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Form **990-PF****Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

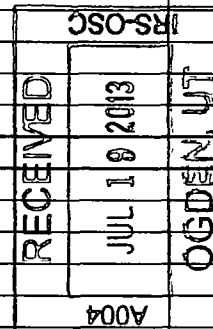
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

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

Name of foundation THE ANDROCLES FOUNDATION, INC.		A Employer identification number 20-1514742
Number and street (or P O box number if mail is not delivered to street address) C/O LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD	Room/suite 210	B Telephone number (see instructions) (631) 694-2300
City or town, state, and ZIP code MELVILLE, NY 11747		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change	D 1 Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ \$ 29,558,201.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)		4,606,400.			
2 Check ☐ if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		612,189.	600,215.		ATCH 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		646,916.			
b Gross sales price for all assets on line 6a 10,060,255.					
7 Capital gain net income (from Part IV, line 2)			645,369.		
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) ATCH 2		-1,138.			
12 Total. Add lines 1 through 11		5,864,367.	1,245,584.		
13 Compensation of officers, directors, trustees, etc.		0			
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees (attach schedule) ATCH 3		60,000.	18,000.		42,000.
b Accounting fees (attach schedule) ATCH 4		18,000.	9,000.		9,000.
c Other professional fees (attach schedule) *		149,459.	149,459.		
17 Interest					
18 Taxes (attach schedule) (see instructions) ATCH 6		22,780.	4,954.		
19 Depreciation (attach schedule) and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		4,526.			4,526.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 7		1,433.	1,230.		203.
24 Total operating and administrative expenses. Add lines 13 through 23		256,198.	182,643.		55,729.
25 Contributions, gifts, grants paid		1,270,000.			1,270,000.
26 Total expenses and disbursements. Add lines 24 and 25		1,526,198.	182,643.	0	1,325,729.
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements		4,338,169.			
b Net investment income (if negative, enter -0-)			1,062,941.		
c Adjusted net income (if negative, enter -0-)					

SCANNED JUL 24 2013
Operating and Administrative Expenses

Part II Balance Sheets

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

Beginning of year

End of year

		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	601,672.	2,671,703.	2,671,703.
	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) ATCH 8	22,572,738.	24,669,289.	26,766,523.
	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) ATCH 9	114,397.	115,551.	111,120.	
14 Land, buildings, and equipment basis				
Less accumulated depreciation (attach schedule)				
15 Other assets (describe ATCH 10)	7,913.	8,855.	8,855.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	23,296,720.	27,465,398.	29,558,201.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe)			
23 Total liabilities (add lines 17 through 22)	0	0		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ☐			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	23,296,720.	27,465,398.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	23,296,720.	27,465,398.	
31 Total liabilities and net assets/fund balances (see instructions)	23,296,720.	27,465,398.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	23,296,720.
2 Enter amount from Part I, line 27a	2	4,338,169.
3 Other increases not included in line 2 (itemize)	3	
4 Add lines 1, 2, and 3	4	27,634,889.
5 Decreases not included in line 2 (itemize) ATCH 11	5	169,491.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	27,465,398.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	645,369.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,130,969.	21,545,411.	0.052492
2010	950,668.	17,852,045.	0.053253
2009	649,000.	13,053,989.	0.049717
2008	730,000.	12,279,506.	0.059449
2007	528,495.	10,838,790.	0.048760
2 Total of line 1, column (d)			2 0.263671
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.052734
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 25,331,126.
5 Multiply line 4 by line 3			5 1,335,812.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 10,629.
7 Add lines 5 and 6			7 1,346,441.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions			8 1,325,729.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	21,259.
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	21,259.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	21,259.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	12,861.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	34,000.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	46,861.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	25,602.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 25,602. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for the definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		X
c Did the foundation file Form 1120-POL for this year?	N/A	
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes ATCH 12	X	
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE, _____		
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 ATCH 13	X	

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address ☐ N/A				
14	The books are in care of ☐ LAMB & BARNOSKY LLP Telephone no ☐ 631-694-2300			
Located at ☐ 534 BROADHOLLOW ROAD SUITE 210 MELVILLE, NY ZIP+4 ☐ 11747				
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ☐	16	Yes	No
				X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ☐		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ☐		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No		
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

- b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

Organizations relying on a current notice regarding disaster assistance check here ☐ **5b** ☒ X

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

If "Yes," attach the statement required by Regulations section 53.4945-5(d) **ATCH 14**

- 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

If "Yes" to 6b, file Form 8870 **6b** ☒ X

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

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

7b N/A

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		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 ☐

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATCH 16		209,459.

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 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	24,649,794.
b	Average of monthly cash balances	1b	1,056,305.
c	Fair market value of all other assets (see instructions)	1c	10,780.
d	Total (add lines 1a, b, and c)	1d	25,716,879.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	25,716,879.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	385,753.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	25,331,126.
6	Minimum investment return. Enter 5% of line 5	6	1,266,556.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	1,266,556.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	21,259.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	21,259.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,245,297.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	1,245,297.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,245,297.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,325,729.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,325,729.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,325,729.

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

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,245,297.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007	1,281.			
b From 2008	122,828.			
c From 2009				
d From 2010	68,299.			
e From 2011	64,937.			
f Total of lines 3a through e	257,345.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>1,325,729.</u>				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				1,245,297.
e Remaining amount distributed out of corpus	80,432.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	337,777.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,281.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	336,496.			
10 Analysis of line 9				
a Excess from 2008	122,828.			
b Excess from 2009				
c Excess from 2010	68,299.			
d Excess from 2011	64,937.			
e Excess from 2012	80,432.			

Form 990-PF (2012)

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

NOT APPLICABLE

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

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

4942(j)(3) or

4942(j)(5)

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

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

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

N/A

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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a <i>Paid during the year</i>				
ATCH 17				
Total			▶ 3a	1,270,000.
b <i>Approved for future payment</i>				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	612,189.	
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	1,547.	18	645,369.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATCH 18			-1,138.			
c _____						
d _____						
e _____						
12 Subtotal Add columns (b), (d), and (e)			409.		1,257,558.	
13 Total. Add line 12, columns (b), (d), and (e)						1,257,967.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012**Name of the organization**

THE ANDROCLES FOUNDATION, INC.

Employer identification number

20-1514742

Organization type (check one).**Filers of:**

Form 990 or 990-EZ

Section:☐ 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 foundationCheck 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 THE ANDROCLES FOUNDATION, INC.

Employer identification number
20-1514742**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
1	LLYR CHARITABLE ANNUITY TRUST C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	\$ 1,297,316.	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	LLYR CHARITABLE ANNUITY TRUST C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	\$ 2,009,084.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	JANE H. PERKINS CHARITABLE LEAD ANN. TR. C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747	\$ 1,300,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Employer's identification number

20-1514742

Part II

[illegible]

Name of organization THE ANDROCLEA FOUNDATION, INC.

Employer identification number

20-1514742

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry.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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
---	----- ----- -----	----- ----- -----	----- ----- -----
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	----- ----- -----		----- ----- -----

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>
INTEREST INCOME: UBS 820	24,335.	24,335.
INTEREST INCOME: UBS 308	135,194.	135,194.
INTEREST INCOME: POWERSHARES	72.	72.
DIVIDEND INCOME: UBS 820	384,211.	384,211.
DIVIDEND INCOME: UBS 308	50,903.	50,903.
DIVIDEND INCOME: INERGY, LP	6.	6.
TAX-EXEMPT INTEREST INCOME - UBS 820	1,480.	
TAX-EXEMPT INTEREST INCOME - UBS 308	10,494.	
DIVIDEND INCOME: ACC. INT. PAID- UBS 308	-1,886.	-1,886.
DIVIDEND INCOME: ACC. INT. PAID- UBS 820	-1,475.	-1,475.
DIVIDEND ACCRUED- UBS 820	6,756.	6,756.
DIVIDEND ACCRUED- UBS 308	2,099.	2,099.
TOTAL	<u>612,189.</u>	<u>600,215.</u>

ATTACHMENT 2FORM 990PF, PART I - OTHER INCOME

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>
ORDINARY LOSS: PASS THRU INERGY, LP	-1,138.
TOTALS	<u>-1,138.</u>

ATTACHMENT 3

FORM 990PF, PART I - LEGAL 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>
LEGAL FEES	60,000.	18,000.		42,000.
TOTALS	<u>60,000.</u>	<u>18,000.</u>		<u>42,000.</u>

ATTACHMENT 4

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>
ACCOUNTING FEES	18,000.	9,000.		9,000.
TOTALS	<u>18,000.</u>	<u>9,000.</u>		<u>9,000.</u>

ATTACHMENT 5

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
INVESTMENT ADVISORY FEES	149,459.	149,459.
TOTALS	<u>149,459.</u>	<u>149,459.</u>

ATTACHMENT 6

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FOREIGN TAX WITHHELD	4,954.	4,954.
FEDERAL EXCISE TAX	13,100.	
FEDERAL UBT TAX	4,726.	
TOTALS	<u>22,780.</u>	<u>4,954.</u>

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>CHARITABLE PURPOSES</u>
PORTFOLIO DED. - POWERSHARES	949.	949.	
DE FILING FEES	203.		203.
INVESTMENT BANK FEES	281.	281.	
TOTALS	<u>1,433.</u>	<u>1,230.</u>	<u>203.</u>

ATTACHMENT 8FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
SECURITIES: UBS 820 - STMT C	17,812,670.	19,610,228.	21,617,818.
SECURITIES: UBS 308 - STMT D	4,760,068.	5,059,061.	5,148,705.
TOTALS	<u>22,572,738.</u>	<u>24,669,289.</u>	<u>26,766,523.</u>

ATTACHMENT 9FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
INV IN POWERSHARE DB COMMODITY	114,397.	115,551.	111,120.
TOTALS	<u>114,397.</u>	<u>115,551.</u>	<u>111,120.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER ASSETS

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
DIVIDEND RECEIVABLE- UBS 308	610.	2,099.	2,099.
DIVIDEND RECEIVABLE- UBS 820	7,303.	6,756.	6,756.
TOTALS	<u>7,913.</u>	<u>8,855.</u>	<u>8,855.</u>

ATTACHMENT 11FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCESDESCRIPTIONAMOUNTADJUSTMENT DUE TO APPRECIATION ON
DONATED STOCK

169,491.

TOTAL

169,491.

ATTACHMENT 12

FORM 990PF, PART VII-A, LINE 3 - CONFORMED COPY OF THE CHANGES

SEE STATEMENT AA

FORM 990PF, PART VII-A, LINE 10 - NEW SUBSTANTIAL CONTRIBUTORS

ATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>DATE</u>	<u>DIRECT PUBLIC SUPPORT</u>
JANE H. PERKINS CHARITABLE LEAD ANN. TR. C/O LAMB & BARNOSKY 534 BROADHOLLOW ROAD MELVILLE, NY 11747		1,300,000.
TOTAL CONTRIBUTION AMOUNTS		<u>1,300,000.</u>

ATTACHMENT 14FORM 990PF, PART VII-B, LINE 5C-EXPENDITURE RESPONSIBILITY STATEMENT

GRANTEE'S NAME: SEE STATEMENTS F & G
GRANTEE'S ADDRESS:
CITY, STATE & ZIP:
GRANT DATE:
GRANT AMOUNT:
GRANT PURPOSE:
AMOUNT EXPENDED:
ANY DIVERSION? NO
DATES OF REPORTS:
VERIFICATION DATE:
RESULTS OF VERIFICATION:

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 15

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JENNIFER PERKINS FITZGERALD C/O LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	PRESIDENT 5.00	0	0	0
ROY PERKINS C/O LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	SENIOR VICE PRESIDENT 5.00	0	0	0
TIMOTHY PERKINS C/O LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD 210 MELVILLE, NY 11747	SECRETARY/TREASURER 5.00	0	0	0
GRAND TOTALS		0	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 16

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
UBS FINANCIAL SERVICES 677 WASHINGTON BOULEVARD- 4TH FLOOR STAMFORD, CT 06901-3707 FINANCIAL AND INVESTMENT ADVISORY SERVICES	ADVISORY	149,459.
LAMB & BARNOSKY LLP 534 BROADHOLLOW ROAD MELVILLE, NY 11747	LEGAL	60,000.
TOTAL COMPENSATION		<u>209,459.</u>

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

ATTACHMENT 17

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

RECIPIENT NAME AND ADDRESS

SEE STATEMENT H

NONE

501 (C) 3

SEE STATEMENT H

1,270,000.

TOTAL CONTRIBUTIONS PAID

1,270,000.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 18

<u>DESCRIPTION</u>	<u>BUSINESS CODE</u>	<u>EXCLUSION</u>		<u>RELATED OR EXEMPT FUNCTION INCOME</u>
		<u>AMOUNT</u>	<u>CODE</u>	
INERGY LP: PASS THRU ORDINARY LOSS	523000	-1,138.		
TOTALS		<u>-1,138.</u>		

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 CAPITAL GAIN DIVIDENDS					3,092.	
		TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS					18,402.	
2,464.		PASS THRU: SEC. 1256 GAIN: POWERSHARES -					VAR 2,464.	VAR
		PASS THRU: LT CAPITAL LOSS: POWERSHARES 2,280.					VAR -2,280.	VAR
205.		PASS THRU: ST CAPITAL GAIN: POWERSHARES					VAR 205.	VAR
37,144.		2,300 UNITS INERGY, LP PROPERTY TYPE: SECURITIES 50,198.				P	01/24/2012 -13,054.	04/10/2012
2,685,274.		SEE STATEMENT A: ST- UBS 820 PROPERTY TYPE: SECURITIES 2,625,226.				P	VAR 60,048.	VAR
6,098,910.		SEE STATEMENT A: LT- UBS 820 PROPERTY TYPE: SECURITIES 5,453,553.				P	VAR 645,357.	VAR
198,293.		SEE STATEMENT B: ST- UBS 308 PROPERTY TYPE: SECURITIES 230,980.				P	VAR -32,687.	VAR
1,013,282.		SEE STATEMENT B: LT- UBS 308 PROPERTY TYPE: SECURITIES 1,051,102.				P	VAR -37,820.	VAR
1,642.		PASS THRU: SEC. 1256 GAIN: POWERSHARES -					VAR 1,642.	VAR
TOTAL GAIN(LOSS)							<u>645,369.</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.

OMB No 1545-0092

2012

Name of estate or trust

Employer identification number

THE ANDROCLES FOUNDATION, INC.

20-1514742

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

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a SHORT-TERM CAPITAL GAIN DIVIDENDS			ATCH 1		3,092.

b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	17,701.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4 Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back	5	20,793.

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

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo, day, yr)	(c) Date sold (mo, day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS			ATCH 2		18,402.

b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	607,721.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9 Capital gain distributions	9	
10 Gain from Form 4797, Part I	10	
11 Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back	12	626,123.

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

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II Caution: Read the instructions before completing this part.		(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	Net short-term gain or (loss)	13		20,793.
14	Net long-term gain or (loss):			
a	Total for year	14a		626,123.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14 ▶	15		646,916.

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

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

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

Part V Tax Computation Using Maximum Capital Gains Rates	
Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero. Caution: Skip this part and complete the Schedule D Tax Worksheet in the instructions if • Either line 14b, col (2) or line 14c, col (2) is more than zero, or • Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero	
Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the Schedule D Tax Worksheet in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero	

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

Schedule D (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

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

OMB No 1545-0092

2012

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

Name of estate or trust

Employer identification number

THE ANDROCLES FOUNDATION, INC.

20-1514742

[illegible]

1b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 1b	17,701.
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For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012

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PAGE 41

Employer identification number

[illegible]

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b 607,721.

