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

OMB No 1545-0052

**2012**

**Open to Public Inspection**

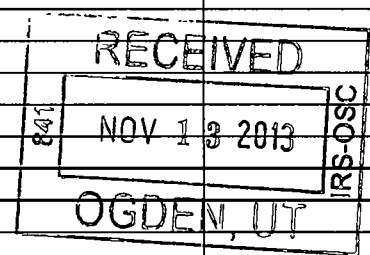
Department of the Treasury  
Internal Revenue Service

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

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

Name of foundation <b>COUCHMAN &amp; NOBLE FOUNDATION, INC.</b>		A Employer identification number <b>20-0499527</b>						
Number and street (or P O box number if mail is not delivered to street address) <b>8890 HUNTCLIFF TRACE</b>		B Telephone number (see instructions) <b>(770) 998-8777</b>						
City or town, state, and ZIP code <b>ATLANTA, GA 30350</b>		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table style="display: inline-table; vertical-align: top;"> <tr><td><input type="checkbox"/> Initial return</td><td><input type="checkbox"/> Initial return of a former public charity</td></tr> <tr><td><input type="checkbox"/> Final return</td><td><input type="checkbox"/> Amended return</td></tr> <tr><td><input type="checkbox"/> Address change</td><td><input type="checkbox"/> Name change</td></tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col (c), line 16) <b>\$ 1,698,149.</b>		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ <i>(Part I, column (d) must be on cash basis)</i>								

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Part I Analysis of Revenue and Expenses</b> <i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</i>				
<b>Revenue</b>				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	45,951.	45,951.		ATCH 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	109,825.			
b Gross sales price for all assets on line 6a <b>1,065,649.</b>				
7 Capital gain net income (from Part IV, line 2)		109,825.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)				
12 <b>Total.</b> Add lines 1 through 11	155,776.	155,776.		
13 Compensation of officers, directors, trustees, etc.	0			
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach schedule) <b>ATCH 2</b>	3,500.			3,500.
c Other professional fees (attach schedule) *	16,269.	16,269.		
17 Interest				
18 Taxes (attach schedule) (see instructions) <b>ATCH 4</b>	3,184.	1,184.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) <b>ATCH 5</b>	2,892.			2,892.
24 <b>Total operating and administrative expenses.</b> Add lines 13 through 23	25,845.	17,453.		6,392.
25 Contributions, gifts, grants paid	81,750.			81,750.
26 <b>Total expenses and disbursements.</b> Add lines 24 and 25	107,595.	17,453.	0	88,142.
27 Subtract line 26 from line 12				
a Excess of revenue over expenses and disbursements	48,181.			
b Net investment income (if negative, enter -0-)		138,323.		
c Adjusted net income (if negative, enter -0-)				



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Operating and Administrative Expenses

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<b>Part II Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1	Cash - non-interest-bearing . . . . .		70,871.	76,364.	76,364.
	2	Savings and temporary cash investments . . . . .				
	3	Accounts receivable ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	4	Pledges receivable ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	5	Grants receivable . . . . .				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . .				
	7	Other notes and loans receivable (attach schedule) ▶ . . . . .				
		Less allowance for doubtful accounts ▶ . . . . .				
	8	Inventories for sale or use . . . . .				
	9	Prepaid expenses and deferred charges . . . . .				
	10 a	Investments - U S and state government obligations (attach schedule) .				
	b	Investments - corporate stock (attach schedule) <b>ATCH 6</b> . . . . .	1,343,713.	1,381,728.	1,621,785.	
	c	Investments - corporate bonds (attach schedule) . . . . .				
	11	Investments - land, buildings, and equipment basis ▶ . . . . .				
	Less accumulated depreciation ▶ (attach schedule) . . . . .					
12	Investments - mortgage loans . . . . .					
13	Investments - other (attach schedule) . . . . .					
14	Land, buildings, and equipment basis ▶ . . . . .					
	Less accumulated depreciation ▶ (attach schedule) . . . . .					
15	Other assets (describe ▶ . . . . .)					
16	<b>Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .	1,414,584.	1,458,092.	1,698,149.		
<b>Liabilities</b>	17	Accounts payable and accrued expenses . . . . .				
	18	Grants payable . . . . .				
	19	Deferred revenue . . . . .				
	20	Loans from officers, directors, trustees, and other disqualified persons .				
	21	Mortgages and other notes payable (attach schedule) . . . . .				
	22	Other liabilities (describe ▶ . . . . .)				
	23	<b>Total liabilities</b> (add lines 17 through 22) . . . . .	0	0		
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b> <b>and complete lines 24 through 26 and lines 30 and 31.</b>					
	24	Unrestricted . . . . .				
	25	Temporarily restricted . . . . .				
	26	Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>					
	27	Capital stock, trust principal, or current funds . . . . .				
	28	Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	29	Retained earnings, accumulated income, endowment, or other funds . .	1,414,584.	1,458,092.		
	30	<b>Total net assets or fund balances</b> (see instructions) . . . . .	1,414,584.	1,458,092.		
31	<b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .	1,414,584.	1,458,092.			

**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) . . . . .	<b>1</b>	1,414,584.
2	Enter amount from Part I, line 27a . . . . .	<b>2</b>	48,181.
3	Other increases not included in line 2 (itemize) ▶ . . . . .	<b>3</b>	
4	Add lines 1, 2, and 3 . . . . .	<b>4</b>	1,462,765.
5	Decreases not included in line 2 (itemize) ▶ <b>ATCH 7</b> . . . . .	<b>5</b>	4,673.
6	<b>Total net assets or fund balances at end of year</b> (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	<b>6</b>	1,458,092.

