 501 (C) (3)	PROBLEM SOLVERS PROGRAM	15,000.
SAFE HORIZON INC. 2 LAFAYETTE ST #3 NEW YORK, NY 10007	NONE 501 (C) (3)	YALE'S CHILD AND FAMILY TRAUMATIC STRESS INTERVENTION	10,000.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 4 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
JUMPSTART NY 247 WEST 35TH STREET NEW YORK, NY 10001	NONE 501 (C) (3)	TRAINING FOR COLLEGE STUDENTS PROGRAM	10,000.
COMMUNITY IMPACT INC. 2980 BROADWAY NEW YORK, NY 10027	NONE 501 (C) (3)	ASIAN YOUTH PROGRAM	5,000.
		TOTAL CONTRIBUTIONS PAID	360,555.

Merrill Lynch

MR DAVID S DORFMAN CPA

EMA Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
			Other Activity			
06/07/12	Journal Entry		ENT-TRF DEP CR CASH BAL			3.33
06/15/12	CertIF fee		TELEFONICA SA SPAIN ADR		33.98	
06/15/12	Optnal Dv Rinv		TELEFONICA SA SPAIN ADR		1,359.22	
06/21/12	CertIF fee		TELEFONICA SA SPAIN ADR			33.98
06/21/12	CertIF fee		TELEFONICA SA SPAIN ADR		95 87	
06/21/12	Cash in Lieu		TELEFONICA SA SPAIN ADR			11.38
06/29/12	Check		MONTHLY AMT ISSUED		12,918.76	
07/09/12	Journal Entry		VOID DIVD CHECK			12,918.76
07/10/12	Journal Entry		QRLY FEE $6 141.68		6,141.68	
07/10/12	Fgn Div Tax		TOTAL S.A. SP ADR		141.55	
08/01/12	CertIF fee		VODAFONE GROP PLC SP ADR		166.00	
09/28/12	Check		MONTHLY AMT ISSUED		8,280.86	
10/09/12	Journal Entry		QRLY FEE $6,366.95		6,366.95	
10/18/12	Fgn Div Tax		TOTAL S A SP ADR		145.13	
10/31/12	Check		MONTHLY AMT ISSUED		16,895.58	
10/31/12	CertIF fee		TELEFONICA SA SPAIN ADR		37.88	
11/30/12	Check		MONTHLY AMT ISSUED		39,794.39	
12/31/12	Check		MONTHLY AMT ISSUED		14,075 99	
12/31/12	Check		TOTAL DIV/INT CK AMT		221.66	
			Net Total		158,597.54	45,071.53

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
100 0000	ANNALY CAP MGMT INC	05/13/08	04/17/12	1,576.46	1,684.00	(107.54) LT
200.0000	ANNALY CAP MGMT INC	05/13/08	04/17/12	3,152.93	3,366.00	(213.07) LT
300.0000	ANNALY CAP MGMT INC	05/13/08	04/17/12	4,729.40	5,046.00	(316.60) LT
2,000.0000	ARCELORMITTAL SA.	10/14/11	04/09/12	35,400.21	40,100.00	(4,699 79) ST
530 0000	ASTRAZENECA PLC SPND ADR	01/10/12	05/09/12	22,892.58	25,111.40	(2,218.82) ST
1,000.0000	PETRLEO BRAS VTG SPD ADR	02/10/12	05/03/12	23,261 78	30,020.00	(6,758.22) ST
240.0000	BUCKEYE PARTNERS L P	11/16/00	05/09/12	12,735.50	7,108.80	5,626.70 ~~N/C~~
100.0000	BUCKEYE PARTNERS L P	11/16/00	05/09/12	5,306.88	2,962.00	2,344.88 ~~N/C~~