Schedule D-1 (Form 1041) 2012

FEDERAL CAPITAL GAIN DIVIDENDSATTACHMENT 1SHORT-TERM CAPITAL GAIN DIVIDENDS

SHORT TERM CAPITAL GAIN DISTRIBUTION: UBS 820

2,411.

SHORT TERM CAPITAL GAIN DISTRIBUTION: UBS 308

681.

TOTAL SHORT-TERM CAPITAL GAIN DIVIDENDS

3,092.ATTACHMENT 2LONG-TERM CAPITAL GAIN DIVIDENDS

15% RATE CAPITAL GAIN DIVIDENDS

LONG TERM CAPITAL GAIN DISTRIBUTION: UBS 820

18,362.

LONG TERM CAPITAL GAIN DISTRIBUTION: UBS 308

40.

TOTAL 15% RATE CAPITAL GAIN DIVIDENDS

18,402.

TOTAL LONG-TERM CAPITAL GAIN DIVIDENDS

18,402.

FEDERAL FOOTNOTES

IRC SECTION 751 STATEMENT

THE TAXPAYER HAS REPORTED ORDINARY INCOME UPON DISPOSITION OF UNITS IN INERGY, LP (EIN: 43-1918951) AS PROVIDED BY THE GENERAL PARTNER. THE AMOUNT WAS DETERMINED IN ACCORDANCE WITH INTERNAL REVENUE CODE SECTION 751 AND THE DETAILED INFORMATION IS AVAILABLE IN THE OFFICES OF THE GENERAL PARTNER UPON REQUEST.

FEDERAL FOOTNOTES

IRC SECTION 754 STATEMENT

THE TAXPAYER IS A TRANSFEREE PARTNER IN INERGY, L.P. WHO HAS A SPECIAL ADJUSTMENT UNDER INTERNAL REVENUE CODE (IRC) SECTION 743(B) PURSUANT TO THE IRC SECTION 754 ELECTION MADE BY INERGY, L.P. THE SPECIAL BASIS ADJUSTMENT WAS MADE IN ACCORDANCE WITH THE RULES PROVIDED IN IRC SECTION 743 AND 755 AND THE REGULATIONS THEREUNDER. DETAILED INFORMATION IS AVAILABLE IN THE OFFICE OF THE GENERAL PARTNER UPON REQUEST.

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2012

ATTACHMENT A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
BRITISH AMER TOBACCO PLC GB SPON ADR	FIFO	1,100,000	Jan 24, 12	Aug 07, 12	119,897 31	101,200 00			18,697 31
	FIFO	200,000	Mar 07, 12	Aug 07, 12	21,799 51	19,730 00			2,069 51
	FIFO	200,000	Mar 07, 12	Aug 07, 12	21,799 51	19,745 30			2,054 21
	FIFO	500,000	Apr 10, 12	Aug 07, 12	54,498 78	49,450 00			5,048 78
CALL SCRIPPS NETWORKS DUE 03/17/12 45 000	FIFO	-500,000	Jan 19, 12	Dec 02, 11	99,998 08	150,000 00		-50,001 92	
CALL SCRIPPS NETWORKS DUE 03/17/12 50 000	FIFO	-500,000	Mar 19, 12	Jan 19, 12	49,999 04	0 00			49,999 04
COCA COLA CO COM	FIFO	1,600,000	Feb 18, 11	Feb 01, 12	108,989 91	102,960 00			6,029 91
	FIFO	1,400,000	Apr 20, 11	Feb 01, 12	95,366 17	95,060 00			306 17
	FIFO	1,000,000	Jun 02, 11	Feb 01, 12	68,118 69	66,100 00			2,018 69
	FIFO	1,000,000	Jun 06, 11	Feb 01, 12	68,118 69	65,500 00			2,618 69
	FIFO	1,500,000	Apr 11, 12	Apr 12, 12	108,192 57	107,925 00			267 57
CYPRESS SEMICONDUCTOR CP ADR	FIFO	3,500,000	Apr 11, 12	Jul 20, 12	38,149 14	50,190 00		-12,040 86	
	FIFO	1,500,000	Apr 13, 12	Jul 20, 12	16,349 63	21,810 00		-5,460 37	
DIAGEO PLC NEW GB SPON ADR	FIFO	1,200,000	Jan 24, 12	Nov 14, 12	137,996 91	105,300 00			32,696 91
	FIFO	1,300,000	Apr 10, 12	Nov 14, 12	149,496 65	123,760 00			25,736 65
EMC CORP MASS	FIFO	2,000,000	Apr 13, 12	Apr 24, 12	55,398 75	58,000 00		-2,601 25	
GENL DYNAMICS CORP	FIFO	1,000,000	Jan 24, 11	Jan 12, 12	70,998 63	72,600 00		-1,601 37	
	FIFO	1,000,000	Apr 20, 11	Jan 12, 12	70,998 64	72,350 00		-1,351 36	

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR YEAR ENDED DECEMBER 31, 2012

ATTACHMENT A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
NESTLE S A SPONSORED ADR									
REPSTG REG SHS SWITZ									
ADR	FIFO	2 000	Aug 02, 11	Apr 10, 12	120 99	127 50		-6 51	
	FIFO	1,998 000	Aug 02, 11	Apr 10, 12	120,864 77	128,011 86		-7,147 09	
	FIFO	1,000 000	Aug 18, 11	Apr 10, 12	60,492 89	62,000 00		-1,507 11	
	FIFO	2,000 000	Nov 09, 11	Apr 10, 12	120,985 76	111,860 00			9,125 76
NORFOLK STNH CORP	FIFO	3,000 000	Mar 20, 12	Oct 24, 12	183,745 88	202,350 00		-18,604 12	
O REILLY AUTOMOTIVE INC	FIFO	1,000 000	Mar 08, 12	Apr 10, 12	91,647 94	90,200 00			1,447 94
P T TELEKOMUNIKASI									
INDONESIA SPON ADR									
PEPSICO INC	FIFO	1,000 000	Apr 14, 11	Apr 10, 12	32,799 26	33,150 00		-350 74	
	FIFO	1,000 000	Aug 18, 11	Jan 24, 12	66,148 73	62,700 00			3,448 73
PROCTER & GAMBLE CO	FIFO	2,000 000	Apr 20, 11	Feb 23, 12	131,997 71	127,300 00			4,697 71
ROYAL BANK OF CANADA CAD	FIFO	1,000 000	Sep 13, 12	Dec 12, 12	59,998 66	56,950 00			3,048 66
ROYAL KPN N V SPON ADR	FIFO	4,000 000	Apr 10, 12	Jul 20, 12	36,359 18	40,638 00		-4,278 82	
SAP AG SPON ADR	FIFO	1,800 000	Aug 02, 11	Jan 12, 12	96,028 15	108,360 00		-12,331 85	
TELEFONICA S A SPON ADR	FIFO	1,000 000	Apr 20, 11	Apr 05, 12	15,549 65	25,750 00		-10,200 35	
UNITED PARCEL SERVICE									
INC CL B									
	FIFO	500 000	Oct 28, 11	Aug 07, 12	38,074 14	35,650 00			2,424 14
	FIFO	99 000	Jan 24, 12	Aug 07, 12	7,538 68	7,415 10			123 58
	FIFO	301 000	Jan 24, 12	Aug 07, 12	22,920 64	22,575 00			345 64
VEECO INSTRUMENTS INC									
DELAWARE									
	FIFO	1,000 000	Aug 02, 11	Mar 15, 12	33,119 40	34,235 52	-4,464 48	-1,116 12	
	FIFO	1,000 000	Aug 18, 11	May 08, 12	36,559 18	33,500 00			3,059 18
	FIFO	200 000	Jan 24, 12	May 08, 12	7,311 84	4,800 00			2,511 84
	FIFO	800 000	Mar 06, 12	May 08, 12	29,247 34	26,024 48	4,464 48		3,222 86
WALGREEN CO									
	FIFO	3,100 000	Apr 10, 12	Jul 25, 12	106,637 61	100,068 00			6,569 61
	FIFO	900 000	Apr 12, 12	Jul 25, 12	30,959 30	29,880 00			1,079 30
Total					\$2,685,274.31	\$2,625,225.76		-\$128,599.84	\$188,648.39
Net short-term capital gains and losses									\$60,048.55

ATTACHMENT A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
CHEVRON CORP	FIFO	2,000,000	Apr 30, 10	Jan 12, 12	210,355.96	165,060.00			45,295.96
COGNIZANT TECH SOLUTIONS CRP	FIFO	300,000	Oct 26, 09	Apr 11, 12	22,574.49	12,030.00			10,544.49
	FIFO	700,000	Oct 28, 09	Apr 11, 12	52,673.82	28,000.00			24,673.82
	FIFO	1,000,000	Nov 20, 09	Apr 11, 12	75,248.31	43,480.00			31,768.31
	FIFO	2,000,000	Dec 18, 09	Oct 25, 12	138,796.89	88,673.00			50,123.89
CSX CORPORATION	FIFO	7,200,000	Dec 23, 09	Oct 23, 12	153,356.56	118,096.00			35,260.56
	FIFO	1,800,000	Jan 15, 10	Oct 23, 12	38,339.15	29,994.00			8,345.15
	FIFO	9,000,000	Oct 12, 10	Oct 23, 12	191,695.70	172,200.00			19,495.70
	FIFO	3,000,000	Jan 04, 11	Oct 23, 12	63,898.57	65,390.00		-1,491.43	
FREEMPORT-MCMORAN COPPER & GOLD INC	FIFO	1,500,000	Dec 18, 09	Sep 13, 12	60,463.64	57,422.68			3,040.96
GENL DYNAMICS CORP	VSP	600,000	Sep 19, 07	Jan 10, 12	42,179.19	49,800.00		-7,620.81	
	VSP	200,000	Sep 28, 07	Jan 10, 12	14,059.73	17,020.00		-2,960.27	
	VSP	1,200,000	Nov 09, 07	Jan 10, 12	84,358.38	106,020.00		-21,661.62	
	FIFO	1,000,000	Dec 23, 09	Jan 12, 12	70,998.64	68,000.00			2,998.64
GLAXO SMITHKLINE PLC ADR	FIFO	2,000,000	Mar 04, 11	Oct 24, 12	90,337.98	76,700.00			13,637.98
	FIFO	2,000,000	Apr 21, 11	Oct 24, 12	90,337.97	82,780.00			7,557.97
HUNT / B TRANS SVCS INC	FIFO	3,300,000	Dec 23, 09	Mar 20, 12	177,569.80	109,230.00			68,339.80
	FIFO	700,000	Feb 04, 10	Mar 20, 12	37,666.32	21,350.00			16,316.32
KRAFT FOODS GROUP INC	FIFO	0.333	Feb 18, 11	Oct 02, 12	15.08	10.72			4.36
LINCOLN NATL CORP IND	FIFO	1,500,000	Jan 12, 06	Sep 13, 12	36,764.18	81,450.00		-44,685.82	
	FIFO	500,000	May 05, 06	Sep 13, 12	12,254.72	29,350.00		-17,095.28	
MAGNA INTL INC CL A SUB VTG CANADA ORD CAD	FIFO	1,000,000	Mar 04, 11	Jul 20, 12	40,299.09	50,550.00		-10,250.91	
	FIFO	1,000,000	Apr 14, 11	Sep 13, 12	45,849.07	45,600.00			249.07
NESTLE S A SPONSORED ADR REPSTG REG SHS SWITZ	FIFO	295,000	Jan 05, 11	Apr 10, 12	17,876.59	15,966.88			1,909.71
	FIFO	705,000	Jan 05, 11	Apr 10, 12	42,647.48	38,158.13			4,489.35

continued next page

ATTACHMENT A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount(\$)	Cost basis (\$)	Wash sale cost basis adjustment(\$)	Loss (\$)	Gain (\$)
NEWFIELD EXPLORATION COS	FIFO	800 000	Apr 14, 10	Apr 10, 12	26,799 40	42,840 00		-16,040 60	
	FIFO	1,200 000	Apr 15, 10	Apr 10, 12	40,199 09	64,920 00		-24,720 91	
	FIFO	1,000 000	Apr 20, 10	Apr 10, 12	33,499 25	54,100 00		-20,600 75	
P T TELEKOMUNIKASI									
INDONESIA SPON ADR	FIFO	2,000 000	Dec 23, 09	Apr 10, 12	65,598 53	81,200 00		-15,601 47	
	FIFO	1,000 000	Jan 05, 10	Apr 10, 12	32,799 26	40,850 00		-8,050 74	
	FIFO	1,000 000	Mar 04, 11	Apr 10, 12	32,799 27	33,138 80		-339 53	
PEPSICO INC	FIFO	2,000 000	Oct 13, 09	Jan 19, 12	131,997 47	121,400 00			10,597 47
	FIFO	1,000 000	Oct 04, 10	Jan 19, 12	65,998 73	66,700 00		-701 27	
	FIFO	1,000 000	Oct 14, 10	Jan 19, 12	65,998 73	64,300 00			1,698 73
P T TELEKOMUNIKASI	FIFO	200 000	Oct 14, 10	Jan 24, 12	13,229 75	12,860 00			369 75
	FIFO	400 000	Dec 01, 10	Jan 24, 12	26,459 49	25,720 00			739 49
	FIFO	1,400 000	Jan 06, 11	Jan 24, 12	92,608 21	90,020 00			2,588 21
POSCO SPON ADR	FIFO	1,000 000	Jan 15, 10	Sep 13, 12	82,168 15	130,900 00		-48,731 85	
	FIFO	500 000	Oct 04, 10	Sep 13, 12	41,084 08	57,525 00		-16,440 92	
PRAXAIR INC	FIFO	1,000 000	Nov 23, 09	Oct 24, 12	104,677 65	83,150 00			21,527 65
	FIFO	2,000 000	Dec 11, 09	Oct 24, 12	209,355 31	162,800 00			46,555 31
PROCTER & GAMBLE CO	FIFO	300 000	Nov 20, 09	Feb 23, 12	19,799 66	18,450 00			1,349 66
	FIFO	700 000	Dec 23, 09	Feb 23, 12	46,199 19	42,630 00			3,569 19
PRUDENTIAL FINANCIAL INC	FIFO	1,000 000	Dec 19, 05	Jul 20, 12	47,098 94	74,990 00		-27,891 06	
	FIFO	2,000 000	Nov 09, 07	Jul 20, 12	94,197 89	189,000 00		-94,802 11	
	FIFO	1,000 000	Aug 25, 09	Jul 20, 12	47,098 95	51,600 00		-4,501 05	
ROYAL BANK OF CANADA CAD	FIFO	2,000 000	Jan 04, 11	Jul 20, 12	94,197 89	94,980 00		-782 11	
	FIFO	1,000 000	Jan 24, 11	Jul 20, 12	47,098 94	61,000 00		-13,901 06	
ROYAL BANK OF CANADA CAD	FIFO	200 000	Apr 20, 11	Dec 12, 12	11,999 73	12,560 00		-560 27	
	FIFO	1,400 000	Apr 20, 11	Dec 12, 12	83,998 12	88,141 90		-4,143 78	
	FIFO	1,400 000	Apr 21, 11	Dec 12, 12	83,998 12	87,990 00		-3,991 88	
ROYAL BANK OF CANADA CAD	FIFO	1,000 000	Aug 18, 11	Dec 12, 12	59,998 65	50,599 90			9,398 75

