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

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

2012

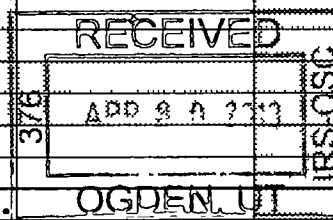
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE CHATLOS FOUNDATION INC.		A Employer identification number 13-6161425
Number and street (or P.O. box number if mail is not delivered to street address) C/O FBW - 655 3RD AVENUE	Room/suite 1400	B Telephone number (212) 867-9630
City or town, state, and ZIP code NEW YORK, NY 10017		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 62,135,097.	J Accounting method ☐ Cash ☒ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		49,762.	49,762.		
4 Dividends and interest from securities		754,387.	754,387.		
5a Gross rents		130,286.	130,286.		STATEMENT 1
b Net rental income or (loss) 88,035.					STATEMENT 2
6a Net gain or (loss) from sale of assets not on line 10		3,323,633.			
b Gross sales price for all assets on line 6a 83,937,908.					
7 Capital gain net income (from Part IV, line 2)			3,323,633.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		4,258,068.	4,258,068.		
13 Compensation of officers, directors, trustees, etc		734,800.	179,980.		449,820.
14 Other employee salaries and wages		131,475.	0.		236,475.
15 Pension plans, employee benefits		218,785.	45,456.		216,459.
16a Legal fees STMT 3		72,460.	36,230.		36,230.
b Accounting fees STMT 4		78,000.	39,000.		39,000.
c Other professional fees					
17 Interest					
18 Taxes STMT 5		54,441.	11,311.		0.
19 Depreciation and depletion		58,955.	58,955.		
20 Occupancy		98,575.	73,882.		24,693.
21 Travel, conferences, and meetings		59,549.	44,662.		14,887.
22 Printing and publications					
23 Other expenses STMT 6		349,899.	295,912.		53,988.
24 Total operating and administrative expenses. Add lines 13 through 23		1,856,939.	785,388.		1,071,552.
25 Contributions, gifts, grants paid		2,027,891.			2,027,891.
26 Total expenses and disbursements. Add lines 24 and 25		3,884,830.	785,388.		3,099,443.
27 Subtract line 26 from line 12		373,238.			
a Excess of revenue over expenses and disbursements			3,472,680.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	



Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	100.	102.	100.
	2 Savings and temporary cash investments	3,942,725.	7,510,418.	7,510,418.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 7	57,423,920.	56,392,790.	50,930,664.
	c Investments - corporate bonds STMT 8	2,000,000.	0.	0.
Liabilities	11 Investments - land, buildings, and equipment: basis ▶ 2,089,874.			
	Less: accumulated depreciation ▶ 623,338.	1,495,530.	1,466,536.	2,034,800.
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶ 1,863,620.			
	Less: accumulated depreciation ▶ 611,782.	1,281,799.	1,251,838.	1,659,115.
	15 Other assets (describe ▶ STATEMENT 9)	129,432.	0.	0.
	16 Total assets (to be completed by all filers)	66,273,506.	66,621,684.	62,135,097.
	17 Accounts payable and accrued expenses	118,277.	114,191.	
	18 Grants payable			
Net Assets or Fund Balances	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ STATEMENT 10)	4,444.	16,692.	
	23 Total liabilities (add lines 17 through 22)	122,721.	130,883.	
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	66,150,785.	66,490,801.	
	30 Total net assets or fund balances	66,150,785.	66,490,801.	
31 Total liabilities and net assets/fund balances	66,273,506.	66,621,684.		

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	66,150,785.
2 Enter amount from Part I, line 27a	2	373,238.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	66,524,023.
5 Decreases not included in line 2 (itemize) ▶ PER SCHEDULE ATTACHED	5	33,222.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	66,490,801.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SALE OF SECURITIES SCHEDULE ATTACHED	P		
b SALE OF SECURITIES SCHEDULE ATTACHED	P		
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 66,553,307.		63,143,144.	3,410,163.
b 17,384,601.		17,471,131.	<86,530.>
c			
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col. (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			3,410,163.
b			<86,530.>
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	3,323,633.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	3,077,587.	59,298,013.	.051900
2010	3,144,512.	60,266,890.	.052176
2009	3,259,120.	55,465,307.	.058760
2008	3,763,324.	67,861,838.	.055456
2007	3,720,270.	83,996,181.	.044291

2 Total of line 1, column (d)	2	.262583
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	.052517
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	57,369,564.
5 Multiply line 4 by line 3	5	3,012,877.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	34,727.
7 Add lines 5 and 6	7	3,047,604.
8 Enter qualifying distributions from Part XII, line 4	8	3,099,443.

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)		1	34,727.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	34,727.
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	34,727.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	22,479.	
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	22,479.	
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	12,248.	
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?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ 0. (2) On foundation managers ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ NY		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.CHATLOS.ORG</u>	13	X	
14	The books are in care of ► <u>FRENDEL BROWN & WEISSMAN</u> Telephone no ► <u>212-867-9630</u> Located at ► <u>655 THIRD AVENUE SUITE 1400, NEW YORK, NY</u> ZIP+4 ► <u>10017</u>			
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 ► <u>15</u> N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	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

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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)?

☐ 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)?

5b

X

Organizations relying on a current notice regarding disaster assistance check here

☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

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

6b

X

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 11		734,800.	94,470.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
CAROL NICHOLAS - 113 MAPLEWOOD DRIVE, SANFORD, FL 32771	EXECUTIVE SECRETARY 40.00	77,171.	11,576.	0.
CAROL J LEFF 1930 GERONIMO TR, MAITLAND, FL 32751	ADMINISTRATOR 40.00	54,304.	8,146.	0.

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

0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
FRENDEL, BROWN & WEISSMAN LLP - 655 THIRD AVENUE SUITE 1400, NEW YORK, NY 10017	ACCOUNTING	78,000.
CHARLES MORGAN JR. ESQ - 1300 NW 167TH STREET, NO MIAMI BEACH, FL 33169	LEGAL AND CONSULTATION	72,460.

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

0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3	0.

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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	40,512,378.
b	Average of monthly cash balances	1b	6,634,215.
c	Fair market value of all other assets	1c	11,096,619.
d	Total (add lines 1a, b, and c)	1d	58,243,212.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	58,243,212.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	873,648.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	57,369,564.
6	Minimum investment return. Enter 5% of line 5	6	2,868,478.

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	2,868,478.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	34,727.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	34,727.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,833,751.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	2,833,751.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	2,833,751.

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	3,099,443.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,099,443.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	34,727.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,064,716.

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.

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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				2,833,751.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008	399,165.			
c From 2009	491,498.			
d From 2010	152,984.			
e From 2011	115,728.			
f Total of lines 3a through e	1,159,375.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,099,443.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				2,833,751.
e Remaining amount distributed out of corpus	265,692.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	1,425,067.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	1,425,067.			
10 Analysis of line 9				
a Excess from 2008	399,165.			
b Excess from 2009	491,498.			
c Excess from 2010	152,984.			
d Excess from 2011	115,728.			
e Excess from 2012	265,692.			

N/A

- ☐ 4942(I)(3) or ☐ 4942(I)(5)

- (4) Gross investment income**

[illegible]

NONE

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				
PER SCHEDULE ATTACHED	N/A		SEE ATTACHED SCHEDULE	
PER SCHEDULE ATTACHED				
PER SCHEDULE ATTACHED, NY 00000				2,027,891.
Total			3a	2,027,891.
b Approved for future payment				
NONE				
Total			3b	0.

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 | | X |
| | (2) Other assets | | X |
| b | Other transactions | | |
| | (1) Sales of assets to a noncharitable exempt organization | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | | X |
| | (3) Rental of facilities, equipment, or other assets | | X |
| | (4) Reimbursement arrangements | | X |
| | (5) Loans or loan guarantees | | X |
| | (6) Performance of services or membership or fundraising solicitations | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 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. | | |

[illegible]

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

- | b If "Yes," complete the following schedule | | |
|---|--------------------------|---------------------------------|
| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
| N/A | | |
| | | |
| | | |
| | | |
| | | |

Sign Here	Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.					May the IRS discuss this return with the preparer shown below (see instr)? ☒ Yes ☐ No
	Signature of officer or trustee <u>William B. Rathon, President</u> Date <u>3/15/13</u> Title <u>MR</u>					
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN	
	JOHN P. CIFICHELLO	<i>[Signature]</i>	04/10/13		P00046244	
	Firm's name ▶ FRENDEL, BROWN & WEISSMAN LLP, CPA'S				Firm's EIN ▶ 13-2907212	
	Firm's address ▶ 655 THIRD AVE.-SUITE 1400 NEW YORK, NY 10017				Phone no (212) 867-9630	

Form **990-PF** (2012)

FORM 990-PF	RENTAL INCOME	STATEMENT	1
KIND AND LOCATION OF PROPERTY	ACTIVITY NUMBER	GROSS RENTAL INCOME	
	1	130,286.	
TOTAL TO FORM 990-PF, PART I, LINE 5A		130,286.	

FORM 990-PF	RENTAL EXPENSES	STATEMENT	2
DESCRIPTION	ACTIVITY NUMBER	AMOUNT	TOTAL
RENTAL EXPENSES		42,251.	
- SUBTOTAL -	1		42,251.
TOTAL RENTAL EXPENSES			42,251.
NET RENTAL INCOME TO FORM 990-PF, PART I, LINE 5B			88,035.

FORM 990-PF	LEGAL FEES			STATEMENT	3
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PER SCHEDULE	72,460.	36,230.		36,230.	
TO FM 990-PF, PG 1, LN 16A	72,460.	36,230.		36,230.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT	4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PER SCHEDULE	78,000.	39,000.		39,000.	
TO FORM 990-PF, PG 1, LN 16B	78,000.	39,000.		39,000.	

FORM 990-PF	TAXES		STATEMENT		5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FICA	54,441.	11,311.			0.
TO FORM 990-PF, PG 1, LN 18	54,441.	11,311.			0.

FORM 990-PF	OTHER EXPENSES		STATEMENT		6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
STATE FILING FEE	1,500.	1,500.			0.
TELEPHONE	8,536.	6,402.			2,134.
REAL ESTATE TAXES	21,980.	17,584.			4,396.
OFFICE AND OTHER EXPENSES	93,795.	46,898.			46,898.
INVESTMENT ADVISORY FEES	179,037.	179,037.			0.
DUES & SUBSCRIPTIONS	2,800.	2,240.			560.
RENTAL EXPENSES	42,251.	42,251.			0.
TO FORM 990-PF, PG 1, LN 23	349,899.	295,912.			53,988.

FORM 990-PF	CORPORATE STOCK		STATEMENT		7
DESCRIPTION			BOOK VALUE	FAIR MARKET VALUE	
CORPORATE STOCKS			56,392,790.	50,930,664.	
TOTAL TO FORM 990-PF, PART II, LINE 10B			56,392,790.	50,930,664.	

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10C	0.	0.

FORM 990-PF	OTHER ASSETS	STATEMENT	9
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DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
INTEREST RECEIVABLE	8,458.	0.	0.
DIVIDENDS RECEIVABLE	100,000.	0.	0.
PREPAID FEDERAL EXCISE TAX	20,974.	0.	0.
TO FORM 990-PF, PART II, LINE 15	129,432.	0.	0.

FORM 990-PF	OTHER LIABILITIES	STATEMENT	10
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DESCRIPTION	BOY AMOUNT	EOY AMOUNT
SECURITY DEPOSITS	4,444.	4,444.
FEDERAL TAX PAYABLE	0.	12,248.
TOTAL TO FORM 990-PF, PART II, LINE 22	4,444.	16,692.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
WILLIAM J CHATLOS 710 MIAMI SPRINGS DRIVE LONGWOOD, FL 32779	TRUSTEE, PRESIDENT, CEO, CIO 40.00	225,000.	33,750.	0.
KATHRYN A RANDLE 710 MIAMI SPRINGS DRIVE LONGWOOD, FL 32779	TRUSTEE, CHAIRPERSON, EXEC VP, CHAIR O 40.00	110,500.	16,575.	0.
MICHELE C ROACH 710 MIAMI SPRINGS DRIVE LONGWOOD, FL 32779	SENIOR VP, GRANT PROGRAM DIR, PRELIM R 40.00	183,000.	27,450.	0.
WILLIAM J CHATLOS III 744 RIVERBEND BOULEVARD LONGWOOD, FL 32779	VICE PRESEIDENT, DISCRET GRANTS MGR 40.00	111,300.	16,695.	0.
CINDEE RANDOM 10695 WREN RIDGE RD ALPHARETTA, GA 30022	TRUSTEE, FIELD REP MGR, TREASURER 20.00	55,000.	0.	0.
JANET CHATLOS 710 MIAMI SPRINGS DRIVE LONGWOOD, FL 32779	TRUSTEE 20.00	30,000.	0.	0.
KIMBERLY GRIMM 1899 BENHURST PLACE MAITLAND, FL 32751	TRUSTEE 20.00	10,000.	0.	0.
CHERYLN DANNHAEUSER 132 HONORS WAY WINTER SPRINGS, FL 32708	TRUSTEE 20.00	10,000.	0.	0.
CHARLESA O MORGAN 710 MIAMI SPRINGS DRIVE LONGWOOD, FL 32779	TRUSTEE 20.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		734,800.	94,470.	0.

THE CHATLOS FOUNDATION INC

DECEMBER 31, 2012

PART I - LINE 16a

CHARLES MORGAN, ESQ.

For all necessary legal services including but not limited to
consultation with trustees on investment procedures and
approval of grant requests

\$72,460

Attendance at all Board of Trustees meetings

PART I - LINE 16b

FRENDEL, BROWN & WEISSMAN, CPA'S

For auditing of books and records on a monthly basis;
For issuance of certified statement;
Management of New York Office;
Advice to Board of Trustees relating to all Foundation matters

\$78,000

THE CHATLOS FOUNDATION, INC.

ASSETS AND LIABILITIES - MARKET VALUE

ASSETS

	As of December 31,	
	2012	2011
Cash - Schedule 2	\$ 769,808	\$ 190,445
Funds invested - Merrill Lynch CMA Money Fund	5,201,762	2,323,937
Funds invested - Merrill Lynch CMA Money Fund	1,260,552	1,224,894
Funds invested - SunTrust STI Classic Prime-Quality Money Market Fund	278,396	203,548
Prepaid federal excise tax	-	20,974
Interest receivable	-	8,458
Dividends receivable - Sun Ray Homes, Inc.	-	100,000
Investment in marketable securities - bonds	-	2,125,500
Investment in marketable securities - common stocks, preferred stocks and mutual funds - Schedule 3	41,868,845	38,004,960
Non-marketable securities - 5,000 shares - Sun Ray Homes, Inc., received U/W of William F. Chatlos	9,061,819	8,567,124
Land and building - Longwood, Florida (Wekiva)	1,250,000	1,250,000
Land and building - Longwood, Florida (Williston Place)	2,180,000	2,180,000
Furniture and fixtures - Longwood, Florida	263,915	260,915
TOTAL ASSETS	<u>\$ 62,135,097</u>	<u>\$ 56,460,755</u>

LIABILITIES AND NET ASSETS

LIABILITIES:		
Accrued expenses	\$ 114,191	\$ 118,277
Security deposits	<u>2,653</u>	<u>2,653</u>
Total liabilities	116,844	120,930
NET ASSETS - UNRESTRICTED	<u>62,018,253</u>	<u>56,339,825</u>
TOTAL LIABILITIES AND NET ASSETS	<u>\$ 62,135,097</u>	<u>\$ 56,460,755</u>

THE CHATLOS FOUNDATION, INC.

CASH

DECEMBER 31, 2012

CASH IN BANK:

SunTrust Bank, Central Florida, N.A. checking account
6215215031224

\$ 739,276

SunTrust Bank, Central Florida, N.A. checking account
0761 761314351

30,532

TOTAL

\$ 769,808

THE CHATLOS FOUNDATION INC.

2012

INVESTMENTS CORPORATE STOCK

PART II - LINE 10B

	Book Value	Market Value
Investment in marketable securities - common stocks, preferred stocks and mutual funds - Schedule 3	\$46,958,910	\$41,868,845
Non-marketable securities - 5,000 shares - Sun Ray Homes, Inc., received U/W of William F. Chatlos	<u>\$ 9,433,880</u>	<u>\$ 9,061,819</u>
Total	<u>\$56,392,790</u>	<u>\$50,930,664</u>

THE CHATLOS FOUNDATION, INC.

