



See a Social Security Number? Say Something!  
Report Privacy Problems to <https://public.resource.org/privacy>  
Or call the IRS Identity Theft Hotline at 1-800-908-4490



# Return of Private Foundation

## or Section 4947(a)(1) Nonexempt Charitable Trust

### Treated as a Private Foundation

**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 JANUARY 1, 2012, and ending DECEMBER 31, 2012

Name of foundation <b>PLEROMA, INC.</b>		<b>A</b> Employer identification number 20-0622367
Number and street (or P O box number if mail is not delivered to street address) Room/suite PO BOX 1796		<b>B</b> Telephone number (see instructions) 254-897-3145
City or town, state, and ZIP code GLEN ROSE, TX 76043		
<b>G</b> Check all that apply	<input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change	<b>C</b> If exemption application is pending, check here <input type="checkbox"/> <b>D</b> 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/> <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
<b>H</b> 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		
<b>I</b> Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 15,151,111.00 (Part I, column (d) must be on cash basis)		
<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

<b>Part I Analysis of Revenue and Expenses</b> (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<b>Revenue</b>	1 Contributions, gifts, grants, etc., received (attach schedule). Check <input type="checkbox"/> if the foundation is not required to attach Sch. B				
	2 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	209,014.00	209,014.00		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	663,159.00			
	b Gross sales price for all assets on line 6a 3,080,187.00				
	7 Capital gain net income (from Part IV, line 2)		663,159.00		
	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)				
<b>Operating and Administrative Expenses</b>	11 Other income (attach schedule)	80,179.00	80,179.00		
	12 Total. Add lines 1 through 11	952,352.00	952,352.00		
	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	5,500.00	5,500.00		
	c Other professional fees (attach schedule)	91,013.00	91,013.00		
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,605.00	4,605.00		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	7,145.00	7,145.00		
	22 Printing and publications				
	23 Other expenses (attach schedule)	3,826.00	3,826.00		
	24 Total operating and administrative expenses. Add lines 13 through 23	112,089.00	112,089.00		
	25 Contributions, gifts, grants paid	500,000.00			500,000.00
	26 Total expenses and disbursements. Add lines 24 and 25	612,089.00	112,089.00		500,000.00
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	340,263.00			
	b Net investment income (if negative, enter -0-)		840,263.00		
	c Adjusted net income (if negative, enter -0-)				

SCANNED NOV 20 2013

<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>	<b>1</b> Cash - non-interest-bearing . . . . .		5,448,361.00	7,142,368.00	7,142,368.00
	<b>2</b> Savings and temporary cash investments . . . . .				
	<b>3</b> Accounts receivable ▶ Less allowance for doubtful accounts ▶				
	<b>4</b> Pledges receivable ▶ Less allowance for doubtful accounts ▶				
	<b>5</b> Grants receivable . . . . .				
	<b>6</b> Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) . . . . .				
	<b>7</b> Other notes and loans receivable (attach schedule) ▶ <u>8,250.00</u> Less allowance for doubtful accounts ▶		462,293.00	448,250.00	448,250.00
	<b>8</b> Inventories for sale or use . . . . .				
	<b>9</b> Prepaid expenses and deferred charges . . . . .				
	<b>10 a</b> Investments - U S and state government obligations (attach schedule), . . . . .				
	<b>b</b> Investments - corporate stock (attach schedule) . . . . .		5,269,938.00	4,098,505.00	5,387,636.00
	<b>c</b> Investments - corporate bonds (attach schedule), . . . . .				
	<b>11</b> Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	<b>12</b> Investments - mortgage loans . . . . .				
	<b>13</b> Investments - other (attach schedule) . . . . .		3,011,583.00	1,551,220.00	2,164,287.00
	<b>14</b> Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶				
	<b>15</b> Other assets (describe ▶ <u>F 990 2012 ES</u> ) . . . . .			8,570.00	8,570.00
	<b>16 Total assets</b> (to be completed by all filers - see the instructions Also, see page 1, item I) . . . . .		14,192,175.00	13,248,913.00	15,151,111.00
<b>Liabilities</b>	<b>17</b> Accounts payable and accrued expenses . . . . .				
	<b>18</b> Grants payable . . . . .				
	<b>19</b> Deferred revenue . . . . .				
	<b>20</b> Loans from officers, directors, trustees, and other disqualified persons . . . . .				
	<b>21</b> Mortgages and other notes payable (attach schedule) . . . . .				
	<b>22</b> Other liabilities (describe ▶ ) . . . . .				
	<b>23 Total liabilities</b> (add lines 17 through 22) . . . . .				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> ▶ <input type="checkbox"/> <b>and complete lines 24 through 26 and lines 30 and 31.</b>				
	<b>24</b> Unrestricted . . . . .				
	<b>25</b> Temporarily restricted . . . . .				
	<b>26</b> Permanently restricted . . . . .				
	<b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.</b> ▶ <input type="checkbox"/>				
	<b>27</b> Capital stock, trust principal, or current funds . . . . .				
	<b>28</b> Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .				
	<b>29</b> Retained earnings, accumulated income, endowment, or other funds . . . . .		14,192,175.00	13,248,913.00	
	<b>30 Total net assets or fund balances</b> (see instructions) . . . . .		14,192,175.00	13,248,913.00	
	<b>31 Total liabilities and net assets/fund balances</b> (see instructions) . . . . .		14,192,175.00	13,248,913.00	