**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.)
<b>1a</b> SEE PART IV SCHEDULE					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
(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)		
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
<b>a</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2</b> 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 }			<b>2</b>	109,825.	
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			<b>3</b>	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	73,178.	1,624,349.	0.045051
2010	65,045.	1,448,984.	0.044890
2009	82,780.	1,252,726.	0.066080
2008	28,530.	1,660,213.	0.017185
2007	111,492.	1,971,542.	0.056551
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.229757
<b>3</b> 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			<b>3</b> 0.045951
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 1,653,662.
<b>5</b> Multiply line 4 by line 3			<b>5</b> 75,987.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 1,383.
<b>7</b> Add lines 5 and 6			<b>7</b> 77,370.
<b>8</b> Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			<b>8</b> 88,142.

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

<b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		
<b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	1,383.
<b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>2</b>	
<b>3</b> Add lines 1 and 2 . . . . .	<b>3</b>	1,383.
<b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	<b>4</b>	0
<b>5</b> <b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .	<b>5</b>	1,383.
<b>6</b> Credits/Payments		
<b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	<b>6a</b>	1,951.
<b>b</b> Exempt foreign organizations - tax withheld at source . . . . .	<b>6b</b>	
<b>c</b> Tax paid with application for extension of time to file (Form 8868) . . . . .	<b>6c</b>	
<b>d</b> Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b> Total credits and payments. Add lines 6a through 6d . . . . .	<b>7</b>	1,951.
<b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	<b>8</b>	
<b>9</b> <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b> <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	568.
<b>11</b> Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <b>568.</b> <b>Refunded</b> <input type="checkbox"/> <b>11</b>	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		X
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
<b>2</b> 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
<b>3</b> 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 . . . . . <b>ATCH 8</b>	X	
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		X
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . If "Yes," attach the statement required by General Instruction T		X
<b>6</b> 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	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> GA, _____		
<b>b</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	
<b>9</b> 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
<b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <b>N/A</b>				
14	The books are in care of <b>DAVID COUCHMAN</b> Telephone no <b>770-998-8777</b>			
Located at <b>8890 HUNTCLIFF TRACE ATLANTA, GA</b> ZIP+4 <b>30350</b>				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				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
<b>1a</b> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</b> If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
<b>c</b> 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
<b>2</b> 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))		
<b>a</b> 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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
If "Yes," list the years		
<b>b</b> Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	X
<b>c</b> If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
<b>3a</b> Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
<b>b</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
<b>4a</b> Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
<b>b</b> Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)****5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☒ **5b** XOrganizations relying on a current notice regarding disaster assistance check here ☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

If "Yes" to 6b, file Form 8870

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 9		0	0	0

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

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

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

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

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

**Part IX-A Summary of Direct Charitable Activities**

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

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

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

Form 990-PF (2012)



**Part X Minimum Investment Return** (All domestic foundations must complete this part. Foreign foundations, see instructions)

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	1,589,143.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	89,702.
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	1,678,845.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	1,678,845.
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	<b>4</b>	25,183.
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	1,653,662.
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	82,683.

**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)

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	82,683.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	1,383.
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	1,383.
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1	<b>3</b>	81,300.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	81,300.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5 Enter here and on Part XIII, line 1	<b>7</b>	81,300.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	88,142.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	88,142.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	1,383.
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	86,759.

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

**Part XIII Undistributed Income** (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .				81,300.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .			72,399.	
<b>b</b> Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u> . . . . .				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .				
<b>b</b> From 2008 . . . . .				
<b>c</b> From 2009 . . . . .				
<b>d</b> From 2010 . . . . .				
<b>e</b> From 2011 . . . . .				
<b>f</b> Total of lines 3a through e . . . . .				
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ <u>88,142.</u>				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .			72,399.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .				
<b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .				
<b>d</b> Applied to 2012 distributable amount . . . . .				15,743.
<b>e</b> Remaining amount distributed out of corpus . . . . .				
<b>5</b> Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a) )				
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5				
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .				
<b>c</b> 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 . . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .				65,557.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .				
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .	0			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .				
<b>b</b> Excess from 2009 . . . . .				
<b>c</b> Excess from 2010 . . . . .				
<b>d</b> Excess from 2011 . . . . .				
<b>e</b> Excess from 2012 . . . . .				

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

- 2 a** Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .

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

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

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

DAVID COUCHMAN AND MELANIE J. NOBLE-COUCHMAN

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

N/A

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

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

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

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

- c** Any submission deadlines

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

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
<b>a</b> <i>Paid during the year</i>  ATCH 10				
<b>Total</b> . . . . .			▶ <b>3a</b>	81,750.
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . .			▶ <b>3b</b>	

## Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments . . . . .					
3	Interest on savings and temporary cash investments					
4	Dividends and interest from securities . . . . .			14	45,951.	
5	Net rental income or (loss) from real estate					
a	Debt-financed property . . . . .					
b	Not debt-financed property . . . . .					
6	Net rental income or (loss) from personal property .					
7	Other investment income . . . . .					
8	Gain or (loss) from sales of assets other than inventory			18	109,825.	
9	Net income or (loss) from special events . . .					
10	Gross profit or (loss) from sales of inventory . .					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal. Add columns (b), (d), and (e) . . . .				155,776.	
13	Total. Add line 12, columns (b), (d), and (e)				155,776.	