INVESTMENT IN MARKETABLE SECURITIES – COMMON STOCKS
AND MUTUAL FUNDS

DECEMBER 31, 2012

<u>No of Shares</u>	<u>Name of Security</u>	<u>Cost</u>	<u>Market Value</u>	<u>% Yield on Market Value</u>
<u>Merrill Lynch Account 891-04472:</u>				
Common Stocks				
70,000	Advanced Micro Devices Inc.	\$ 190,499	\$ 168,000	
20,000	Alcoa Inc.	175,800	173,600	1.38
25,000	Align Technology Inc.	793,739	693,750	
15,000	Allison Transmission	327,800	306,300	1.17
12,000	American International Group	421,344	423,600	
10,000	Apple Inc.	5,550,992	5,321,729	1.99
20,000	AT&T Inc.	718,200	674,200	5.33
100,000	Bank of America Corp.	744,201	1,161,000	0.34
7,000	Citigroup Inc.	277,483	276,920	0.10
50,000	Corning Inc.	634,649	631,000	2.85
5,000	Eli Lilly & Co.	242,000	246,600	3.97
30,000	Facebook Inc.	841,419	798,591	
180,000	Ford Motor Co.	2,275,581	2,331,000	1.54
5,000	Freeport-McMoRan Copper & Gold Inc.	169,250	171,000	3.65
20,000	General Electric Co.	416,478	419,800	3.62
75,000	General Motors Co.	2,203,475	2,162,250	
8,000	International Business Machines Corp.	1,581,317	1,532,400	1.77
100,000	JDS Uniphase Corp.	4,339,047	1,350,000	
20,000	Joy Global Inc.	1,481,343	1,275,600	1.09
40,000	Juniper Networks Inc.	1,162,743	786,800	
59,500	KKR & Co. LP	738,933	906,185	6.30
100,000	Micron Technology Inc.	656,600	634,000	
135,000	Monster Worldwide Inc.	2,037,261	758,700	
20,000	Nordic American Tankers Ltd.	282,480	175,000	13.71
10,000	Pandora Media Inc.	104,226	91,800	
25,000	Pfizer Inc.	634,550	626,983	3.82
15,000	Potash Corp.	645,900	610,350	2.06
20,000	Research in Motion Ltd.	234,978	237,400	
10,000	Sealed Air Corp.	161,135	175,100	2.96
8000	United States Steel Corp.	2,605,436	1,908,000	.83
15,000	Volvo AB	<u>288,066</u>	<u>205,050</u>	2.73
	Sub-totals - forward	32,936,925	27,232,708	

THE CHATLOS FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES – COMMON STOCKS
AND MUTUAL FUNDS - Continued
DECEMBER 31, 2012

<u>No of Shares</u>	<u>Name of Security</u>	<u>Cost</u>	<u>Market Value</u>	<u>% Yield on Market Value</u>
<u>Merrill Lynch Account 891-04472: - continued</u>				
	Sub-totals - forwarded	<u>\$ 32,936,925</u>	<u>\$ 27,232,708</u>	
	Mutual funds:			
36,334	BlackRock Enhanced Equity Dividend Trust	331,133	260,886	7.79
20,000	Proshares Ultrashort S & P	<u>1,168,434</u>	<u>1,082,200</u>	
	Total mutual funds	1,499,567	1,343,086	
	Options:			
30	Apple (Call)	<u>97,350</u>	<u>53,700</u>	
	Total Merrill Lynch Account	<u>34,533,842</u>	<u>28,629,494</u>	
<u>SunTrust Account</u>				
33,642	Eaton Vance Atlanta Capital Mid Cap	\$ 601,868	\$ 614,295	
96,611	Federated Strategic Value Fund	431,879	482,089	3.99
15,521	Forum Absolute Strategies Fund	166,326	171,976	.03
26,226	Harbor Capital Appreciation Fund	849,984	1,115,129	.40
43,618	Hartford Dividend and Growth Fund	797,858	912,053	2.07
94,213	Manning & Napier World Opportunities	700,000	730,148	1.56
32,891	Neuberger Berman High Income Bond Fund	309,535	311,804	6.24
13,861	Oppenheimer Developing Markets	459,769	483,472	.71
11,438	PIMCO Emerging Local Bond Fund	122,500	125,588	4.33
47,116	T Rowe Price Large Cap Growth	825,000	889,549	.37
9,079	T Rowe Price Real Estate Fund	<u>93,045</u>	<u>190,747</u>	2.06
	Total SunTrust Account	<u>5,357,764</u>	<u>6,026,850</u>	
<u>Merrill Lynch Account 740-04015:</u>				
1,800	Abbott Laboratories	\$ 113,579	\$ 117,900	.85
300	Atlas Pipeline Partners LP	9,300	9,471	7.22
2,000	Automatic Data Processing Inc.	112,481	113,860	3.05
1,500	Bank of America Corp.	56,969	17,415	0.34
1,700	Baxter International Inc.	<u>96,268</u>	<u>113,322</u>	2.70
	Sub-totals forward	388,597	371,968	

THE CHATLOS FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES – COMMON STOCKS
AND MUTUAL FUNDS - Continued
DECEMBER 31, 2012

<u>No of Shares</u>	<u>Name of Security</u>	<u>Cost</u>	<u>Market Value</u>	<u>% Yield on Market Value</u>
<u>Merrill Lynch Account 740-04015: - continued</u>				
	Sub-totals - forwarded	\$ 388,597	\$ 371,968	
1,900	CH Robinson Worldwide Inc.	113,396	120,118	2.21
1,100	Chevron Corp.	118,231	118,954	3.32
3,100	Coca-Cola Co./The	114,672	112,375	2.81
5,000	Djusure Clirn Issuer Barc.	50,000	52,450	
3,500	EAFE Stepup Issuer BAC	36,260	37,800	
2,200	Eaton Corp.	114,502	119,196	2.80
1,300	Exxon Mobil Corp.	112,004	112,515	2.63
2,000	First Energy Corp.	87,158	83,520	
1,700	General Dynamics Corp.	112,529	117,759	2.94
1,900	Honeywell International Inc.	116,889	120,593	2.58
3,500	Linear Technology Corp.	114,345	120,050	3.03
1,300	McDonald's Corp.	119,134	114,673	3.49
2,800	Medtronic Inc.	112,267	114,856	2.53
4,600	Microsoft Corp.	133,313	122,865	3.44
1,200	Nextera Energy Inc.	81,080	83,028	3.46
3,600	Paychex Inc.	116,014	111,960	4.24
3,000	PPL Corp.	86,548	85,890	5.02
5,000	Range Accrual Issuer BAC	50,000	47,300	
5,000	R2000 Step Up Issuer BAC	50,000	66,350	
5,000	SP500 Lockin Issuer BAC	50,000	60,750	
1,300	3M Co.	119,702	120,705	2.54
	Sub-totals - forward	2,396,641	2,415,675	
Preferred Stocks and Mutual Funds:				
3,251	AQR Diversified	35,975	35,891	1.15
2,853	Arbitrage Funds	37,165	36,433	.99
2,000	Aviva PLC Capital	50,000	55,600	7.41
3,315	BlackRock Emerging Markets	35,448	35,404	
11,581	Cambiar International	216,997	233,705	1.51
14,300	CBRE Clarion Global	122,312	126,698	6.09
4,500	Cohen – Steers Ltd. Duration	112,500	112,680	7.47
	Sub-totals – forward	610,397	636,411	

THE CHATLOS FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES - COMMON STOCKS
AND MUTUAL FUNDS - Continued
DECEMBER 31, 2012

<u>No of Shares</u>	<u>Name of Security</u>	<u>Cost</u>	<u>Market Value</u>	<u>% Yield on Market Value</u>
<u>Merrill Lynch Account 740-04015:- Continued</u>				
	Sub-totals - forwarded	\$ 610,397	\$ 636,411	
Preferred Stocks and Mutual Funds: - Continued				
4,340	Credit Suisse Commodity	36,092	34,850	
26,724	Delaware Diversified Income Fund	245,627	249,869	3.88
6,000	Discover Financial Service Pfd Stock	150,000	151,500	6.43
22,358	DoubleLine Total Return	230,759	253,316	6.04
4,900	Dreyfus International Bond Fund	83,533	84,868	2.26
1,263	First Eagle Gold Fund	34,268	35,098	.55
32,817	Goldman Sachs Strategic Income Fund	322,406	339,328	3.65
1,300	Guggenheim S&P 500 Equal Weight	79,942	83,005	1.00
7,000	iShares Dow Jones International	217,978	235,690	4.83
8,000	iShares Gold Trust	126,610	130,234	
9,955	Ivy High Income	83,777	85,016	7.64
28,701	JPMorgan Strategic Income Opportunity Fund	334,697	339,533	3.46
4,000	Kayne Anderson MLP 4.25%	100,000	101,560	
4,600	Kayne Anderson MLP 100% Equity	138,085	135,562	7.46
31,749	MAN AHL Futreaccess	30,000	25,209	
1,600	Nuveen Diversified Fund	34,088	31,952	8.71
4,000	Nuveen Long/Short Commodity	100,000	84,880	8.76
9,099	Putnam Equity Spectrum	255,028	270,695	.35
5,000	Q West Corporation	125,000	129,950	6.73
2,946	Robeco BP Long Short	34,762	36,236	
16,542	RS Floating Rate Fund	170,310	169,886	5.53
976	RS Global Natural	35,422	36,336	.12
5,000	Silver Clrm Issuer BAC	50,000	48,150	
6,000	Stanley Black & Decker Inc.	150,000	155,700	
104,192	Systematic Momentum	124,999	108,818	
9,281	TCW Emerging	84,331	86,499	5.49
21,486	Touchstone Sands Capital Select Growth	260,997	274,591	
86,151	Wasatch Emerging Markets Small Cap Fund	218,055	242,084	46
200	Western Asset Middle Market	203,500	200,000	
	Total mutual funds	<u>4,670,663</u>	<u>4,796,826</u>	
	Total Merrill Lynch Account 740-04015	<u>7,067,304</u>	<u>7,212,501</u>	
	TOTAL MARKETABLE SECURITIES	<u>\$46,958,910</u>	<u>\$41,868,845</u>	

THE CHATLOS FOUNDATION INC.

2012

PART II - LINE 11 - INVESTMENTS

Land and building - 2.37 acres at Wekiva Springs Road Longwood, Florida (net of accumulated depreciation)	\$ 927,660
Investment in portion of land and building at Wekiva Springs Rd., Longwood, Florida (net of accumulated depreciation)	<u>\$ 538,876</u>
Total	<u>\$ 1,466,536</u>

PART II - LINE 14 - LAND, BUILDING & EQUIPMENT: BASIS

Non-investment portion of land, building and equipment at Wekiva Springs Road, Longwood Florida (net of accumulated depreciation)	\$ 1,251,838
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THE CHATLOS FOUNDATION INC.

2012

PART III - ANALYSIS OF CHANGES IN NET WORTH

LINE 5 - DECREASE:

Provision for federal excise tax - 2012	\$33,222
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THE CHATLOS FOUNDATION, INC.

PART VIII - SUB PART I

OFFICERS, DIRECTOR, TRUSTEES AND THEIR COMPENSATION

2012

	<u>Title and Time Devoted to Position</u>	<u>Contribution to Employee Benefit Plan</u>	<u>Expense Accounts</u>	<u>Compensation The Chatlos Foundation, Inc.</u>
William J. Chatlos, Trustee, President, Chief Executive Officer, and Chief Investment Officer 710 Miami Springs Drive Longwood, Florida 32779	Full	\$ 33,750	-0-	\$225,000
Kathryn A. Randle, Trustee, Chairperson, Executive Vice President, and Chairperson of Preliminary Review Committee 710 Miami Springs Drive Longwood, Florida 32779	Full	16,575	-0-	110,500
Michele C. Roach, Senior Vice President, Grant Program Director, Preliminary Review Committee Manager, Secretary, and Trustee 710 Miami Springs Drive Longwood, Florida 32779	Full	27,450	-0-	183,000
William J Chatlos, III, Vice President, Discretionary Grants Manager 314 Sable Park Place, #200 Longwood, Florida 32779	Full	16,695	-0-	111,300
Charles O. Morgan, Trustee 710 Miami Springs Drive Longwood, Florida 32779	Part	-	-0-	-
Mrs. Cindee Random, Trustee, Field Repre- sentative Manager, and Treasurer 10695 Wren Ridge Road Alpharetta, GA 30022	Part	-	-0-	55,000
Janet Chatlos, Trustee 710 Miami Springs Drive Longwood, Florida 32779	Part	-	-0-	30,000
Kimberly Grimm 1899 Benhurst Place Maitland, Florida 32751	Part	-	-0 -	10,000
Cherlyn Dannhaeuser 132 Honors Way Winter Springs, Florida 32708	Part	-	-0-	<u>10,000</u>
TOTAL		<u>\$ 94,470</u>		<u>\$734,800</u>

- Additional salaries are paid directly by Sun Ray Homes, Inc , a corporation owned by The Chatlos Foundation, Inc., and are reported by Sun Ray Homes, Inc. on its corporate tax returns for the calendar year 2012

THE CHATLOS FOUNDATION INC.

DECEMBER 31, 2012

PART XV - LINE 2

The application should be in letter form and should include, but is not limited to the following:

1. Name of Organization
2. Reason for request
 - a. Specific project need
 - b. General
3. Amount of request
4. Tax status of applicant

THE CHATLOS FOUNDATION, INC.

INVESTMENT IN MARKETABLE SECURITIES - CAPITAL GAINS FROM SALES OF SECURITIES

FOR THE YEAR ENDED DECEMBER 31, 2012

Number of Shares or Face Value	Name of Security	Date of		Sales Price	Cost	Long-Term Capital		Short-Term Capital	
		Purchase	Sale			Gains	Losses	Gains	Losses
10,000	Advanced Micro Devices Inc.	09/23/11	01/12/12	\$ 58,099	\$ 61,500	\$	\$	\$	3,401
5,000	CSX Corp.	06/06/11	01/12/12	117,498	125,825				8,327
10,000	CSX Corp.	06/06/11	01/24/12	220,496	251,650				31,154
15,000	CSX Corp.	06/09/11	01/24/12	329,703	371,250				41,547
10,000	CSX Corp.	06/16/11	01/25/12	221,796	246,500				24,704
5,000	CSX Corp.	08/16/11	01/26/12	115,266	114,000			1,266	
5,000	CSX Corp.	08/23/11	01/26/12	115,266	101,000			14,266	
5,000	CSX Corp.	12/16/11	01/26/12	115,266	102,050			13,216	
10,000	Carnival Corp.	01/07/12	01/20/12	312,994	293,485			19,509	
5,000	ConocoPhillips	07/15/11	01/12/12	355,493	382,450				26,957
5,000	Caterpillar Inc.	06/21/11	01/12/12	502,491	504,975				2,484
5,000	Deere Co.	10/14/11	01/11/12	422,242	367,340			54,902	
15,000	Freeport - McMoRan Copper & Gold Inc.	11/30/11	01/05/12	585,834	580,993			4,841	
10,000	General Electric Co.	06/03/11	01/12/12	189,196	189,200				4
10,000	General Electric Co.	06/15/11	01/17/12	190,196	184,500			5,696	
10,000	General Electric Co.	07/01/11	01/19/12	191,096	191,000			96	
10,000	General Electric Co.	07/22/11	01/20/12	191,296	190,300			996	
5,000	Honeywell International Inc.	07/22/11	01/12/12	283,745	281,850			1,895	
5,000	Mattel Inc.	09/28/11	01/17/12	140,947	137,480			3,467	
10,000	Micron Technology Inc.	08/12/11	01/25/12	78,498	65,000			13,498	
10,000	Micron Technology Inc.	08/31/11	01/26/12	78,498	60,400			18,098	
10,000	Micron Technology Inc.	09/01/11	01/26/12	77,249	59,938			17,311	
20,000	Micron Technology Inc.	09/08/11	01/26/12	152,000	126,900			25,100	
5,000	Sears Holding Corp.	01/17/12	01/24/12	235,246	189,275			45,971	
5,000	Sears Holding Corp.	01/20/12	01/24/12	235,245	228,000			7,245	
5,000	Tupperware Brands Corp.	09/30/11	01/12/12	282,295	276,610			5,685	
5,000	Tupperware Brands Corp.	12/21/11	01/17/12	286,695	275,400			11,295	
5,000	UnitedHealth Group, Inc.	07/25/11	01/25/12	253,246	262,950				9,704
2,000	UnitedHealth Group, Inc.	01/06/12	01/25/12	101,298	106,400				5,102
5,000	UnitedHealth Group, Inc.	01/19/12	01/25/12	253,246	263,500				10,254
20,000	Walgreen Co.	12/06/11	01/23/12	667,987	660,926			7,061	
1,500	General Electric Co.	10/30/08	01/04/12	27,790	49,094		21,304		
460	Apache Corp.	02/10/11	01/04/12	44,271	55,400				11,129
2,020	Autodesk Inc.	02/14/11	01/04/12	61,607	80,447				18,840
1,200	Broadcom Corp.	02/14/11	01/04/12	35,060	49,280				14,220
1,200	Dover Corp.	03/21/11	01/04/12	69,867	79,283				9,416
1,450	Express Scripts Inc.	02/10/11	01/04/12	69,001	78,981				9,980
550	Exxon Mobil Corp.	11/29/11	01/04/12	47,211	43,481			3,730	
600	Flour Corp.	06/21/11	01/04/12	31,145	38,331				7,186
1,300	Halliburton Company	02/16/11	01/04/12	45,769	60,341				14,572
300	Honeywell International Inc.	05/13/11	01/04/12	16,657	18,036				1,379
2,175	JP Morgan Chase	02/25/11	01/04/12	76,305	95,639				19,334
600	Occidental Petroleum Corp.	02/25/11	01/04/12	58,227	61,596				3,369
950	Starwood Hotels & Resorts Worldwide Inc.	06/21/11	01/04/12	47,129	50,084				2,955
300	Wal-Mart Stores Inc.	02/14/11	01/04/12	17,924	16,074			1,850	
100	United States Steel Corp. Calls		01/21/12		31,500				31,500
	Subtotals - forward			8,008,386	8,060,214		21,304	276,994	307,518

THE CHATLOS FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES - CAPITAL GAINS FROM SALES OF SECURITIES - Continued
FOR THE YEAR ENDED DECEMBER 31, 2012