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MR DAVID S DORFMAN CPA

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
200.0000	BUCKEYE PARTNERS L P	11/16/00	05/09/12	10,615.76	5,924 00	4,691.76 ~~N/C~~
35 0000	BUCKEYE PARTNERS L P	11/16/00	05/09/12	1,858.11	1,036 70	821.41 ~~N/C~~
3,600.0000	ARES CAPITAL CORP	06/15/10	06/14/12	55,007 48	49,572 00	5,435.48 LT
400.0000	ARES CAPITAL CORP	11/09/11	06/14/12	6,111.95	6,124 00	(12.05) ST
3,800 0000	BANK OF AMERICA CORP	02/10/12	06/14/12	28,537 35	31 084.00	(2,546.65) ST
300.0000	CIMAREX ENERGY CO	10/14/11	06/14/12	14,428 03	17,889 00	(3,460 97) ST
120.0000	CIMAREX ENERGY CO	10/14/11	06/14/12	5,772.41	7,155 60	(1,383.19) ST
250.0000	CIMAREX ENERGY CO	05/09/12	06/14/12	12,025.86	16,162 38	(4,136 52) ST
100.0000	CIMAREX ENERGY CO	05/09/12	06/14/12	4,810.35	6,464 95	(1,654 60) ST
100 0000	CIMAREX ENERGY CO	05/09/12	06/14/12	4,811.34	6,464.95	(1,653.61) ST
100 0000	TORTOISE ENERGY	03/19/07	06/14/12	3,869.91	3,822 00	47.91 LT
200.0000	TORTOISE ENERGY	03/19/07	06/14/12	7,749.82	7,630.00	119.82 LT
200 0000	TORTOISE ENERGY	03/19/07	06/14/12	7,749.82	7,670 00	79.82 LT
200 0000	TORTOISE ENERGY	03/19/07	06/14/12	7,749.83	7 672 00	77.83 LT
300 0000	TORTOISE ENERGY	03/19/07	06/14/12	11,624.74	11,499.00	125.74 LT
300.0000	TORTOISE ENERGY	03/19/07	06/14/12	11,624.75	11,478 00	146 75 LT
75.0000	GOOGLE INC CL A	03/29/11	06/14/12	41,936 81	43,820.25	(1,883 44) LT
100.0000	PHILIP MORRIS INTL INC	09/17/03	06/05/12	8,202.29	2,402 00	5,800.29 LT
800.0000	PHILIP MORRIS INTL INC	06/02/04	06/05/12	65,618.37	20,784.00	44,834.37 LT
100.0000	PHILIP MORRIS INTL INC	05/24/05	06/05/12	8,202.30	3,611.00	4,591 30 LT
640.0000	POTASH CORP SASKATCHEWAN	01/10/12	06/14/12	24,268.96	28,102 40	(3,833.44) ST
500.0000	POTASH CORP SASKATCHEWAN	01/10/12	06/14/12	18,961.58	21,955.00	(2,993 42) ST
1,000.0000	SPECTRA ENERGY CORP	01/14/10	06/05/12	27,893.37	22,180.00	5,713 37 LT
365.0000	SPECTRA ENERGY CORP	03/08/11	06/05/12	10,181.09	10,019 25	161.84 LT
1,100 0000	VODAFONE GROP PLC SP ADR	11/06/08	10/22/12	31,188.15	19,745 00	11,443.15 LT
1,200 0000	VODAFONE GROP PLC SP ADR	11/06/08	10/22/12	34,023.43	21,540 00	12,483 43 LT
2,000.0000	VODAFONE GROP PLC SP ADR	06/01/09	10/22/12	56,705.73	38,880.00	17,825.73 LT
1,100.0000	VODAFONE GROP PLC SP ADR	02/23/10	10/22/12	31,188.15	24,332.00	6,856.15 LT
2,900.0000	VODAFONE GROP PLC SP ADR	02/23/10	10/22/12	82,223.32	64,177.00	18,046 32 LT
3,700.0000	BAC CAPITAL TRUST V CLD	08/09/11	11/05/12	92,500.00	74,814 00	17,686.00 LT
300.0000	OCCIDENTAL PETE CORP CAL	02/01/10	11/09/12	23,218.20	23,985.00	(766.80) LT
600 0000	OCCIDENTAL PETE CORP CAL	02/01/10	11/09/12	46,436 41	47,964.00	(1.527.59) LT