(See worksheet in line 13 instructions to verify calculations )

## Line No.

Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions )

[illegible]



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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL SHORT-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					1.	
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					173.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					162.	
8,389.		CREDIT SUISSE ACCT#018894-SEE ATTACHED 8,795.					VARIOUS -406.	VARIOUS
12,229.		CREDIT SUISSE ACCT#018894-SEE ATTACHED 16,579.					VARIOUS -4,350.	VARIOUS
89,419.		CREDIT SUISSE ACCT#018894-SEE ATTACHED 86,510.					VARIOUS 2,909.	VARIOUS
3.		BRAMBLES LTD					VARIOUS 3.	07/12/2012
32.		SUBSEA 7 SA SPONS ADR					VARIOUS 32.	08/27/2012
169,231.		CREDIT SUISSE ACCT#018902-SEE ATTACHED PROPERTY TYPE: SECURITIES 175,008.				P	VARIOUS -5,777.	VARIOUS
		CREDIT SUISSE ACCT#018902-WASH SALES					VARIOUS 856.	VARIOUS
111,008.		CREDIT SUISSE ACCT#018902-SEE ATTACHED 111,451.					VARIOUS -443.	VARIOUS
		CREDIT SUISSE ACCT#018902-WASH SALES					VARIOUS 158.	VARIOUS
2,006.		CREDIT SUISSE ACCT#018902-SEE ATTACHED 2,552.					VARIOUS -546.	VARIOUS
120,823.		CREDIT SUISSE ACCT#018902-SEE ATTACHED 103,526.					VARIOUS 17,297.	VARIOUS
		CREDIT SUISSE ACCT#018902-WASH SALES					VARIOUS 196.	VARIOUS

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
69,713.		CREDIT SUISSE ACCT#018910-SEE ATTACHED 62,000.					VARIOUS 7,713.	VARIOUS
40,111.		CREDIT SUISSE ACCT#018886-SEE ATTACHED 38,175.					VARIOUS 1,936.	VARIOUS
76,029.		CREDIT SUISSE ACCT#018886-SEE ATTACHED 72,934.					VARIOUS 3,095.	VARIOUS
238,705.		CREDIT SUISSE ACCT#018886-SEE ATTACHED 192,915.					VARIOUS 45,790.	VARIOUS
5,751.		FLOWSERVE CORP 2,595.					VARIOUS 3,156.	02/10/2012
14,330.		CREDIT SUISSE ACCT#018928-SEE ATTACHED 14,485.					VARIOUS -155.	VARIOUS
6.		CREDIT SUISSE ACCT#018928-SEE ATTACHED					11/14/2011 6.	09/24/2012
107,477.		CREDIT SUISSE ACCT#018928-SEE ATTACHED 69,459.					VARIOUS 38,018.	VARIOUS
51.		CREDIT SUISSE ACCT#510064-SEE ATTACHED 50.					VARIOUS 1.	VARIOUS
TOTAL GAIN(LOSS) .....							<u>109,825.</u>	



ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
CSFB LLC #018894	8,773.	8,773.
CSFB LLC #018902	4,415.	4,415.
CSFB LLC #018910	13,925.	13,925.
CSFB LLC #018886	8,585.	8,585.
CSFB LLC #018928	10,126.	10,126.
KKR & CO LP K-1	123.	123.
OAKTREE CAPITAL LLC K-1	4.	4.
TOTAL	<u>45,951.</u>	<u>45,951.</u>

ATTACHMENT 2

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
TAX PREPARATION FEES	3,500.			3,500.
TOTALS	<u>3,500.</u>			<u>3,500.</u>

ATTACHMENT 3

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT EXPENSES	16,264.	16,264.
KKR & CO LP K-1	5.	5.
TOTALS	<u>16,269.</u>	<u>16,269.</u>

ATTACHMENT 4

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAXES	1,184.	1,184.
FEDERAL TAXES	2,000.	
TOTALS	<u>3,184.</u>	<u>1,184.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS
OFFICE EXPENSE	2,882.
REGISTRATION FEE	10.
TOTALS	<u>2,892.</u>

CHARITABLE PURPOSES	2,882.
	10.
	<u>2,892.</u>

FORM 990PF, PART II - CORPORATE STOCK

ATTACHMENT 6

DESCRIPTION

	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
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VARIOUS STOCKS - SEE ATTACHED

1,381,728.	1,621,785.
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TOTALS

<u>1,381,728.</u>	<u>1,621,785.</u>
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Couchman and Noble Foundation, Inc.  
20-0499527