Number of Shares or Face Value	Name of Security	Date of		Sales Price	Cost	Long-Term Capital		Short-Term Capital	
		Purchase	Sale			Gains	Losses	Gains	Losses
	Subtotals - forwarded			\$8,008,386	\$8,060,214	\$	\$ 21,304	\$ 276,994	\$ 307,518
5,000	Align Technology Inc.	06/23/11	02/10/12	128,005	114,150			13,855	
5,000	Boeing Company/The	01/09/12	02/17/12	377,113	373,800			3,313	
4,000	Boeing Company/The	01/25/12	02/23/12	303,674	297,526			6,148	
5,000	ConocoPhillips	07/15/11	01/27/12	482,991	524,700				41,709
5,000	ConocoPhillips	11/30/11	01/27/12	206,996	207,050				54
5,000	Caterpillar Inc.	07/08/11	02/13/12	568,239	545,278			22,961	
5,000	Caterpillar Inc.	10/20/11	02/14/12	568,739	444,472			124,267	
10,000	Darden Restaurants Inc.	07/06/11	02/02/12	472,491	531,500				59,009
5,000	Fortinet Inc.	10/26/11	02/10/12	127,355	102,719			24,636	
5,000	Fortinet Inc.	12/07/11	02/10/12	127,355	120,500			6,855	
5,000	Fortinet Inc.	01/11/12	02/10/12	127,355	104,934			22,421	
10,000	General Electric Co.	08/16/11	02/03/12	189,297	156,350			32,947	
10,000	General Electric Co.	12/07/11	02/03/12	189,296	167,000			22,296	
10,000	Nucor Corp.	10/12/11	02/10/12	441,992	349,576			92,416	
10,000	Nucor Corp.	12/09/11	02/10/12	441,992	402,250			39,742	
5,000	Principal Financial Group Inc	06/02/11	02/03/12	141,348	152,250				10,902
5,000	Sears Holding Corp.	01/23/12	02/23/12	298,343	254,500			43,843	
2,000	Sears Holding Corp.	02/07/12	02/23/12	119,337	95,230			24,107	
900	American Express Co.	06/21/11	02/02/12	47,757	44,087			3,670	
800	American Express Co.	07/06/11	02/02/12	40,847	41,813				966
2,050	CSX Corp.	12/08/11	02/01/12	46,801	43,393			3,408	
500	CSX Corp.	01/14/12	02/01/12	11,414	11,298			116	
760	Northfork Southern	01/04/12	02/01/12	55,688	56,863				1,175
250	Procter & Gamble Co./The	11/29/11	02/01/12	15,842	15,656			186	
400	Procter & Gamble Co./The	12/08/11	02/01/12	25,347	25,862				515
190	Procter & Gamble Co./The	01/04/12	02/01/12	12,040	12,632				592
520	Union Pacific Corp.	01/04/12	02/01/12	60,428	56,580			3,848	
425	VF Corporation	01/04/12	02/01/12	56,366	57,502				1,136
21,287	Legg Mason Battery MRC Emerging Markets					218,402			
		02/27/12		457,664	239,262		28,551		
5,000	Volvo Aktiebolaget	06/14/07	03/15/12	72,599	101,150				
200	United States Steel Corp. - Put	03/21/12	03/28/12	42,099	16,300			25,799	
20,000	Advanced Micro Devices Inc.	09/23/11	03/06/12	137,198	124,550			12,648	
10,000	Advanced Micro Devices Inc.	09/28/11	03/14/12	79,099	59,100			19,999	
10,000	Advanced Micro Devices Inc.	12/15/11	03/14/12	79,099	51,000			28,099	
5,000	Advanced Minco Devices Inc.	02/14/12	03/14/12	39,549	36,500			3,049	
10,000	Alcoa Inc.	07/11/11	03/06/12	95,198	153,699				58,501
10,000	Alcoa Inc.	08/12/11	03/06/12	95,198	124,000				28,802
10,000	Alcoa Inc.	10/06/11	03/12/12	99,198	99,200				2
10,000	Alcoa Inc.	11/23/11	03/14/12	102,798	89,500			13,298	
10,000	Alcoa Inc.	11/29/11	03/14/12	102,998	93,400			9,598	
10,000	Alcoa Inc.	12/14/11	03/16/12	105,498	89,000			16,498	
10,000	Alcoa Inc.	02/08/12	03/16/12	105,498	106,900				1,402
5,000	Align Technology Inc	06/23/11	03/01/12	129,498	114,150			15,348	
5,000	Honeywell International Inc.	06/23/11	03/01/12	300,395	231,150			69,245	
5,000	Honeywell International Inc.	08/12/11	03/01/12	300,395	236,000			64,395	
12,000	ISHares TR Russell 2,000	12/22/11	03/01/12	994,182	935,638			58,544	
10,000	Joy Global Inc.	12/01/11	03/01/12	787,163	825,619				38,456
10,000	Las Vegas Sands Corp.	12/09/11	03/06/12	533,491	461,400			72,091	
10,000	Las Vegas Sands Corp.	02/02/12	03/22/12	577,742	513,400			64,342	
5,000	Las Vegas Sands Corp.	03/02/12	03/22/12	288,871	282,500			6,371	
	Subtotals - forward			19,218,264	18,353,103	218,402	49,855	1,247,353	550,739

THE CHATFIELD FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES - CAPITAL GAINS FROM SALES OF SECURITIES - Continued
FOR THE YEAR ENDED DECEMBER 31, 2012

Number of Shares or Face Value	Name of Security	Date of		Sales Price	Cost	Long-Term Capital		Short-Term Capital	
		Purchase	Sale			Gains	Losses	Gains	Losses
	Subtotals - forwarded			\$19,218,264	\$18,353,103	\$ 218,402	\$ 49,855	\$1,247,353	\$ 550,739
10,000	Micron Technology Inc.	09/15/11	03/14/12	86,003	69,700			16,303	
15,000	Micron Technology Inc.	09/19/11	03/14/12	128,998	105,900			23,098	
20,000	Micron Technology Inc.	12/07/11	03/14/12	171,997	117,700			54,297	
5,000	Micron Technology Inc.	12/29/11	03/14/12	42,999	31,200			11,799	
20,000	Micron Technology Inc.	02/15/11	03/14/12	169,997	165,299			4,698	
5,000	Principal Financial Group Inc.	07/08/11	03/15/12	146,197	150,850				4,653
2,000	SPDR Gold Trust	02/29/12	03/22/12	317,719	334,200				16,481
5,000	Suntrust Banks Inc.	03/18/11	03/14/12	110,598	143,200				32,602
5,000	Suntrust Banks Inc.	04/07/11	03/14/12	110,598	149,850				39,252
5,000	Suntrust Banks Inc.	04/25/11	03/14/12	116,331	137,497				21,166
5,000	Suntrust Banks Inc.	06/07/11	03/20/12	123,498	129,650				6,152
5,000	Suntrust Banks Inc.	01/20/11	03/20/12	123,498	106,500			16,998	
5,000	Suntrust Banks Inc.	01/23/12	03/20/12	123,498	106,249			17,249	
5,000	Suntrust Banks Inc.	03/12/12	03/20/12	123,498	112,950			10,548	
10,000	Transocean Ltd.	07/15/11	03/15/12	558,090	631,825				73,735
5,000	Transocean Ltd.	10/17/11	03/15/12	279,495	261,888			17,607	
5,000	Transocean Ltd.	12/05/11	03/15/12	279,495	224,900			54,595	
5,000	Walgreen Co.	02/23/12	03/06/12	164,809	170,300				5,491
12,000	Wynn Resort Ltd.	03/05/12	03/16/12	1,526,241	1,461,355			64,886	
1,450	General Mills Inc.	01/04/12	03/08/12	53,868	56,812				2,944
250	General Mills Inc.	02/02/12	03/08/12	9,619	9,981				362
850	PepsiCo Inc.	01/04/12	03/08/12	53,513	56,678				3,165
125	PepsiCo Inc.	02/02/12	03/08/12	7,869	8,298				429
1,300	Walgreen Co.	12/08/11	03/08/12	42,526	43,516				990
400	Walgreen Co.	01/04/12	03/08/12	13,086	13,168				82
250	Walgreen Co.	02/02/12	03/08/12	8,178	8,401				223
100	Put X (US Steel)	03/21/12	04/04/12	19,500	9,800			9,700	
100	Put X (US Steel)	03/21/12	04/04/12	13,000	6,500			6,500	
5,000	Advanced Micro D Inc.	02/14/12	04/04/12	38,749	36,500			2,249	
10,000	Advanced Micro D Inc.	02/15/12	04/04/12	77,498	73,800			3,698	
10,000	Advanced Micro D Inc.	03/02/12	04/04/12	77,498	75,299			2,199	
25,000	Bank of America Corp.	11/23/12	04/20/12	206,160	130,328			75,832	
25,000	Bank of America Corp.	12/29/12	04/20/12	206,266	137,690			68,576	
5,000	Bank of America Corp.	01/06/12	04/20/12	41,283	31,384			9,899	
20,000	Bank of America Corp.	01/12/12	04/20/12	165,133	138,140			26,993	
25,000	Bank of America Corp.	02/09/12	04/20/12	206,616	208,161				1,545
2,500	Citigroup Inc.	12/22/11	04/20/12	85,298	69,000			16,298	
2,500	Citigroup Inc.	12/29/11	04/20/12	85,298	66,025			19,273	
2,500	Citigroup Inc.	01/04/12	04/20/12	85,298	70,700			14,598	
2,500	Citigroup Inc.	01/13/12	04/20/12	85,298	77,125			8,173	
5,000	Citigroup Inc.	02/06/12	04/20/12	170,596	165,297			5,299	
5,000	Citigroup Inc.	03/06/12	04/20/12	170,596	161,202			9,394	
5,000	Citigroup Inc.	03/13/12	04/20/12	170,596	176,250				5,654
5,000	Citigroup Inc.	03/20/12	04/20/12	170,596	188,649				18,053
5,000	Micron Technology	02/16/12	04/04/12	38,000	41,750				3,750
	Subtotals - forwarded			26,223,761	25,024,570	218,402	49,855	1,818,112	787,468

THE CHATLOS FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES - CAPITAL GAINS FROM SALES OF SECURITIES - Continued
FOR THE YEAR ENDED DECEMBER 31, 2012

Number of Shares or Face Value	Name of Security	Date of		Sales Price	Cost	Long-Term Capital		Short-Term Capital	
		Purchase	Sale			Gains	Losses	Gains	Losses
	Subtotals - forwarded			\$26,223,761	\$25,024,570	\$218,402	\$49,855	\$1,818,112	\$787,468
5,000	Micron Technology	03/02/12	04/04/12	38,000	43,699				5,699
2,000	SPDR Gold Trust	03/07/12	03/28/12	325,593	327,393				1,800
15	Call USG	04/23/12	03/21/12	1,425				1,425	
140	Wal-Mart Stores Inc.	02/25/11	05/02/12	8,264	7,240			1,785	
190	Abbott Laboratories	11/29/11	05/02/12	11,889	10,104	1,024		1,785	
50	Chevron Corp.	11/29/11	05/02/12	5,345	4,899			446	
155	Coca Cola Co./The	01/04/12	05/02/12	11,954	10,797			1,157	
290	Eaton Corp.	02/02/12	05/02/12	13,791	13,217			574	
180	Exxon Mobil Corp.	02/02/12	05/02/12	15,501	15,044			457	
220	Emerson Electric Co.	02/02/12	03/08/12	10,871	10,856			15	
270	Honeywell International Inc	07/20/11	05/02/12	16,367	15,752			615	
225	Home Depot Inc.	01/04/12	05/02/12	11,858	9,617			2,242	
300	Illinois Tool Works Inc.	02/02/12	05/02/12	17,302	16,475			827	
240	Johnson & Johnson	11/29/11	05/02/12	15,661	15,136			525	
900	Kimberly-Clark Corp.	11/29/11	05/02/12	86,451	78,564			7,887	
150	McDonalds Corp.	11/29/11	05/02/12	14,604	14,057			547	
470	Medtronic Inc.	11/29/11	05/02/12	18,003	16,539			1,464	
215	Microsoft Corp.	01/04/12	05/02/12	6,834	5,891			943	
340	Raytheon Co.	03/06/12	05/02/12	18,361	17,264			1,097	
190	Union Pacific Corp.	03/06/12	05/02/12	21,858	20,264			1,594	
55	United Techs Corp.	11/29/11	05/02/12	4,479	4,029			450	
800	Gap Inc.	11/29/11	04/02/12	21,208	14,396			6,812	
1,500	Gap Inc.	12/08/11	04/02/12	39,764	27,939			11,825	
725	Gap Inc.	01/04/12	04/02/12	19,219	13,706			5,513	
350	Gap Inc.	02/02/12	04/02/12	9,279	7,529			1,750	
\$1,000,000	General Electric Cap Corp.	06/14/07	03/15/12	1,086,980	1,000,000	86,980			
\$1,000,000	Caterpillar Financial Service	06/23/08	05/21/12	1,058,000	1,000,000	58,000			
25,000	Align Technology Inc.	06/27/11	05/18/12	730,902	527,447			203,455	
5,000	Fedex Corp.	03/23/12	05/24/12	449,890	456,689				6,799
10,000	IShares MSCI Japan	02/22/12	05/23/12	88,198	99,799				11,601
15,000	Proshares Ultrashort S&P	03/14/12	05/16/12	251,245	229,750			21,495	
20,203	Lennar Corp.	01/06/12	05/24/12	569,288	474,401			94,887	
15,000	Pfizer Inc.	12/15/11	05/24/12	330,296	324,000			6,296	
10,000	Weyerhaeuser Co.	04/12/11	06/06/12	197,746	226,700		28,954		
10,000	AT & T Inc.	12/21/11	06/01/12	340,692	292,500			48,192	
2,000	BlackRock Inc.	05/23/12	06/15/12	346,512	327,300			19,212	
1,000	Baidu Inc.	05/31/12	06/07/12	124,046	116,696			7,350	
10,000	Fedex Corp.	03/26/12	06/19/12	907,480	893,250			14,230	
20,000	IShares Gold Tr	02/29/12	06/01/12	305,193	332,900				27,707
20,000	Proshares Ultrashort S&P	06/15/12	06/25/12	335,492	326,000			9,492	
5,000	Powershares QQQ	05/21/12	06/19/12	321,993	307,534			14,459	
10,000	General Electric Co.	06/05/12	06/07/12	190,996	180,800			10,196	
	Subtotals - forward			34,622,591	32,860,743	364,406	78,809	2,317,325	841,074

THE CHATFIELD FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES - CAPITAL GAINS FROM SALES OF SECURITIES - Continued
FOR THE YEAR ENDED DECEMBER 31, 2012

Number of Shares or Face Value	Name of Security	Date of		Sales Price	Cost	Long-Term Capital		Short-Term Capital	
		Purchase	Sale			Gains	Losses	Gains	Losses
	Subtotals -- forwarded			\$34,622,591	\$32,860,743	\$364,406	\$78,809	\$2,317,325	\$841,074
20,000	HealthSouth Corp.	07/25/11	06/05/12	382,793	423,390				40,597
3,000	Joy Global Inc.	01/27/12	06/01/12	187,496	265,518				78,022
24,797	Lennar Corp.	06/01/12	06/25/12	678,628	634,718			43,910	
10,000	Principal Financial Group	09/09/11	06/06/12	242,206	241,500			706	
2,000	Sears Holdings Corp.	05/17/12	06/20/12	108,978	108,958			20	
9,000	Wynn Resorts Ltd.	05/31/12	06/20/12	938,005	902,759			35,246	
60	Wal-Mart Stores Inc.	02/25/11	06/05/12	3,934	3,103	831			
390	Air Products & Chemicals Inc.	11/29/11	06/05/12	30,263	31,461				1,198
5,000	Aegion N.V.	01/24/12	06/18/12	129,997	125,000			4,997	
1,030	C.H. Robinson	05/02/12	06/05/12	58,348	63,937				5,589
2,430	ConAgra Foods Inc.	04/05/12	06/05/12	59,761	63,619				3,858
540	Union Pacific Corp.	03/06/12	06/05/12	57,844	57,990				146
24,116	PIMCO Commodity Real Return Strategy Fund		06/26/12	150,000	199,402		49,402		
8,889	T Rowe Price Real Estate Fund		06/26/12	180,000	117,298	62,702			
15,920	Goldman Sachs Growth Opportunity Fund		06/26/12	380,000	310,909	69,091			
17,203	Invesco Small Cap Growth Fund		06/26/12	527,957	497,796	30,161			
34,393	Jensen Portfolio		06/26/12	942,011	890,734	51,277			
29,390	MFS Research Intl.		06/26/12	400,000	410,580		10,580		
14,722	Vanguard Instl Index Fund		06/26/12	1,788,143	1,866,740		78,597		
46,429	Forum Absolute Strategies Fund		06/26/12	520,000	497,250	22,750			
3,200	IShares TR Russell 2,000		06/26/12	213,748	237,320		23,572		
15,000	IShares TR Midcap Value		06/26/12	663,113	708,751		45,638		
5,000	Toll Bros Inc.	04/13/12	07/02/12	137,997	115,500			22,497	
5,000	Toll Bros Inc.	05/30/12	07/02/12	137,997	136,250			1,747	
5,000	Proshares Ultrashort S&P	06/15/12	07/02/12	83,498	81,500			1,998	
5,000	Proshares Ultrashort S&P	06/19/12	07/02/12	83,498	79,099			4,399	
5,000	Weyerhaeuser Co.	04/28/11	07/02/12	110,648	118,750		8,102		
5,000	Weyerhaeuser Co.	05/31/11	07/02/12	110,648	105,899	4,749			
1,000	Joy Global Inc.	02/29/12	07/02/12	56,591	87,950				31,359
1,000	Joy Global Inc.	03/01/12	07/02/12	56,591	88,350				31,759
5,000	Weyerhaeuser Co.	01/20/12	07/02/12	110,648	102,750			7,898	
2,000	Transocean Ltd.	05/24/12	07/02/12	89,018	86,500			2,518	
10	Call AAPL Jul 00640.00	07/05/12	07/05/12	1,700	-			1,700	
2,000	Baidu Inc.	06/12/12	07/05/12	234,295	237,000				2,705
2,000	Nike Inc.	06/26/12	07/10/12	182,896	196,180				13,284
2,000	Nike Inc.	06/29/12	07/11/12	184,456	173,700			10,756	
1,000	Nike Inc.	07/02/12	07/11/12	92,228	88,340			3,888	
5,000	Proshares Ultrashort S&P 500	06/19/12	07/12/12	81,998	79,099			2,899	
700	Proshares Ultrashort S&P 500	06/20/12	07/12/12	11,480	11,060			420	
2,000	Target Corp.	06/14/12	07/12/12	119,697	116,400			3,297	
500	Apple Inc.	04/13/12	07/19/12	305,189	304,851			338	
500	Apple Inc.	04/24/12	07/19/12	307,015	279,986			27,029	
2,000	Boeing Co./The	07/09/12	07/19/12	149,009	147,780			1,209	
1,000	International Business Machines	07/09/12	07/19/12	195,032	189,230			5,802	
1,000	International Business Machines	07/10/12	07/19/12	195,032	190,300			4,732	
1,000	International Business Machines	07/10/12	07/19/12	195,032	185,900			9,132	
	Subtotals -- forward			46,498,009	44,721,870	605,967	294,700	2,514,463	1,049,591

THE CHATFIELD FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES - CAPITAL GAINS FROM SALES OF SECURITIES - Continued
FOR THE YEAR ENDED DECEMBER 31, 2012