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b> 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>	14,192,175.00
<b>2</b> Enter amount from Part I, line 27a . . . . .	<b>2</b>	340,263.00
<b>3</b> Other increases not included in line 2 (itemize) ▶	<b>3</b>	
<b>4</b> Add lines 1, 2, and 3 . . . . .	<b>4</b>	14,532,438.00
<b>5</b> Decreases not included in line 2 (itemize) ▶ <u>2011 990 EXCISE TAX &amp; UNREALIZED DEPREC ADJ</u>	<b>5</b>	1,283,525.00
<b>6</b> Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .	<b>6</b>	13,248,913.00

**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>					
<b>b</b>					
<b>c</b>					
<b>d</b> SECURITY SALES - SCHEDULE ATTACHED			P	VARIOUS	VARIOUS
<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> 3,080,187.00		2,417,028.00	663,159.00		
<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>			663,159.00		
<b>e</b>					
<b>2</b> Capital gain net income or (net capital loss) <span style="float: right;">{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }</span>			<b>2</b>	663,159.00	
<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>		

**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.

<b>1</b> 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	900,000.00	15,336,557.00	0.0587
2010	173,000.00	15,574,190.00	0.0111
2009	1,103,663.00	16,033,390.00	0.0688
2008	1,346,997.00	19,000,958.00	0.0709
2007	0.00	17,727,613.00	
<b>2</b> Total of line 1, column (d)			<b>2</b> 0.2095
<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> 0.0419
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			<b>4</b> 14,658,368.12
<b>5</b> Multiply line 4 by line 3			<b>5</b> 614,185.62
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)			<b>6</b> 8,402.63
<b>7</b> Add lines 5 and 6			<b>7</b> 622,588.25
<b>8</b> Enter qualifying distributions from Part XII, line 4			<b>8</b> 500,000.00

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 <input type="checkbox"/> and enter "N/A" on line 1 . . . . . Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	16,805.00
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2 . . . . .		3	16,805.00
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	16,805.00
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	33,570.00	
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	33,570.00	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid . . . . .	10	16,765.00	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> 16,765.00 Refunded <input type="checkbox"/>	11		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . . If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		
c Did the foundation file Form 1120-POL for this year? . . . . .		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____		
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? . . . . .		X
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) <input type="checkbox"/>		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation . . . . .	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .		X

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions) . . . . .	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) . . . . .	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? . . . . .	13	X	
Website address ▶ _____				
14	The books are in care of ▶ <u>M. CHRISTINE JURZYKOWSKI</u> Telephone no ▶ <u>254-897-3145</u> Located at ▶ <u>PO BOX 1796 GLENROSE, TX</u> ZIP+4 ▶ <u>76043</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here . . . . . ▶ <input type="checkbox"/> 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 ▶ _____				

**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	
Organizations relying on a current notice regarding disaster assistance check here . . . . . ▶ <input type="checkbox"/>		
<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 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