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EMA Fiscal Statement

DAVID DORFMAN

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
			Other Activity			
08/01/12	CertIF fee		VODAFONE GROP PLC SP ADR		98 00	
08/10/12	Journal Entry		STOP PAYMENT DIVD CHECK			14,765.31
08/31/12	Check		MONTHLY AMT ISSUED		18,827.27	
09/24/12	Redeemed		NEXTERA ENERGY CAPIT CLD			31.04
09/28/12	Check		MONTHLY AMT-CK 1 OF 2		15,171 72	
09/28/12	Check		MONTHLY AMT-CK 2 OF 2		1,007.62	
10/02/12	Journal Entry		RCRD STALE DIVD CHECK			158.10
10/18/12	Correction		NEXTERA ENERGY CAPIT CLD		31.04	
10/18/12	Fgn Div Tax		TOTAL S.A. SP ADR		175.91	
10/31/12	Check		MONTHLY AMT ISSUED		16,869.71	
10/31/12	CertIF fee		TELEFONICA SA SPAIN ADR		24.69	
11/30/12	Check		MONTHLY AMT ISSUED		15,471 44	
12/31/12	Check		MONTHLY AMT-CK 1 OF 2		18,764.79	
12/31/12	Check		MONTHLY AMT-CK 2 OF 2		3,921 62	
12/31/12	Check		TOTAL DIV/INT CK AMT		234.30	
			Net Total		**196,173.78**	**30,843.05**
			Fees			
03/05/12			EMA ANNUAL FEE		150.00	
			Net Total		**150.00**	

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
2,000 0000	VIACOM INC	12/06/06	01/09/12	49,999.99	50,000.00	(0.01) LT
600 0000	VIACOM INC	06/10/09	01/09/12	15,000.00	11,751.00	3,249.00 LT
1,900.0000	VIACOM INC	06/10/09	01/09/12	47,500.01	37,230 50	10,269.51 LT
988.0000	COMCAST CORP	09/14/06	02/27/12	24,700.00	24,700.00	0 00
1,200 0000	ALLSTATE CORP DEL COM	03/08/11	03/01/12	37,255.09	38,557.68	(1,302.59) ST
100 0000	ALLSTATE CORP DEL COM	03/08/11	03/01/12	3,104 60	3,213 50	(108.90) ST
4.0000	GENERAL MOTORS CO	10/28/11	03/26/12	89.03	105.10	(16.07) ST