Number of Shares or Face Value	Name of Security	Date of		Sales Price	Cost	Long-Term Capital		Short-Term Capital	
		Purchase	Sale			Gains	Losses	Gains	Losses
	Subtotals -- forwarded			\$46,498,009	\$44,721,870	\$ 605,967	\$ 294,700	\$2,514,463	\$1,049,591
500	Apple Inc.	04/24/12	07/23/12	\$ 294,077	\$ 280,250			\$ 13,827	
500	Apple Inc.	05/18/12	07/23/12	294,077	292,750			1,327	
1,000	Apple Inc.	05/18/12	07/23/12	599,987	585,500			14,487	
1,000	Baidu Inc.	06/22/12	07/24/12	114,817	113,585			1,232	
1,000	Baidu Inc.	06/27/12	07/24/12	114,817	111,480			3,337	
1,000	Baidu Inc.	07/10/12	07/24/12	114,817	111,800			3,017	
1,000	Baidu Inc.	07/10/12	07/24/12	114,817	109,900			4,917	
1,000	Baidu Inc.	07/13/12	07/24/12	114,817	108,359			6,458	
4,300	Proshares Ultrashort S&P 500	06/20/12	07/24/12	68,798	67,940			858	
5,700	Proshares Ultrashort S&P 500	06/29/12	07/24/12	91,198	90,059			1,139	
4,300	Proshares Ultrashort S&P 500	06/29/12	07/24/12	69,100	67,940			1,160	
700	Proshares Ultrashort S&P 500	06/29/12	07/24/12	11,249	10,997			252	
5,000	KKR & Co LP	02/04/11	07/25/12	69,998	82,950		12,952		
5,000	KKR & Co LP	03/30/11	07/25/12	69,998	86,300		16,302		
5,000	SPDR Index Shares Funds	07/11/12	07/26/12	134,497	134,850				353
1,000	SPDR Index Shares Funds	07/12/12	07/26/12	26,899	26,650			249	
4,000	SPDR Index Shares Funds	07/13/12	07/26/12	107,598	108,000				402
1,000	SPDR Index Shares Funds	07/20/12	07/26/12	26,899	26,890			9	
400	Tortoise MLP Fund Inc.	08/16/10	07/10/12	10,240	10,000	240			
475	Tortoise MLP Fund Inc.	09/14/10	07/10/12	12,160	11,607	553			
336	Tortoise MLP Fund Inc.	09/22/10	07/10/12	8,601	8,054	547			
164	Tortoise MLP Fund Inc.	09/22/10	07/11/12	4,215	3,931	284			
200	Tortoise MLP Fund Inc.	12/06/10	07/11/12	5,140	4,886	254			
450	Tortoise MLP Fund Inc.	12/06/10	07/11/12	11,565	11,001	564			
675	Tortoise MLP Fund Inc.	05/13/11	07/11/12	17,347	17,928				581
1,075	Home Depot Inc.	01/04/12	07/10/12	56,130	45,945			10,185	
125	Home Depot Inc.	02/02/12	07/10/12	6,527	5,561			966	
100	Home Depot Inc.	06/05/12	07/10/12	5,221	4,890			331	
2,500	Guggenheim Build America Bonds	09/23/11	07/10/12	58,299	50,375			7,924	
200	Guggenheim Build America Bonds	10/12/11	07/10/12	4,664	3,986			678	
1,700	Guggenheim Build America Bonds	10/12/11	07/10/12	39,643	33,898			5,745	
300	Guggenheim Build America Bonds	10/12/11	07/10/12	6,996	5,984			1,012	
3,400	Guggenheim Build America Bonds	10/12/11	07/10/12	79,286	67,592			11,694	
5,000	KKR & Co LP	03/30/11	07/30/12	72,248	86,300		14,052		
10,000	KKR & Co LP	04/11/11	08/27/12	142,246	174,500		32,254		
5,000	KKR & Co LP	04/15/11	08/28/12	71,248	90,250		19,002		
60	Wynn Resorts Ltd.	08/24/12	08/20/12	15,600	8,100			7,500	
1,000	BAC Aug 00007.00 - Put	07/19/12	08/18/12	0	20,490				20,490
1,000	Apple Inc.	05/22/12	07/31/12	608,340	565,900			42,440	
1,000	Apple Inc.	06/01/12	07/31/12	608,340	566,435			41,905	
1,000	BlackRock Inc.	07/18/12	07/27/12	169,596	172,579				2,983
1,000	BlackRock Inc.	07/23/12	07/27/12	169,596	167,992			1,604	
1,000	BlackRock Inc.	07/24/12	07/27/12	169,596	165,962			3,634	
	Subtotals -- forward			51,289,313	49,442,216	608,409	389,262	2,702,350	1,074,400

THE CHATFIELD FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES - CAPITAL GAINS FROM SALES OF SECURITIES - Continued
FOR THE YEAR ENDED DECEMBER 31, 2012

Number of Shares or Face Value	Name of Security	Date of		Sales Price	Cost	Long-Term Capital		Short-Term Capital	
		Purchase	Sale			Gains	Losses	Gains	Losses
	Subtotals - forwarded			\$51,289,313	\$49,442,216	\$ 608,409	\$ 389,262	\$2,702,350	\$1,074,400
1,000	Deere & Co	07/20/12	08/08/12	79,088	75,900			3,188	
5,000	Freeport-McMoRan Copper & Gold	02/28/12	08/24/12	180,512	217,500				36,988
5,000	Freeport-McMoRan Copper & Gold	03/22/12	08/24/12	180,512	190,750				10,238
5,000	Freeport-McMoRan Copper & Gold	06/08/12	08/24/12	179,746	166,000			13,746	
5,000	Freeport-McMoRan Copper & Gold	06/25/12	08/24/12	179,746	158,200			21,546	
1,000	iShares Dow Jones International	07/13/12	08/08/12	31,449	29,950			1,499	
5,000	Intel Corp.	04/04/12	08/09/12	133,997	138,500				4,503
5,000	Intel Corp.	06/13/12	08/09/12	133,997	134,250				253
5,000	Intel Corp.	07/09/12	08/09/12	133,997	129,750			4,247	
1,000	Las Vegas Sands Corp.	05/17/12	08/23/12	43,399	48,711				5,312
1,000	Las Vegas Sands Corp.	06/01/12	08/23/12	43,399	43,800				401
3,000	Las Vegas Sands Corp.	06/12/12	08/23/12	130,197	135,194				4,997
4,000	Las Vegas Sands Corp.	07/02/12	08/23/12	173,596	172,241				
1,000	Las Vegas Sands Corp.	07/09/12	08/12/12	43,399	41,800			1,355	
5,000	Microsoft Corp.	04/04/12	08/09/12	153,047	156,500			1,599	3,453
5,000	Microsoft Corp.	06/13/12	08/09/12	153,047	147,000			6,047	
5,000	Microsoft Corp.	07/09/12	08/09/12	153,047	149,250			3,797	
5,000	Nordic American Tankers	02/17/12	08/03/12	55,599	75,650				20,051
10,000	Yahoo! Inc.	02/28/12	08/09/12	160,096	148,800			11,296	
5,000	Yahoo! Inc.	03/16/12	08/09/12	80,048	75,500			4,548	
5,000	Yahoo! Inc.	03/23/12	08/09/12	80,048	77,750			2,298	
4,000	Wynn Resorts Ltd.	07/05/12	08/24/12	417,591	398,850			18,741	
2,000	Wynn Resorts Ltd.	07/23/12	08/24/12	208,796	188,341			20,455	
200	iShares MSCI CDA Index Fd	09/22/10	08/24/12	5,533	5,548		15		
650	iShares MSCI CDA Index Fd	10/13/10	08/24/12	17,982	19,115		1,133		
350	iShares MSCI CDA Index Fd	02/25/11	08/24/12	9,682	11,578		1,896		
400	iShares MSCI CDA Index Fd	06/21/11	08/24/12	11,066	12,323		1,257		
900	Vanguard MSCI Emerging	12/16/09	08/24/12	36,865	37,337		472		
200	Vanguard MSCI Emerging	05/13/11	08/24/12	8,192	9,551		1,359		
500	Clearbridge Energy MLP	06/24/10	07/31/12	11,920	10,000	1,920			
200	Clearbridge Energy MLP	06/24/10	08/15/12	4,740	4,000	740			
2,500	Clearbridge Energy MLP	06/24/10	08/16/12	59,249	50,000	9,249			
535	Henderson Int'l Opportunities Fund	09/22/10	07/31/12	10,299	10,630		331		
1,075	Henderson Int'l Opportunities Fund	10/13/10	07/31/12	20,694	22,348		1,654		
39	Henderson Int'l Opportunities Fund	12/30/10	07/31/12	751	826		75		
493	Nuveen Trwd Int'l VL FD 1	09/22/10	07/31/12	10,047	12,261		2,214		
863	Nuveen Trwd Int'l VL FD 1	10/13/10	07/31/12	17,588	22,541		4,953		
476	Oppenheimer Developing Markets	08/03/10	08/24/12	15,313	14,589	724			
308	Oppenheimer Developing Markets	09/22/10	08/24/12	9,908	9,995		87		
450	Oppenheimer Developing Markets	10/13/10	08/24/12	14,476	15,534		1,058		
220	Oppenheimer Developing Markets	07/06/11	08/24/12	7,077	7,869		792		
3,418	ING Global Real Estate	11/10/10	07/31/12	58,936	56,611	2,325			
547	Invesco Ltd.	09/22/10	07/31/12	14,731	13,981	750			
699	Invesco Ltd.	10/13/10	07/31/12	18,824	18,888		64		
5,000	Powershares Global Funds	08/08/11	07/31/12	44,738	43,250			1,488	
500	SPDR Index Shares Funds	07/13/12	08/24/12	14,963	13,581			1,382	
300	SPDR Index Shares Funds	07/13/12	08/24/12	8,978	8,151			827	
	Subtotals - forward			54,850,218	52,972,910	624,117	406,622	2,820,409	1,160,596

THE CHARLES D. KOSOWSKI FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES - CAPITAL GAINS FROM SALES OF SECURITIES - Continued
FOR THE YEAR ENDED DECEMBER 31, 2012

Number of Shares or Face Value	Name of Security	Date of		Sales Price	Cost	Long-Term Capital		Short-Term Capital	
		Purchase	Sale			Gains	Losses	Gains	Losses
	Subtotals – forwarded			\$54,850,218	\$52,972,910	\$ 624,117	\$ 406,622	\$2,820,409	\$1,160,596
800	Clearbridge Energy MLP F	09/23/11	08/16/12	18,960	16,000			2,960	
1,087	Henderson International Fund	07/13/12	07/31/12	20,917	20,205			712	
31	Nuveen Trwd Int'l VL FD I	12/30/11	07/31/12	628	659				31
23,907	Principal Financial Group	10/11/11	07/31/12	184,563	175,000			9,563	
22,107	Pioneer Strat Income Fund	10/12/11	07/31/12	244,506	235,000			9,506	
33	Oppenheimer Developing Markets	12/12/11	08/24/12	1,069	981			88	
20	Invesco Ltd.	12/09/11	07/31/12	542	515			27	
1,067	Invesco Ltd.	07/13/12	07/31/12	28,734	27,987			747	
5,000	First TR ISE Cloud Comp	07/08/11	09/10/12	98,998	101,850		2,852		
5,000	First TR ISE Cloud Comp	07/08/11	09/10/12	99,148	101,850		2,702		
5,000	KKR & Co. LP	04/15/11	08/29/12	72,248	90,250		18,002		
5,000	KKR & Co. LP	05/02/11	08/29/12	72,248	95,000		22,752		
10,000	Advanced Micro Devices Inc.	07/06/12	09/06/12	35,499	57,100				21,601
3,000	Align Tech Inc.	07/05/12	09/07/12	112,647	104,430			8,217	
2,000	Align Tech Inc.	07/11/12	09/07/12	75,098	64,190			10,908	
5,000	Baidu Inc.	08/30/12	09/14/12	576,238	554,240			21,998	
5,000	Centurylink Inc.	07/24/12	08/29/12	210,495	204,500			5,995	
5,000	Centurylink Inc.	08/02/12	08/29/12	210,495	207,500			2,995	
3,000	Coach Inc.	08/17/12	09/05/12	170,696	170,980				284
2,000	Coach Inc.	08/24/12	09/05/12	113,797	111,500			2,297	
10,000	Citigroup Inc.	06/28/12	09/18/12	338,492	268,050			70,442	
5,000	Citigroup Inc.	07/02/12	09/18/12	169,246	138,650			30,596	
5,000	Citigroup Inc.	07/11/12	09/18/12	169,246	129,750			39,496	
5,000	Citigroup Inc.	08/06/12	09/18/12	169,246	140,250			28,996	
5,000	Citigroup Inc.	08/22/12	09/18/12	169,246	153,500			15,746	
5,000	Freeport-McMoRan Copper & Gold	07/24/12	09/11/12	200,511	157,750			42,761	
5,000	Freeport-McMoRan Copper & Gold	08/22/12	09/11/12	200,511	182,750			17,761	
3,000	Kellogg Co.	07/26/12	09/14/12	151,347	141,950			9,397	
2,000	Kellogg Co.	08/06/12	09/14/12	100,898	101,079				181
3,000	Kellogg Co.	08/20/12	09/14/12	151,347	153,850				2,503
4,000	Lululemon Athletica Inc.	05/29/12	09/07/12	307,194	293,885			13,309	
3,000	Lululemon Athletica Inc.	07/31/12	09/11/12	227,844	168,396			59,448	
2,000	Lululemon Athletica Inc.	08/10/12	09/11/12	151,897	117,200			34,697	
3,000	Lululemon Athletica Inc.	08/16/12	09/11/12	227,844	189,000			38,844	
2,000	Lululemon Athletica Inc.	09/05/12	09/11/12	151,897	133,433			18,464	
5,000	Morgan Stanley	02/01/12	09/10/12	84,248	94,719				10,471
5,000	Morgan Stanley	02/08/12	09/10/12	84,248	101,250				17,002
2,000	Macy's Inc.	06/14/12	09/12/12	79,158	71,800			7,358	
2,000	Macy's Inc.	06/27/12	09/12/12	79,158	66,300			12,858	
1,000	Macy's Inc.	07/16/12	09/12/12	39,579	33,850			5,729	
1,000	Macy's Inc.	07/30/12	09/12/12	39,579	36,826			2,753	
2,000	Macy's Inc.	08/02/12	09/12/12	79,158	73,320			5,838	
2,000	Macy's Inc.	08/08/12	09/12/12	79,158	75,813			3,345	
2,000	Macy's Inc.	08/30/12	09/12/12	79,158	81,140				1,982
	Subtotals – forward			60,727,954	58,417,158	624,117	452,930	3,354,260	1,214,651

THE CHAOS FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES - CAPITAL GAINS FROM SALES OF SECURITIES - Continued
FOR THE YEAR ENDED DECEMBER 31, 2012

Number of Shares or Face Value	Name of Security	Date of		Sales Price	Cost	Long-Term Capital		Short-Term Capital	
		Purchase	Sale			Gains	Losses	Gains	Losses
	Subtotals - forwarded			\$60,727,954	\$58,417,158	\$ 624,117	\$ 452,930	\$3,354,260	\$1,214,651
10,000	Pandora Media Inc.	08/29/12	08/30/12	118,288	100,900			17,388	
200	Put United States Steel Corp.	06/01/12	07/21/12	20,587				20,587	
20	Apple Inc.	06/01/12	07/23/12	9,500				9,500	
10	Apple Inc.	06/01/12	07/23/12	12,000				12,000	
150	IShares MSCI EAFE Small	12/09/09	09/06/12	5,577	5,461	116			
100	IShares MSCI EAFE Small	08/16/10	09/06/12	3,718	3,513	205			
400	IShares MSCI EAFE Small	02/25/11	09/06/12	14,872	17,174		2,302		
100	Powershares Exchange Traded Fund	09/22/10	09/06/12	3,710	4,701		991		
100	Powershares Exchange Traded Fund	10/13/10	09/06/12	3,710	5,037		1,327		
100	Powershares Exchange Traded Fund	12/06/10	09/06/12	3,710	5,215		1,505		
2,000	General Motors Co.	11/18/10	09/06/12	43,960	66,000		22,040		
580	Honeywell International Inc.	07/20/11	09/06/12	34,016	33,384	632			
450	Honeywell International Inc.	08/08/11	09/06/12	26,392	21,258	5,134			
630	Emerson Electric Co.	12/08/11	09/06/12	31,203	31,753				550
325	Emerson Electric Co.	01/04/12	09/06/12	16,097	15,592			505	
100	Emerson Electric Co.	02/02/12	09/06/12	4,953	5,159				206
225	Emerson Electric Co.	04/05/12	09/06/12	11,144	11,519				375
120	Emerson Electric Co.	06/05/12	09/06/12	5,944	5,382			562	
500	Emerson Electric Co.	07/10/12	09/06/12	24,765	22,258			2,507	
250	IShares MSCI EAFE Small	07/13/12	09/06/12	9,295	8,875			420	
1,000	General Mills Inc.	02/01/12	09/06/12	39,203	41,310				2,107
700	General Mills Inc.	05/02/12	09/06/12	27,442	26,993				
500	General Mills Inc.	07/10/12	09/06/12	19,601	19,392			449	
170	Honeywell International Inc.	06/05/12	09/06/12	9,970	9,053			209	
300	Honeywell International Inc.	07/10/12	09/06/12	17,595	16,115			917	
100	Honeywell International Inc.	07/11/12	09/06/12	5,865	5,380			1,480	
900	Illinois Tool Works Inc.	02/02/12	09/06/12	53,162	49,425			485	
200	Illinois Tool Works Inc.	04/05/12	09/06/12	11,814	11,270			3,737	
100	Illinois Tool Works Inc.	06/05/12	09/06/12	5,907	5,426			544	
400	Illinois Tool Works Inc.	07/10/12	09/06/12	23,627	20,406			481	
100	Illinois Tool Works Inc.	07/11/12	09/06/12	5,907	5,040			3,221	
460	Johnson & Johnson	12/08/11	09/06/12	31,217	29,419			867	
150	Johnson & Johnson	01/04/12	09/06/12	10,179	9,797			1,798	
125	Johnson & Johnson	02/02/12	09/06/12	8,483	8,198			382	
225	Johnson & Johnson	04/05/12	09/06/12	15,269	14,672			285	
340	Johnson & Johnson	07/10/12	09/06/12	23,074	22,851			597	
400	Occidental Petroleum Corp.	04/05/12	09/06/12	33,351	37,724			223	
280	Occidental Petroleum Corp.	05/02/12	09/06/12	23,346	25,833				4,373
120	Occidental Petroleum Corp.	06/05/12	09/06/12	10,005	9,744			261	
200	Occidental Petroleum Corp.	07/10/12	09/06/12	16,676	16,600			76	
1,200	Tiffany & Co.	06/05/12	09/06/12	71,807	66,852			4,955	
400	Tiffany & Co.	07/10/12	09/06/12	23,936	20,678			3,258	
103,883	Federated Strategic Value Dividend		09/06/12	535,000	464,359	70,641			
	Sub-totals forwarded			62,153,831	59,716,876	700,845	481,095	3,441,954	1,224,749

THE CHARLOS FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES - CAPITAL GAINS FROM SALES OF SECURITIES - Continued
FOR THE YEAR ENDED DECEMBER 31, 2012