**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**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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? ☐ **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
M. CHRISTINE JURZYKOWSKI PO BOX 1796 GLEN ROSE, TX 76043	DIRECTOR 3HRS/WK			
MARK FINSER 9 LEYTON COURT MILL VALLEY, CA 94941	DIRECTOR 3HRS/WK			
CLAUDE DEL PEPIN 99 WABENA WAY PUTNAM, VT 05346	DIRECTOR 3HRS/WK			

**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 . . . . .		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 FUNDS DEDICATED TO PURPOSES OUTLINED IN SECTION 501C 3 OF THE INTERNAL REVENUE CODE	
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	
2	
All other program-related investments See instructions	
3	
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>	4,826,056.00
<b>b</b>	Average of monthly cash balances	<b>1b</b>	6,950,956.00
<b>c</b>	Fair market value of all other assets (see instructions)	<b>1c</b>	3,104,580.00
<b>d</b>	<b>Total</b> (add lines 1a, b, and c)	<b>1d</b>	14,881,592.00
<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>	14,881,592.00
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	223,223.88
<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>	14,658,368.12
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	732,918.41

**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>	732,918.41
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	16,805.00
<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>	16,805.00
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	716,113.41
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b>	Add lines 3 and 4	<b>5</b>	716,113.41
<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>	716,113.41

**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>	500,000.00
<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>	500,000.00
<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>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	500,000.00

**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 . . . . .				716,113.41
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only . . . . .				
<b>b</b> Total for prior years 20____, 20____, 20____				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007 . . . . .				
<b>b</b> From 2008 . . . . .	1,346,997.00			
<b>c</b> From 2009 . . . . .	1,103,663.00			
<b>d</b> From 2010 . . . . .				
<b>e</b> From 2011 . . . . .	900,000.00			
<b>f</b> Total of lines 3a through e . . . . .	3,350,660.00			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 500,000.00				
<b>a</b> Applied to 2011, but not more than line 2a . . . . .				
<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 . . . . .				
<b>e</b> Remaining amount distributed out of corpus . . . . .	500,000.00			
<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) )	716,113.00			716,113.41
<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	3,134,547.00			
<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 . . . . .				
<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 . . . . .	3,134,547.00			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008 . . . . .	630,884.00			
<b>b</b> Excess from 2009 . . . . .	1,103,663.00			
<b>c</b> Excess from 2010 . . . . .				
<b>d</b> Excess from 2011 . . . . .	900,000.00			
<b>e</b> Excess from 2012 . . . . .	500,000.00			

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

**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 . . . . . **N/A**

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
<b>2 a</b> Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed . . . . .					
<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) )

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

NONE

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

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

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

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

**c** Any submission deadlines

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

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

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
<b>a Paid during the year</b> RSF GLOBAL COMM/ANJEL FUND 1002A O'REILLY AVE. SAN FRANCISCO, CA 94129	N/A	501C3	CHARITABLE	500,000.00
<b>Total</b> . . . . .			▶ <b>3a</b>	500,000.00
<b>b Approved for future payment</b>				
<b>Total</b> . . . . .			▶ <b>3b</b>	

## Enter gross amounts unless otherwise indicated

(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 )

This image shows a single sheet of white paper with horizontal blue or grey ruling lines. A vertical margin line is positioned on the left side, creating a narrow left margin. The paper appears to be from a notebook or a standard writing pad. There are no markings, text, or drawings on the page.

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

- | 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?   |  | Yes   | No |
|---|--|-------|----|
| <b>a Transfers from the reporting foundation to a noncharitable exempt organization of:</b>   |  |       |    |
| (1) Cash  |  | 1a(1) | X  |
| (2) Other assets  |  | 1a(2) | X  |
| <b>b Other transactions</b>   |  |       |    |
| (1) Sales of assets to a noncharitable exempt organization  |  | 1b(1) | X  |
| (2) Purchases of assets from a noncharitable exempt organization  |  | 1b(2) | X  |
| (3) Rental of facilities, equipment, or other assets  |  | 1b(3) | X  |
| (4) Reimbursement arrangements  |  | 1b(4) | X  |
| (5) Loans or loan guarantees  |  | 1b(5) | X  |
| (6) Performance of services or membership or fundraising solicitations  |  | 1b(6) | X  |
| <b>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</b>   |  | 1c    | X  |
| <b>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.</b> |  |       |    |