continued next page

ATTACHMENT A: STATEMENT OF REALIZED GAINS/LOSSES: UBS #820

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
ROYAL KPN N V SPON ADR	FIFO	2,000 000	Nov 07, 06	Jul 20, 12	18,179 59	27,200 00		-9,020 41	
	FIFO	2,000 000	Feb 18, 11	Jul 20, 12	18,179 60	32,100 00		-13,920 40	
SCRIPPS NETWORKS INTERACT INC CL A	FIFO	1,500 000	Jan 18, 05	May 03, 12	80,473 19	67,150 90			13,322 29
	FIFO	200 000	Jan 20, 05	May 03, 12	10,729 76	3,703 51			7,026 25
	FIFO	8,300 000	Jan 20, 05	May 03, 12	444,799 18	153,695 53			291,103 65
	FIFO	3,363 000	Jan 20, 05	Jun 08, 12	189,805 89	62,274 35			127,532 54
	FIFO	1,637 000	Jan 20, 05	Jun 08, 12	92,326 21	30,313 31			62,012 90
	FIFO	5,000 000	Jan 21, 05	Jun 08, 12	281,998 20	262,899 94			19,098 26
	FIFO	100 000	Jan 21, 05	Aug 10, 12	6,004 86	5,258 00			746 86
	FIFO	2,900 000	Jan 21, 05	Aug 10, 12	174,141 09	152,481 96			21,659 13
	FIFO	295 000	Jan 21, 05	Aug 13, 12	17,945 23	15,511 10			2,434 13
	FIFO	1,705 000	Jan 24, 05	Aug 13, 12	103,717 32	89,648 90			14,068 42
	FIFO	738 000	Jan 24, 05	Aug 13, 12	44,893 48	38,804 00			6,089 48
	FIFO	4,262 000	Feb 01, 05	Aug 13, 12	259,262 90	224,095 96			35,166 94
SPDR S&P 500 ETF TR	FIFO	500 000	Jan 12, 10	Apr 11, 12	68,663 46	57,098 92			11,564 54
	FIFO	500 000	Jan 22, 10	Apr 11, 12	68,663 46	55,448 92			13,214 54
	FIFO	1,000 000	Feb 03, 10	Apr 11, 12	137,326 93	110,318 24			27,008 69
	FIFO	900 000	May 20, 10	Apr 11, 12	123,594 23	98,502 75			25,091 48
	FIFO	100 000	May 25, 10	Apr 11, 12	13,732 69	10,560 00			3,172 69
TELEFONICA S A SPON ADR	FIFO	6,000 000	Dec 23, 09	Jan 19, 12	104,697 98	168,700 00		-64,002 02	
	FIFO	1,500 000	Jan 05, 10	Jan 24, 12	25,814 50	42,750 00		-16,935 50	
	FIFO	1,500 000	Jan 05, 10	Apr 05, 12	23,324 47	42,750 00		-19,425 53	
UNITED PARCEL SERVICE INC CL B	FIFO	1,500 000	Jun 02, 11	Aug 07, 12	114,222 44	108,150 00			6,072 44
WISC ENERGY CORP	FIFO	400 000	Dec 14, 10	Jul 20, 12	16,463 63	11,816 00			4,667 63
	FIFO	3,600 000	Dec 17, 10	Jul 20, 12	148,352 67	105,624 00			42,728 67
Total					\$6,098,909.72	\$5,453,553.30		-\$530,871.36	\$1,176,227.78
Net long-term capital gains or losses									\$645,356.42

ATTACHMENT B: STATEMENT OF REALIZED GAINS/LOSSES: UBS #308

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
GOLDCORP INC NEW CAD	FIFO	500 000	Aug 02, 11	Jul 25, 12	16,708 82	24,558 59		-7,849 77	
	FIFO	500 000	Jan 27, 12	Jul 25, 12	16,708 82	25,013 27		-8,304 45	
ISHARES TRUST RUSSELL 2000 INDEX FUND	FIFO	1,000 000	Oct 25, 11	Oct 23, 12	80,698 80	72,570 84			8,127 96
PATRIOT COAL CORP	FIFO	375 000	Feb 03, 11	Jan 12, 12	3,342 65	10,125 00		-6,782 35	
	FIFO	625 000	May 04, 11	Jan 12, 12	5,571 08	15,443 60		-9,872 52	
	FIFO	1,000 000	Jun 07, 11	Jan 12, 12	8,913 72	21,819 84		-12,906 12	
WILLIAMS COS INC (DCL)	FIFO	2,000 000	Nov 18, 11	Jan 12, 12	55,730 65	50,247 63			5,483 02
WPX ENERGY INC	FIFO	0 666	Nov 18, 11	Jan 03, 12	11 97	11 20			0 77
	FIFO	666 000	Nov 18, 11	Jan 12, 12	10,606 72	11,189 61		-582 89	
Total					\$198,293.23	\$230,979 58		-\$46,288.10	\$13,611.75
Net short-term capital gains and losses								-\$32,686.35	

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
ANHEUSER BUSCH COS INC 04 700% 041512 DTD042204	FIFO	50,000 000	Jul 10, 09	Apr 15, 12	50,000 00	51,586 75		-1,586 75	
BANK OF AMER INTERNOTES 06 000% 081517 DTD082709	FIFO	150,000 000	Aug 20, 09	Oct 23, 12	169,397 25	150,000 00			19,397 25
GE CAPITAL INTERNOTES 05 350% 101512 DTD100208	FIFO	100,000 000	Sep 26, 08	Oct 15, 12	100,000 00	100,000 00			
FCD41509 NTS B/E	FIFO	500 000	Mar 15, 11	Jul 25, 12	16,708 82	23,303 53		-6,594 71	
GOLDCORP INC NEW CAD	FIFO	500 000	Apr 14, 11	Jul 25, 12	16,708 82	27,180 19		-10,471 37	
continued next page									

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2012

ATTACHMENT B: STATEMENT OF REALIZED GAINS/LOSSES: UBS #308

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount (\$)	Cost basis (\$)	Wash sale cost basis adjustment (\$)	Loss (\$)	Gain (\$)
GOLDMAN SACHS GROUP INC 03 250% 051619 DTD051611 STEP UP CALL	FIFO	1,000,000	Jun 07, 11	Jul 25, 12	33,417.64	48,836.48		-15,418.84	
ISHARES IBOXX \$ INVT GRA DE CORPORATE BOND FUND	FIFO	100,000,000	May 12, 11	Aug 16, 12	100,000.00	100,000.00			
	FIFO	500,000	Aug 14, 09	Oct 23, 12	60,872.34	51,970.90			8,901.44
	FIFO	1,000,000	Aug 26, 09	Oct 23, 12	121,744.68	105,197.00			16,547.68
ISHARES TRUST RUSSELL 2000 INDEX FUND	FIFO	700,000	Apr 14, 10	Oct 23, 12	56,489.16	50,695.90			5,793.26
	FIFO	500,000	Apr 15, 10	Oct 23, 12	40,349.40	36,595.49			3,753.91
	FIFO	300,000	Apr 28, 10	Oct 23, 12	24,209.64	21,880.45			2,329.19
	FIFO	500,000	Jun 03, 10	Oct 23, 12	40,349.39	33,852.17			6,497.22
MORGAN STANLEY STEP UP 05 000% 083125 DTD083110 FC022811 NTS B/E	FIFO	100,000,000	Aug 26, 10	Nov 30, 12	100,000.00	100,000.00			
SPDR METALS & MINING ETF	FIFO	1,300,000	May 02, 11	Aug 20, 12	53,972.57	99,472.73		-45,500.16	
	FIFO	700,000	May 04, 11	Aug 20, 12	29,062.16	50,530.80		-21,468.64	
Total					\$1,013,281.87	\$1,051,102.39		-\$101,040.47	\$63,219.95
Net long-term capital gains or losses								-\$37,820.52	

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR YEAR ENDED DECEMBER 31, 2012

STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Equities

Common stock

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
ABBOTT LABS						
Symbol ABT Exchange NYSE						
EAI \$2,800 Current yield 0.85%	Oct 26, 09	3,000,000	50.650	151,950.00	65.500	196,500.00
	Apr 14, 10	1,000,000	51.990	51,990.00	65.500	65,500.00
	Oct 24, 12	1,000,000	65.650	65,650.00	65.500	65,500.00
Security total		5,000,000	53.918	269,590.00		327,500.00
ACE LTD CHF						
Symbol ACE Exchange NYSE						
EAI \$13,720 Current yield 2.46%	Nov 9, 07	3,000,000	59.400	178,200.00	79.800	239,400.00
CHF Exchange rate 0.91535	Jan 6, 10	1,000,000	47.600	47,600.00	79.800	79,800.00
	Sep 22, 10	400,000	57.750	23,100.00	79.800	31,920.00
	Sep 23, 10	400,000	57.300	22,920.00	79.800	31,920.00
	Dec 1, 10	900,000	59.200	53,280.00	79.800	71,820.00
	Jan 5, 11	1,300,000	62.400	81,120.00	79.800	103,740.00
Security total		7,000,000	58.031	406,220.00		558,600.00

THE ANDROCLES FOUNDATION, INC.
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FOR YEAR ENDED DECEMBER 31, 2012

STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets ▶ Equities ▶ Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
AMERICAN TOWER CORP REIT						
Symbol AMT Exchange NYSE						
EAI \$2,880 Current yield 1 24%	Jul 7, 11	2,000 000	53 800	107,600 00	77 270	154,540 00
	Aug 18, 11	1,000 000	48 229	48,229 20	77 270	77,270 00
Security total		3,000 000	51 943	155,829 20		231,810 00
AMERIPRISE FINANCIAL INC						
Symbol AMP Exchange NYSE						
EAI \$7,200 Current yield 2 87%	Jul 20, 12	2,000 000	50 950	101,900 00	62 630	125,260 00
	Aug 28, 12	2,000 000	54 500	109,000 00	62 630	125,260 00
Security total		4,000 000	52 725	210,900 00		250,520 00
ANHEUSER BUSCH INBEV SPON ADR						
Symbol BUD Exchange NYSE						
EAI \$6,465 Current yield 1 48%	Apr 10, 12	1,725 000	70 100	120,922 50	87 410	150,782 25
	Apr 10, 12	275 000	70 100	19,277 50	87 410	24,037 75
	Apr 12, 12	1,000 000	72 350	72,350 00	87 410	87,410 00
	Jul 20, 12	1,000 000	77 750	77,750 00	87 410	87,410 00
	Aug 13, 12	1,000 000	80 900	80,900 00	87 410	87,410 00
Security total		5,000 000	74 240	371,200 00		437,050 00
APACHE CORP						
Symbol APA Exchange NYSE						
EAI \$4,080 Current yield 0 87%	Dec 23, 09	300 000	103 900	31,170 00	78 500	23,550 00
	Dec 28, 09	700 000	105 500	73,850 00	78 500	54,950 00
	Feb 4, 10	1,000 000	99 600	99,600 00	78 500	78,500 00
	Mar 16, 10	100 000	104 240	10,424 00	78 500	7,850 00
	Oct 4, 10	900 000	96 700	87,030 00	78 500	70,650 00
	Oct 12, 10	2,000 000	88 . 955	177 . 910 . 00	78 500	157,000 00
	Aug 18, 11	1,000 000	96 980	96,980 00	78 500	78,500 00
Security total		6,000 000	96 . 161	576 . 964 . 00		471,000 00
APPLE INC						
Symbol AAPL Exchange OTC						
EAI \$37,100 Current yield 1 99%	Dec 23, 09	500 000	201 500	100,750 00	532 172	266,086 00
	Jan 15, 10	1,000 000	206 750	206,750 00	532 172	532,172 00
	Sep 23, 10	500 000	289 966	144,983 33	532 172	266,086 00

THE ANDROCLIES FOUNDATION, INC.

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FOR YEAR ENDED DECEMBER 31, 2012

STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Security total		3,500,000	356,914	1,249,197.32	532,172	1,862,602.00
ARROW ELECTRONICS INC						
Symbol ARW Exchange NYSE	Oct 24, 12	3,000,000	33,750	101,250.00	38,080	114,240.00
ASTRAZENECA PLC SPON ADR						
Symbol AZN Exchange NYSE						
EAI \$17,100 Current yield 5.03%	Aug 2, 11	2,500,000	47,689	119,224.75	47,270	118,175.00
	Aug 18, 11	1,500,000	44,980	67,470.00	47,270	70,905.00
	Jul 20, 12	1,000,000	46,800	46,800.00	47,270	47,270.00
	Oct 24, 12	1,000,000	46,300	46,300.00	47,270	47,270.00
Security total		6,000,000	46,632	279,794.75		283,620.00
AVAGO TECHNOLOGIES LTD SGD						
Symbol AVGO Exchange OTC						
EAI \$2,244 Current yield 2.15%	Oct 25, 12	100,000	33,550	3,355.00	31,650	3,165.00
SGD Exchange rate 1.22150	Dec 20, 12	3,200,000	32,000	102,400.00	31,650	101,280.00
Security total		3,300,000	32,047	105,755.00		104,445.00
BAKER HUGHES INC						
Symbol BHI Exchange NYSE						
EAI \$3,000 Current yield 1.47%	Jan 24, 12	1,100,000	46,650	51,315.00	40,847	44,931.70
	Apr 11, 12	900,000	40,700	36,630.00	40,847	36,762.30
	Aug 24, 12	1,000,000	47,550	47,550.00	40,847	40,847.00
	Aug 28, 12	1,000,000	46,750	46,750.00	40,847	40,847.00
	Aug 31, 12	1,000,000	45,250	45,250.00	40,847	40,847.00
Security total		5,000,000	45,499	227,495.00		204,235.00
BANK OF NOVA SCOTIA CANADA CAD						
Symbol BNS Exchange NYSE						
EAI \$11,499 Current yield 3.97%	Apr 20, 11	1,000,000	59,950	59,950.00	57,880	57,880.00
CAD Exchange rate 0.99570						

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
BARRICK GOLD CORP CAD						
Symbol ABX Exchange NYSE						
EAI \$2,400 Current yield 2.29%	Jun 6, 11	2,000,000	58.650	117,300.00	57.880	115,760.00
CAD Exchange rate 0.99570	Aug 18, 11	1,000,000	52.647	52,647.80	57.880	57,880.00
	Sep 13, 12	1,000,000	54.700	54,700.00	57.880	57,880.00
Security total		5,000,000	56.920	284,597.80		289,400.00
BERKSHIRE HATHAWAY INC NEW						
CL B						
Symbol BRK B Exchange NYSE	Jun 2, 11	2,000,000	46.100	92,200.00	35.010	70,020.00
BRITISH AMER TOBACCO PLC GB	Jun 6, 11	1,000,000	45.450	45,450.00	35.010	35,010.00
SPON ADR		3,000,000	45.883	137,650.00		105,030.00
Security total						
CENTURYLINK INC						
Symbol CTL Exchange NYSE	Dec 17, 07	5,000,000	91.100	455,500.00	89.700	448,500.00
EAI \$11,600 Current yield 7.41%						
Security total						
CHEVRON CORP						
Symbol CVX Exchange NYSE	Apr 13, 12	1,000,000	99.850	99,850.00	101.250	101,250.00
EAI \$7,200 Current yield 3.33%	Aug 24, 12	1,000,000	104.000	104,000.00	101.250	101,250.00
Security total		2,000,000	101.925	203,850.00		202,500.00
CHINA TELECOM CORP LTD REPSTG						
H SHS SPON ADR						
Symbol CHA Exchange NYSE	Apr 10, 12	2,650,000	38.000	100,700.00	39.120	103,668.00
EAI \$1,972 Current yield 1.73%	Jul 20, 12	1,350,000	41.500	56,025.00	39.120	52,812.00
Security total		4,000,000	39.181	156,725.00		156,480.00
SPON ADR						
Symbol CVX Exchange NYSE	Apr 30, 10	2,000,000	82.530	165,060.00	108.140	216,280.00
EAI \$7,200 Current yield 3.33%						
Security total						
CHINA TELECOM CORP LTD REPSTG						
H SHS SPON ADR						
Symbol CHA Exchange NYSE	Jan 24, 12	200,000	54.400	10,880.00	56.850	11,370.00
EAI \$1,972 Current yield 1.73%	Apr 10, 12	900,000	52.250	47,025.00	56.850	51,165.00
Security total		400,000	52.100	20,840.00	56.850	22,740.00
Security total		500,000	53.000	26,500.00	56.850	28,425.00

THE ANDROCLES FOUNDATION, INC.