Number of Shares or Face Value	Name of Security	Date of		Sales Price	Cost	Long-Term Capital		Short-Term Capital	
		Purchase	Sale			Gains	Losses	Gains	Losses
	Subtotals - forwarded			\$62,153,831	\$59,716,876	\$ 700,845	\$ 481,095	\$3,441,954	\$1,224,749
27,651	PIMCO Commodity RealReturn Strategy		09/06/12	193,833	215,832		21,999		
16,385	Goldman Sachs Growth Opportunity Fund		09/06/12	428,796	362,498	66,298			
29,161	MFS Research International Fund		09/06/12	432,741	407,371	25,370			
2,845	IShares Trust Russell 2000		09/06/12	207,481	210,993		3,512		
5,000	Corning Inc.	10/06/11	10/16/12	67,398	64,850	2,548			
5,000	Corning Inc.	10/07/11	10/16/12	67,398	67,550		152		
5,000	Monster Worldwide Inc.	05/03/07	10/01/12	38,000	242,273		204,273		
5,000	Masco Corp.	09/20/06	10/17/12	77,168	133,500		56,332		
5,000	Masco Corp.	01/17/07	10/17/12	77,168	155,804		78,636		
10	Call AAPL Oct 00610.00	10/09/12	10/16/12	34,999	27,450			7,549	
200	Call GM		10/18/12		15,000				15,000
1,000	Amazon.com Inc.	10/09/12	10/15/12	241,208	252,275				11,067
20,000	AT&T Inc.	06/28/12	09/26/12	766,983	703,100			63,883	
5,000	AT&T Inc.	07/06/12	09/26/12	191,746	176,000			15,746	
5,000	AT&T Inc.	08/13/12	09/26/12	191,746	187,000			4,746	
25,000	Bank of America Corp.	03/15/12	10/16/12	237,887	226,804			11,083	
25,000	Bank of America Corp.	03/16/12	10/16/12	236,142	237,096				954
8,642	BlackRock Inc.	09/28/12	10/04/12	1,585,680	1,539,866			45,814	
2,000	Boeing Co./The	07/11/12	01/01/12	140,677	143,620				2,943
1,000	Boeing Co./The	07/12/12	10/01/12	70,339	70,975				636
1,000	Boeing Co./The	07/24/12	10/01/12	70,339	71,670				1,331
1,000	Boeing Co./The	08/02/12	10/01/12	70,339	71,350				1,011
1,000	Boeing Co./The	08/23/12	10/01/12	70,339	70,670				331
1,000	Boeing Co./The	08/24/12	10/01/12	70,339	70,600				261
1,000	Boeing Co./The	08/30/12	10/01/12	70,339	70,650				311
2,000	Boeing Co./The	09/13/12	10/01/12	140,677	140,942				265
10,000	Corning Inc.	11/30/11	10/16/12	134,997	132,000			2,997	
25,000	Huntington Bancshares Inc.	03/19/12	10/11/12	178,496	162,748			15,748	
5,000	Huntington Bancshares Inc.	04/13/12	10/11/12	71,398	62,500			8,898	
5,000	Huntington Bancshares Inc.	04/16/12	10/11/12	71,398	62,299			9,099	
5,000	Huntington Bancshares Inc.	06/01/12	10/11/12	35,699	31,350			4,349	
10,000	Huntington Bancshares Inc.	10/03/12	10/11/12	71,398	69,500			1,898	
5,000	Morgan Stanley	02/14/12	10/11/12	89,398	94,900				5,502
700	Morgan Stanley	02/15/12	10/11/12	12,516	13,370				854
4,300	Morgan Stanley	02/15/12	10/11/12	76,940	82,130				5,190
5,000	Morgan Stanley	02/21/12	10/11/12	89,415	96,500				7,085
5,000	Morgan Stanley	03/21/12	10/11/12	89,399	100,600				11,201
5,000	Morgan Stanley	04/11/12	10/11/12	89,399	89,750				351
5,000	Morgan Stanley	05/17/12	10/11/12	89,449	67,250			22,199	
10,000	Morgan Stanley	08/31/12	10/11/12	178,747	149,500			29,247	
5,000	Morgan Stanley	09/05/12	10/11/12	178,597	157,100			21,497	
5,000	Morgan Stanley	09/26/12	10/11/12	178,647	164,000			14,647	
10,000	Millennial Media Inc.	09/13/12/	10/09/12	161,613	138,959			22,654	
5,000	Millennial Media Inc.	09/14/12	10/09/12	82,346	75,250			7,096	
5,000	Millennial Media Inc.	09/26/12	10/09/12	82,346	71,500			10,846	
	Sub-totals forward			69,895,791	67,473,821	795,061	845,999	3,761,950	1,289,042

THE CHOCOS FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES - CAPITAL GAINS FROM SALES OF SECURITIES - Continued
FOR THE YEAR ENDED DECEMBER 31, 2012

Number of Shares or Face Value	Name of Security	Date of		Sales Price	Cost	Long-Term Capital		Short-Term Capital	
		Purchase	Sale			Gains	Losses	Gains	Losses
	Subtotals - forwarded			\$69,895,791	\$67,473,821	\$795,061	\$845,999	\$3,761,950	\$1,289,042
10,000	JC Penney Co. Inc.	09/25/12	10/12/12	264,005	250,000			14,005	
5,000	JC Penney Co. Inc.	10/05/12	10/12/12	132,002	120,500			11,502	
10,000	Sealed Air Corp.	08/21/12	10/17/12	161,796	134,700			27,096	
5,000	Sealed Air Corp.	09/11/12	10/17/12	81,298	78,000			3,298	
2,000	Stanley Black & Decker Inc.	01/13/12	10/17/12	137,997	142,600				4,603
2,500	Stanley Black & Decker Inc.	01/17/12	10/12/12	172,496	181,225				8,729
500	Stanley Black & Decker Inc.	02/09/12	10/17/12	34,499	37,500				3,001
200	Baxter International Inc.	08/08/11	10/02/12	12,089	10,594	1,495			
200	Baxter International Inc.	08/08/11	10/02/12	12,089	10,596	1,493			
300	Wal-Mart Stores Inc.	02/25/11	10/02/12	22,117	15,515	6,602			
175	Goldman Sachs Stg Inc. FD CI	10/11/11	10/24/12	1,794	1,663	131			
110	Abbott Laboratories	11/29/11	10/02/12	7,534	5,850			1,684	
200	Abbott Laboratories	12/08/11	10/02/12	13,699	10,882			2,817	
90	Abbott Laboratories	12/08/11	10/02/12	6,164	4,897			1,267	
10	Air Products & Chemicals Inc.	12/08/11	10/02/12	826	822			4	
150	Air Products & Chemicals Inc.	12/08/11	10/02/12	12,392	12,330			62	
40	Air Products & Chemicals Inc.	01/04/12	10/02/12	3,305	3,482				177
300	Automatic Data Processing Inc.	04/05/12	10/02/12	17,566	16,605			961	
100	Chevron Corp.	11/29/11	10/02/12	11,775	9,797			1,978	
100	Chevron Corp.	12/08/11	10/02/12	11,775	10,260			1,515	
20	Chevron Corp.	12/08/11	10/02/12	2,355	2,052			303	
100	CH Robinson Worldwide Inc.	07/10/12	10/02/12	5,850	5,996				146
300	CH Robinson Worldwide Inc.	07/10/12	10/02/12	17,550	17,991				441
500	Coca-Cola Co./The	01/04/12	10/02/12	19,142	17,415			1,727	
600	Eaton Corp.	01/04/12	10/02/12	27,954	27,348			606	
20	Exxon Mobil Corp.	02/02/12	10/02/12	1,833	1,672			161	
180	Exxon Mobil Corp.	02/02/12	10/02/12	16,499	15,044			1,455	
250	General Dynamics Corp.	11/29/11	10/02/12	16,800	16,016			784	
50	General Dynamics Corp.	12/08/11	10/02/12	3,360	3,220			140	
1,000	Cohen & Steers Inc.	07/26/12	10/24/12	25,177	25,000			177	
100	McDonald's Corp.	12/08/11	10/02/12	9,083	9,726				643
100	McDonald's Corp.	12/08/11	10/02/12	9,083	9,726				643
600	Medtronic Inc.	12/08/11	10/02/12	26,192	21,231			4,961	
4,000	Maiden Holdings Ltd.	08/22/12	10/09/12	104,178	100,000			4,178	
500	Microsoft Corp.	01/04/12	10/02/12	14,815	13,699			1,116	
500	Paychex Inc.	04/05/12	10/02/12	16,510	15,718			792	
2,100	Raytheon Co.	03/06/12	10/02/12	115,323	112,505			2,818	
142	United Technologies Corp.	11/29/11	10/02/12	11,369	10,622			747	
55	United Technologies Corp.	12/08/11	10/02/12	4,312	4,105			207	
118	TCW Emerge Market Income I	07/31/12	10/24/12	1,100	1,060			40	
0.6100	Goldman Sachs Stg Inc FD CI	08/24/12	10/24/12	6	6				
31	Dreyfus International Bond I	07/31/12	10/24/12	560	543			17	
5,000	Masco Corp.	01/17/07	11/26/12	84,049	155,804		71,755		
10,000	Masco Corp.	02/02/07	11/26/12	168,548	341,400		172,852		
	Sub-totals forward			71,714,657	69,459,538	804,782	1,090,606	3,848,368	1,307,425

THE CHATLOS FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES - CAPITAL GAINS FROM SALES OF SECURITIES - Continued
FOR THE YEAR ENDED DECEMBER 31, 2012

Number of Shares or Face Value	Name of Security	Date of		Sales Price	Cost	Long-Term Capital		Short-Term Capital	
		Purchase	Sale			Gains	Losses	Gains	Losses
	Subtotals - forwarded			\$71,714,657	\$69,459,538	\$804,782	\$1,090,606	\$3,848,368	\$1,307,425
10,000	OfficeMax Inc	10/14/10	11/27/12	97,798	153,497		55,699		
2,000	Coach Inc.	09/26/12	11/27/12	116,057	110,188			5,869	
3,000	Coach Inc.	09/28/12	11/27/12	174,086	163,200			10,886	
5,000	Coach Inc.	10/01/12	11/27/12	292,511	281,450			11,061	
5,000	Coach Inc.	10/11/12	11/27/12	292,511	272,750			19,761	
370	Wal-Mart Stores Inc.	02/25/11	11/01/12	27,094	19,135	7,959			
200	Wal-Mart Stores Inc	07/20/11	11/01/12	14,646	10,748	3,898			
100	Wal-Mart Stores Inc.	08/08/11	11/01/12	7,323	5,124	2,199			
1,300	Air Products & Chemicals Inc	01/04/12	11/01/12	101,152	108,426				7,274
1,500	Norfolk Southern Corp.	10/02/12	11/01/12	92,443	97,206				4,763
100	Norfolk Southern Corp	10/24/12	11/01/12	6,163	6,237				74
1,300	United Technologies Corp.	12/08/11	11/01/12	102,491	98,002			4,489	
730	Wal-Mart Stores Inc	12/08/11	11/01/12	53,457	53,362			95	
10,000	General Motors Co.	11/18/10	12/20/12	270,048	336,850		66,802		
5,000	General Motors Co.	12/29/10	12/20/12	135,024	178,500		43,476		
5,000	General Motors Co.	01/04/11	12/20/12	135,024	188,335		53,311		
5,000	General Motors Co.	01/06/11	12/20/12	135,024	194,850		59,826		
5,000	KKR & Co LP	05/02/11	12/06/12	67,498	95,000		27,502		
5,000	KKR & Co LP	05/12/11	12/06/12	67,498	84,500		17,002		
5,000	KKR & Co LP	05/12/11	12/07/12	69,598	84,500		14,902		
5,000	KKR & Co LP	07/06/11	12/07/12	69,598	79,900		10,302		
5,000	KKR & Co LP	07/12/11	12/12/12	70,249	74,550		4,301		
5,000	KKR & Co LP	07/15/11	12/12/12	70,249	78,750		8,501		
5,000	KKR & Co LP	07/18/11	12/18/12	71,099	75,491		4,392		
5,000	KKR & Co LP	08/08/11	12/18/12	71,099	57,000	14,099			
400	KKR & Co LP	08/25/11	12/20/12	5,900	4,652	1,248			
100	KKR & Co LP	08/25/11	12/21/12	1,460	1,163	297			
5,000	Masco Corp.	08/17/07	12/04/12	83,148	130,898		47,750		
5,000	Masco Corp.	08/20/07	12/04/12	83,148	133,048		49,900		
5,000	Masco Corp.	08/22/07	12/04/12	83,148	131,950		48,802		
10,000	Masco Corp.	10/09/07	12/04/12	166,296	239,627		73,331		
10,000	Masco Corp.	09/26/08	12/04/12	166,496	184,900		18,404		
10,000	Masco Corp.	03/26/09	12/05/12	165,796	75,300	90,496			
10,000	Masco Corp.	07/20/09	12/05/12	163,996	99,500	64,496			
10,000	Masco Corp.	07/24/09	12/05/12	160,796	109,500	51,296			
10,000	Masco Corp.	08/04/09	12/06/12	160,025	139,725	20,300			
5,000	OfficeMax Inc.	11/01/10	11/29/12	50,199	88,623		38,424		
5,000	OfficeMax Inc.	11/23/10	11/29/12	50,199	84,576		34,377		
5,000	OfficeMax Inc.	12/14/10	12/04/12	49,401	84,750		35,349		
5,000	OfficeMax Inc.	02/03/11	12/04/12	49,401	81,000		31,599		
5,000	OfficeMax Inc.	02/17/11	12/04/12	49,401	76,750		27,349		
5,000	OfficeMax Inc.	03/30/11	12/04/12	49,401	65,450		16,049		
10,000	Office Max Inc.	04/26/11	12/04/12	99,431	125,099		25,668		
5,000	USG Corp.	01/17/07	11/29/12	134,335	60,000	74,335			
5,000	USG Corp.	02/26/07	11/29/12	134,335	65,450	68,885			
5,000	USG Corp.	10/03/07	12/04/12	133,797	73,449	60,348			
	Sub-totals forward			76,364,506	74,422,499	1,264,638	1,903,624	3,900,529	1,319,536

THE CHATLOS FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES - CAPITAL GAINS FROM SALES OF SECURITIES - Continued
FOR THE YEAR ENDED DECEMBER 31, 2012

Number of Shares or Face Value	Name of Security	Date of		Sales Price	Cost	Long-Term Capital		Short-Term Capital	
		Purchase	Sale			Gains	Losses	Gains	Losses
	Subtotals -- forwarded			\$76,364,506	\$74,422,499	\$1,264,638	\$1,903,624	\$3,900,529	\$1,319,536
5,000	USG Corp.	02/01/08	12/04/12	133,797	73,449	60,348			
5,000	USG Corp.	09/12/08	12/04/12	133,797	150,600		16,803		
10,000	USG Corp.	03/26/09	12/04/12	267,594	87,979	179,615			
10,000	USG Corp.	04/23/09	12/04/12	268,994	128,200	140,794			
10,000	USG Corp.	05/01/09	12/05/12	256,994	150,700	106,294			
10,000	USG Corp.	05/05/09	12/06/12	251,494	169,399	82,095			
30	Put AAPL Dec 00530.00	12/10/12	12/14/12	71,933	42,445			29,488	50,875
50	Put AAPL Dec 00510.00	12/17/12	12/19/12	7,621	58,496			36,019	
200	Call F Jan 00010.00	09/25/12	12/27/12	51,019	15,000			8,859	
1,000	Amazon.com Inc.	11/30/12	12/18/12	258,009	249,150				18,002
5,000	Allison Transmission Holdings	03/19/12	11/30/12	106,248	124,250				5,576
25,000	Bank of America Corp.	03/19/12	11/30/12	242,816	248,392				
25,000	Bank of America Corp.	03/26/12	12/05/12	251,521	251,076			445	
1,500	Dana Holding Corp.	08/16/12	11/29/12	21,285	21,150			135	
3,500	Dana Holding Corp.	08/17/12	11/29/12	49,664	50,575				911
2,325	ProShares TR	06/29/12	11/30/12	129,035	146,103				17,068
175	ProShares TR	07/13/12	11/30/12	9,712	11,060				1,348
2,000	Joy Global Inc. Del Com	03/08/12	12/18/12	123,897	161,433				37,536
1,000	Lululemon Athletica Inc.	09/26/12	12/17/12	75,498	74,160			1,338	
2,000	Lululemon Athletica Inc.	09/28/12	12/17/12	150,997	148,500			2,497	
2,000	Lululemon Athletica Inc.	10/05/12	12/17/12	152,799	149,100			3,699	
4,000	Lululemon Athletica Inc.	12/06/12	12/19/12	309,193	284,080			25,113	
10,000	Masco Corp.	08/21/12	12/06/12	158,496	139,000			19,496	
10,000	Masco Corp.	08/22/12	12/10/12	158,796	138,000			20,796	
10,000	Masco Corp.	09/20/12	12/12/12	161,496	158,150			3,346	
10,000	Masco Corp.	10/09/12	12/12/12	163,396	147,000			16,396	
10,000	Micron Technology Inc.	03/02/12	12/17/12	65,609	83,449				17,840
10,000	Micron Technology Inc.	03/09/12	12/17/12	65,834	82,500				16,666
10,000	Micron Technology Inc.	04/10/12	12/18/12	65,999	74,000				8,001
10,000	Micron Technology Inc.	05/29/12	12/18/12	65,999	60,700			5,299	
10,000	Micron Technology Inc.	05/30/12	12/18/12	65,999	60,100			5,899	
20,000	OfficeMax Inc.	01/25/12	12/05/12	198,065	121,500			76,565	
20,000	OfficeMax Inc.	02/23/12	12/06/12	194,447	114,704			79,743	
10,000	OfficeMax Inc.	02/24/12	12/06/12	97,998	57,762			40,236	
10,000	OfficeMax Inc.	09/12/12	12/07/12	95,998	66,000			29,998	
10,000	OfficeMax Inc.	09/14/12	12/10/12	95,498	77,897			17,601	
10,000	OfficeMax Inc.	09/14/12	12/11/12	97,798	79,699			18,099	
10,000	OfficeMax Inc.	09/17/12	12/13/12	96,598	81,500			15,098	
10,000	OfficeMax Inc.	09/17/12	12/17/12	97,498	81,099			16,399	
10,000	OfficeMax Inc.	12/04/12	12/18/12	101,398	98,985			2,413	
2,000	Stanley Black & Decker Inc.	02/09/12	12/13/12	144,117	154,010				9,893
3,000	Stanley Black & Decker Inc.	03/22/12	12/13/12	216,175	233,350				17,175
2,000	Stanley Black & Decker Inc.	08/20/12	12/17/12	143,837	133,670			10,167	
2,000	Stanley Black & Decker Inc.	09/13/12	12/17/12	143,837	144,200				363
1,000	Stanley Black & Decker Inc.	09/19/12	12/17/12	71,918	76,000				4,082
10,000	USG Corp.	01/06/12	12/06/12	255,854	119,700			136,154	
	Sub-totals forward			82,711,083	79,800,771	1,833,784	1,920,427	4,521,827	1,524,872