[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


**Sign  
Here**

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

Signature of officer or trustee: David A. Fournier Date: 11/5/13 Title: Vice-Pres

May the IRS discuss the return with the preparer shown below (see instructions)? ☒ Yes ☐ No

**Paid**  
**Preparer**  
**Use Only**

Print/Type preparer's name <b>JOE D BULLOCK</b>	Preparer's signature 	Date <b>11/5/13</b>	Check <input type="checkbox"/> if self-employed	PTIN <b>P00706204</b>
Firm's name ▶ <b>BULLOCK HARTLEY</b>			Firm's EIN ▶ <b>75-2566481</b>	
Firm's address ▶ <b>1200 SUITE, SUITE 430 FORT WORTH, TX 76102</b>			Phone no <b>817-885-8001</b>	

Form 990-PF (2012)

✓

**Schedule of Contributors**

OMB No 1545-0047

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

**2012**

Name of the organization

Employer identification number

PLEROMA, INC.

20-0622367

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)( ) (enter number) organization

☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation

☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation

☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation

☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

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

**Special Rules**

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

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

Name of organization

PLEROMA, INC.

Employer identification number

20-0622367

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
-----	N/A ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )
-----	----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution )



Name of organization

PLEROMA, INC.

Employer identification number

20-0622367

**Part II** Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
---	----- ----- ----- -----	\$ -----	-----

Employer identification number

20-0622367

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of **\$1,000 or less** for the year. (Enter this information once. See instructions.) ▶ \$

Use duplicate copies of Part III if additional space is needed

JSA Schedule B (Form 990, 990-EZ, or 990-PF) (2012)  
 255 1 000

**PLEROMA, INC.**  
**Profit & Loss**  
**January through December 2012**  
**Jan - Dec 12**

**Proceeds - Sale of Securities**

.41 Johnson Matthey PLC	28
.75 Asmil	45
100 Sysmex	3,303
100 Amer Movil	2,362
100 Emerson	5,195
100 Kao	2,606
100 Pearson	1,876
100 Pepsico	6,638
100 Vodafone	2,710
100 Wm Grainger	19,557
1000 Green Mtn	20,360
105 Statoilhydro ASA	2,627
1075 Walt Disney	53,247
110 PNC	6,610
110 Terumo	4,786
110 Time Warner	8,203
1115 EMC	30,487
115 Johnson & Johnson	7,562
115 Amer Movil	2,695
115 Vestas	1,246
120 L Air	3,081
120 Novartis	6,657
120 Taiwan	1,701
12000 Halma	71,760
1210 ABB	25,024
1260 Sysco	39,312
130 Home Depot	5,793
130 Qualcomm	7,736
130 Statoil	3,336
135 Kraft	5,202
137 Abengoa	2,118
1375 SPDR	228,519
140 KLA	7,377
1420 East West	30,487
145 Disney	5,733
145 Blackrock	25,044
145 Cemig	3,578
1450 ATT	55,287
1470 Morgan Stanley	20,403
1480 Qualcomm	91,200
150 ABB	3,246
150 Apple	100,028
150 Aptargroup	8,027

**PLEROMA, INC.**  
**Profit & Loss**  
**January through December 2012**

	<u>Jan - Dec 12</u>
150 Carbo	10,972
150 EMC	3,864
150 IBM	59,691
150 Koninklijke	3,698
1500 Itron	52,850
155 VF	21,704
160 ABB	3,463
160 Noble	6,286
165 WGL	7,090
170 BB&T	4,770
170 ABB	3,061
170 Proctor & Gamble	10,775
170 Sysco	5,161
1880 JP Morgan	65,220
190 East West	4,252
190 Spectra	6,021
195 ATT	5,792
20 Blackrock	3,669
20 Sonova	2,110
20 Umicore	1,067
20 Vossloh	2,105
200 Baker Hughes	7,837
200 Hang Seng	2,563
208 Tenaris	8,101
215 Vodafone	5,827
215 Praixair	22,780
215 Taiwan	3,195
2245 Statoil	51,208
2260 BG Group	43,961
230 Cooper	15,679
237 Schnitzer	9,031
25 Casino Guichard	2,258
25 Parker Hannifan	2,068
260 EOG	24,550
265 Nike	28,156
270 KLA	13,017
280 New Oriental	3,221
285 Parker Hanifan	22,678
285Julius Baer	260
295 Costco	26,011
30 EOG	3,196
30 Adidas	2,259
30 Johnson Matthey	2,045
30 SAP	1,845
30 Sonova	3,127