Part II-Corporate Stock

Security	12/31/2012 Cost Basis	12/31/2012 Market Value
ABBOTT LABS COM	\$3,691	\$5,328
ABBVIE INC COM	\$4,044	\$5,807
ACCENTURE PLC IRELAND CLASS SHS ISIN#IE00B4BNMY	\$1,417	\$3,059
ADVENT SOFTWARE INC COM	\$7,829	\$6,136
ADVISORY BRD CO COM	\$3,058	\$2,901
AFFILIATED MANAGERS GROUP INC COM	\$3,365	\$4,295
AGRIUM INC CORP	\$2,281	\$2,197
AKZO NV SPON ADR	\$4,533	\$5,423
ALBEMARLE CORP	\$16,503	\$15,716
ALCATEL SPONSORED ADR	\$1,576	\$1,425
ALEXANDER & BALDWIN INC	\$6,913	\$8,488
ALEXION PHARMACEUTICALS INC	\$822	\$2,625
ALKERMES PLC SHS	\$2,697	\$2,945
ALLEGHANY CORP DEL COM	\$5,199	\$5,702
ALLIANCE DATA SYS CORP COM	\$1,497	\$2,316
ALLSTATE CORP ISIN#US020002101	\$3,071	\$2,973
ALTRIA GROUP INC COM	\$6,299	\$11,790
AMERICAN EAGLE OUTFITTERS INC NEW COM	\$4,778	\$7,158
AMERIPRISE FINL INC COM	\$113	\$0
ANHEUSER BUSCH INBEVSA/NV SPONSORED ADR ISIN#I	\$2,097	\$4,895
AOL INC COM	\$3,204	\$3,257
ARCHER DANIELS MIDLAND CO	\$7,095	\$7,121
ARKEMA SPONSORED ADR	\$3,789	\$5,404
ASCENA RETAIL GROUP INC COM	\$3,531	\$3,491
ASPEN TECHNOLOGY INCCOM	\$3,171	\$3,842
ASTRAZENECA PLC SPONSORED ADR	\$11,602	\$11,818
AT&T INC COM	\$14,060	\$12,810
ATHENAHEALTH INC COM	\$1,529	\$1,466
ATWOOD OCEANICS INC	\$15,312	\$14,836
AUSTRALIA & NEW ZEALAND BKG GRP LTD SPONSORED	(\$719)	\$0
AUTOLIV INC COM	\$2,226	\$2,696
AUTOZONE INC	\$3,916	\$3,899
BAIDU COM INC SPONS ADR REPSTG ORD SHS CL A	\$2,288	\$2,006
BANK OF NOVA SCOTIA HALIFAX COM SHS ISIN#CA06414	\$2,828	\$3,126
BASF AG SPONS ADR	\$3,033	\$4,085
BAXTER INTERNATIONAL INC ISIN#U	\$9,662	\$12,999
BG GROUP PLC ADR FINAL INSTALLMENT NEW	\$3,602	\$3,008
BHP BILLITON PLC SPON ADR	\$4,228	\$4,504
BLACKROCK INC COM	\$8,361	\$10,542
BOEING CO COM	\$5,395	\$9,043
BP PLC SPONS ADR	\$1,587	\$0
BRAMBLES LTD SHS ADR ISIN#US1051051001	\$3,050	\$3,184
BRINKS CO COM	\$305	\$0
BROADCOM CORP CL A	\$2,321	\$2,258
BUNZL PLC SPONS ADR NEW	\$4,253	\$5,576
CABELAS INC COM CL A	\$12,122	\$18,161
CAIRN ENERGY PLC ADR NEW ISIN#US12776P2002	\$2,327	\$2,248
CANON INC ADR REPSTG5 SHS	\$3,104	\$3,372
CATAMARAN CORP COM ISIN#CA1488871023	\$2,931	\$2,920
CENOVUS ENERGY INC COM ISIN#CA15135U1093	\$2,837	\$2,918
CHART INDS INC COM PAR	\$3,782	\$3,535
CHECK POINT SOFTWARE TECHNOLOGIES LTD SHS ISIN#	\$5,092	\$5,288
CHEVRONTEXACO CORP COM	\$15,756	\$24,332
CHINA MOBILE LTD SPON ADR S A ISIN#US16941M099	\$3,807	\$4,404
CIELO S A SPONSORED ADR ISIN#US1717782023	\$2,385	\$2,568
CIRRUS LOGIC INC	\$2,900	\$2,173
CISCO SYSTEMS INC	\$7,480	\$7,663
CITRIX SYSTEMS INC	\$2,719	\$2,690
CNOOC LTD SPONSORED ADR ISIN#US1261321095	\$2,958	\$3,300

Couchman and Noble Foundation, Inc.  
20-0499527

Part II-Corporate Stock

Security	12/31/2012 Cost Basis	12/31/2012 Market Value
COGNIZANT TECHNOLOGYSOLUTIONS CORP CL A	\$2,749	\$3,251
COLUMBIA SPORTSWEAR CO COM	\$6,913	\$7,150
COMMVault SYS INC COM	\$1,359	\$2,299
CONCHO RES INC COM	\$2,262	\$1,933
CONOCOPHILLIPS	\$9,308	\$12,178
CORELOGIC INC COM	\$3,486	\$3,473
CORRECTIONS CORP AMER NEW COM NEW	\$10,276	\$15,500
CORUS ENTMT CL B NON VTG ISIN#CA2208741017	\$2,736	\$3,621
CSL LTD ADR ISIN#US12637N1054	\$2,736	\$4,593
CUMMINS ENGINE INC	\$2,292	\$2,492
DAVITA INC COM	\$3,172	\$4,532
DELTA AIRLINES INC COM NEW	\$2,323	\$2,398
DEUTSCHE BOERSE ADR ISIN#US2515421061	\$3,986	\$3,727
DEUTSCHE TELEKOM AG SPONSORED	\$5,098	\$3,556
DIAGEO PLC SPONSORED ADR NEW	\$8,671	\$12,824
DISCOVERY COMMUNICATIONS INC NEW COM SER A	\$2,529	\$3,999
DOMINION RES INC VA COM	\$5,963	\$7,252
DSW INC CL A	\$2,041	\$2,365
DU PONT E I DE NEMOURS & COMPA	\$6,619	\$8,771
EASTMAN CHEMICAL CO	\$3,053	\$3,539
EATON VANCE CORP COM NON VTG	\$15,898	\$18,346
ECOPETROL S A SPONSORED ADS ISIN#US2791581091	\$3,113	\$3,521
EMERSON ELECTRIC CO COM	\$11,388	\$12,181
ENERGIZER HLDGS INC COM	\$6,378	\$6,718
ENSCO INTL INC	\$11,984	\$14,583
Equifax	\$2,942	\$3,301
EQUINIX INC COM NEW	\$1,867	\$2,268
ERICSSON L M TEL CO ADR CL B SEK 10 NEW EXCH FOR	\$5,641	\$4,858
EXPEDIA INC DEL COM	\$2,977	\$3,195
EXPERIAN GROUP LTD SPON ADR	\$2,474	\$4,963
FANUC CORPORATION ADR ISIN#US3073051027	\$4,240	\$4,598
FASTENAL CO	\$3,108	\$3,405
FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G12	\$5	\$377
FIRST AMERN CORP CALIF COM FORMERLY FIRST AMER	\$1,521	\$0
FIRST INDUSTRIAL REALTY TRUST INC	\$6,182	\$7,420
FNMA GTD MTG PASS THRU CTFS POOL # 893452 6 000%	\$5	\$136
FNMA GTD MTG PASS THRU CTFS POOL # 901148 6 500%	(\$47)	\$35
FNMA GTD MTG PASS THRU CTFS POOL # 902195 5 000%	(\$15)	\$62
FPL GROUP INC	\$8,279	\$11,762
FRESENIUS MED CARE AKTIENGESELLSCHAFT SPONSO	\$2,516	\$3,087
GENERAL ELECTRIC CO COM	\$15,764	\$9,446
GENERAL MILLS INC COM	\$10,090	\$10,711
GENESEE & WYO INC CL A	\$3,510	\$4,108
GENPACT LTD SHS ISIN#BMG3922B1072	\$2,368	\$2,232
GENUINE PARTS CO	\$6,857	\$8,901
GIVAUDAN SA ADR ISIN#US37636P1084	\$4,422	\$6,330
GNC HLDGS INC COM CLA	\$3,565	\$3,894
HARLEY-DAVIDSON INC	\$3,026	\$3,076
HATTERAS FINL CORP COM	\$7,463	\$6,699
HCA HLDGS INC COM	\$4,762	\$4,344
HCP INC COM	\$8,404	\$11,742
HEALTH CARE REIT INC	\$8,529	\$11,645
HEINZ H J COMPANY	\$8,158	\$10,382
HERTZ GLOBAL HLDGS INC COM	\$3,058	\$3,872
HOWARD HUGHES CORP COM	\$7,101	\$7,886
HSBC HLDGS PLC SPONS ADR NEW	\$8,250	\$10,083
ICAP PLC SPONSORED ADR REPSTG2 ORD SHS	\$4,604	\$3,786
INDL & COMM BK CHINAADR ISIN#US4558071076	\$4,502	\$4,663
INFORMA PLC ADR ISIN#US45672B1070	\$3,657	\$4,696