THE CHARLOS FOUNDATION, INC.
INVESTMENT IN MARKETABLE SECURITIES - CAPITAL GAINS FROM SALES OF SECURITIES - Continued
FOR THE YEAR ENDED DECEMBER 31, 2012

Number of Shares or Face Value	Name of Security	Date of		Sales Price	Cost	Long-Term Capital		Short-Term Capital	
		Purchase	Sale			Gains	Losses	Gains	Losses
	Subtotals – forwarded			\$82,711,083	\$79,800,771	\$1,833,784	\$1,920,427	\$4,521,827	\$1,524,872
5,000	USG Corp.	01/11/12	12/07/12	127,997	64,500			63,497	
10,000	USG Corp.	01/12/12	12/07/12	254,694	134,000			120,694	
10,000	USG Corp.	02/06/12	12/10/12	257,494	142,500			114,994	
10,000	USG Corp.	07/25/12	12/18/12	281,494	178,999			102,495	
87,3750	RS Floating Rate Fund	02/16/11	12/03/12	916	930		14		
126	Delaware Diversified Inc. Inst	10/11/11	12/03/12	1,192	1,158	34			
96	Doubleline Tot Return Bond I	08/03/11	12/03/12	1,095	1,077	18			
97	Goldman Sachs Stg Inc. Fd Cl	10/11/11	12/03/12	997	922	75			
200	Abbott Laboratories	12/08/11	12/03/12	12,847	10,882			1,965	
300	Automatic Data Processing	04/05/12	12/03/12	16,939	16,605			334	
400	Baxter International Inc.	12/08/11	12/03/12	26,341	19,930			6,411	
90	Chevron Corp.	12/08/11	12/03/12	9,432	9,235			197	
300	CH Robinson Worldwide Inc.	07/10/12	12/03/12	18,311	17,991			320	
400	Coca-Cola Co./The	01/04/12	12/03/12	15,025	13,932			1,093	
100	Exxon Mobil Corp.	02/02/12	12/03/12	8,775	8,358			417	
600	Eaton Corp. PLC	12/03/12	12/03/12	30,833	31,143				310
400	Guggenheim S&P Equal	07/31/12	12/03/12	25,375	24,378			997	
200	General Dynamics Corp.	12/08/11	12/03/12	13,138	12,878			260	
200	Honeywell International Inc.	10/02/12	12/03/12	12,155	12,243				88
500	Cohen & Steers Inc.	07/26/12	12/03/12	12,585	12,500			85	
700	Linear Technology Corp.	10/02/12	12/03/12	23,229	23,048			181	
200	McDonald's Corp.	12/08/11	12/03/12	17,449	19,401				1,952
300	Medtronic Inc.	12/08/11	12/03/12	12,585	11,114			1,471	
400	Paychex Inc.	04/05/12	12/03/12	12,990	12,574			416	
200	3M Co.	10/02/12	12/03/12	18,056	18,690				634
300	Targa Resources Partners LP	11/15/12	12/03/12	11,081	10,800			281	
64	TCW Emerging Markets Income I	07/31/12	12/03/12	600	577			23	
17	Dreyfus International Bond I	07/31/12	12/03/12	300	290			10	
186	Ivy High Income Fd I	07/31/12	12/03/12	1,600	1,567			33	
110	JPMorgan Strategic Bond Fund	07/31/12	12/03/12	1,300	1,281			19	
	Totals			<u>\$83,937,908</u>	<u>\$80,614,274</u>	\$1,833,911	\$1,920,441	4,938,019	<u>\$1,527,856</u>
	Contra						<u>1,833,911</u>	<u>(1,527,856)</u>	
	Long-term loss						(86,530)		
	Short-term gains						<u>3,410,163</u>	<u>\$3,410,163</u>	
	NET CAPITAL GAINS						<u>\$3,323,633</u>		

THE CHATLOS FOUNDATION, INC. 2012 GRANT
319 GRANTS TOLLING \$2,027,891.00

Recipient	Purpose	Amount
Alaska Christian College 35109 Royal Place Soldotna, AK 99669	to provide scholarship support for the most financially disadvantaged students	15,000
Alice Lloyd College - Caney Creek Community Center 100 Purpose Road Pippa Passes, KY 41844	to be used for the Student Work Program	10,000
Alzheimer Resource Center, Inc. 1506 Lake Highland Drive Orlando, FL 32803	to help launch a new component to the caregiver training program, "The ABC's of Caregiving"	5,000
Alzheimer's Disease & Related Disorders Association 855 Abutment Road, Suite 6 Dalton, GA 30721	to raise funds for Alzheimer's care, support and research	500
American Council of the Blind 2200 Wilson Blvd. Suite 650 Arlington, VA	towards the 4th Annual ACB Walk/Run	500
Anderson University 100 E. 5th St. Anderson, IN 46012	for scholarship support to support pastors of small churches so they are able to attend seminary	5,000
Andrew J. Semesco Foundation, Inc. P.O. Box 5577 Ocala, FL 34478	toward the 11th Annual Andrew J. Semesco Foundation benefit	1,000
Andrew J. Semesco Foundation, Inc. P.O. Box 5577 Ocala, FL 34478	towards your Fall 2012 fundraising effort	1,000

Recipient	Purpose	Amount
Annunciation Catholic Church 1020 Montgomery Road Altamonte Springs, FL 32714	for the 34th Annual Fashion Show & Luncheon for the Saint Joan of Arc Circle	500
Apopka Pregnancy Care Center 2434 Old Dixie Highway Apopka, FL 32712-3152	to support your work with women and families in the name of Jesus Christ	1,500
Appalachian Bible College, Inc. 11 College Drive Mt. Hope, WV 25880	to fund the Student Servant Scholarships	15,000
Asbury Theological Seminary 204 N. Lexington Avenue Wilmore, KY 40390	to partially fund the Single Housing Development on the Kentucky campus	35,000
Asbury University One Macklem Drive Wilmore, KY 40390	for the development of the School of Education Clinical-based Educator Preparation Program and a Virtual Teaching School	15,000
General Counsel of the U.S. Assemblies of God P. O. Box 377 2600 Baguio City	for scholarships to assist needy students from third-world countries	6,000
Association of Fundraising Professionals PO Box 398 Winter Park, FL 32790	for scholarships for development staff from faith communities and organizations	2,490
Atlanta Union Mission 2353 Bolton Road NW Atlanta, GA 30318	to help with programs and services that provide for the homeless	1,000

Recipient	Purpose	Amount
Atlantic City Rescue Mission P.O. Box 5358 Atlantic City, NJ 08404	for the work of the Single Women's Ministry	15,000
Autism Speaks 557 N. Wymore Road Orlando, FL 32751	to fund biomedical research into causes, prevention, treatments and cure for Autism.	1,000
Rands Against Breast Cancer Box 49251 Jacksonville Beach, FL 32240	for the Rick Wilson Memorial Mammogram Fund	250
Baptist Bible College of Pennsylvania 538 Venard Road Clarks Summit, PA 18411	to provide furnishings and equipment for the Kempton Athletic Center	10,000
Berea College CPO 2216 Berea, KY 40404	for a portion of full tuition scholarships for three low income students	5,000
Billy Graham Evangelistic Association P. O. Box 1270 Charlotte, NC 28201-1270	towards the My Hope USA project	3,000
Biola University, Inc. 13800 Biola Avenue Mirada, CA 90639-0001	to support the completion of the Tennis Complex	10,000
Bob C. Ross Ministries 2824 Kyle Drive Plano, TX 75075	towards your mission work	1,000
Boggy Creek Gang, A Hole In The Wall Gang 30500 Brantley Branch Road Eustis, FL 32736	to support the Therapeutic camp programs provided for Florida's most seriously ill children	5,000

Recipient	Purpose	Amount
The Bowery Mission-Christian Herald Association 132 Madison Avenue New York, NY 10016	for continued support of the Chapel ministry under the direction of Jason Storbakken, Chapel Director	10,000
Boy Scouts of America Central Florida Council Wayne Densch Boy Scout Service Center Apopka, FL 32703-7747	towards the 2012 Golden Eagle Dinner	1,000
Father Flanagan's Boys Home 975 Oklahoma Street Oviedo, FL 32765	to support the Intervention & Assessment Emergency Shelters	5,000
Bread of Life Fellowship, Inc. P. O. Box 770451 Winter Garden, FL 34777	for purchase, shipping and installation of upright pallet racks and step beams for the new 6600 sq. ft. harvest building under construction	10,000
The Brianna Marie Foundation 601 Rossmoor Circle Melbourne, FL 32940	to assist in raising funds to foster future research and development of Fetal Hydrops Syndrome	1,000
The Buoniconti Fund 162 West 56th Street, Suite 405 New York, NY 10019	for spinal cord research	1,000
C.S. Lewis Institute 8001 Braddock Rd. #300 Springfield, VA 22151	for the Fellows Discipleship Program	1,000
C.S. Lewis Institute 8001 Braddock Rd. #300 Springfield, VA 22151	towards the Fellows Discipleship Program	1,000

Recipient	Purpose	Amount
Cairn University 200 Manor Avenue Langhorne, PA 19047-2990	toward Phase Two of renovating existing classroom space into an Art Studio	15,000
Calvary Bible College 15800 Calvary Road Kansas City, MO 64147	for upgrading equipment utilized by the Education Department and Admissions staff	10,000
Camaraderie Foundation, Inc. P.O. Box 547276 Orlando, FL 32854	to provide counseling and emotional support for returning military veterans and their families in Central Florida and address the impact that (PTSD) has on them	5,000
Camp of the Woods PO Box 250 Speculator, NY 12164	towards the Camp Ministry - Associates	1,000
Campus Crusade for Christ 631 Stetson Street Orlando, FL 32804	towards support for Alison James work with college students in Paris, France	2,000
Canine Companions For Independence Southeast Regional Center P.O. Box 680388 Orlando, FL 32868-0388	as a contribution towards your general expenses	500
Canine Companions For Independence Southeast Regional Center P.O. Box 680388 Orlando, FL 32868-0388	to support the Team Training of two Florida children and their family members	6,000
Cape Educational Fund 834 Seashore Road Cape May, NJ 08204	to benefit the work of a teacher whose program excites and motivates children to learn	500

Recipient	Purpose	Amount
Cape May County Zoo 4 Moore Rd. Cape May Courthouse, NJ 08210-1601	for education and conservation activities for children to teach more about our environment	500
Cedarville University 251 N. Main St. Cedarville, OH 45314	to support faculty and staff leaders of short-term student missions teams	10,000
Central Christian College of the Bible 1 East Urbandale Drive Moberly, MO 65270	for scholarship support for a Full-Tuition Scholarship program	10,000
Central Florida Down Syndrome Association, Inc. 204 N. Wymore Rd. Winter Park, FL 32789	for Team AJ Rivera - towards my friend Heather's Son's team at their walk around Lake Eola October, 13 2012	2,500
Central Florida Educational Foundation 1065 Rainer Drive Altamonte Springs, FL 32714	for the Z88.3 Spring fundraiser to purchase the radio tower	500
Champion of Choices, Inc. 279 Douglas Avenue Suite 1104 Altamonte Springs, FL 32714	to support assemblies and/or youth events that address the issues of bullying, peer pressure, substance abuse and suicide	2,000
Child Evangelism Fellowship of Central Florida, Inc. 4522 Clarcona-Ocoee Road Orlando, FL 32810	for the 5-day Clubs and Public School Good News Clubs for children in Seminole, Orange and Osceola Counties	5,000
Children's Craniofacial Association 13140 Coit Road, Suite 517 Dallas, TX 75240	to help improve the quality of life for children with facial differences	5,000

Recipient	Purpose	Amount
Children's Healthcare of Atlanta, Inc. 1687 Tullie Circle NE Atlanta, GA 30329	to support the TWC Family room as well as other patient support programs in the AFLAC Cancer Center	4,000
Chosen People Ministries, Inc. 241 East 51st Street New York, NY 10022	for scholarships for student housing in New York City and summer housing at Talbot School of Theology	10,000
The Christian Broadcasting Network, Inc. 977 Centerville Turnpike Virginia Beach, VA 23463-7000	for matching funds for the Mohabat TV 2012 expansion project in Iran	10,000
Christian Child Care Coalition 4102 N.W. Dondee Ln. Topeka, KS 66618	for two projects: \$2,000.00 for a new computer, and \$4,000.00 to produce "Scripture Strips"	6,000
Christian Discipleship Center 24826 Road L Cortez, CO 81321	to fund the repair and restoration of the sewage lagoon and remodel of the former laundry room into a large pantry	13,900
Christian Help Foundation, Inc. 450 Seminola Blvd. Casselberry, FL 32707	towards a matching grant by Feinstein Foundation for funds from March and April from a telethon	1,000
Christian Help Foundation, Inc. 450 Seminola Blvd. Casselberry, FL 32707	for the 2012 Harvest of Hope event	1,000
Christian Help Foundation, Inc. 450 Seminola Blvd. Casselberry, FL 32707	to help make a difference for Seminole County, FL families this Christmas	1,000

Recipient	Purpose	Amount
Christian Legal Society 8001 Braddock Rd., Suite 300 Springfield, VA 22151	towards the Law Student Ministry	1,000
Christian Research Institute, Inc. P.O. Box 77321 Charlotte, NC 28271	to further your work in the defense of Christianity	750
Christian Research Institute, Inc. P.O. Box 77321 Charlotte, NC 28271	for four specific initiatives to help make the Christian Research Journal more accessible	15,000
The Christian Service Center for Central Florida, Inc. 808 W. Central Blvd. Orlando, FL 32905	to continue to build upon the success of the Fresh Start Program	20,000
The Christian Service Center for Central Florida, Inc. 808 W. Central Blvd. Orlando, FL 32905	to help meet the needs of our Central Florida community	2,000
Cincinnati Christian University 2700 Glenway Avenue Cincinnati, OH 45204	to support the Urban Scholar students	10,000
Deeper Vision Ministries, Inc. P.O. Box 297 St. Augustine, FL 32085-0297	towards your work with the sight impaired	1,000
College of Biblical Studies-Houston 7000 Regency Square Blvd. Houston, TX 77036	for continued development of the Center for Continuing Studies	10,000
Columbia International University P. O. Box 3122 Columbia, SC 29230	for Audio/Technology Equipment for the Web Education Broadcasting program	15,000

Recipient	Purpose	Amount
Community Food & Outreach Center 150 W. Michigan Street Suite A Orlando, FL 32806	to help needy families in Central Florida	1,000
CONTACT Cape-Atlantic P.O. Box 296 Somers Point, NJ 08244	toward daily contact with elderly shut-ins through phone calls	1,500
Covenant College 14049 Scenic Highway Lookout Mountain, GA 30750	toward the Pierce Scholarship to assist families of full-time pastors	5,000
Presbyterian Church in America 12330 Conway Road St. Louis, MO 63141	toward the accessibility initiative which will help meet the needs of current wheelchair-bound students	15,000
Crossroads Bible College-Baptist Bible Institute/College of Indianapolis, Inc. 601 N. Shortridge Rd. Indianapolis, IN 46219	for the MOVE FORWARD commitment to train Christian Leaders	5,000
Crystal Cove Community Church 6900 CR 95 Palm Harbor, FL 34684	towards Animals Reaching Kids and animal care	1,000
Dallas Theological Seminary 3909 Swiss Avenue Dallas, TX 75204	for the Emergency Aid Fund	40,000
Davis College 400 Riverside Drive Johnson City, NY 13790	for the "Restore" project to help maintain many campus buildings	55,000

Recipient	Purpose	Amount
Dawson McAllister Association-The Shepherds Call P. O. Box 1835 Spring Hill, TN 37174	to underwrite SocialCoaching Strategy to take advantage to this generations connection to Smartphones and social networks	5,000
Deborah Hospital Foundation 20 Pine Mill Road Browns Mills, NJ 08015	to support the Heart and Lung Center's Spiritual Care Program	10,000
Trustees of the University of Pennsylvania Scheie Eye Institute 51 N 39th Street Philadelphia, PA 19104	to support further progress toward treatment of X-linked retinitis pigmentosa caused by RPGR mutations	85,901
DLC Nurse & Learn-United Methodist Church and Affiliated Organizations 4101-1 College Street Jacksonville, FL 32205	for scholarships for therapeutic nursing and childcare for low income families	2,000
DLC Nurse & Learn-United Methodist Church and Affiliated Organizations 4101-1 College Street Jacksonville, FL 32205	to support the tuition and therapy scholarship fund	10,000
Team Catchers Ranch and Rescue Center 10639 Toad Rd. Clermont, FL 34715	for the area of greatest need	500
Easter Seals Florida 2010 Mizell Ave. Winter Park, FL 32792	towards your fundraising event	1,500
Easter Seals Florida 2010 Mizell Ave. Winter Park, FL 32792	to help support the Easter Seals Orlando annual "Pair to Remember" fundraising event	1,500

Recipient	Purpose	Amount
Eastern University 1300 Eagle Road St. Davids, PA 19087-3696	for scholarships for Palmer Theological Seminary students	10,000
ECFA 440 W. Jubal Early Drive Suite 130 Winchester, VA 22601	for the Commission on Accountability and Policy for Religious Organizations	1,000
Evangelical Christian Humanitarian Outreach For Cuba, Inc. P.O. Box 546135 Miami, FL 33154	to help provide laptop computers and software technology to the church and seminaries in Cuba	10,000
Edgewood Ranch Foundation, Inc. 1451 Edgewood Ranch Road Orlando, FL 32835	to fund one of the full-time Therapist positions	10,000
Elam Foundation, Inc. 5755 North Point Parkway, #217 Alpharetta, GA 30022	for Leadership Development for the Iranian Church	15,000
Elim Bible Institute 7245 College St. Lima, NY 14485	for the Scholarship Fund	10,000
English Language Institute/China 1629 Blue Spruce Drive Fort Collins, CO 80524	in support of campus ministry, strategic partnerships and special project in eight countries of service in Asia	5,000
Eti-Keys Training Group P.O. Box 617554 Orlando, FL 32861	towards your mission to teach character building skills to young people	300