**PLEROMA, INC.**  
**Profit & Loss**  
**January through December 2012**  
**Jan - Dec 12**

300 Statoil	7,698
311 Colgate	33,301
330 BB&T	10,302
330 Microsoft	9,884
340 Amp	1,552
345 Baker Hughes	14,074
345 Bard	32,156
345 Waters	27,493
35 Adidas	2,450
355 Amer Movil	8,350
380 Franklin	40,161
390 Visa	45,184
40 Costco	3,332
40 Apple	17,876
40 Check Point	2,313
40 Cummins	4,292
40 Smith & Nephew	1,945
40 Umicore	1,990
400 Deere	29,600
400 Kasikornbank	1,733
400 Wellpoint	25,592
41 Pearson	769
415 Gen-Probe	33,872
4300 Olam	5,154
435 Digital Realty	31,738
438 Nippon	2,635
45 ASML	2,455
45 Colgate	4,118
45 Waters	3,978
46 Sysmex	1,750
485 Aptargroup	25,413
49 Tenaris	1,879
495 Nordstrom	23,830
50 ASML	2,213
50 Deere	4,359
50 Henkel	2,641
50 Julius Baer	2,074
50 Kubota	2,246
50 Novartis	2,774
50 SPDR Gold	8,475
50 Visa	5,124
500 Ecolab	32,220
5000 Comcast	149,845
510 Hospira	16,528
510 Natl Oilwell Varco	34,118

**PLEROMA, INC.**  
**Profit & Loss**  
**January through December 2012**  
**Jan - Dec 12**

513 3M	44,404
520 Aon	24,253
523 Nippon	3,091
54 Sysmex	2,161
540 Illinois Tool	29,652
540 Noble	16,800
55 Franklin Resources	6,074
55 Gen-Probe	3,708
55 HSBC	2,416
554 NGK	7,063
560 Apache	46,989
570 Johnson Controls	18,106
575 McCormick	32,579
590 ADP	34,504
60 Nike	6,164
60 Checkpoint	3,469
60 Digital Reality	4,297
60 KLA	3,115
600 Kasikornbank	2,931
600 Kasikkornbank	3,792
620 Zimmer	37,469
63 Pearson	1,187
630 Barclays	2,269
65 Nordstrom	3,230
685 Johnson Controls	22,858
70 3M	6,119
70 Altera	2,790
70 Apache	6,950
70 Honda	2,458
70 Illinois Tool	3,843
70 LKQ	1,429
70 Sampo	1,889
70 Unilever	2,378
700 Capitalland	2,118
71 Abengoa	1,103
71 Pearson	1,321
72 Abengoa	1,134
730 Emerson	34,138
75 Baker Hughes	3,734
75 McCormick	3,842
75 Sonova	8,172
750 Cree	17,403
750 Rackspace	48,856
765 Pepsico	52,558
78 Schnitzer	3,118

**PLEROMA, INC.**  
**Profit & Loss**  
**January through December 2012**  
**Jan - Dec 12**

79 Nippon	482
795 Altera	26,508
80 Roche	3,361
80 ADP	4,417
80 SMA Solar	1,638
80 Standard Bank	1,125
80 Sysmex	3,561
802 Time Warner	62,212
835 PNC	48,871
85 Sampo	2,439
90 Cemig	1,847
90 Subsea	1,856
920 BBT	26,732
930 Barclays	3,584
960 Metlife	32,997
965 Gilead	47,844
Cemig Frac Share	4
L Air	5
Total Proceeds - Sale of Securities	3,080,189