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FOR YEAR ENDED DECEMBER 31, 2012

STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Security total		2,000,000	52.623	105,245.00		113,700.00
COCA-COLA ENTERPRISES INC NEW						
Symbol CCE Exchange NYSE						
EAI \$4,480 Current yield 2.02%	Apr 12, 12	3,000,000	27.400	82,200.00	31.730	95,190.00
	Apr 13, 12	2,000,000	27.500	55,000.00	31.730	63,460.00
	Aug 8, 12	2,000,000	29.700	59,400.00	31.730	63,460.00
Security total		7,000,000	28.086	196,600.00		222,110.00
COGNIZANT TECH SOLUTIONS CRP						
Symbol CTSH Exchange OTC	Mar 4, 11	2,000,000	76.200	152,400.00	73.882	147,764.00
	Apr 12, 12	1,000,000	76.600	76,600.00	73.882	73,882.00
Security total		3,000,000	76.333	229,000.00		221,646.00
CVS CAREMARK CORP						
Symbol CVS Exchange NYSE	Apr 12, 12	2,500,000	43.500	108,750.00	48.350	120,875.00
EAI \$5,400 Current yield 1.86%	Jul 20, 12	1,500,000	45.089	67,634.85	48.350	72,525.00
	Aug 7, 12	2,000,000	44.000	88,000.00	48.350	96,700.00
Security total		6,000,000	44.064	264,384.85		290,100.00
DANAHER CORP						
Symbol DHR Exchange NYSE	Oct 24, 12	2,300,000	52.600	120,980.00	55.900	128,570.00
EAI \$400 Current yield 0.18%	Oct 31, 12	1,700,000	51.700	87,890.00	55.900	95,030.00
Security total		4,000,000	52.218	208,870.00		223,600.00
DIAMOND OFFSHORE DRILLING INC						
Symbol DO Exchange NYSE	Jan 24, 12	900,000	61.100	54,990.00	67.960	61,164.00
EAI \$1,500 Current yield 0.74%	Apr 11, 12	1,100,000	64.980	71,478.00	67.960	74,756.00
	Aug 31, 12	1,000,000	66.850	66,850.00	67.960	67,960.00
Security total		3,000,000	64.439	193,318.00		203,880.00
ENI SPA IT SPON ADR						
Symbol E Exchange NYSE	Jun 2, 11	1,000,000	47.100	47,100.00	49.140	49,140.00
EAI \$8,580 Current yield 4.37%	Jun 6, 11	1,000,000	46.400	46,400.00	49.140	49,140.00
	Jul 20, 12	2,000,000	39.500	79,000.00	49.140	98,280.00

THE ANDROCLES FOUNDATION, INC.

EIN: 20-1514742

FOR YEAR ENDED DECEMBER 31, 2012

STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Security total		4,000,000	43.125	172,500.00		196,560.00
EQT CORP						
Symbol EQT Exchange NYSE						
EAI \$2,640 Current yield 1.49%	Aug 24, 12	2,000,000	53.950	107,900.00	58.980	117,960.00
	Sep 13, 12	1,000,000	56.850	56,850.00	58.980	58,980.00
Security total		3,000,000	54.917	164,750.00		176,940.00
EW SCRIPPS CO CL A						
Symbol SSP Exchange NYSE						
	Jan 14, 05	5,349,000	10.741	57,458.77	10.810	57,822.69
	Jan 18, 05	1,151,000	10.738	12,360.44	10.810	12,442.31
	Feb 1, 05	13,500,000	10.775	145,465.44	10.810	145,935.00
Security total		20,000,000	10.764	215,284.65		216,200.00
FLUOR CORP NEW						
Symbol FLR Exchange NYSE						
EAI \$2,560 Current yield 1.09%	Sep 13, 12	1,800,000	56.850	102,330.00	58.740	105,732.00
	Oct 24, 12	1,200,000	55.350	66,420.00	58.740	70,488.00
	Dec 21, 12	1,000,000	58.500	58,500.00	58.740	58,740.00
Security total		4,000,000	56.813	227,250.00		234,960.00
FREEPORT-MCMORAN COPPER & GOLD INC						
Symbol FCX Exchange NYSE						
EAI \$2,500 Current yield 3.65%	Dec 18, 09 ¹	500,000	38.281	19,140.89	34.200	17,100.00
	Jan 5, 11	1,500,000	37.280	55,920.00	34.200	51,300.00
Security total		2,000,000	37.530	75,060.89		68,400.00
GILEAD SCIENCES INC						
Symbol GILD Exchange OTC						
	Oct 26, 09	2,500,000	43.250	108,125.00	73.450	183,625.00
	Dec 18, 09	1,500,000	42.957	64,436.25	73.450	110,175.00
	Apr 14, 11	1,000,000	41.389	41,389.51	73.450	73,450.00
	Apr 20, 11	1,000,000	40.550	40,550.00	73.450	73,450.00
Security total		6,000,000	42.417	254,500.76		440,700.00
GOOGLE INC CL A						
Symbol GOOG Exchange OTC						
	Oct 14, 10	200,000	541.000	108,200.00	707.380	141,476.00
	Jan 24, 12	100,000	581.000	58,100.00	707.380	70,738.00
	Apr 11, 12	100,000	634.500	63,450.00	707.380	70,738.00

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Security total		400,000	574.375	229,750.00		282,952.00
HALLIBURTON CO (HOLDING COMPANY)						
Symbol HAL Exchange NYSE						
EAI \$1,260 Current yield 1.04%	Jan 25, 12	2,800,000	35.600	99,680.00	34.690	97,132.00
	Apr 11, 12	700,000	32.350	22,645.00	34.690	24,283.00
Security total		3,500,000	34.950	122,325.00		121,415.00
HEARTWARE INTL INC						
Symbol HTWR Exchange OTC						
	Oct 24, 12	1,476,000	83.980	123,954.48	83.950	123,910.20
	Oct 24, 12	524,000	83.894	43,960.60	83.950	43,989.80
Security total		2,000,000	83.958	167,915.08		167,900.00
HEINZ H J CO						
Symbol HNZ Exchange NYSE						
EAI \$6,180 Current yield 3.57%	Aug 7, 12	2,200,000	55.400	121,880.00	57.680	126,896.00
	Dec 20, 12	800,000	59.250	47,400.00	57.680	46,144.00
Security total		3,000,000	56.427	169,280.00		173,040.00
HUMANA INC						
Symbol HUM Exchange NYSE						
EAI \$4,160 Current yield 1.52%	Jun 2, 11	1,000,000	79.950	79,950.00	68.630	68,630.00
	Jun 6, 11	1,000,000	77.000	77,000.00	68.630	68,630.00
	Jul 20, 12	2,000,000	73.850	147,700.00	68.630	137,260.00
Security total		4,000,000	76.163	304,650.00		274,520.00
HUNT J B TRANS SVCS INC						
Symbol JBHT Exchange OTC						
EAI \$2,400 Current yield 1.00%	Jun 2, 11	2,000,000	44.550	89,100.00	59.710	119,420.00
	Jul 20, 12	1,500,000	54.450	81,675.00	59.710	89,565.00
	Sep 13, 12	500,000	52.600	26,300.00	59.710	29,855.00
Security total		4,000,000	49.269	197,075.00		238,840.00
JOHNSON & JOHNSON COM						
Symbol JNJ Exchange NYSE						
EAI \$17,080 Current yield 3.48%	Feb 4, 10	2,000,000	63.100	126,200.00	70.100	140,200.00
	Apr 14, 10	1,000,000	65.207	65,207.50	70.100	70,100.00
	Jan 4, 11	2,000,000	63.349	126,698.00	70.100	140,200.00

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Security total	Mar 9, 11 Apr 18, 11	1,000,000 1,000,000 7,000,000	60.600 60.600 62.758	60,600.00 60,600.00 439,305.50	70.100 70.100	70,100.00 70,100.00 490,700.00
KRAFT FOODS GROUP INC						
Symbol KRAFT Exchange OTC						
EAI \$10,000 Current yield 4.40%	Feb 18, 11 Mar 4, 11 Mar 7, 12 Jul 20, 12 Sep 13, 12 Oct 24, 12	666,333 333,333 333,333 666,667 333,333 2,667,000 5,000,000	32.168 32.994 39.656 41.861 41.861 45.450 41.746	21,434.98 10,998.08 13,218.97 27,907.35 13,953.67 121,215.15 208,728.20	45.470 45.470 45.470 45.470 45.470 45.470	30,298.18 15,156.67 15,156.67 30,313.33 15,156.67 121,268.49 227,350.00
Security total						
LINCOLN NATL CORP IND						
Symbol LNC Exchange NYSE						
EAI \$2,400 Current yield 1.85%	Jan 5, 10 Oct 7, 10 Apr 20, 11	2,000,000 1,000,000 2,000,000 5,000,000	26.430 24.399 29.200 27.132	52,860.00 24,399.90 58,400.00 135,659.90	25.900 25.900 25.900	51,800.00 25,900.00 51,800.00 129,500.00
Security total						
LORILLARD INC						
Symbol LO Exchange NYSE						
EAI \$12,400 Current yield 5.31%	Aug 7, 12 Sep 13, 12	1,000,000 1,000,000 2,000,000	123.000 116.804 119.902	123,000.00 116,804.75 239,804.75	116.670 116.670	116,670.00 116,670.00 233,340.00
Security total						
MCDONALDS CORP						
Symbol MCD Exchange NYSE						
EAI \$15,400 Current yield 3.49%	Apr 14, 10 Oct 13, 10 Dec 1, 10 Jan 4, 11	2,000,000 1,000,000 400,000 1,600,000 5,000,000	69.100 75.850 79.300 74.279 72.923	138,200.00 75,850.00 31,720.00 118,846.40 364,616.40	88.210 88.210 88.210 88.210	176,420.00 88,210.00 35,284.00 141,136.00 441,050.00
Security total						
MEDTRONIC INC						
Symbol MDT Exchange NYSE						
EAI \$4,160 Current yield 2.54%	Jan 4, 11	3,000,000	33.435	106,305.00	41.020	123,060.00

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets, Equities, Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Security total	Mar 20, 12	1,000,000	39.550	39,550.00	41.020	41,020.00
MICROSOFT CORP		4,000,000	36.464	145,855.00		164,080.00
Symbol MSFT Exchange OTC						
EAI \$6,440 Current yield 3.44%	Aug 5, 05	1,000,000	27.800	27,800.00	26.709	26,709.00
	Jan 17, 06	1,000,000	27.100	27,100.00	26.709	26,709.00
	Feb 4, 10	2,000,000	28.050	56,100.00	26.709	53,418.00
	Oct 4, 10	1,000,000	23.800	23,800.00	26.709	26,709.00
	Apr 14, 11	1,000,000	25.196	25,196.50	26.709	26,709.00
	Apr 20, 11	1,000,000	25.799	25,799.30	26.709	26,709.00
Security total		7,000,000	26.542	185,795.80		186,963.00
MONDELEZ INTL INC						
Symbol MDLZ Exchange OTC						
EAI \$4,680 Current yield 2.04%	Feb 18, 11	2,000,000	19.977	39,954.30	25.453	50,906.00
	Mar 4, 11	1,000,000	20.489	20,489.92	25.453	25,453.00
	Mar 7, 12	1,000,000	24.627	24,627.53	25.453	25,453.00
	Jul 20, 12	2,000,000	25.996	51,992.65	25.453	50,906.00
	Sep 13, 12	1,000,000	25.996	25,996.33	25.453	25,453.00
	Dec 20, 12	2,000,000	25.939	51,879.92	25.453	50,906.00
Security total		9,000,000	23.882	214,940.65		229,077.00
NATL FUEL GAS CO						
Symbol NFG Exchange NYSE						
EAI \$3,650 Current yield 2.88%	Apr 10, 12	1,000,000	45.000	45,000.00	50.690	50,690.00
	Apr 11, 12	1,500,000	44.900	67,350.00	50.690	76,035.00
Security total		2,500,000	44.940	112,350.00		126,725.00
NIKE INC CL B						
Symbol NKE Exchange NYSE						
EAI \$1,260 Current yield 0.81%	Jan 4, 11	3,000,000	41.894	125,684.94	51.600	154,800.00
O'REILLY AUTOMOTIVE INC						
Symbol ORLY Exchange OTC						
	Feb 2, 12	600,000	82.150	49,290.00	89.420	53,652.00
	Mar 7, 12	600,000	89.700	53,820.00	89.420	53,652.00
Security total		1,200,000	85.925	103,110.00		107,304.00

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
OCCIDENTAL PETROLEUM CRP						
Symbol OXY Exchange NYSE						
EAI \$6,480 Current yield 2.82%	Oct 1, 09	1,500,000	75.950	113,925.00	76.610	114,915.00
	Oct 14, 09	1,500,000	81.044	121,566.00	76.610	114,915.00
Security total		3,000,000	78.497	235,491.00		229,830.00
ONEOK INC NEW						
Symbol OKE Exchange NYSE						
EAI \$3,300 Current yield 3.09%	Aug 24, 12	2,250,000	44.550	100,237.50	42.750	96,187.50
	Sep 13, 12	250,000	46.936	11,734.23	42.750	10,687.50
Security total		2,500,000	44.789	111,971.73		106,875.00
POSCO SPON ADR						
Symbol PKX Exchange NYSE						
EAI \$2,612 Current yield 2.12%	Oct 4, 10	500,000	115.050	57,525.00	82.150	41,075.00
	Apr 20, 11	1,000,000	113.350	113,350.00	82.150	82,150.00
Security total		1,500,000	113.917	170,875.00		123,225.00
POTASH CORP SASK INC CANADA						
CAD						
Symbol POT Exchange NYSE						
EAI \$2,520 Current yield 2.06%						
CAD Exchange rate 0.99570	Mar 20, 12	3,000,000	46.950	140,850.00	40.690	122,070.00
QEP RES INC COM						
Symbol QEP Exchange NYSE						
EAI \$480 Current yield 0.26%	May 2, 07	400,000	33.400	13,360.09	30.270	12,108.00
	Nov 9, 07	1,600,000	37.340	59,744.26	30.270	48,432.00
	Dec 11, 09	2,000,000	26.423	52,847.17	30.270	60,540.00
	Jul 20, 12	2,000,000	28.990	57,980.00	30.270	60,540.00
Security total		6,000,000	30.655	183,931.52		181,620.00
QUALCOMM INC						
Symbol QCOM Exchange OTC						
EAI \$5,600 Current yield 1.62%	Apr 11, 12	2,300,000	66.400	152,720.00	61.859	142,275.70
	Jul 20, 12	1,700,000	57.850	98,345.00	61.859	105,160.30
	Dec 21, 12	1,600,000	62.150	99,440.00	61.859	98,974.40
Security total		5,600,000	62.590	350,505.00		346,410.40

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets - Equities - Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
RIO TINTO PLC SPON ADR						
Symbol RIO Exchange NYSE						
EAI \$4,965 Current yield 2.85%	Oct 12, 10	3,000,000	47.320	141,960.00	58.090	174,270.00
SCRIPPS NETWORKS INTERACT INC						
CL A						
Symbol SNI Exchange NYSE						
EAI \$19,200 Current yield 0.83%	Feb 1, 05	39,938,000	52.580	2,099,940.04	57.920	2,313,208.96
	Feb 27, 07	62,000	52.580	3,259.96	57.920	3,591.04
Security total		40,000,000	52.580	2,103,200.00		2,316,800.00
THERMO FISHER SCIENTIFIC INC						
Symbol TMO Exchange NYSE						
EAI \$3,000 Current yield 0.94%	Jun 4, 07	2,000,000	53.490	106,980.00	63.780	127,560.00
	Sep 17, 07	500,000	55.250	27,625.00	63.780	31,890.00
	Oct 24, 12	2,500,000	59.900	149,750.00	63.780	159,450.00
Security total		5,000,000	56.871	284,355.00		318,900.00
TORONTO DOMINION BK NEW CANADA						
CAD						
Symbol TD Exchange NYSE						
EAI \$12,425 Current yield 3.68%						
CAD Exchange rate 0.99570	Jul 20, 12	2,000,000	79.000	158,000.00	84.330	168,660.00
	Aug 24, 12	1,000,000	81.695	81,695.00	84.330	84,330.00
	Sep 13, 12	900,000	84.000	75,600.00	84.330	75,897.00
	Sep 13, 12	100,000	83.300	8,330.00	84.330	8,433.00
Security total		4,000,000	80.906	323,625.00		337,320.00
UGI CORP NEW						
Symbol UGI Exchange NYSE						
EAI \$4,320 Current yield 3.30%	Jan 24, 06	300,000	21.570	6,471.00	32.710	9,813.00
	Nov 28, 06	200,000	27.430	5,486.00	32.710	6,542.00
	Dec 5, 06	500,000	28.050	14,025.00	32.710	16,355.00
	Mar 13, 08	1,000,000	25.290	25,290.00	32.710	32,710.00
	Dec 18, 09	2,000,000	24.657	49,314.00	32.710	65,420.00
Security total		4,000,000	25.147	100,586.00		130,840.00

THE ANDROCLES FOUNDATION, INC.