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DAVID DORFMAN

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
2,000.0000	CBS CORPORATION	03/20/07	03/28/12	50,000.00	50,000.00	0.00
4.0000	WT07 19GENERAL MOTORS CO	07/28/11	03/26/12	38.18	55.42	(17.24) ST
3.0000	WT07 19GENERAL MOTORS CO	10/28/11	03/26/12	28.64	36.52	(7.88) ST
4.0000	WT07 16GENERAL MOTORS CO	07/28/11	03/26/12	57 53	76 54	(19 01) ST
3.0000	WT07 16GENERAL MOTORS CO	10/28/11	03/26/12	43.16	52.15	(8.99) ST
100 0000	WASTE MANAGEMENT INC NEW	01/10/11	03/26/12	3,509 94	3,628.63	(118.69) LT
100.0000	WASTE MANAGEMENT INC NEW	01/10/11	03/26/12	3,510 19	3,628.63	(118 44) LT
800 0000	WASTE MANAGEMENT INC NEW	01/10/11	03/26/12	28,084 61	29,029.04	(944.43) LT
400.0000	WASTE MANAGEMENT INC NEW	01/10/11	03/26/12	14,042 31	14,516.00	(473.69) LT
1,012.0000	COMCAST CORP	09/14/06	04/20/12	25,300.00	25,300.00	0.00
4,916 0000	AMERICAN HIGH INCM TR A	10/01/08	04/09/12	54,076 00	49,995.71	4,080.29 LT
1,757.0000	AMERICAN HIGH INCM TR A	04/16/10	04/09/12	19,326.99	19,994.66	(667 67) LT
1 0000	AMERICAN HIGH INCM TR A	09/12/11	04/09/12	10 99	10.71	0.28 ST
4,240 0000	AMERICAN HIGH INCM TR A	09/12/11	04/09/12	46,640.01	45,452.80	1,187.21 ST
65 0000	AMERICAN HIGH INCM TR A	09/28/11	04/09/12	715.00	681.19	33.81 ST
1.0000	AMERICAN HIGH INCM TR A	10/28/11	04/09/12	11 00	10.85	0 15 ST
70.0000	AMERICAN HIGH INCM TR A	10/28/11	04/09/12	770 00	763.69	6.31 ST
73 0000	AMERICAN HIGH INCM TR A	11/28/11	04/09/12	803.00	765.03	37.97 ST
74.0000	AMERICAN HIGH INCM TR A	12/28/11	04/09/12	814.00	788 10	25.90 ST
1 0000	AMERICAN HIGH INCM TR A	12/29/11	04/09/12	11.00	10.61	0 39 ST
20.0000	AMERICAN HIGH INCM TR A	12/29/11	04/09/12	220.00	212 99	7.01 ST
67.0000	AMERICAN HIGH INCM TR A	01/27/12	04/09/12	737.00	732 98	4.02 ST
1.0000	AMERICAN HIGH INCM TR A	02/28/12	04/09/12	11.00	10.75	0.25 ST
72 0000	AMERICAN HIGH INCM TR A	02/28/12	04/09/12	792 00	799.19	(7.19) ST
1.0000	AMERICAN HIGH INCM TR A	03/28/12	04/09/12	11.00	11.10	(0 10) ST
0 2700	AMERICAN HIGH INCM TR A	03/28/12	04/09/12	2.97	2.99	(0.02) ST
65.0000	AMERICAN HIGH INCM TR A	03/28/12	04/09/12	715 01	720 20	(5.19) ST
350.0000	CIMAREX ENERGY CO	06/10/09	06/05/12	17,381.80	11,822 96	5,558 84 LT
650 0000	CIMAREX ENERGY CO	10/14/11	06/05/12	32,280 50	38,667.27	(6,386.77) ST
100 0000	GOOGLE INC CL A	03/29/11	06/12/12	56,325.38	58,011.65	(1,686.27) LT
100.0000	GOOGLE INC CL A	03/29/11	06/12/12	56,325 39	58,017.90	(1,692.51) LT
1,500 0000	PETRLEO BRAS VTG SPD ADR	04/09/12	06/05/12	29,339 34	37,712.50	(8,373.16) ST
2,000 0000	PACIFIC RUBIALES ENERGY	10/14/11	06/12/12	48,488 90	47,610.00	878.90 ST
1,200.0000	PACIFIC RUBIALES ENERGY	01/06/12	06/12/12	29,093.34	23,820 00	5,273.34 ST
400.0000	PACIFIC RUBIALES ENERGY	05/08/12	06/12/12	9,697.79	11,446 00	(1,748.21) ST
1,500.0000	SUNOCO LOGISTICS PRTS LP	06/12/06	06/05/12	48,000.12	20,915.00	27,085.12 ~~N/C~~
900.0000	SUNOCO LOGISTICS PRTS LP	01/05/07	06/05/12	28,800.08	15,040.50	13,759.58 ~~N/C~~
1,306.0000	DUKE ENERGY CORP NEW	06/10/09	07/18/12	85,811.05	53,844.70	31,966.35 LT
435.0000	DUKE ENERGY CORP NEW	11/05/10	07/18/12	28,581.79	22,613.43	5,968.36 LT
2,000.0000	REAVES UTILITY INCOME	07/12/12	08/21/12	N/A	N/A	N/C

Merrill Lynch

DAVID DORFMAN

EMA Fiscal Statement

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1.0000	REAVES UTILITY INCOME	07/13/12	08/21/12	N/A	N/A	N/C
3,000.0000	IAMGOLD CORP COM	03/02/12	08/14/12	34,360.62	44,554 95	(10,194.33) ST
2,000.0000	IAMGOLD CORP COM	05/08/12	08/14/12	22,907.09	22,122 55	784.54 ST
17,250.0000	DNP SELECT INCOME FUND	08/24/12	09/04/12	542.66	N/A	~~N/C~~
6.0000	DNP SELECT INCOME FUND	08/28/12	09/04/12	0.19	N/A	N/C
52.0000	MOTORS LIQ CO GUC TR	06/12/12	09/06/12	703.98	N/A	N/C
2,000.0000	NEXTERA ENERGY CAPIT CLD	09/11/07	09/04/12	50,000.00	50,000.00	0.00
1,000.0000	BRISTOL-MYERS SQUIBB CO	07/12/11	10/05/12	33,440.00	29,144.40	4,295 60 LT
2,000.0000	BAC CAPITAL TRUST II CLD	01/24/02	11/05/12	49,999.99	50,000 00	(0.01) LT
200.0000	BAC CAPITAL TRUST II CLD	06/12/09	11/05/12	5,000.00	3,860.00	1,140.00 LT
1,800.0000	BAC CAPITAL TRUST II CLD	06/12/09	11/05/12	45,000.00	34,758.00	10,242 00 LT
1,200 0000	BAC CAPITAL TRUST II CLD	08/09/11	11/05/12	30,000.01	25,467.00	4,533.01 LT