**PLEROMA, INC.**  
**Profit & Loss**  
**January through December 2012**  
**Jan - Dec 12**

**Cost Basis - Sale of Securities**

.41 Johnson matthe PLC	26
.75 Asmil	18
100 Sysmex	1,794
100 Amer Movil	2,786
100 Emerson	5,408
100 Kao	2,529
100 Pearson	1,439
100 Pepsico	6,504
100 Vodafone	2,421
100 Wm Grainger	7,234
1000 Green Mtn	49,717
105 Statoilhydro ASA	2,319
1075 Walt Disney	30,452
110 PNC	6,373
110 Terumo	4,149
110 Time Warner	5,442
1115 EMC	24,507
115 Johnson & Johnson	1,335
115 Amer Movil	2,509
115 Vestas	3,053
120 L Air	2,094
120 Novartis	7,461
120 Taiwan	1,231
12000 Halma	55,081
1210 ABB	22,779
1260 Sysco	35,552
130 Home Depot	4,847
130 Qualcomm	7,199
130 Statoil	3,206
135 Kraft	4,933
137 Abengoa	4,717
1375 SPDR	87,406
140 KLA	5,931
1420 East West	23,672
145 Disney	4,918
145 Blackrock	24,885
145 Cemig	1,758
1450 ATT	39,307
1470 Morgan Stanley	32,849
1480 Qualcomm	58,573
150 ABB	3,198
150 IBM	13,090
150 Apple	50,218
150 Aptargroup	7,075



**PLEROMA, INC.**  
**Profit & Loss**  
**January through December 2012**  
**Jan - Dec 12**

150 Carbo	14,917
150 EMC	3,297
150 IBM	18,667
150 Koninklijke	3,102
1500 Itron	78,714
155 VF	22,286
160 ABB	3,012
160 Noble	5,723
165 WGL	6,042
170 BB&T	4,497
170 ABB	3,624
170 Proctor & Gamble	10,554
170 Sysco	5,003
1880 JP Morgan	70,899
190 East West	3,179
190 Spectra	5,460
195 ATT	5,578
20 Blackrock	3,432
20 Sonova	1,826
20 Umicore	1,121
20 Vossloh	2,517
200 Baker Hughes	9,987
200 Hang Seng	2,941
208 Tenaris	7,543
215 Vodafone	5,736
215 Praixair	12,607
215 Taiwan	2,205
2245 Statoil	44,422
2260 BG Group	52,319
230 Cooper	13,808
237 Schnitzer	12,054
25 Casino Guichard	2,398
25 Parker Hannifan	1,386
260 EOG	25,642
265 Nike	17,140
270 KLA	11,438
280 New Oriental	4,479
285 Julius Baer	0
285 Parker Hanifan	0
295 Costco	15,452
30 EOG	2,989
30 Adidas	1,858
30 Johnson Matthey	1,785
30 SAP	1,557
30 Sonova	2,739

**PLEROMA, INC.**  
**Profit & Loss**  
**January through December 2012**  
**Jan - Dec 12**

300 Statoil	5,936
311 Colgate	1,218
330 BB&T	8,729
330 Microsoft	9,428
340 Amp	1,957
345 Baker Hughes	17,227
345 Bard	26,294
345 Waters	0
35 Adidas	2,102
355 Amer Movil	7,542
380 Franklin	35,375
390 Visa	35,010
40 Costco	2,096
40 Apple	5,448
40 Check Point	1,814
40 Cummins	1,460
40 Smith & Nephew	1,859
40 Umicore	2,242
400 Deere	11,590
400 Kasikornbank	897
400 Wellpoint	29,648
41 Pearson	590
415 Gen-Probe	25,186
4300 Olam	10,148
435 Digital Realty	27,452
438 Nippon	6,024
45 ASML	1,386
45 Colgate	2,740
45 Waters	3,334
46 Sysmex	825
485 Aptar Group	22,833
49 Tenaris	1,777
495 Nordstrom	23,880
50 ASML	1,540
50 Deere	1,449
50 Henkel	2,200
50 Julius Baer	1,924
50 Kubota	2,449
50 Novartis	2,999
50 SPDR Gold	2,944
50 Visa	4,802
500 Ecolab	17,004
5000 Comcast	85,167
510 Hospira	17,627
510 Natl Oilwell Varco	38,771