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Common stock (continued)

Holding	Trade date	Number of shares	Purchase price/Average price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
UNTD TECHNOLOGIES CORP						
Symbol UTX Exchange NYSE						
EAI \$8,560 Current yield 2.61%	Jul 20, 12	1,500,000	74.600	111,900.00	82.010	123,015.00
	Aug 7, 12	1,000,000	78.100	78,100.00	82.010	82,010.00
	Oct 24, 12	1,500,000	77.900	116,850.00	82.010	123,015.00
Security total		4,000,000	76.713	306,850.00		328,040.00
VEECO INSTRUMENTS INC						
DELAWARE						
Symbol VECO Exchange OTC						
	Aug 8, 12	178,000	37.050	6,594.90	29.490	5,249.22
	Aug 9, 12	322,000	37.850	12,187.70	29.490	9,495.78
	Aug 20, 12	720,000	33.800	24,336.00	29.490	21,232.80
	Aug 24, 12	260,000	33.000	8,580.00	29.490	7,667.40
	Aug 30, 12	260,000	33.950	8,827.00	29.490	7,667.40
	Aug 31, 12	260,000	33.700	8,762.00	29.490	7,667.40
	Oct 25, 12	3,000,000	30.250	90,750.00	29.490	88,470.00
	Dec 20, 12	1,000,000	29.950	29,950.00	29.490	29,490.00
Security total		6,000,000	31.665	189,987.60		176,940.00
VODAFONE GROUP PLC NEW SPON						
ADR						
Symbol VOD Exchange NYSE						
EAI \$6,000 Current yield 5.95%	Jul 20, 12	1,775,000	28.250	50,143.75	25.190	44,712.25
	Aug 9, 12	725,000	29.700	21,532.50	25.190	18,262.75
	Aug 24, 12	1,000,000	29.250	29,250.00	25.190	25,190.00
	Aug 30, 12	500,000	29.100	14,550.00	25.190	12,595.00
Security total		4,000,000	28.869	115,476.25		100,760.00
3M CO						
Symbol MMM Exchange NYSE						
EAI \$7,080 Current yield 2.54%	Dec 23, 09	2,000,000	81.550	163,100.00	92.850	185,700.00
	Sep 20, 10	1,000,000	87.000	87,000.00	92.850	92,850.00
Security total		3,000,000	83.367	250,100.00		278,550.00
Total				\$16,140,952.54		\$17,894,614.40

STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
ISHARES TRUST DJ US REAL STATE						
INDEX FUND						
Symbol IYR						
Trade date Jan 5, 11	2,000 000	56 370	112,741 06	112,741 06	64 670	129,340 00
Trade date May 25, 11	1,000 000	61 200	61,200 80	61,200 80	64 670	64,670 00
Trade date Nov 18, 11	1,000 000	54 957	54,957 43	54,957 43	64 670	64,670 00
EAL \$9,588 Current yield 3 71%						
Security total	4,000 000	57 225	228,899 29	228,899 29		258,680 00
ISHARES S&P NORTH AMERICAN						
INAT RESOURCES SECTOR INDEX FND						
Symbol IGE						
Trade date Jan 5, 11	2,500 000	36 795	91,987 50	91,987 50	38 160	95,400 00
Trade date Sep 13, 12	500 000	39 800	19,900 00	19,900 00	38 160	19,080 00
EAL \$1,788 Current yield 1 56%						
Security total	3,000 000	37 296	111,887 50	111,887 50		114,480 00
ISHARES TRUST S&P GLOBAL						
INFORMATION TECHNOLOGY SECTOR						
INDEX FUND						
Symbol IXN						
Trade date Aug 2, 11	1,500 000	60 800	91,200 00	91,200 00	67 310	100,965 00
Trade date Jan 12, 12	500 000	60 100	30,050 00	30,050 00	67 310	33,655 00
EAL \$1,452 Current yield 1 08%						
Security total	2,000 000	60 625	121,250 00	121,250 00		134,620 00
ISHARES INC MSCI SOUTH AFRICA						

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
INDEX FUND						
Symbol EZA						
Trade date Jan 5, 11	1,000,000	66.940	66,940.00	66,940.00	71.580	71,580.00
Trade date Feb 24, 11	1,000,000	66.940	66,940.00	66,940.00	71.580	71,580.00
Trade date May 17, 11	1,000,000	66.940	66,940.00	66,940.00	71.580	71,580.00
EAL \$6.465 Current yield 3.01%						
Security total	3,000,000	66.940	200,820.00	200,820.00		214,740.00
SPDR S&P 500 ETF TR						
Symbol SPY						
Trade date May 25, 10	900,000	105.600	95,040.00	95,040.00	142.410	128,169.00
Trade date Jun 29, 10	1,100,000	104.200	114,620.00	114,620.00	142.410	156,651.00
Trade date Aug 19, 10	1,000,000	108.610	108,610.65	108,610.65	142.410	142,410.00
Trade date Sep 20, 10	1,000,000	113.550	113,550.00	113,550.00	142.410	142,410.00
EAL \$12.412 Current yield 2.18%						
Security total	4,000,000	107.955	431,820.65	431,820.65		569,640.00
TECHNOLOGY SECTOR SPDR TRUST						
SHS						
Symbol XLK						
Trade date Oct 14, 10	2,000,000	24.022	48,045.00	48,045.00	28.850	57,700.00
Trade date Jan 5, 11	2,000,000	25.954	51,908.82	51,908.82	28.850	57,700.00
Trade date Feb 24, 11	2,000,000	26.334	52,669.43	52,669.43	28.850	57,700.00
Trade date Jul 11, 11	500,000	26.425	13,212.71	13,212.71	28.850	14,425.00
Trade date Aug 2, 11	500,000	26.081	13,040.79	13,040.79	28.850	14,425.00
EAL \$3.521 Current yield 1.74%						
Security total	7,000,000	25.554	178,876.75	178,876.75		201,950.00
WISDOMTREE EMERGING MARKETS						
EQUITY INCOM						
Symbol DEM						
Trade date May 3, 11	1,000,000	63.399	63,399.97	63,399.97	57.190	57,190.00
EAL \$1.884 Current yield 3.29%						
Total			\$1,336,954.16	\$1,336,954.16		\$1,551,300.00

THE ANDROCLES FOUNDATION, INC.
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 FOR YEAR ENDED DECEMBER 31, 2012

STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • **Equities** (continued)

Mutual funds

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
FEDERATED KAUFMAN						
SMALL CAP FUND CLASS A						
Symbol FKASX	932 535	19 779	18,445 54	18,445 54	23 650	22,054 45
Trade date Jan 12, 05						
Trade date Nov 8, 05	2,338 000	21 390	50,009 82	50,009 82	23 650	55,293 70
Trade date Aug 11, 06	1,526 000	21 620	32,992 12	32,992 12	23 650	36,089 90
Trade date Jan 6, 10	3,900 536	20 510	80,000 00	80,000 00	23 650	92,247 68
Total reinvested	2,383 955	22 928		54,660 48	23 650	56,380 54
Security total	11,081 026	21 307	181,447 48	236,107 96		262,066 26
HENDERSON GLOBAL						
INVESTORS INTL						
OPPORTUNITIES FUND A						
Symbol HFOAX	7,001 000	28 570	200,018 57	200,018 57	21 430	150,031 43
Trade date Nov 9, 07						
Total reinvested	669 520	25 593		17,135 53	21 430	14,347 81
EAI \$828 Current yield 0 50%						
Security total	7,670 520	28 310	200,018 57	217,154 10		164,379 24
OPPENHEIMER DEVELOPING						
MARKETS FUND CL A						
Symbol ODMAX	909 000	55 060	50,049 54	50,049 54	35 290	32,078 61
Trade date Nov 9, 07						
Trade date Nov 12, 07	2,813 000	53 330	150,017 29	150,017 29	35 290	99,270 77
Total reinvested	2,784 307	20 838		58,020 72	35 290	98,258 19
EAI \$898 Current yield 0 39%						

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Equities • Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Security total	6,506 307	39 667	200,066 83	258,087 55		229,607 57
Total			\$581,532.88	\$711,349 61		\$656,053 07

Fixed income

Corporate bonds and notes

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)
DIAGEO CAP PLC CALL@MW+15BP RATE 05 500% MATURES 09/30/16 ACCRUED INTEREST \$1,375 00 ISIN US25243YA/J82					
Moody A3 S&P A- EAI \$5,500 Current yield 4 73%	Mar 06, 09	100,000 000	100 600	100,600 00	116 220
ARCELORMITTAL NTS B/E CALL@MW+50BP RATE 04 750% MATURES 02/25/17 ACCRUED INTEREST \$1,662 50 CUSIP 03938LAW4					
Moody Ba1 S&P BB+ EAI \$4,750 Current yield 4 71%	Jun 21, 12	100,000 000	97 941	97,941 00	100 939
INTL BUSINESS MACH NTS MW+50BP RATE 07 625% MATURES 10/15/18 ACCRUED INTEREST \$3,219 44 CUSIP 459200GM7					
Moody Aa3 S&P AA- EAI \$15,250 Current yield 5 71%	Oct 10, 08	200,000 000	102 293	204,591 25	133 569

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
ANHEUSER-BUSCH COS NTS						
CALL@MMW+258P						
RATE 05 000% MATURES 03/01/19						
ACCRUED INTEREST \$416.66						
CUSIP 035229CW1						
Moody A3 S&P A						
EAI \$1,250 Current yield 4.26%	Aug 30, 10	25,000.000	108.950	27,237.50	117.458	29,364.50
Total		\$425,000.000		\$430,369.75		\$513,661.50

Closed end funds & Exchange traded products

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
ISHARES TR CORE TOTAL US BOND						
MKT ETF						
Symbol AGG						
Trade date Oct 15, 10	900,000	108.000	97,200.00	97,200.00	111.080	99,972.00
EAI \$2,545 Current yield 2.55%						
PIMCO HIGH INCOME FUND						
Symbol PHK						
Trade date Aug 31, 12	500,000	14.030	7,015.00	7,015.00	10.480	5,240.00
Total reinvested	14,000	12.460	174.45	174.45	10.480	146.72
EAI \$752 Current yield 13.96%						
Security total	514,000	13.987	7,015.00	7,189.45		5,386.72
Total			\$104,215.00	\$104,389.45		\$105,358.72

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets - Fixed income (continued)

Mutual funds

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
FRANKLIN/TEMPLETON						
GLOBAL BOND FUND CLASS A						
Symbol TPINX	7,479,432	13,369	100,000.00	100,000.00	13,380	100,074.80
Trade date Aug 23, 10						
Total reinvested	145,527	12,936		1,882.60	13,380	1,947.15
EAI \$4,270 Current yield 4.19%						
Security total	7,624,959	13,362	100,000.00	101,882.60		102,021.95
LOOMIS SAYLES						
STRATEGIC INCOME FUND						
CLASS A						
Symbol NEFZX	7,092,199	14,099	100,000.00	100,000.00	15,470	109,716.32
Trade date Feb 2, 05						
Trade date Sep 14, 07	2,202,937	14,980	33,000.00	33,000.00	15,470	34,079.44
EAI \$7,501 Current yield 5.22%						
Security total	9,295,136	14,309	133,000.00	133,000.00		143,795.75
OPPENHEIMER INTL BOND FD CL A						
Symbol OIBAX	30,093,671	6,670	200,724.79	200,724.79	6,580	198,016.35
Trade date Nov 9, 07						
EAI \$7,433 Current yield 3.75%						
PIMCO LOW DURATION FUND CL A						
Symbol PTLAX	9,460,738	10,569	100,000.00	100,000.00	10,510	99,432.36
Trade date Aug 23, 10						
Total reinvested	270,482	10,417		2,817.76	10,510	2,842.77
EAI \$2,267 Current yield 2.22%						
Security total	9,731,220	10,566	100,000.00	102,817.76		102,275.12

THE ANDROCLES FOUNDATION, INC.
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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Fixed income • Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
PIONEER GLOBAL HIGH						
YIELD FD CL A						
Symbol PGHYX						
Trade date Dec 31, 07	8,526 000	11 730	100,009 98	100,009 98	10 250	87,391 50
Trade date Dec 18, 09	6,250 000	9 600	60,000 00	60,000 00	10 250	64,062 50
EAI \$11,939 Current yield 7 88%						
Security total	14,776 000	10 829	160,009 98	160,009 98		151,454 00
WESTCORE PLUS BOND FUND						
Symbol WTIBX						
Trade date Mar 14, 07	1,576 567	10 639	16,774 67	16,774 67	11 240	17,720 61
Trade date Aug 23, 10	9,132 420	10 950	100,000 00	100,000 00	11 240	102,648 40
EAI \$4,326 Current yield 3 59%						
Security total	10,708 987	10 904	116,774 67	116,774 67		120,369 01
Total			\$810,509 44	\$815,209 80		\$817,932 18

Other

Mutual funds

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
FEDERATED MUNI & STOCK						
ADVANTAGE FUND CLASS A						
Symbol FMUJAX						
Trade date Mar 21, 05	1,815 000	11 020	20,001 30	20,001 30	11 590	21,035 85
Trade date Dec 18, 09	4,906 771	10 190	50,000 00	50,000 00	11 590	56,869 47

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STATEMENT C: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #820

Your assets • Other • Mutual funds (continued)

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Total reinvested	85 644	11 686		1,000 92	11 590	992 61
EAI \$3,056 Current yield 3.87%						
Security total	6,807 415	10 430	70,001 30	71,002 22		78,897 93
Your total assets			\$19,610,227.53			\$21,617,817.80

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ATTACHMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Equities

Closed end funds & Exchange traded products

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
ISHARES TRUST DJ US REAL STATE INDEX FUND						
Symbol IYR						
Trade date May 2, 11	1,700,000	62.665	106,531.69	106,531.69	64.670	109,939.00
Trade date May 4, 11	800,000	62.009	49,607.87	49,607.87	64.670	51,736.00
Trade date May 13, 11	1,000,000	61.532	61,532.26	61,532.26	64.670	64,670.00
Trade date Apr 12, 12	500,000	61.712	30,856.14	30,856.14	64.670	32,335.00
EAI \$9.588 Current yield 3.71%						
Security total	4,000,000	62.132	248,527.96	248,527.96		258,680.00
ISHARES MSCI EAFE INDEX FUND						
Symbol EFA						