Recipient	Purpose	Amount
Faith Christian University 6000 East Colonial Drive Orlando, FL 32807	towards the FCU missions outreach program	750
Hosanna/Faith Comes By Hearing 2421 Aztec Road NE Albuquerque, NM 87107-4200	to fund 150 audio Bible listening groups in the Cabecar language in Costa Rica	10,000
Family Promise of Cape May County PO Box 200 Cape May Court House, New Jersey 08204	to provide safe shelter and meals to homeless families	1,500
Family Promise of Cape May County PO Box 200 Cape May Court House, New Jersey 08204	for housing and food for families in crisis from spousal abuse	1,000
FBI Miami Citizens Academy Alumni Association 16320 NW 2nd Ave. North Miami Beach, FL 33169	toward FBI Community Support	500
Fellowship Of Christian Athletes 8701 Maitland Summit Blvd Orlando, FL 32810	for scholarships for coaches and athletes to attend the FCA Summer Camps held in Florida, Georgia and North Carolina	15,000
Fellowship Of Christian Athletes 8701 Maitland Summit Blvd Orlando, FL 32810	for the Orange Bowl Prayer Breakfast	500
First Baptist Church in St. Anne 205 W. Sheffield Street St. Anne, IL 60964	to support your Wednesday Night Youth Outreach program	500
First Baptist Church of Sweetwater 3800 Wekiva Springs Road Longwood, FL 32779	to further enrich the Mother's Day Out pre-school program	300

Recipient	Purpose	Amount
First Baptist Church of Sweetwater 3800 Wekiva Springs Road Longwood, FL 32779	to help fund the Angel's Ministry	250
First Baptist Church of Sweetwater 3800 Wekiva Springs Road Longwood, FL 32779	toward transportation costs and other expenses related to youth mission trips in 2012 and beyond	500
First Baptist Church of Sweetwater 3800 Wekiva Springs Road Longwood, FL 32779	towards the pre-school and VPK programs at First Baptist Sweetwater	300
First Baptist Church of Sweetwater 3800 Wekiva Springs Road Longwood, FL 32779	towards the Children's Ministry and the renovations in the children's building	1,500
The First Orlando Foundation 3000 S. John Young Parkway Orlando, FL 32805	for Lydia House	2,000
Foundation Fighting Blindness Florida Office 5310 NW 33rd Avenue, Suite 219 Ft. Lauderdale, FL 33309	towards the mission of fighting blindness	1,000
Foundation Fighting Blindness Florida Office 5310 NW 33rd Avenue, Suite 219 Ft. Lauderdale, FL 33309	for the Orlando area Vision Walk - Team Sight for Sore Eyes	500
Foundation Fighting Blindness Florida Office 5310 NW 33rd Avenue, Suite 219 Ft. Lauderdale, FL 33309	to support the Sight For Sore Eyes team at the Orlando Visionwalk in the race to cure blindness	1,000

Recipient	Purpose	Amount
Foundation Fighting Blindness Florida Office 5310 NW 33rd Avenue, Suite 219 Ft. Lauderdale, FL 33309	for the Orlando Vision Walk - Team Sight for Sore Eyes	3,000
Foundation Fighting Blindness Florida Office 5310 NW 33rd Avenue, Suite 219 Ft. Lauderdale, FL 33309	for the Orlando Vision Walk - Team Sight for Sore Eyes	5,000
Foundation Fighting Blindness Florida Office 5310 NW 33rd Avenue, Suite 219 Ft. Lauderdale, FL 33309	for the Orlando Vision Walk - Team Sight for Sore Eyes	5,000
Foundation Fighting Blindness Florida Office 5310 NW 33rd Avenue, Suite 219 Ft. Lauderdale, FL 33309	toward fighting blindness	1,000
Foundation Fighting Blindness Florida Office 5310 NW 33rd Avenue, Suite 219 Ft. Lauderdale, FL 33309	toward fighting blindness	1,000
Florida Association of Agencies Serving the Blind 119 Reece Park Lane Tallahassee, FL 32301	for the 2013 Florida Vision Summit	2,500
Florida International University Foundation, Inc. College of Nursing and Health Sciences 11200 SW 8th Street, AHC3-524 Miami, FL 33157	to provide scholarships to nursing, occupational and physical therapy students	5,000

Recipient	Purpose	Amount
Florida Lions Conklin Center for the Blind 405 White Street Daytona Beach, FL 32114	for the Supported Employment/Supported Living program	7,000
Florida Southern College 111 Lake Hollingsworth Drive Lakeland, FL 33801	for the Nursing Scholarship Fund	10,000
Florida Southern College 11 Lake Hollingsworth Drive Lakeland, FL 33801	to correct the unexpected water intrusion, of the William F. Chatlos Communication Building, before further problems, such as mold and air-quality issues develop	75,000
Florida State University 2010 Levy Ave., Bldg. B, Ste 300 Tallahassee, FL 32306	toward the area of greatest academic need	400
Florida United Methodist Children's Home 51 Children's Way Enterprise, FL 32725	for the Independent Living Program	10,000
Florida's Vision Quest-Jeppesen Vision Quest, Inc. 167 North Industrial Drive Orange City, FL 32763	for the Orange County Vision Project to provide vision screening of 64,000 Orange County students	10,000
Putemaker Ministries 14701 SW 18th Court Davie, FL 33325	for the House for Kids Program	500
Focus Ministries 300 - A Squaw Valley Place Pagosa Springs, CO 81147	for the Anywhere Project	500

Recipient	Purpose	Amount
The Fold, Inc. P.O. Box 1188 Lyndonville, VT 05851	to provide scholarships for parents of at-risk-teens to attend a series of unique parent training, counseling, and support seminars	5,000
Foundation Fighting Blindness, Inc. 7168 Columbia Gateway Drive, Suite 100 Columbia, MD 21046	to provide support, information and resources to the visually-impaired through the Public Health Education Program	75,000
Foundation Fighting Blindness, Inc. 7168 Columbia Gateway Drive, Suite 100 Columbia, MD 21046	towards funding work to be done to cure retinal diseases	5,000
Fragile Kids Foundation 3350 Riverwood Parkway, Suite 1400 Atlanta, GA 30339	for the HealthCare Grants Program	10,000
Friends of First Response-Maitland, Inc. 255 West George Avenue Maitland, FL 32751	to provide support for the friends of first response - Maitland to continue it's charity work	1,000
MIO Frontiers P.O. Box 31690 Mesa, AZ 85275-1690	towards the Robert Sluka ministry	500
Frontline Outreach, Inc. P.O. Box 55445 Orlando, FL 32855	to add a tutoring component led by teen leaders to the After School program and to expand the Recreational Leadership ministry to include a girls' volleyball component	15,000
Fuller Theological Seminary 135 North Oakland Avenue Pasadena, CA 91182	to provide significant financial aid awards for eight students	15,000

Recipient	Purpose	Amount
Gabriel's Angels 1550 E. Maryland Avenue, Suite 1 Phoenix, AZ 85014	to help at-risk children	1,000
Galilean Home Ministries P.O. Box 880 Liberty, KY 42539	for your ministry in the name of Jesus Christ	1,500
Georgia Transplant Foundation 500 Sugar Mill Road Suite 170-A Atlanta, GA 30350	to help support organ transplant candidates, recipients, living donors and their families throughout Georgia	3,000
Georgia Transplant Foundation 500 Sugar Mill Road Suite 170-A Atlanta, GA 30350	to support the Patient Services program which provides assistance with post-transplant care and costs	5,000
Goddard Riverside Community Center 593 Columbus Avenue New York, NY 10024-1998	to support the Options Center	5,000
Goddard Riverside Community Center 593 Columbus Avenue New York, NY 10024-1998	to help in the continuation of offering programs that save lives in New York City each and every day	2,000
Good News Jail & Prison Ministry P.O. Box 9760 Henrico, VA 23228	to underwrite postage, material and staff costs for the Bible Lesson Grading center for inmates in prisons in the United States	5,000
Gordon College 255 Grapevine Road Wenham, MA 01984	for scholarship aid to urban students through the Clarendon Scholars Program	5,000

Recipient	Purpose	Amount
Grace Bible College 1011 Aldon SW Wyoming, MI 49509	for the purchase and installation of air conditioning units for classrooms	5,000
Grace Medical Home 51 Pennsylvania Street Orlando, FL 32806	to expand the Prescription Assistance Program	10,000
Guiding Eyes for the Blind, Inc. 11 Granite Springs Road Yorktown Heights, NY 10598	to go toward admitting, preparing and graduating blind students with a professionally trained Guiding Eyes dog	5,000
Habitat for Humanity Cape May County DN 3020 4 Moore Road Cape May Court House, NJ 08210	to help build affordable, decent housing for those in need	3,000
Habitat for Humanity Cape May County DN 3020 4 Moore Road Cape May Court House, NJ 08210	towards money to clear land and prepare it for a donated house to be given to a worthy family	2,000
Habitat for Humanity International 1100 Americana Boulevard Sanford, FL 32773	to fund one-tenth of the cost of a home	7,500
The Hadley School for the Blind 700 Elm Street Winnetka, IL 60093-0299	to support the Seminars@Hadley online educational seminars for people who are blind or visually impaired	3,000
Halifax Rowing Association, Inc. 313 S. Palmetto Ave. Daytona Beach, FL 32114-4919	for training, coaching support and boat maintenance in order to develop the Visually Impaired Persons Rowing Society (V.I.P.R.S.)	2,500

Recipient	Purpose	Amount
HCJB-World Radio Missionary Fellowship 1065 Garden of the Gods Road Colorado Springs, CO 80907-3405	for the Africa Voice and Hands project	10,000
Heart of Mercy Community Church 1531 Mercy Drive Orlando, FL 32808	towards your work in the Mercy Drive area	3,500
Heart of Mercy Community Church 331 Mercy Drive Orlando, FL 32808	towards your work in the Mercy Drive area in the name of Jesus Christ	1,250
Helen Keller International 352 Park Avenue South Suite 1200 New York, NY 10010	to support sight and life-saving programs in 22 countries around the globe	5,000
Here's Life Inner City-Campus Crusade for Christ 9-11 44th Drive Long Island City, NY 11101	to provide Thanksgiving Boxes of Love for 272 families (1632 people) and train leaders in evangelism and life-skills tools to move people beyond their crisis toward Christ	10,000
Heritage Christian Church 7413 Maxtown Rd. Westerville, OH 43082	towards the mission trip to Kenya to visit AIDS relief clinics and Pastor's Family Conference	2,000
Historic Cold Spring Village 720 Rt.9 Cape May, NJ 08204	toward education through history	500
Hiwassee College Major Gifts and Grants 225 Hiwassee College Dr. Madisonville, TN 37354	for the Work-Study Program allowing students to work on campus with 100% of the wages applied to their tuition needs	5,000

Recipient	Purpose	Amount
Housing Initiative of North Fulton, Inc. 89 Grove Way Roswell, GA 30075	to help homeless working families with housing	2,000
Hope's View 10524 Moss Park Rd. Suite 204-128 Orlando, FL 32832	for Fall Fundraising event for programs benefiting children with cancer and Reverse wishes for the children's families	3,000
Hospice of the Comforter, Inc. 480 West Central Parkway Altamonte Springs, FL 32714	to help subsidize charity care at the Robison Residence	20,000
Fellowship of Faith Ministry, Inc. P.O. Box 560484 Orlando, FL 32856	towards your general operating expenses	1,000
United States Council of Catholic Bishops P.O. Box 808 Belmont, NC 28012	to help support the Director of Nursing and Case Management	1,500
Huntsville Baptist Institute, Inc. 904 Oakwood Avenue Huntsville, AL 35811	to support the Library and Web expansions as well as scholarship development	10,000
Woman in a Family Receiving Homes, Inc. 7415 Little Mill Rd. Cumming, GA 30041	to help provide shelter, utilities and transportation to homeless women and their children	5,000
Impact International, Inc. P.O. Box 160 Boca Raton, FL 33429	for the Operation Command Post project designed to fund required repairs and modifications to existing ministry buildings	7,000

Recipient	Purpose	Amount
Impact Ministries of Central Florida, Inc. P. O. Box 915783 Longwood, FL 32791	for the 2012 Spring and Summer Free Home Repair Services Program which benefits needy seniors in Central Florida	10,000
Impact Ministries of Central Florida, Inc. P. O. Box 915783 Longwood, FL 32791	towards the upcoming dessert fundraiser	1,000
Impact Ministries of Central Florida, Inc. P. O. Box 915783 Longwood, FL 32791	toward the dessert fundraiser and your mission of spreading the good news about Jesus Christ	400
Southwestern School of Missions P.O. Box 30880 Flagstaff, AZ 86003	for the purchase, renovation and repair of additional student housing	5,000
Indiana Wesleyan University 4201 S. Washington St. Marion, IN 46953	to provide scholarship awards to missionary dependent students whose families are within the 150 percent of the poverty level category	4,000
Informed Families of Dade County, Inc. 2490 Coral Way Miami, FL 33145	toward the annual drive for the drug prevention program	2,500
Inheritance of Hope, Inc. P.O. Box 90 Pisgah Forest, NC 28768	toward funding one family's Legacy Retreat in 2012	2,000
Inner City Impact 3327 W. Fullerton Ave. Chicago, IL 60647	to help advance the Camp and Leadership Development programs	15,000

Recipient	Purpose	Amount
Intervarsity Christian Fellowship of the United States of America P. O. Box 7895 Madison, WI 53707	for the Campus Ministry, University of Miami Law School	500
Intervarsity Christian Fellowship of the United States of America P. O. Box 7895 Madison, WI 53707	for the Campus Ministry, University of Miami Law School	500
Jacksonville University University Advancement 2800 University Blvd., N. Jacksonville, FL 32211	to provide technology in classrooms	500
Jacksonville University University Advancement 2800 University Blvd., N. Jacksonville, FL 32211	for scholarship support to allow students to complete a "re-entry to the workforce" course without financial burden	5,000
The Jacob D. Bullock Foundation 2700 Braselton Hwy. Suite 10-424 Dacula, GA 30019	towards scholarships and youth programs	2,000
Jesus For Jesus 60 Haight Street San Francisco, CA 94102-5895	to help with renovation of a building purchased in Tel Aviv	10,000
The Jobs Partnership of Florida, Inc. 4900 Millenia Blvd. Orlando, FL 32839	to help fund your mission of training people for employment through the teachings of Jesus Christ	500
John Brown University 2000 West University Street Siloam Springs, AR 72761	to provide need-based scholarships	5,000

Recipient	Purpose	Amount
Johnson University P. O. Box 777014 Knoxville, TN 37998	for scholarship support of international students enrolled in the Ph.D. in Leadership Studies program at the Center for Global Studies	10,000
Key Life Network PO Box 945000 Maitland, FL 32794-5000	towards your mission of spreading the message about God's grace, freedom and joy	500
Jiddos Clubhouse Foundation 11539 Park Woods Circle Alpharetta, GA 30005	to help with therapeutic services for Special Needs children	1,000
Kids House of Seminole, Inc. 5467 North Ronald Reagan Blvd. Sanford, FL 32773	to support the Medically Neglected Children's Initiative and specifically the Medical Neglect Advocate Position and necessary equipment	5,000
Kings Church PO Box 50048 Long Beach, CA 90815	towards the work your church is doing in the Long Beach, CA community in the name of Jesus Christ	750
The King's College 52 Broadway, 5th Floor New York, NY 10004	for scholarship support, over a period of 4 years, to compete for and retain qualified Christian students	20,000
Lake Brantley High School 991 Sand Lake Road Altamonte Springs, FL 32714	toward the 23rd annual Lake Brantley Fund Run & Walk	1,000
Lancaster Bible College 901 Eden Road Lancaster, PA 17601	with \$5,000 going for assistance through the Scholarshare Fund and \$15,000 toward unbudgeted assistive technology for the visually impaired	20,000

Recipient	Purpose	Amount
Larry McFadden Ministries, Inc. P.O. Box 568545 Orlando, FL 32856-8545	for your mission of spreading the gospel of Jesus Christ	1,000
Larry McFadden Ministries, Inc. P.O. Box 568545 Orlando, FL 32856-8545	toward the housing and feeding of pastors during two training conferences in the country of Ghana, West Africa	7,500
Free Memorial Health System Foundation, Inc. 9800 S. HealthPark Dr., Suite 210 Ft. Meyers, FL 33908	to provide handmade blankets to the terminally ill and their families	1,000
The leukemia & Lymphoma Society 1311 Mamaroneck Avenue, Suite 310 White Plains, NY 10605	to help you run the NYC Marathon to raise money to fight leukemia and lymphoma	1,000
Lifework Leadership-The Gathering USA 301 East Pine Street Suite 150 Orlando, FL 32801	toward The Founder's Club alumni program and your work to inspire business leaders to make a stand in thier communities for Christ	1,500
Lighthouse Central Florida, Inc. 215 East New Hampshire Avenue Orlando, FL 32804	for support for Central Florida children (birth-age 5) who are blind or severely visually impaired to have access to vision services	20,000
Lighthouse Central Florida, Inc. 215 East New Hampshire Avenue Orlando, FL 32804	towards your upcoming fundraising breakfast	1,000
Loaves and Fishes 206 East 8th Street Apopka, FL 32703	to help families in the Apopka area	500

Recipient	Purpose	Amount
LOGOI, Inc. 14540 SW 136 St. Suite 200 Miami, FL 33186	to enhance the Virtual Pastor's Office by developing Spanish seminary level curriculum through an alliance with Third Millennium and Briarwood Theological Seminary	5,000
Luis Palau Evangelistic Association P.O. Box 50 Portland, OR 97207	to support the Alliance Ministry project which provides training and mentoring for evangelists from 5 continents	10,000
Native American New Life Ministries dba/Native American New Life Ministries PO Box #92 Navajo, NM 87328	toward replacing items used to help students prepare for the GED or high school equivalency diploma destroyed by the fire	1,000
The Making of a Champion Youth Program 1820 Opalocka Blvd. Opalocka, FL 33054	for your programs to help at risk fatherless minority boys and girls with serious behavior problems in Miami Florida	5,000
The Making of a Champion Youth Program 1820 Opalocka Blvd. Opalocka, FL 33054	toward the Youth Program	500
Mastermedia International, Inc. 330 N.Sixth Street, Suite 110 Redlands, CA 92374	for the expansion of the ministry to corporate media leadership in New York	15,000
The Master's College and Seminary 13248 Roscoe Blvd. Sun Valley, CA 91352-3739	as the core gift to develop the online presence of the new Theological Resource Center	10,000
Matthew's Hope Ministries, Inc. 1460 Daniels Road Winter Garden, FL 34787	towards your mission of caring for the homeless community in West Orange county	1,000