- Couchman and Noble Foundation, Inc.  
20-0499527

Part II-Corporate Stock

Security	12/31/2012 Cost Basis	12/31/2012 Market Value
INTEL CORP COM	\$12,948	\$16,908
INTERCONTINENTAL HOTELS GROUP PLC NEWSPONSOI	\$3,586	\$3,784
JOHNSON & JOHNSON COM	\$9,996	\$11,917
JP MORGAN CHASE & CO	\$6,867	\$6,595
JUPITER TELECOMMUNICATION COLTD ADR ISIN#US4820	\$6,897	\$9,574
KAMAN CORP CL A	\$8,548	\$9,494
KIMBERLY CLARK CORP	\$10,233	\$12,242
KINDER MORGAN MGMT LLC SHS	\$4,992	\$13,206
KNOLL INC COM NEW	(\$0)	\$0
KONINKLIJKE AHOLD NVSPONS ADR 2007 ISIN#US500467	\$4,581	\$5,508
KRAFT FOODS GROUP INC COM	\$3,523	\$4,820
KRATON PERFORMANCE POLYMERS INCCOM	\$6,854	\$7,858
LENNAR CORP CL A COMSTK	\$1,233	\$1,585
LI & FUNG LTD PLC ADR ISIN#US5018971029	\$3,106	\$3,240
LILLY ELI & CO	\$14,404	\$14,549
LIMITED BRANDS INC	\$2,043	\$2,259
LINDE AG SPONS ADR LEVEL 1 ISIN#US5352232004	\$4,411	\$6,245
LOREAL CO ADR ISIN#US5021172037	\$3,747	\$4,897
LYONDELLBASELL INDUSTRIES N V ORD SHS CL A	\$2,438	\$3,597
MARTIN MARIETTA MATERIAL INC	\$8,754	\$9,522
MATSON INC COM	\$10,507	\$10,951
MAXIMUS INC COM	\$448	\$3,035
MBIA INC	\$10,977	\$7,206
MCDONALDS CORP	\$7,806	\$11,467
MEAD JOHNSON NUTRITION CO COM CL A	(\$0)	\$0
MEDIVATION INC COM	\$2,646	\$3,070
MELLANOX TECHNOLOGIES LTD	\$2,364	\$2,078
MERK & CO.	\$9,933	\$12,896
METLIFE INC COM	\$10,622	\$10,047
MICREL INC COM	\$9,696	\$8,189
MICROSOFT CORP	\$18,833	\$20,566
MINNESOTA MINING & MANUFACTURING CO.	\$5,842	\$9,285
MONDELEZ INTL INC CLA	\$6,559	\$8,145
MONTPELIER RE HOLDINGS LTD SHS ISIN#BMG62185106	\$8,709	\$11,110
MOODY'S	\$3,317	\$3,925
NESTLE SA SPONSORED ADRS REGIS	\$3,418	\$4,692
NEW GOLD INC CDA COM ISIN#CA6445351068	\$4,654	\$5,305
NEWMARKET CORP COM	\$15,120	\$20,452
NOBLE CORPORATION BAAR NAMEN AKT ISIN#CH003334	\$2,314	\$2,054
NORDEA BK AB SWEDEN SPONSORED ADR	\$5,405	\$4,747
NORDSTROM INC	\$2,113	\$2,354
NOVARTIS AG SPONSORED ADR	\$12,429	\$18,610
NOVO NORDISK A S. ADR FORMERLY NOVO INDUSTRIE /	\$1,039	\$3,754
NU SKIN ENTERPRISES INC CL A	\$16,227	\$11,263
NXP SEMICONDUCTORS NV COM ISIN#NL0009538784	\$3,058	\$3,185
OCCIDENTAL PETROLEUMCORP	\$12,619	\$11,338
OCWEN FINL CORP COM NEW	\$2,078	\$3,978
OIL STS INTL INC COM	\$4,703	\$4,722
OLD DOMINION FGHT LINES INC	\$16,330	\$18,957
OMNICOM GROUP INC COM	\$6,371	\$8,993
ONYX PHARMACEUTICALS INC DEL COM	\$2,321	\$2,115
OWENS AND MINOR INC HLDGS CO INC	(\$0)	\$0
PALO ALTO NETWORKS INC COM	\$3,175	\$2,837
PANERA BREAD CO CL A	\$2,049	\$2,224
PARTNER COMMUNICATIONS CO LTD	\$2,313	\$3,450
PAYCHEX INC	\$7,296	\$10,730
PEARSON PLC SPONSORED ADR	\$4,840	\$10,259
PENSKE AUTOMOTIVE GROUP INC COM	\$1,211	\$1,595
PENTAIR INC	\$3,703	\$4,178