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ATTACHMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Equities • Closed end funds & Exchange traded products (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
	Aug 14, 09	541 000	51 469	27,844 96	27,844 96	56 860	30,761 26
	Aug 24, 09	659 000	52 936	34,885 46	34,885 46	56 860	37,470 74
	Aug 24, 10	800 000	50 178	40,142 63	40,142 63	56 860	45,488 00
	May 25, 11	500 000	60 504	30,252 46	30,252 46	56 860	28,430 00
	Aug 26, 11	1,500 000	51 935	77,903 24	77,903 24	56 860	85,290 00
EAI \$7.036 Current yield 3.09%							
Security total		4,000 000	52 757	211,028 75	211,028 75		227,440 00
ISHARES S&P NORTH AMERICAN							
NAT RESOURCES SECTOR INDEX FND							
Symbol IGE							
	Trade date Mar 15, 11	1,000 000	44 255	44,255 54	44,255 54	38 160	38,160 00
	Trade date May 2, 11	500 000	47 450	23,725 03	23,725 03	38 160	19,080 00
	Trade date May 3, 11	1,000 000	45 443	45,443 31	45,443 31	38 160	38,160 00
	Trade date Jun 7, 11	500 000	43 651	21,825 51	21,825 51	38 160	19,080 00
	Trade date Apr 12, 12	1,000 000	38 389	38,389 24	38,389 24	38 160	38,160 00
EAI \$2.384 Current yield 1.56%							
Security total		4,000 000	43 410	173,638 63	173,638 63		152,640 00
POWERSHARES EXCHANGE TRADED FD							
TR DWA TECHNICAL LEADERS							
Symbol PDP							
	Trade date Oct 24, 12	1,000 000	27 823	27,823 67	27,823 67	27 920	27,920 00
EAI \$2.37 Current yield 0.85%							
SPDR METALS & MINING ETF							
Symbol XME							
	Trade date Jun 7, 11	1,000 000	67 817	67,817 93	67,817 93	45 130	45,130 00
	Trade date Aug 26, 11	1,000 000	55 861	55,861 70	55,861 70	45 130	45,130 00
EAI \$1.228 Current yield 1.36%							
Security total		2,000 000	61 840	123,679 63	123,679 63		90,260 00
VANGUARD GBL EX ETF							
Symbol VNQI							

THE ANDROCLES FOUNDATION, INC.
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ATTACHMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Equities • Closed end funds & Exchange traded products (continued)

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
	May 2, 11	1,000,000	53.400	53,400.05	53,400.05	55.030	55,030.00
	May 13, 11	1,000,000	51.487	51,487.65	51,487.65	55.030	55,030.00
	May 25, 11	500,000	51.691	25,845.52	25,845.52	55.030	27,515.00
EAI \$7.680 Current yield 5.58%							
Security total		2,500,000	52.293	130,733.22	130,733.22		137,575.00
Total				\$915,431.86	\$915,431.86		\$894,515.00

Mutual funds

Holding	Trade date	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
FIDELITY ADVISOR NEW INSIGHTS FUND CLASS T							
Symbol FNITX							
	Nov 16, 07	6,702,473	21.690	145,379.18	145,379.18	22.440	150,403.49
Total reinvested		397,480	20.766	8,254.41	8,254.41	22.440	8,919.45
Security total		7,099,953	21.639	145,379.18	153,633.59		159,322.94

THE ANDROCLES FOUNDATION, INC.
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ATTACHMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets (continued)

Fixed income

Certificates of deposit

Cost basis has been adjusted for accreted original issue discount (OID) on long-term (more than 1 year) CDs

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
GOLDMAN SAC HS BK UT US RATE 05 1000% MAT 08/20/2015 FIXED RATE CD ACCRUED INTEREST \$1,672.52 CUSIP 381426MM4 EAI \$4,590 Current yield 4.63%	Oct 27, 09	90,000,000	107,780	97,002.00	110,125	99,112.50
DISCOVER BK DE US RATE 05 0000% MAT 12/03/2015 FIXED RATE CD ACCRUED INTEREST \$191.78 CUSIP 25469JA58 EAI \$2,500 Current yield 4.55%	Jun 26, 09	50,000,000	106,222	53,111.44	109,979	54,989.50
Total		\$140,000,000		\$150,113.44		\$154,102.00

Corporate bonds and notes

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
BERKSHIRE HATHWAY INC CALL@MW +208P RATE 04 600% MATURES 05/15/13 ACCRUED INTEREST \$587.78 CUSIP 084664BD2 Moody Aa2 S&P AA+ EAI \$2,300 Current yield 4.53%	Jun 26, 09	100,000,000	105,880	105,885.25	101,550	101,550.00

THE ANDROCLES FOUNDATION, INC.
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ATTACHMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
HSBC FIN CORP INTERNOTES						
NTS B/E						
RATE 05 250% MATURES 07/15/14						
ACCRUED INTEREST \$2,420.83						
CUSIP 40429XVS2						
Moody Baa1 S&P A						
EAI \$5,250 Current yield 5.01%	Jul 10, 09	100,000.000	100,000	100,000.00	104,730	104,730.00
HSBC FIN CORP INTRNTS						
MED TERM NTS						
RATE 05 500% MATURES 07/15/14						
ACCRUED INTEREST \$2,536.11						
CUSIP 40429XVQ6						
Moody Baa1 S&P A						
EAI \$5,500 Current yield 5.28%	Jun 29, 09	100,000.000	100,000	100,000.00	104,206	104,206.00
HSBC FIN CORP INTERNOTES						
NTS B/E						
RATE 05 000% MATURES 07/15/14						
ACCRUED INTEREST \$222.22						
CUSIP 40429XVW5						
Moody Baa1 S&P A						
EAI \$5,000 Current yield 4.81%	Jul 22, 09	100,000.000	100,000	100,000.00	103,954	103,954.00
HSBC FIN CORP INTERNOTES						
MED TERM NTS						
RATE 04 750% MATURES 08/15/14						
ACCRUED INTEREST \$211.11						
CUSIP 40429XVY9						
Moody Baa1 S&P A						
EAI \$4,750 Current yield 4.53%	Aug 14, 09	100,000.000	100,000	100,000.00	104,808	104,808.00
PRUDENTIAL FNCL INC NTS						
BE						
RATE 05 000% MATURES 09/15/14						
ACCRUED INTEREST \$1,472.22						
CUSIP 74432AYR5						
Moody Baa2 S&P A						
EAI \$5,000 Current yield 4.72%	Sep 18, 08	100,000.000	100,000	100,000.00	105,919	105,919.00

THE ANDROCLES FOUNDATION, INC.
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ATTACHMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
HSBC FIN CORP INTRN'TS						
B/E						
RATE 04 250% MATURES 10/15/14						
ACCRUED INTEREST \$2,243 05						
CUSIP 40429XWN2						
Moody Baa1 S&P A						
EAI \$10,625 Current yield 4 07%	Oct 08, 09	100,000 000	100 000	100,000 00	104 443	104,443 00
	Oct 13, 09	150,000 000	100 000	150,000 00	104 443	156,664 50
Security total		250,000 000		250,000 00		261,107 50
BANK OF AMER INTERNOTES						
NT'S B/E						
RATE 04 400% MATURES 06/15/15						
ACCRUED INTEREST \$146 67						
CUSIP 06050WCZ6						
Moody Baa2 S&P A-						
EAI \$3,300 Current yield 4 19%	Jun 07, 10	75,000 000	100 000	75,000 00	105 045	78,783 75
GE CPTL CORP INTRN'TS NTS						
RATE 05 000% MATURES 06/15/15						
ACCRUED INTEREST \$222 22						
CUSIP 36966R3L8						
Moody A1 S&P AA+						
EAI \$5,000 Current yield 4 62%	Jun 18, 09	100,000 000	100 000	100,000 00	108 134	108,134 00
SIMON PPTY GROUP LP						
TS B/E						
RATE 05 100% MATURES 06/15/15						
ACCRUED INTEREST \$79 33						
CUSIP 8288078M8						
Moody A3 S&P A-						
EAI \$1,785 Current yield 4 63%	Oct 27, 09	35,000 000	102 777	35,977 20	110 152	38,553 20
JEFFERIES GROUP INC B/E						
RATE 03 875% MATURES 11/09/15						
ACCRUED INTEREST \$559 72						
CUSIP 472319AJ1						
Moody Baa3 S&P BBB						
EAI \$3,875 Current yield 3 75%	Apr 21, 11	100,000 000	101 937	101,942 25	103 250	103,250 00

THE ANDROCLES FOUNDATION, INC.
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ATTACHMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
HSBC FIN CORP NTS						
RATE 05 500% MATURES 01/19/16						
ACCRUED INTEREST \$2,475 00						
CUSIP 40429CFN7						
Moody Baa1 S&P A						
EAI \$5,500 Current yield 4.92%	Jun 26, 09	100,000 000	97,306	97,311 25	111,745	111,745 00
BANK OF AMER INTERNOTES						
NTS B/E						
RATE 06 000% MATURES 08/15/17						
ACCRUED INTEREST \$1,133 33						
CUSIP 06050WBR5						
Moody Baa2 S&P A-						
EAI \$3,000 Current yield 5.38%	Aug 20, 09	50,000 000	100 000	50,000 00	111 624	55,812 00
BANK OF AMER INTERNOTES						
NTS B/E						
RATE 05 100% MATURES 11/15/17						
ACCRUED INTEREST \$651 67						
CUSIP 06050WBX2						
Moody Baa2 S&P A-						
EAI \$5,100 Current yield 4.67%	Oct 27, 09	100,000 000	100 000	100,000 00	109 234	109,234 00
THA ROYAL BANK OF SCOTLAND						
RATE 04 500% MATURES 03/15/18						
ACCRUED INTEREST \$200 00						
CUSIP 78011RBD4						
Moody A3 S&P A						
EAI \$4,500 Current yield 4.41%	Mar 28, 11	100,000 000	100 000	100,000 00	102 031	102,031 00
GE CAPITAL INTERNOTES						
NTS B/E						
RATE 06 750% MATURES 04/15/18						
ACCRUED INTEREST \$1,425 00						
CUSIP 36966R3B0						
Moody A1 S&P AA+						
EAI \$6,750 Current yield 5.67%	Apr 21, 09	100,000 000	100 000	100,000 00	119 098	119,098 00

THE ANDROCLES FOUNDATION, INC.
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ATTACHMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
PROSPECT CAPITAL CORP						
MED TERM NTS						
RATE 05 850% MATURES 09/15/19						
INTEREST EARNED FROM 09/27/12						
1ST INTEREST PAYMENT 03/15/13						
CALLABLE						
ACCRUED INTEREST \$381.87						
CUSIP 74348YAS0						
S&P BB8						
EAI \$1,463 Current yield 5.85%	Sep 24, 12	25,000,000	100,000	25,000.00	99,942	24,985.50
MORGAN STANLEY						
MED TERM NTS						
RATE 03 000% MATURES 11/01/19						
INTEREST EARNED FROM 11/01/12						
1ST INTEREST PAYMENT 05/01/13						
ACCRUED INTEREST \$250.00						
CUSIP 61760LAV7						
Moody Baa1 S&P A-						
EAI \$1,500 Current yield 3.05%	Oct 29, 12	50,000,000	100,000	50,000.00	98,375	49,187.50
MORGAN STANLEY STEP-UP						
4 000% 073020 DTD073010						
FC013011 MED TERM NTS						
ACCRUED INTEREST \$1,666.67						
CUSIP 61745EZ61						
Moody Baa1 S&P A-						
EAI \$4,000 Current yield 3.93%	Jul 28, 10	100,000,000	100,000	100,000.00	101,865	101,865.00
GENWORTH FINANCIAL INC						
RATE 07 200% MATURES 02/15/21						
ACCRUED INTEREST \$816.00						
CUSIP 37247DAN6						
Moody Baa3 S&P BBB-						
EAI \$2,160 Current yield 6.67%	Jul 25, 12	30,000,000	100,200	30,065.25	108,000	32,400.00

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ATTACHMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
MORGAN STANLEY						
MED TERM NTS						
RATE 03 250% MATURES 12/20/21						
INTEREST EARNED FROM 12/20/12						
1ST INTEREST PAYMENT 08/20/13						
ACCRUED INTEREST \$74.48						
CUSIP 61760LBT1						
Moody Baa1 S&P A-						
EAI \$2,438 Current yield 3.31%	Dec 17, 12	75,000,000	100,000	75,000.00	98.048	73,536.00
BARCLAYS BANK PLC						
MED TERM NTS						
RATE 03 100% MATURES 07/26/22						
INTEREST EARNED FROM 07/26/12						
1ST INTEREST PAYMENT 01/26/13						
ACCRUED INTEREST \$1,334.72						
CUSIP 06741RCYS						
Moody A2 S&P A+						
EAI \$3,100 Current yield 3.19%	Jul 23, 12	100,000,000	100,000	100,000.00	97.214	97,214.00
CANADIAN PAC RAILWAY CO						
FOREIGN SECURITY						
RATE 04 450% MATURES 03/15/23						
CALL@MW+308P5						
ACCRUED INTEREST \$655.14						
ISIN US13645RAK05						
Moody Baa3 S&P BBB-						
EAI \$2,225 Current yield 4.01%	Aug 07, 12	50,000,000	111,144	55,577.25	110.838	55,419.00
GOLDMAN SACHS GROUP INC						
NTS B/E						
RATE 03 500% MATURES 11/15/23						
ACCRUED INTEREST \$194.45						
CUSIP 38141EH77						
Moody A3 S&P A-						
EAI \$4,375 Current yield 3.58%	Oct 31, 12	125,000,000	100,000	125,000.00	97.747	122,183.75

THE ANDROCLES FOUNDATION, INC.
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ATTACHMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
HSBC INC MED TERM NTS						
B/C						
RATE 03 200% MATURES 07/25/24						
ACCRUED INTEREST \$26 66						
CUSIP 4042K1Y98						
Moody Not rated S&P A+						
EAI \$1,600 Current yield 3 50%						
	Jul 20, 12	50,000 000	100 000	50,000 00	91 360	45,680 00
GENERAL ELEC CAP CORP						
MED TERM NTS						
RATE 03 000% MATURES 08/15/24						
INTEREST EARNED FROM 08/23/12						
1ST INTEREST PAYMENT 02/15/13						
ACCRUED INTEREST \$800 00						
CUSIP 36966TG13						
Moody A1 S&P AA+						
EAI \$2,250 Current yield 3 00%						
	Aug 20, 12	75,000 000	100 000	75,000 00	100 037	75,027 75
GOLDMAN SACHS GROUP INC						
MED TERM NTS						
RATE 04 050% MATURES 09/15/24						
ACCRUED INTEREST \$427 50						
CUSIP 38141EH36						
Moody A3 S&P A-						
EAI \$2,025 Current yield 4 14%						
	Sep 14, 12	50,000 000	100 000	50,000 00	97 741	48,870 50
MORGAN STANLEY						
MED TERM NTS						
RATE 04 000% MATURES 11/01/24						
INTEREST EARNED FROM 11/01/12						
1ST INTEREST PAYMENT 05/01/13						
ACCRUED INTEREST \$500 00						
CUSIP 61760LAW5						
Moody Baa1 S&P A-						
EAI \$3,000 Current yield 4 08%						
	Oct 29, 12	75,000 000	100 000	75,000 00	98 000	73,500 00