Recipient	Purpose	Amount
Matthew's Hope Ministries, Inc. 1460 Daniels Road Winter Garden, FL 34787	to help care for the homeless in West Orange county	1,000
Matthew's Hope Ministries, Inc. 1460 Daniels Road Winter Garden, FL 34787	to expand and further develop the Life Recovery Program	10,000
Meals On Wheels, Etc., Inc. 301 S. Financial Ct. Sanford, FL 32773	to fund emergency meals for elderly homebound seniors in Seminole County, FL	5,000
Meals On Wheels, Etc., Inc. 2801 S. Financial Ct. Sanford, FL 32773	to fund meal service in the Central Florida area	1,000
Messiah College One College Avenue, Suite 3013 Mechanicsburg, PA 17027	for three Nursing Student Scholarships	6,000
Miami Rescue Mission, Inc. 2159 NW 1st. Court Miami, FL 33127	for the Alpha Discipleship Program which is the upper phase of the Regeneration Program for men	5,000
MicheLee Puppets, Inc. 4420- A Parkway Commerce Boulevard Orlando, FL 32808	to support "Curtain Up! It's your cue."	1,000
Middle Atlantic Blind Golf Association 1674 Thayer Drive Blue Bell, PA 19422	towards the 2011 MABGA Golf Tournament	2,500
Middle East Missions, Inc. 549 N. Wymore Road Suite 106 Maitland, FL 32751	to cover the "deployment" stage of the project to evangelize the Muslim people in Orlando and Bahrain	7,500

Recipient	Purpose	Amount
Military Community Youth Ministries P.O. Box 2486 Colorado Springs, CO 80901-2486	to expand the outreach and meet the need of introducing military teens to Christ	10,000
Missionary Aviation Repair Center P.O. Box 511 Soldotna, AK 99669-0511	to help Alaskan's deal with illness and isolation	2,500
Montreat College Box 1267 Montreat, NC 28757	to help underwrite the Keystone Scholarship program	5,000
Morality in Media 1100 G Street NW, #1030 Washington, DC 20005	to help fight pornography	1,000
Mountain Outreach Program, Inc. %Cumberland College 816 Walnut Street Williamsburg, KY 40769	to help volunteer students fund the construction of homes for disadvantaged families living in the Appalachian mountains	7,500
Mountain T.O.P., Inc. P.O. Box 128 Altamont, TN 37301	for Major Home Repair building materials for the families of the Cumberland Mountains	5,000
Multiple Sclerosis Association of America Inc. 706 Haddonfield Road Cherry Hill, NJ 08002	to support the MRI Diagnostic Program designed to help the underinsured and uninsured obtain a diagnosis and treatment for MS	5,000
National Multiple Sclerosis Society 701 Crestdale Drive Matthews, NC 28105	towards Michael Combs team with the Walk MS event, and to help provide education, programs and services to everyone affected by MS.	1,000

Recipient	Purpose	Amount
Multnomah Bible College and Biblical Seminary 8435 NE Glisan St. Portland, OR 97220	for support of student aid scholarship funds	20,000
The Music Theater Support Fund 400 East Colonial Drive Suite #509 Orlando, FL 32803	for the 2012 Central Florida Student Scholarship Initiative	1,250
The Mustard Seed Foundation 200 Big Run Road Lexington, KY 40503	to advance university student ministry in the Arab Peninsula through a new staff training program	10,000
The Mustard Seed of Central Florida, Inc. 12 Mustard Seed Lane Orlando, FL 32810	for the Furnishing Foundations Program	5,000
The Mustard Seed of Central Florida, Inc. 12 Mustard Seed Lane Orlando, FL 32810	to support the Mustard Seed in helping to rebuild the lives of families and individuals who have suffered disaster or personal tragedy	500
Nana's Children's Home PO Box 500885 Malabar, FL 32950	towards your work with children	500
Narrow Gate Foundation P.O. Box 267 Duck River, TN 38454	for tuition scholarship funds to assist young men who qualify but lack financial means to cover full costs	5,000
National Christian Foundation South Florida 5120 North Federal Highway Ft. Lauderdale, FL 33308	in memory of Corabel Morgan who passed away April 11, 2012	500

Recipient	Purpose	Amount
National Council on Bible Curriculum in Public Schools 3 F Fountain Manor Dr. Greensboro, NC 27405	for the printing of all textbooks and replication of the electronic version of the curriculum	10,000
National Prayer Committee, Inc. P. O. Box 64225 Colorado Springs, CO 80962-4225	to support national programs and events uniting millions of Americans in prayer for our nation and its leaders	10,000
National Foundation For Facial Reconstruction 333 East 30th Street New York, NY 10016	for creation of a Parent Guide on Nutrition and Feeding for Parents of Children with Facial Difference	7,000
Night Ministry 4711 N. Ravenswood Avenue Chicago, IL 60640	for the Outreach and Health Ministry Program	5,000
North Fulton Community Charities, Inc. 11270 Elkins Road Roswell, GA 30076	to help families with emergency needs	2,000
Northeastern Seminary 2265 Westside Drive Rochester, NY 14624	for student scholarships in 2012	10,000
Northwestern College 3003 Snelling Avenue N. Roseville, MN 55113	for scholarship support	5,000
Oak Hills Fellowship, Inc. 1600 Oak Hills Road S.W. Bemidji, MN 56601	for the student grant and scholarship program	10,000

Recipient	Purpose	Amount
Ohio Christian University 1476 Lancaster Pike Circleville, OH 43113	to assist with the purchase of an Emergency First Response Vehicle and Equipment	15,000
Oklahoma Christian University Box 11000 Oklahoma City, OK 73136-1100	to provide scholarships for students enrolled in the Graduate School of Theology program	5,000
One Mission Society P.O. Box A Greenwood, IN 46142	towards your area of greatest need	500
Optometric Center of New York 33 West 42nd St. New York, NY 10036	to improve and expand eye care services, through a collaborative project with the Bowery Mission	5,000
Orangewood Christian School 1221 Trinity Woods Lane Maitland, FL 32751	for the lower school area of greatest need	2,500
ORBIS International, Inc. 520 8th Avenue, 11th Floor New York, NY 10018-6507	to support the blindness prevention and treatment programs worldwide	10,000
Orlando Union Rescue Mission, Inc. 1521 West Washington St. Orlando, FL 32805	in support of the Thanksgiving Banquet	1,000
Orlando Union Rescue Mission, Inc. 1521 West Washington St. Orlando, FL 32805	toward the Don & Patricia Moody Chapel and Activity Center project	10,000
Ozark Christian College 1111 N. Main Street Joplin, MO 64801	to purchase a used 12-passenger van	18,300

Recipient	Purpose	Amount
Pacific Islands University 172 Kinney's Road Mangilao, Guam 96913	to provide scholarships for seminary students	5,000
Pancreatic Cancer Action Network 1500 Rosecrans Avenue Suite 200 Manhattan Beach, CA 90266	to support Christina Bolling in her fundraising efforts in PurpleStride for Orlando for Pancreatic Cancer Research	500
The Path of Citrus County, Inc. P.O. Box 3024 Inverness, FL 34451	towards expansion of the farm project	2,000
Pathways Drop-In Center, Inc. P. O. Box 560942 Orlando, FL 32856-0942	to fund continuing food services at the highest possible level of service to the seriously and persistently mentally ill of Central Florida	10,000
Peter Deyneka Russian Ministries P. O. Box 496 Wheaton, IL 60187	continue to reach, train, equip and mobilize the Next Generation of Christian Leaders in the former Soviet Union	10,000
The Philadelphia Veterans Multi-Service & Education center, Inc. 3-217 N. 4th Street Philadelphia, PA 19106	toward the food costs of homeless veterans program	1,000
Pine-Richland Youth Center 5554 Community Center Drive Gibsonia, PA 15044	for special needs program and after school programs	2,000
Pioneers, Inc. 10123 William Carey Drive Orlando, FL 32832-6931	towards the Brian Stephens ministry	300

Recipient	Purpose	Amount
Pioneers, Inc. 10123 William Carey Drive Orlando, FL 32832-6931	for the "Close the Gap" Campaign	10,000
Pop Warner Little Scholars, Inc. 586 Middleton Blvd. Suite C-100 Langhorne, PA 19047	for the Secret Society Panthers football team, to be used for team needs	500
Quest, Inc. P. O. Box 531125 Orlando, FL 32853	towards the purchase of two new ipads to be used by job coaches	1,000
Randolph-Mason College P.O. Box 5005 Ashland, VA 23005	for scholarships to pre-ministerial students who enter the College as part of the A. Purnell Bailey Pre-Ministerial Program in Ordained Ministry	3,000
Ravi Zacharias International Ministries 4725 Peachtree Corners Circle Suite 250 Norcross, GA 30092	to support Interactive Youth Apologetics (ASK)	10,000
Reed Springs Project Graduation 53 Holly Lane Branson, MO 65737	to create a safe after graduation party for seniors at Reed Springs High School	1,000
Reformed Theological Seminary 1231 Reformation Drive Oviedo, FL 32765-7197	for student scholarships	25,000
Reinhardt College 7300 Reinhardt Circle Waleska, GA 30183	for the scholarship fund	5,000

Recipient	Purpose	Amount
Remember the Children 5170 Woodside Executive Ct. Aiken, SC 29803	toward your work with children	750
Restoration Ministries for Women PO Box 592915 Orlando, FL 32859-2915	towards your work with women	250
Restore Orlando, Inc. P.O. Box 568606 Orlando, FL 32805	to help fund programs for youth in the Orlando area	500
Richmont Graduate University 2055 Mt. Paran Rd. N.W. Atlanta, GA 30327-2921	toward the implementation of a moveable shelf system in order to alleviate the library's space constraints	5,000
Rio Grande Bible Institute, Inc. 4300 South U.S. Highway 281 Edinburg, TX 78539-9699	to replace one of the vans	10,000
Riverside Christian Ministries, Inc. dba Riverside House P.O. Box 2325 Miami, FL 33101-2325	for the Jail Ministry	500
Rock Orlando Center of Transformation 4710 Adanson Street Orlando, FL 32804-2025	toward costs associated with the women and men's transitional homes in the Orlando area	2,000
Rock Orlando Center of Transformation 4710 Adanson Street Orlando, FL 32804-2025	towards scholarships for the 2012 kids summer camp program	500
Rock Orlando Center of Transformation 4710 Adanson Street Orlando, FL 32804-2025	toward your work in the Orlando area in the name of Jesus Christ	1,000

Recipient	Purpose	Amount
The Russell Home for Atypical Children 510 Holden Avenue Orlando, FL 32839	to help build a new home for handicapped children in Orlando, FL.	1,000
Sanlando United Methodist Church 1890 W. State Road 434 Longwood, FL 32750	towards "Sky" VBS program to be held at SUMC 6/18 - 6/22/2012	500
Sanlando United Methodist Church 1890 W. State Road 434 Longwood, FL 32750	to purchase an Automated External Defibrillator to be placed at the church in case of medical emergency	2,000
Sanlando United Methodist Church 1890 W. State Road 434 Longwood, FL 32750	toward the children's music program	500
SAT-7 USA P.O. Box 2770 Easton, MD 21601	for the SAT-7 PARS Seminary of the Air (SOTA) television programs to encourage and increase the Church in Iran	10,000
Scripture Union P. O. Box 215 Valley Forge, PA 19481	for the national expansion of the Prime Time Initiative, a Bible based evangelistic program for at-risk children	10,000
Second Harvest Food Bank Of Central Florida 2008 Brengle Avenue Orlando, FL 32808	toward expenses for Holiday Food	2,000
Seniors First, Inc. 5395 L.B. McLeod Road Orlando, FL 32811	for the support of senior services in the Central Florida area	500

Recipient	Purpose	Amount
Sheridan House, Inc. 1700 S. Flamingo Road Davie, FL 33325	for the Accelerated Summer Learning Program	5,000
Sisters, Servants of the Immaculate Heart of Mary-USCCB 1145 King Road, Box 400 Immaculata, PA 19345-0400	to assist your poor schools and their students	5,000
Southern Methodist College 341 Broughton Street Orangeburg, SC 29115	for scholarships for worthy students experiencing economic challenges	10,000
Southern Scholarship Foundation, Inc. 322 Stadium Drive Tallahassee, FL 32304	to support for rent-free housing scholarships for two students majoring in medicine or nursing	3,000
St. Edward's University 3001 South Congress Avenue Austin, TX 78704-6489	for scholarships through the College Assistance Migrant Program	2,000
Stepping Stones Preschool 1720 Howell Branch Rd. Winter Park, FL 32789	for the area of greatest need	2,500
Stepping Stones Preschool 1720 Howell Branch Rd. Winter Park, FL 32789	to support the preschool and Pre-K program	2,000
Stetson University 421 N. Woodland Blvd. Unit 8279 Deland, FL 32723	to increase the number of First Generation Scholars from 2 to 4 each year	10,000

Recipient	Purpose	Amount
Sunrise Community of Polk County 1540 International Parkway South Suite 200 Heathrow, FL 32746	for a privacy fence in order to preserve the dignity and independence of the residents	10,000
Sunrise Community of Polk County 1540 International Parkway South Suite 200 Heathrow, FL 32746	towards a Silver Sponsorship in the 5th Annual Michael Spano Memorial Golf Tournament	1,000
Sunrise Community of Polk County 1540 International Parkway South Suite 200 Heathrow, FL 32746	towards a Silver Sponsorship in the 5th Annual Michael Spano Memorial Golf Tournament	750
TEAM-The Evangelical Alliance Mission The Evangelical Alliance Mission P.O. Box 969 Wheaton, IL 60187-0969	to start up The Olive Tree Counseling Center for missionaries from any agency working in the Middle East and Central Asia	10,000
Tusculum College 60 Shiloh Road Greenville, TN 37745	for need-based scholarships to Tusculum College for students pursuing Baccalaureate and RN-BSN degrees	5,000
The Two Hundred Club of Greater Miami, Inc. PO Box 34-8579 Coral Gables, FL 33234-8579	towards relief for families of fallen police officers	300
Trans World Radio P.O. Box 8700 Cary, NC 27512-8700	to cover airtime costs of the Mandarin "Seminary on the Air broadcasts and broadcasts to the Uyghurs	20,000

Recipient	Purpose	Amount
The Ty Lewis Cancer Foundation 589 Northbridge Drive Altamonte Springs, FL 32714	to help families whose loved ones are diagnosed with cancer with household items, medications, financial support and scholarships	1,500
Tyndale Theological Seminary, Inc. Egelantierstraat 1 1171 JM Badhoevedorp	for scholarships for needy students from Eastern Europe, Africa and Asia	20,000
University of the Cumberland 816 Walnut Street Williamsburg, KY 40769	for the Scholarship/Workshop program	10,000
Union College 310 College Street Barbourville, KY 40906-1499	to provide unrestricted scholarship assistance to support students from economically disadvantaged families	5,000
University Of Central Florida Foundation, Inc. 12424 Research Parkway, Suite 250 Orlando, FL 32826	for the area of greatest need	1,000
University Of Central Florida Foundation, Inc. 12424 Research Parkway, Suite 250 Orlando, FL 32826	to provide financial support for doctoral students in the College of Medicine's biomedical sciences program	50,000
University of Florida Foundation Institute on Aging P.O. Box 100386 Gainesville, FL 32610	for Resistance Training Equipment to be utilized in the Institute on Aging Health Promotion Center (HPC)	10,000

Recipient	Purpose	Amount
University of Hawaii Foundation Hawaii Space Grant Consortium 1680 East West Road Honolulu, HI 96822	to support funding for the Lacy Veach Day of Discovery	2,000
Veterans of Foreign Wars - Post 6023 16701 SW Morgan Street Indiantown, FL 34956	toward rebuilding Post home which was destroyed by a tornado last October	1,000
Vision 360 NFP 11002 Lake Hart Drive Mail Code 100 Orlando, FL 32832	for the Vision360 National Church Planting Fund to benefit the Rock Orlando Center for Transformation	15,000
Volunteers in Medicine 423 No. Route 9 P.O. Box 25 Cape May Court House, NJ 08210	to support your work with the poor who have no access to health insurance	1,000
Washington Bible College 6511 Princess Garden Parkway Lanham, MD 20706-3599	towards the "Future Christian Leader Student Scholarships" fund	20,000
West Pines Community Church 20911 Johnson Street Suite 104 Pembroke Pines, Florida 33029	for the Community Out Reach program	500
Western State College Foundation Wilderness Pursuits 120 College Center Gunnison, CO 81231	for scholarship support for those attending The Summit as they prepare for careers as "Servant Leaders and Mountain Guides".	5,000

Recipient	Purpose	Amount
Wheaton College 501 College Ave. Wheaton, IL 60187-5593	for the Wheaton Associates - Class of '62	1,000
Wheelchair Foundation-Global Health & Education Foundation 5711 NE 22nd Terrace Ft. Lauderdale, FL 33308	to be used toward a container of new wheelchairs to go aboard the USNS COMFORT, a Navy hospital ship, for shipment to Central and South America	10,000
William Jewell College 500 College Hill Liberty, MO 64068-1896	to support the Jewell Fund, which helps in providing students with the best liberal arts education available	5,000
Women's Prison Association & Hopper Home 110 Second Avenue New York, NY 10003	for the Youth Services program at the Sarah Powell Huntington House for children reuniting with the mothers	5,000
Word of Life Fellowship, Inc. P.O. Box 600 Schroon Lake, NY 12870	for the 2012-2013 Every Student Counts Scholarship fund	10,000
World Impact, Inc. 11 S. Vermont Avenue Los Angeles, CA 90007	to launch two satellite campuses of the Urban Ministry Institute where urban pastors are trained to minister in the neighborhoods where they live	5,000
Wycliffe Bible Translators, Inc. P.O. Box 628200 Orlando, FL 32862-8200	to support the Institute of Applied Linguistics (IAL) in West Asia	10,000

Recipient	Purpose	Amount
Young Life Seminole County East Orlando PO Box 623306 Oviedo, FL 32762-3306	to strengthen current ministries and grow new and diverse ones by growing the adult volunteer base in Orange and Seminole Counties	10,000
Youth For Christ USA, Inc. P.O. Box 561101 Miami, FL 33256-1101	towards the High School ministry	500
Youth For Christ USA, Inc. P.O. Box 561101 Miami, FL 33256-1101	towards the High School ministry	500
Youth For Christ USA, Inc. P.O. Box 561101 Miami, FL 33256-1101	towards the High School Ministries	500
Youth Ministry Institute, Inc.. 142 East Jackson Street Orlando, FL 32801	to hire a coaching coordinator that will help create a new generation of highly trained life-long youth ministry professionals	15,000
Zilwaukee International Studies School 500 Johnson Street Saginaw, MI 48604	to help provide musical instruments to lower and middle class students for music education	500
Grand Total		<u>\$2,027,891.00</u>