Couchman and Noble Foundation, Inc.  
20-0499527

Part II-Corporate Stock

Security	12/31/2012 Cost Basis	12/31/2012 Market Value
PEPSICO INC	\$9,967	\$14,028
PERKINELMER INC COM	\$3,017	\$3,047
PERNOD RICARD S A ADR ISIN#US1742642070	\$3,662	\$4,153
PETROCHINA CO LTD SPONS ADR ISIN#US71646E1001	\$4,266	\$5,032
PETROFAC LTD ADS ISIN#US7164731033	\$4,027	\$4,558
PFIZER INC	\$6,367	\$12,289
PHILIP MORRIS INTL INC COM	\$8,017	\$16,310
PHILLIPS VAN HEUSEN CORP COM	\$2,381	\$3,885
PIONEER NAT RES CO COM	\$4,661	\$5,116
POLARIS INDUSTRIES INC COM	\$2,191	\$3,282
PRICESMART INC COM	\$16,124	\$17,323
PROSPECT CAP CORP COM	\$3,091	\$2,859
QUANTA SVCS INC COM	\$3,738	\$3,875
QUIDEL CORP	\$1,549	\$1,531
RACKSPACE HOSTING INC COM	\$3,410	\$3,788
RAYMOND JAMES FINL INC COM	\$3,096	\$3,198
RAYTHEON CO COM NEW	\$10,577	\$11,512
REED ELSEVIER P L C SPON ADR NEW	\$2,448	\$3,279
RIO TINTO PLC SPONSORED ADR ISIN#YS7672041008	\$3,076	\$3,079
RITCHIE BROS AUCTIONEERS INC COM	\$6,646	\$7,291
ROCHE HLDGS LTD SPONSORED ADR ISIN#US771195104	\$6,384	\$8,989
ROGERS COMMUNICATIONS INC CL B NON VOTING SHAF	\$7,695	\$9,923
ROSS STORES INC (STATE OF INC CHGD FM CALF TO DE	\$2,884	\$2,380
ROYAL DUTCH SHELL PLC SPONSORED ADR RESPTG B :	\$10,052	\$9,925
SAFRAN S A ADR ISIN#US7865841024	\$2,289	\$2,509
SANDISK CORP	\$2,307	\$2,349
SAP AKTIENGESELLSCHAFT SPONSORED ADR	\$2,485	\$4,662
SBA COMMUNICATIONS CORP CL A COM	\$3,489	\$4,685
SBERBANK RUSSIA SPONS ADR ISIN#US80585Y3080	\$4,401	\$4,660
SCHNEIDER ELEC SA ADR ISIN#US80687P1066	\$4,719	\$6,167
SERVICE CORP INTL	\$11,652	\$14,445
SERVICENOW INC COM	\$4,268	\$4,234
SGS SA ADR ISIN#US8188001049	\$4,181	\$7,397
SHINHAN FINL GROUP CO LTD SPONSORED ADR	\$3,843	\$3,224
SILVER WHEATON CORP COM ISIN#CA8283361076	\$3,183	\$5,448
SIRONA DENTAL SYS INC COM	\$3,542	\$4,706
SOCIEDAD QUIMICA Y MINERA DE CHILE S A SPON ADR	\$1,426	\$3,516
SODEXHO SPON ADR ISIN#US8337921048	\$4,417	\$6,311
SOFTBANK CORP ADR ISIN#US83404D1090	\$3,331	\$4,047
SOLARWINDS INC COM	\$3,610	\$3,567
SOUTHERN CO	\$5,557	\$5,565
SPECTRA ENERGY CORP COM	\$4,862	\$4,901
SPIRIT AEROSYSTEMS HLDGS INC CL A	\$3,857	\$2,562
STURM RUGER & CO INC	\$5,396	\$5,857
SUBSEA 7 SA SPONS ADR ISIN#US8643231009	\$4,010	\$4,067
SUNTRUST BKS INC	\$1,261	\$1,588
SVENSKA CELLULOZA AKTIEBOLAGET SCA SPONSORED	\$2,308	\$2,791
TARGET CORP	\$8,728	\$10,059
TE CONNECTIVITY LTD REG SHS ISIN#CH0102993182	\$6,911	\$8,278
TEJON RANCH CO	\$7,512	\$7,385
TENET HEALTHCARE CORP COM NEW	\$9,003	\$12,761
TERADATA CORP DEL COM	\$4,193	\$3,713
TESCO PLC SPON ADR ISIN#US8815753020	\$1,963	\$1,874
THORATEC CORP COM NEW	\$2,999	\$3,002
TOWERS WATSON & CO CL A	\$3,169	\$3,035
TOYOTA MTR CO SPON ADR	\$3,592	\$4,196
TRACTOR SUPPLY CO	\$3,995	\$4,418
TRAVELERS COS INC COM	\$16,897	\$24,060
TREDEGAR CORP	\$11,355	\$9,414