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ATTACHMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income • Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
IPMORGAN CHASE & CO						
MED TERM NTS						
RATE 03 500% MATURES 07/28/25						
CALLABLE						
ACCRUED INTEREST \$1,859.37						
CUSIP 48124AWG8						
Moody A2 S&P A						
EAI \$4.375 Current yield 3.50%	Jul 23, 10	125,000.00	100,000	125,000.00	100.057	125,071.25
GENL ELEC CPTL CORP						
MED TERM NTS						
RATE 03 000% MATURES 08/15/25						
INTEREST EARNED FROM 08/16/12						
1ST INTEREST PAYMENT 02/15/13						
ACCRUED INTEREST \$562.50						
CUSIP 36966TGCO						
Moody A1 S&P AA+						
EAI \$1,500 Current yield 3.06%	Aug 13, 12	50,000.00	100,000	50,000.00	98.180	49,090.00
NATIONAL RURAL UTIL COOP						
MED TERM NTS						
RATE 03 000% MATURES 08/15/26						
ACCRUED INTEREST \$66.66						
CUSIP 63743FQK5						
Moody A2 S&P A						
EAI \$1,500 Current yield 3.07%	Aug 13, 12	50,000.00	100,000	50,000.00	97.621	48,810.50
DUKE ENERGY CORP						
MED TERM NTS						
RATE 03 100% MATURES 12/15/26						
INTEREST EARNED FROM 12/20/12						
1ST INTEREST PAYMENT 06/15/13						
ACCRUED INTEREST \$71.04						
CUSIP 26442KACO						
Moody Baa2 S&P BBB						
EAI \$2,325 Current yield 3.13%	Dec 17, 12	75,000.00	100,000	75,000.00	98.926	74,194.50

THE ANDROCLES FOUNDATION, INC.
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ATTACHMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets, Fixed income, Corporate bonds and notes (continued)

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
JPMORGAN CHASE & CO						
STEP UP CALL						
RATE 03 500% MATURES 05/14/27						
CALLABLE						
ACCURED INTEREST \$456 94						
CUSIP 48125VUM0						
Moody A2 S&P A						
EAI \$3,500 Current yield 3.54%	May 09, 12	100,000 000	100 000	100,000 00	98 874	98,874 00
GENL ELEC CPTL CORP						
MED TERM NTS						
RATE 03 500% MATURES 11/15/31						
INTEREST EARNED FROM 11/05/12						
1ST INTEREST PAYMENT 05/15/13						
ACCURED INTEREST \$1,088 88						
CUSIP 36966TGV8						
Moody A1 S&P AA+						
EAI \$7,000 Current yield 3.59%	Oct 31, 12	200,000 000	100 000	200,000 00	97 509	195,018 00
GOLDMAN SACHS GROUP INC						
NTS B/E						
RATE 04 400% MATURES 11/15/32						
ACCURED INTEREST \$244 45						
CUSIP 38141EH85						
Moody A3 S&P A-						
EAI \$5,500 Current yield 4.54%	Oct 31, 12	125,000 000	100 000	125,000 00	96 989	121,236 25
Total		\$3,140,000 000		\$3,151,758.45		\$3,225,078 95

THE ANDROCLES FOUNDATION, INC.

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ATTACHMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income (continued)

Municipal securities

Holding	Trade date	Total face value at maturity (\$)	Purchase price (\$)	Cost basis (\$)	Price on Dec 31 (\$)	Value on Dec 31 (\$)
NEW YORK MUN WTR FIN AU						
SR GG BE/R/						
RATE 03 250% MATURES 06/15/19						
ACCRUED INTEREST \$72.22						
CUSIP 64972F2U9						
Moody Aa2 S&P AA+						
EAI \$1,625 Current yield 2.90%						
Original cost basis \$51,126.25	Mar 24, 11	50,000,000	101,816	51,126.26	111,995	55,997.50
PUERTO RICO COMWLTH PUB						
ASSUR OID97 791 BE/R/						
RATE 05 375% MATURES 07/01/25						
CALLABLE 07/01/21 @ 100.00						
ACCRUED INTEREST \$4,434.37						
CUSIP 74514LWJ2						
Moody Aa3 S&P AA-						
EAI \$8,869 Current yield 5.05%	Feb 10, 11	165,000,000	97,791	161,360.40	106,487	175,703.55
Total		\$215,000,000		\$212,486.66		\$231,701.05

Closed end funds & Exchange traded products

Holding	Number of shares	Purchase price/Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)	Unrealized (tax) gain or loss (\$)
ISHARES TR CORE TOTAL US BOND							
MKT ETF							

THE ANDROCLES FOUNDATION, INC.
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ATTACHMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets • Fixed income • Closed end funds & Exchange traded products (continued)

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
Symbol AGG						
Trade date Oct 6, 11	500 000	110 510	55,255 15	55,255 15	111 080	55,540 00
Trade date Oct 25, 11	500 000	110 510	55,255 15	55,255 15	111 080	55,540 00
EAI \$2,828 Current yield 2 55%						
Security total	1,000 000	110 510	110,510 30	110,510 30		111,080 00
PIMCO INCOME OPPORTUNITY FUND						
Symbol PKO						
Trade date Oct 24, 12	1,600 000	29 858	47,772 82	47,772 82	29 120	46,592 00
Total reinvested	10 000	29 538		295 38	29 120	291 20
EAI \$3,671 Current yield 7 83%						
Security total	1,610 000	29 856	47,772 82	48,068 20		46,883 20
Total			\$158,283 12	\$158,578 50		\$157,963 20
Total estimated annual income	\$6,499					

Mutual funds

Holding	Number of shares	Purchase price/ Average price per share (\$)	Client investment (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
MFS BOND FUND C						
Symbol MFBXX						
Trade date Jan 27, 12	7,320 644	13 660	100,005 25	100,005 25	14 240	104,245 97
EAI \$3,689 Current yield 3 54%						

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ATTACHMENT D: SCHEDULE OF ASSETS - SECURITIES HELD AT 12/31 UBS #308

Your assets - Fixed income (continued)

Preferred securities

Holding	Trade date	Number of shares	Purchase price per share (\$)	Cost basis (\$)	Price per share on Dec 31 (\$)	Value on Dec 31 (\$)
ENERGY MISS INC 1ST MTG BD 6 000%						
DUE 05/01/51 CALLABLE						
Symbol EMZ Exchange NYSE						
EAI \$3,600 Current yield 5.58%	Apr 20, 11	2,400,000	25.134	60,322.05	26.890	64,536.00
LLOYDS BANKING GROUP PLC 7.750%						
DUE 07/15/50 CALLABLE						
Symbol LYG PRA Exchange NYSE						
EAI \$3,876 Current yield 7.07%	Apr 25, 11	2,000,000	26.862	53,725.25	27.420	54,840.00
US BANCORP DEL SER D 7.875% PREFERRED CBL PAR VALUE - 25.00 USD						
Symbol USB PRL Exchange NYSE						
EAI \$7,964 Current yield 7.78%	Mar 14, 08	4,000,000	25.751	103,005.25	25.600	102,400.00
Total				\$217,052.55		\$221,776.00

Your total assets

\$5,059,060.30 \$5,148,705.11

THE ANDROCLES FOUNDATION, INC.

EIN: 20-1514742

FOR THE YEAR ENDED DECEMBER 31, 2012

STATEMENT E : SCHEDULE OF NON-CASH PROPERTY DONATED TO FOUNDATION

DESCRIPTION OF NON-CASH PROPERTY CONTRIBUTED		AVERAGE FAIR MARKET VALUE	DATE RECEIVED
<u>Company</u>	<u># of Shs</u>		
American Tower Corp REIT	3,000.00	224,040.00	12/6/2012
Ishares Trust DJ US Real Estate Index Fund	4,000.00	255,260.00	12/6/2012
Ishares Inc MSCI South Africa Index Fund	3,000.00	200,820.00	12/6/2012
Nike Inc	1,500.00	146,932.50	12/6/2012
O'Reilly Automotive Inc.	1,200.00	109,224.00	12/6/2012
Technology Sector SPDR Trust	7,000.00	201,372.50	12/6/2012
Thermo Fisher Scientific Inc.	2,500.00	159,650.00	12/6/2012

TOTAL **1,297,299.00**

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2012

ATTACHMENT F: EXPENDITURE RESPONSIBILITY
FORM 990-PF, PART VII-B, LINE 5c

The following information is provided in accordance with IRC § 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants.

NAME AND ADDRESS OF GRANTEE:	BRADLEY ZANKEL FOUNDATION, INC. C/O LAMB & BARNOSKY, LLP 534 BROADHOLLOW RD, SUITE 210 MELVILLE, NY 11747
AMOUNT OF GRANT:	\$50,000 00
DATE OF GRANT:	12/17/2012
PURPOSE OF GRANT:	THE PURPOSE OF THE GRANT IS TO SUPPORT AND FUND RESEARCH PROJECTS SPECIFIC TO IDENTIFYING AND RESEARCHING THE CAUSES AND CURES OF BRAIN CANCER
TO THE GRANTOR'S KNOWLEDGE, GRANTEE HAS DIVERTED A PORTION OF FUNDS FROM THE PURPOSE OF THE GRANT: (YES, NO)	NO, TO THE KNOWLEDGE OF THE GRANTOR NO FUNDS HAVE BEEN DIVERTED TO ANY OTHER ACTIVITY
DATES OF REPORT RECEIVED FROM GRANTEE:	3/26/2013
DATES AND RESULTS OF ANY VERIFICATION OF THE GRANTEE'S REPORTS:	THE \$50,000 GRANT TO THE ORGANIZATION HAS BEEN UTILIZED EFFECTIVELY NO FURTHER INDEPENDENT VERIFICATION WAS NECESSARY

STATEMENT F: EXPENDITURE
RESPONSIBILITY- BZF

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2012

ATTACHMENT G: EXPENDITURE RESPONSIBILITY
FORM 990-PF, PART VII-B, LINE 5c

The following information is provided in accordance with IRC § 4945(h)(3) and Reg. 53.4945-5(d) to demonstrate that the foundation exercised expenditure responsibility in regard to its grants

NAME AND ADDRESS OF GRANTEE: THE SCRIPPS HOWARD FOUNDATION
P O. BOX 634568
CINCINNATI, OH 45263-4568

AMOUNT OF GRANT: \$45,000 00

DATE OF GRANT: 12/19/2012

PURPOSE OF GRANT: PURPOSE OF THIS GRANT IS TO SUPPORT
-- THE ROY W HOWARD ENDOWMENT AT INDIANA UNIVERSITY FOR STUDENTS
STUDYING JOURNALISM
-- THE JACK R HOWARD ENDOWMENT AT COLUMBIA UNIVERSITY FOR STUDENTS
PURSUING A MASTER'S DEGREE IN JOURNALISM

**TO THE GRANTOR'S KNOWLEDGE, GRANTEE HAS
DIVERTED A PORTION OF FUNDS FROM THE**

PURPOSE OF THE GRANT: (YES, NO) NO, TO THE KNOWLEDGE OF THE GRANTOR NO FUNDS HAVE BEEN DIVERTED TO ANY OTHER
ACTIVITY

DATES OF REPORTS RECEIVED FROM GRANTEE

THE SCRIPPS HOWARD FOUNDATION HAS NOT FORMALLY ISSUED REPORTS FOR ITS
12/31/2012 YEAR END HOWEVER, THE DIRECTORS OF THE ANDROCLES FOUNDATION
HAVE BEEN REASSURED THAT THE GRANTS FOR THE ROY W HOWARD ENDOWMENT AND
THE JACK R HOWARD ENDOWMENT HAVE BEEN ISSUED ACCORDING TO THE
TERMS OF THE AGREEMENT

DATES AND RESULTS OF ANY VERIFICATION

OF THE GRANTEE'S REPORTS: THE \$45,000 GRANT TO THE ORGANIZATION HAS BEEN UTILIZED EFFECTIVELY
NO FURTHER INDEPENDENT VERIFICATION WAS NECESSARY

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2012

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

ATTACHMENT H
FORM 990-PF, PART XV, LINE 3A

RECIPIENT: NAME AND ADDRESS	RELATIONSHIP TO ANY FOUNDATION MANAGER/SUBSTANTIAL CONTRIBUTOR	FOUNDATIO N STATUS OF RECIPIENT	PURPOSE OF GRANT	AMOUNT
ACLU Foundation 125 Broad Street 18 th Floor New York, NY 10004	None	501(c)(3)-Public Charity	Civil Liberties Advocacy	\$10,000
American Friends Service Committee 1501 Cherry Street Philadelphia, PA 19102	None	501(c)(3)-Public Charity	Community Development, Advocacy for Justice and Peace Education Worldwide	\$10,000
American Red Cross Disaster Relief 2025 E Street Washington, DC 20006	None	501(c)(3)-Public Charity	(Hurricane) Disaster Relief	\$35,000
Americares 88 Hamilton Avenue Stamford, CT 06902	None	501(c)(3)-Public Charity	(Hurricane) Disaster Relief	\$50,000
Bradley Zankel Foundation, Inc c/o Lamb & Barnosky, LLP 534 Broadhollow Road Suite 210 Melville, NY 11747	None	501(c)(3)- Private Non- Operating Foundation- Exercised Expenditure Responsibility	Medical/Cancer Grant	\$50,000
Catholic Charities of the Diocese of Santa Rosa P O. Box 4900 Santa Rosa, CA 95402	None	501(c)(3)-Public Charity	Religious Charitable Grant	\$20,000

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2012

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

ATTACHMENT H
 FORM 990-PF, PART XV, LINE 3A

Ceres Community Project Ceres Project P.O. Box 1562 Sebastopol, CA 95473	None	501(c)(3)-Public Charity	Community Outreach by Teaching Healthy Consumption for People, Communities and the Planet through Organic Foods	\$20,000
Challenged Athletes Foundation 9591 Waples St San Diego, CA 92191	None	501(c)(3)-Public Charity	Support Physically Disabled During Physical Fitness and Competitive Athletics	\$80,000
Christ the Savior Orthodox Church (under Orthodox Church of America) 340 East 71 st Street New York, NY 10021	None	501(c)(3)-Public Charity	Religious Grant	\$20,000
City Harvest, Inc. 575 8th Avenue 4 th Floor New York, NY 10018	None	501(c)(3)-Public Charity	Prevention of Hunger	\$30,000
Convoy of Hope 330 South Patterson Avenue Springfield, MO 68502	None	501(c)(3)-Public Charity	International Relief	\$15,000
Council on Aging Services for Seniors 30 Kawana Springs Rd. Santa Rosa, CA 95404	None	501(c)(3)-Public Charity	Services for Seniors	\$20,000
CureSearch 4600 East West Highway, Suite 600 Bethesda, MD 20814	None	501(c)(3)-Public Charity	Children's Cancer Research	\$30,000

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
 FOR THE YEAR ENDED DECEMBER 31, 2012

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

ATTACHMENT H
 FORM 990-PF, PART XV, LINE 3A

DeLancey Street Foundation 600 Embarcadero St. San Francisco, CA 94107	None	501(c)(3)-Public Charity	Residential Education Center	\$10,000
Direct Relief International 27 S. La Patera Lane Santa Barbara, CA 93177	None	501(c)(3)-Public Charity	(Hurricane) Disaster Relief	\$50,000
Doctors Without Borders P O Box 5030 Hagerstown, MD 21741	None	501(c)(3)-Public Charity	Medical Grant	\$50,000
Feeding America (formerly known as America's Second Harvest) P.O. Box 96749 Washington DC 20090- 6749	None	501(c)(3)-Public Charity	Fighting Domestic Hunger Relief	\$20,000
Food Animal Concerns Trust 3525 W Peterson Ave Chicago, IL 60659	None	501(c)(3)-Public Charity	Public Health Concerns	\$20,000
Gallery North 90 North Country Road Setauket, NY 11733	None	501(c)(3)-Public Charity	Contemporary Art Museum	\$35,000
Habitat for Humanity of New York City 111 John Street-23fl New York, NY 10038	None	501(c)(3)-Public Charity	Housing for the Needy	\$20,000
Habitat of Humanity of Sonoma County 3273 Airway Dr Ste E Santa Rosa, CA 95403	None	501(c)(3)-Public Charity	Housing for the Needy in Sonoma County, CA	\$20,000