**PLEROMA, INC.**  
**Profit & Loss**  
**January through December 2012**  
**Jan - Dec 12**

513 3M	21,165
520 Aon	25,675
523 Nippon	7,219
54 Sysmex	969
540 Illinois Tool	24,918
540 Noble	19,315
55 Franklin Resources	5,180
55 Gen-Probe	3,392
55 HSBC	2,363
554 NGK	10,824
560 Apache	36,198
570 Johnson Controls	16,382
575 McCormick	23,517
590 ADP	26,660
60 Nike	3,881
60 Checkpoint	2,738
60 Digital Reality	3,786
60 KLA	2,542
600 Kasikornbank	1,346
600 Kasikornbank	1,346
620 Zimmer	36,497
63 Pearson	907
630 Barclays	1,688
65 Nordstrom	3,153
685 Johnson Controls	18,815
70 3M	5,291
70 Altera	2,436
70 Apache	4,525
70 Honda	2,580
70 Illinois Tool	3,230
70 LKQ	828
70 Sampo	2,276
70 Unilever	1,719
700 Capitalland	1,569
71 Abengoa	2,444
71 Pearson	1,022
72 Abengoa	2,479
730 Emerson	38,173
75 Baker Hughes	3,745
75 McCormick	3,067
75 Sonova	3,439
750 Cree	21,275
750 Rackspace	29,865
765 Pepsico	47,572
78 Schnitzer	3,967

**PLEROMA, INC.**  
**Profit & Loss**  
**January through December 2012**  
**Jan - Dec 12**

79 Nippon	1,087
795 Altera	28,034
80 Roche	3,203
80 ADP	3,615
80 SMA Solar	6,926
80 Standard Bank	1,175
80 Sysmex	1,435
802 Time Warner	34,996
835 PNC	45,214
85 Sampo	2,619
90 Cemig	1,091
90 Subsea	1,555
920 BBT	24,223
930 Barclays	2,369
960 Metlife	34,763
965 Gilead	41,889
Cemig Frac Share	2
L Air	3
<b>Total Cost Basis - Sale of Securities</b>	<b>2,417,030</b>

**PLEROMA, INC**  
**SCHEDULE ATTACHED TO FORM 990-PF – 12/31/2012**

**Page 1, Part I, Line 11, Other Income**

Loss from partnership investment TBL Capital	(45,199)
Gain from partnership investment Highwater Global Fund LLC	133,858
Gain from partnership investment RSF Mezzanine Fund	5,723
Gain from partnership Aequitas Carepayment Fund	11,286
Loss from partnership Beartooth Capital II LP	(68)
Loss from partnership Capital Growth III	(9,493)
Loss from partnership SJF Ventures II LP	(3,502)
Loss from partnership investment Cap Growth III LP	<u>(12,426)</u>
	<u>\$ 80,179</u>

**Page 1, Part I, Line 16(b), Accounting Fees**

Accounting and tax preparation fees	<u>\$ 5,500</u>
-------------------------------------	-----------------

**Page 1, Part I, Line 16(c), Other Professional Fees**

Portfolio Advisory fees	82,353
Consulting fees	<u>8,660</u>
	<u>\$ 91,013</u>

**Page 1, Part I, Line 23, Other Expenses**

Account & bank fees	537
Membership fees	1,895
Miscellaneous expenses	728
Filing fees	<u>666</u>
	<u>\$ 3,826</u>

**Page 1, Part I, Line 18, Taxes**

Foreign taxes paid re: investment securities	<u>\$ 4,605</u>
--	-----------------

**Page 2, Part II, Line 7, Other Notes & Loans Receivable**

Loans Receivable – RSF - PRI	<u>\$448,250</u>
------------------------------	------------------

**PLEROMA, INC**  
**SCHEDULE ATTACHED TO FORM 990-PF – 12/31/2012**

**Page 2, Part II, Line 13, Investments Other**

Partnership Investments

\$1,551,220