- Couchman and Noble Foundation, Inc.  
20-0499527

Part II-Corporate Stock	Security	12/31/2012 Cost Basis	12/31/2012 Market Value
	TULLOW OIL PLC ADR ISIN#US8994152028	\$3,498	\$3,324
	ULTA SALON COSMETICS& FRAGRANCE INC COM	\$4,564	\$4,815
	UNILEVER NV NEW YORKSHS NEW	\$12,667	\$17,771
	UNILEVER PLC SPON ADR NEW	\$11,813	\$14,326
	UNITED OVERSEAS BK LTD SPON ADR	\$3,548	\$4,205
	UNITED PARCEL SVC INC CL B	\$8,270	\$8,553
	UNITED RENTALS INC COM	\$5,466	\$6,874
	URBAN OUTFITTERS INC	\$2,092	\$2,283
	V F CORP	\$3,026	\$2,717
	VAIL RESORTS INC COM	\$3,094	\$3,516
	VALIDUS HLDGS LTD COM SHS ISIN#BMG9319H1025	\$3,005	\$2,905
	VALUECLICK INC COM	\$12,712	\$12,481
	VERISK ANALYTICS INCCL A	\$3,442	\$4,332
	VERIZON COMMUNICATIONS COM	\$8,854	\$10,601
	VISTEON CORP COM NEW	\$3,613	\$3,875
	VODAFONE GROUP PLC SPON ADR NEW	\$14,103	\$12,721
	WABCO HLDGS INC COM	\$4,422	\$4,759
	WABTEC COM	\$2,315	\$3,414
	WATSON PHARMACEUTICAL INC	\$4,242	\$4,472
	WHITE MOUNTAINS INS	\$7,955	\$8,755
	WHITEWAVE FOODS CO COM CL A	\$2,234	\$2,051
	WHOLE FOODS MKT INC	\$2,851	\$2,735
	WILLIS GROUP HOLDINGS LTD SHS ISIN#BMG966551084	\$5,905	\$5,901
	WOLVERINE WORLD WIDEINC COMMON STOCK	\$2,197	\$2,131
	WORKDAY INC CL A	\$3,000	\$3,270
	WORLD FUEL SVCS CORPCOM	\$10,633	\$10,169
	WYNDHAM WORLDWIDE CORP COM	\$2,235	\$4,682
	<b>TOTAL INVESTMENTS</b>	<b>\$1,381,728</b>	<b>\$1,621,785</b>

ATTACHMENT 7FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNT

NET ASSET ADJUSTMENT

4,673.

TOTAL

4,673.

COUCHMAN & NOBLE FOUNDATION, INC.  
a Georgia nonprofit corporation

WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS  
IN LIEU OF MEETING

Pursuant to Section 14-3-821 of the Official Code of Georgia Annotated, the undersigned, being all of the members of the Board of Directors of Couchman & Noble, Inc., a Georgia nonprofit corporation (the "Corporation"), do hereby adopt, approve and authorize the following actions as of the date hereinafter written with the same force and effect as if they were adopted, approved and authorized at a special meeting of the Board of Directors of the Corporation duly called and held in accordance with the provisions of the Georgia Nonprofit Corporation Code.

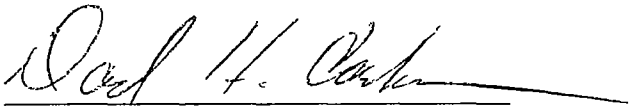
RESOLVED, the Corporation adopts the Second Amendment to the Bylaws of Couchman & Noble Foundation, Inc., a copy of which is attached.

RESOLVED, the Corporation restates and amends the portion of its resolution dated October 5, 2006, directing the Corporation to dissolve and directing that all of its remaining assets are to be distributed to the COMMUNITY FOUNDATION FOR GREATER ATLANTA, INC., Atlanta, Georgia, for addition to the Couchman & Noble Family Fund, to clarify that such a dissolution is only to occur at such time as no directors, including directors appointed pursuant to Section 3.8 of the Bylaws, are able or willing to serve.

RESOLVED, pursuant to Section 3.8 of the Bylaws, as amended, the following are elected as directors to serve in the event that all of the serving directors should be deceased or otherwise cease or be unable to serve:

DANIEL COUCHMAN KENDALL  
COLIN D. CALDWELL  
CHAD. D. CALDWELL

IN WITNESS WHEREOF, the undersigned Directors do hereby execute this Unanimous Written Consent as of the 1<sup>st</sup> day of April, 2013.

  
David H. Couchman, Director

  
Melanie J. Noble-Couchman, Director

SECOND AMENDMENT TO THE BYLAWS OF  
COUCHMAN & NOBLE FOUNDATION, INC.

Section 1.1 of the Bylaws is deleted in its entirety and replaced with the following  
Section 1.1:

1.1 Name. The name of this organization shall be "COUCHMAN & NOBLE FOUNDATION, INC." (hereinafter referred to as the "Corporation").

Section 3.3 of the Bylaws is deleted in its entirety and replaced with the following  
Section 3.3:

3.3 Manner of Election and Term of Office. The directors shall be elected by the Board of Directors of the Corporation. The Board of Directors may specify that any directors so elected shall take office as of the close of the meeting at which such director is elected, or at any later time. Until a director takes office, the director shall have no vote and the Board of Directors may at any time remove the director prior to the director taking office.

Each director shall continue in office until the earlier of (i) the director's death, resignation, retirement, disqualification, or removal; or (ii) such time as the director's successor has been elected and is qualified to take office.

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

ATTACHMENT 9

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION		
DAVID COUCHMAN 8890 HUNTCLIFF TRACE ATLANTA, GA 30350	PRESIDENT	0	0
MELANIE NOBLE-COUCHMAN 8890 HUNTCLIFF TRACE ATLANTA, GA 30350	VICE PRESIDENT	0	0
GRAND TOTALS			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
COMMUNITY ACTION CENTER 1130 HIGHTOWER TRAIL SANDY SPRINGS, GA 30350	NONE PUBLIC		CHARITABLE	1,500.
SANDY SPRINGS EDUCATION FORCE P.O. BOX 567683 SANDY SPRINGS, GA 31156	NONE PUBLIC		CHARITABLE	30,000.
LOS NINOS PRIMERO 471 MOUNT VERNON HIGHWAY SANDY SPRINGS, GA 30328	NONE PUBLIC		CHARITABLE	15,000.
STAR HOUSE FOUNDATION 890-F ATLANTA STREET ROSWELL, GA 30075	NONE PUBLIC		CHARITABLE	12,000.
NORTH FULTON CHILD DEVELOPMENT CENTER 89 GROVE WAY ROSWELL, GA 30075	NONE PUBLIC		CHARITABLE	2,000.
100 BLACK MEN OF NORTH METRO 2300 HOLCOMB BRIDGE ROAD SUITE 103-215 ROSWELL, GA 30076	NONE PUBLIC		CHARITABLE	2,000.



FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SAFEPATH CHILDREN'S ADVOCACY CENTER 736 WHITLOCK AVENUE SUITE 600 MARIETTA, GA 30064	NONE PUBLIC		CHARITABLE	1,150.
SANDY SPRINGS CONSERVANCY P.O. BOX 888996 SANDY SPRINGS, GA 30356	NONE PUBLIC		CHARITABLE	500.
SANDY SPRINGS MISSION 850 MOUNT VERNON HIGHWAY SANDY SPRINGS, GA 30327	NONE PUBLIC		CHARITABLE	7,500.
SANDY SPRING POLICE BENEVOLENT FUND 5995 BARFIELD ROAD SANDY SPRINGS, GA 30328	NONE PUBLIC		CHARITABLE	3,000.
ART SANDY SPRINGS 6300 POWERS FERRY ROAD ATLANTA, GA 30339	NONE PUBLIC		CHARITABLE	250.
HERITAGE SANDY SPRINGS 6110 BLUESTONE ROAD SANDY SPRINGS, GA 30328	NONE PUBLIC		CHARITABLE	500.

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEARATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT		PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
LEADERSHIP SANDY SPRINGS P.O. BOX 28007 SANDY SPRINGS, GA 30358	NONE PUBLIC		CHARITABLE	2,500.
PHILANTHROPY ROUNDTABLE 1730 M STREET NW SUITE 601 WASHINGTON, DC 20036	NONE PUBLIC		CHARITABLE	1,500.
AMERICAN CANCER SOCIETY 250 WILLIAMS STREET NW ATLANTA, GA 30303	NONE PUBLIC		CHARITABLE	100.
PRESBYTERIAN HOME 301 EAST SCREVEN STREET QUITMAN, GA 31643	NONE PUBLIC		CHARITABLE	250.
SHEPHERD SPINAL CENTER 2020 PEACHTREE ROAD ATLANTA, GA 30309	NONE PUBLIC		CHARITABLE	1,000.
DRAKE HOUSE 10500 N CLARA DRIVE ROSWELL, GA 30075	NONE PUBLIC		CHARITABLE	1,000.
TOTAL CONTRIBUTIONS PAID				<u>81,750.</u>

**SCHEDULE D  
(Form 1041)**Department of the Treasury  
Internal Revenue Service**Capital Gains and Losses**

▶ Attach to Form 1041, Form 5227, or Form 990-T.

▶ Information about Schedule D (Form 1041) and its separate instructions is at  
[www.irs.gov/form1041](http://www.irs.gov/form1041).

OMB No 1545-0092

**2012**

Name of estate or trust

COUCHMAN &amp; NOBLE FOUNDATION, INC.

Employer identification number

20-0499527

**Note:** Form 5227 filers need to complete *only* Parts I and II**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

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

<b>b</b> Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b . . . . .	<b>1b</b>	-5,080.
<b>2</b> Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824 . . . . .	<b>2</b>	
<b>3</b> Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>3</b>	1.
<b>4</b> Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet . . . . .	<b>4</b>	( )
<b>5</b> <b>Net short-term gain or (loss).</b> Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back . . . . . ▶	<b>5</b>	-5,079.

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

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

<b>b</b> Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b . . . . .	<b>6b</b>	114,569.
<b>7</b> Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824 . . . . .	<b>7</b>	
<b>8</b> Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts . . . . .	<b>8</b>	173.
<b>9</b> Capital gain distributions . . . . .	<b>9</b>	162.
<b>10</b> Gain from Form 4797, Part I . . . . .	<b>10</b>	
<b>11</b> Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet . . . . .	<b>11</b>	( )
<b>12</b> <b>Net long-term gain or (loss).</b> Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back . . . . . ▶	<b>12</b>	114,904.

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

Schedule D (Form 1041) 2012

<b>Part III Summary of Parts I and II</b>		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
<b>Caution: Read the instructions before completing this part.</b>				
<b>13</b>	<b>Net short-term gain or (loss)</b> . . . . .	<b>13</b>		-5,079.
<b>14</b>	<b>Net long-term gain or (loss):</b>			
a	Total for year . . . . .	<b>14a</b>		114,904.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht) . . . . .	<b>14b</b>		
c	28% rate gain . . . . .	<b>14c</b>		
<b>15</b>	<b>Total net gain or (loss).</b> Combine lines 13 and 14a . . . . . ▶	<b>15</b>		109,825.

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

### Part IV Capital Loss Limitation

<b>16</b>	Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the <b>smaller</b> of a The loss on line 15, column (3) or b \$3,000 . . . . .	<b>16</b>	( )
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**Note:** If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

### Part V Tax Computation Using Maximum Capital Gains Rates

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

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

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

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

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

Schedule D (Form 1041) 2012

**Continuation Sheet for Schedule D  
(Form 1041)**

OMB No 1545-0092

2012

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

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

Name of estate or trust

Employer identification number

20-0499527

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

[illegible]

<b>1b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 1b . . . . .	-5,080.
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**For Paperwork Reduction Act Notice, see the Instructions for Form 1041.**

Schedule D-1 (Form 1041) 2012

Employer identification number

[illegible]

<b>6b Total.</b> Combine the amounts in column (f). Enter here and on Schedule D, line 6b	114,569.
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