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2012

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

ATTACHMENT H
FORM 990-PF, PART XV, LINE 3A

Humane Society of the United States Disaster Relief Fund 2100 L Street NW Washington, DC 20037	None	501(c)(3)-Public Charity	Animal Disaster Relief	\$20,000
International Center for Journalists 1616 11 th Street NW Washington DC 20006	None	501(c)(3)-Public Charity	Promotes Quality in Journalism Worldwide	\$10,000
Labradors and Friends 2307 Fenton Parkway #107-160 San Diego, CA 92108	None	501(c)(3)-Public Charity	Animal Protection and Welfare	\$10,000
La Jolla YMCA 8355 Cliffridge Avenue La Jolla, CA 92037	None	501(c)(3)-Public Charity	Public health concerns	\$20,000
Little Flower Projects P.O. Box 1235 Learney, NE 68848	None	501(c)(3)-Public Charity	International Relief	\$20,000
Lucille Packard Foundation for Children's Health 400 Hamilton Avenue Suite 340 Palo Alto, CA 94301	None	501(c)(3)-Public Charity	Health Care Concerns	\$15,000
Mayor's Fund to Advance New York City Hurricane Relief 253 Broadway, 8 th Fl New York, NY 10007	None	501(c)(3)-Public Charity	(Hurricane) Disaster Relief	\$20,000
Middleway House P.O. Box 95 Bloomington, ID 47402	None	501(c)(3)-Public Charity	Social Services	\$30,000

THE ANDROCLES FOUNDATION, INC.
EIN: 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2012

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

ATTACHMENT H
FORM 990-PF, PART XV, LINE 3A

Monarch School Project 808 West Cedar Street San Diego, CA 92101	None	501(c)(3)-Public Charity	Educate Students Impacted by Homelessness	\$10,000
New York Public Library 476 Fifth Avenue New York, NY 10018	None	501(c)(3)-Public Charity	Educational Charity	\$45,000
Northern CA Public Broadcasting, Inc. 2601 Mariposa Street San Francisco, CA 94110-1426	None	501(c)(3)-Public Charity	Media Communication to Northern California	\$20,000
Orthodox Peace Fellowship P O. Box 6009 Raleigh, NC 27628-6009	None	501(c)(3)-Public Charity	Religious Grant	\$20,000
Palm Care Healthcare Foundation 652 Petaluma Avenue Suite E Sebastopol, CA 95402	None	501(c)(3)-Public Charity	Health Care Grant	\$20,000
Paws'itive Teams 7031 Carrol Road San Diego, CA 92121	None	501(c)(3)-Public Charity	Animal Training and Behavior	\$10,000
Peninsula Aquatics San Diego 3446 Stadium Place San Diego, CA 92122-3308	None	501(c)(3)-Public Charity	Health Care Grant	\$10,000
Polaris Project P O Box 53315 Washington DC 20009	None	501(c)(3)-Public Charity	Combat Human Trafficking and Modern-Day Slavery	\$10,000

THE ANDROCLES FOUNDATION, INC.
EIN. 20-1514742
FOR THE YEAR ENDED DECEMBER 31, 2012

CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

ATTACHMENT H
FORM 990-PF, PART XV, LINE 3A

Praying Pelicans 4899 Miller Trunk Highway, Suite 216 Duluth, MN 55811	None	501(c)(3)-Public Charity	Religious Grant	\$20,000
Project Medishare for Haiti P O Box 381208 Miami, FL 33238	None	501(c)(3)-Public Charity	Sharing Human and Technical Resources with its Haitian Partners to Achieve Quality Healthcare and Development Services for All	\$30,000
Rancho Coastal Humane Society 389 Requeza Street Encinitas, CA 92024	None	501(c)(3)-Public Charity	Animal Protection and Welfare	\$30,000
Redwood Empire Food Bank 3320 Industrial Drive Santa Rosa, CA 95403	None	501(c)(3)-Public Charity	Ending Community Hunger	\$20,000
Redwood Gospel Mission P O. Box 493 Santa Rosa, CA 95402	None	501(c)(3)-Public Charity	Ending Community Hunger	\$20,000
Santa Fe Animal Shelter 100 Caja de Rio Road Santa Fe, NM 87507	None	501(c)(3)-Public Charity	Reduce Animal Suffering	\$15,000
San Diego Food Bank 9850 Distribution Avenue San Diego, CA 92121	None	501(c)(3)-Public Charity	Provide Food to People in Need and Connect People to Health and Human Service Providers	\$10,000

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
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CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

ATTACHMENT H
 FORM 990-PF, PART XV, LINE 3A

Save a Pet Animal Rescue, Inc. 608 Route 112 Port Jefferson Station, NY 11776	None	501(c)(3)-Public Charity	Animal Rescue Shelter and Adoption Center	\$20,000
Scripps Howard Foundation P.O. Box 5380 Cincinnati, OH 45201- 5380	None	501(c)(3)- Private Non- Operating Foundation- Exercised Expenditure Responsibility	Promote Free Press, Foster Journalism & Media Education	\$45,000
Starcross Community 34500 Annapolis Road Annapolis, CA 95412	None	501(c)(3)-Public Charity	Religious Grant	\$10,000
St Gregory of Sinai Monastery 8252 Harrington Flat Road Kelseyville, CA 95451	None	501(c)(3)-Public Charity	Religious Grant	\$20,000
St Tikhon's Orthodox Theological Seminary P.O. Box 130 South Canaan, PA 18459	None	501(c)(3)-Public Charity	Religious Grant	\$15,000
The Bishop's School 7607 La Jolla Boulevard La Jolla, CA 92037	None	501(c)(3)-Public Charity	Educational Grant	\$15,000
The Field (f/b/o Ram Worthington) 161 Sixth Avenue New York, NY 10013	None	501(c)(3)-Public Charity	Cultivating and Fostering the Performing Arts	\$15,000

THE ANDROCLES FOUNDATION, INC.
 EIN: 20-1514742
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CONTRIBUTIONS, GIFTS AND GRANTS PAID DURING THE YEAR

ATTACHMENT H
 FORM 990-PF, PART XV, LINE 3A

The Spanish Mustang Foundation P.O. Box 849 Estancia, NM 87016	None	501(c)(3)-Public Charity	Preservation and History	\$20,000
Urban Arts Partnership Development Department 414 Broadway 6 th Floor New York, NY 10013	None	501(c)(3)-Public Charity	Educational Grant	\$10,000
Voices of a People's History of the United States 45 Main Street Suite 547 Brooklyn, NY 11201-0027	None	501(c)(3)-Public Charity	Developing an Informed and Participatory Citizenry	\$30,000
Wikimedia Foundation 149 New Montgomery Street, 3 rd Floor San Francisco, CA 94105	None	501(c)(3)-Public Charity	Media Communications Grant	\$10,000
Worldwide Christian Medical Brigade P O Box 1633 Chula Vista, CA 91912	None	501(c)(3)-Public Charity	Religious Grant	\$10,000
TOTAL				\$1,270,000

Statement of Substantial Contributor

Organization: The Androcles Foundation, Inc.

EIN: 20-1514742

Tax Year: December 31, 2012

Form 990-PF, Part VII-A, Line 10

The following person(s) became a substantial contributor to the Foundation during the year (i.e. they have contributed at least \$5,000 in money or other property during the current year and prior tax years combined, and those contributions are more than 2% of the total contributions received by the foundation from its creation through the close of the current year).

NAME AND ADDRESS OF CONTRIBUTOR

Jane H. Perkins Charitable Lead Annuity Trust
c/o Lamb & Barnosky LLP
534 Broadhollow Road
Melville, New York 11747

PART VII-A, LINE 3

MINUTES OF THE
ANNUAL MEETING OF
THE BOARD OF DIRECTORS
OF
THE ANDROCLES FOUNDATION, INC.
April 18, 2012

The annual meeting of the Board of Directors of The Androcles Foundation, Inc. (the "Corporation") was held at the offices of the J.P. Morgan at 270 Park Avenue, New York, New York on April 18, 2012, following the meeting with J.P. Morgan.

The following Directors were present: Jennifer Perkins Fitzgerald, Chairman of the Board and President, Roy Howard Perkins, Senior Vice President and Timothy H. Perkins, Secretary and Treasurer. Paul L. Lamb, Jeffrey A. Zankel, Diane J. Moffet and Mara N. Harvey, counsel for the Corporation, were also present, as were Mary Jane Kissel, Elizabeth Perkins and Sierra Perkins.

The Chairman called the meeting to order at 2:30 p.m.

1. Election of Directors. Upon motion duly made, seconded and unanimously approved, Jennifer Perkins Fitzgerald, Timothy H. Perkins and Roy Howard Perkins were duly nominated and elected as Directors of the Corporation, each to serve a term of one year and until their successors are duly elected and qualified and Jennifer Perkins Fitzgerald was duly nominated and elected as Chairman of the Board.

2. Election of Officers. Upon motion duly made, seconded and unanimously approved, the following persons were duly nominated and elected to serve in the offices set forth below opposite their respective names, each to serve a term of one year and until their successors are duly elected and qualified:

Jennifer Perkins Fitzgerald	President
Roy Howard Perkins	Senior Vice President
Timothy H. Perkins	Secretary and Treasurer

3. Ratification of Prior Actions. Upon motion duly made, seconded and unanimously approved, all of the actions taken by the officers of the Corporation prior to the date hereof on behalf of the Corporation are hereby approved and ratified, including without limitation, donations made by the Corporation in the sum of \$1,075,000 to various charitable organizations in 2011, as shown on the Memorandum annexed hereto as Exhibit A.

4. Adoption of New Mission Statement. Upon motion duly made, seconded and unanimously approved, the Corporation agreed to adopt a new mission statement as shown on the Memorandum annexed hereto as Exhibit B, effective as of January 1, 2012.

There being no further business, on motion duly made, seconded and unanimously approved, the meeting was adjourned.

Respectfully submitted,

A handwritten signature in black ink, appearing to read "Timothy H. Perkins", written in a cursive style.

Timothy H. Perkins
Secretary

ATTACHMENT AA: SUPPLEMENTAL TO
PART VII-A

Challenged Athletes Foundation	33-0739596	9591 Waples St San Diego, CA 92191	75,000.00 ¹
Christ the Savior Orthodox Church (under Orthodox Church of America)	13-1624042	340 East 71 st Street New York, NY 10021	20,000.00
City Harvest, Inc.	13-3170676	575 8th Avenue 4 th Floor New York, NY 10018	30,000.00
Copan's Place	26-3305653	720 Virginia St Bellingham, WA 98225	5,000.00
Council on Aging Meals on Wheels	94-6138714	30 Kawana Springs Road Santa Rosa, CA 95404	20,000.00
DeLancey Street Foundation	23-7102690	600 Embarcadero St San Francisco, CA 94107	12,000.00
Doctors Without Borders	13-3433452	P.O. Box 5030 Hagerstown, MD 21741	43,000.00
Feeding America (formerly known as America's Second Harvest)	36-3673599	P.O. Box 96749 Washington DC 20090-6749	20,000.00
Food Animal Concerns Trust	36-3172605	3525 W Peterson Avenue Chicago, IL 60659	17,000.00
Gallery North	11-2368016	90 North Country Road Setauket, NY 11733	55,000.00
Grameen Foundation	73-1502797	1101 15 th St. NW 3 rd Floor Washington DC 20005	10,000.00
Habitat for Humanity of New York City	11-2857055	111 John Street 23 rd Floor New York, NY 10038	10,000.00

¹ \$15,000 was already given to Challenged Athletes Foundation. \$15,000 of the remaining donation should be used for the 2012 Gala.

Habitat for Humanity of Ouachita	72-1262553	1220 North 18 th St Suite 303 Monroe, LA 71201	20,000.00
Habitat of Humanity of Sonoma County	68-0041170	3273 Airway Drive Suite E Santa Rosa, CA 95403	20,000.00
International Center for Journalists	11-2724905	1616 11 th Street NW Washington DC 20006	10,000.00 ²
La Jolla YMCA	95-2039198	8355 Cliffridge Avenue La Jolla, CA 92037	10,000.00 ³
Lucille Packard Foundation for Children's Health	77-0440090	400 Hamilton Avenue Suite 340 Palo Alto, CA 94301	20,000.00 ⁴
Monarch School	33-0871354	808 West Cedar Street San Diego, CA 92101	10,000.00
Middleway House	23-7300355	P.O. Box 95 Bloomington, ID 47402	15,000.00
New York Public Library	13-1887440	476 Fifth Avenue New York, NY 10018	60,000.00
Northern CA Public Broadcasting, Inc.	94-1241309	2601 Mariposa Street San Francisco, CA 94110-1426	10,000.00
Orthodox Peace Fellowship		P.O. Box 6009 Raleigh, NC 27628-6009	25,000.00
Palm Care Healthcare Foundation	94-3314210	652 Petaluma Avenue Suite E Sebastopol, CA 95402	20,000.00
Peninsula Aquatics San Diego	20-0703382	3446 Stadium Place San Diego, CA 92122-3308	20,000.00

² The Donation to International Center for Journalists has already been made.

³ \$5,000 of this donation shall be used for Kids to Camp.

⁴ This donation shall be used by Dr. Enns and the EPI 743 Trial.

Challenged Athletes Foundation	33-0739596	9591 Waples St San Diego, CA 92191	75,000.00 ¹
Christ the Savior Orthodox Church (under Orthodox Church of America)	13-1624042	340 East 71 st Street New York, NY 10021	20,000.00
City Harvest, Inc.	13-3170676	575 8th Avenue 4 th Floor New York, NY 10018	30,000.00
Copan's Place	26-3305653	720 Virginia St Bellingham, WA 98225	5,000.00
Council on Aging Meals on Wheels	94-6138714	30 Kawana Springs Road Santa Rosa, CA 95404	20,000.00
DeLancey Street Foundation	23-7102690	600 Embarcadero St San Francisco, CA 94107	12,000.00
Doctors Without Borders	13-3433452	P.O. Box 5030 Hagerstown, MD 21741	43,000.00
Feeding America (formerly known as America's Second Harvest)	36-3673599	P.O. Box 96749 Washington DC 20090-6749	20,000.00
Food Animal Concerns Trust	36-3172605	3525 W Peterson Avenue Chicago, IL 60659	17,000.00
Gallery North	11-2368016	90 North Country Road Setauket, NY 11733	55,000.00
Grameen Foundation	73-1502797	1101 15 th St. NW 3 rd Floor Washington DC 20005	10,000.00
Habitat for Humanity of New York City	11-2857055	111 John Street 23 rd Floor New York, NY 10038	10,000.00

¹ \$15,000 was already given to Challenged Athletes Foundation. \$15,000 of the remaining donation should be used for the 2012 Gala.

Habitat for Humanity of Ouachita	72-1262553	1220 North 18 th St Suite 303 Monroe, LA 71201	20,000.00
Habitat of Humanity of Sonoma County	68-0041170	3273 Airway Drive Suite E Santa Rosa, CA 95403	20,000.00
International Center for Journalists	11-2724905	1616 11 th Street NW Washington DC 20006	10,000.00 ²
La Jolla YMCA	95-2039198	8355 Cliffridge Avenue La Jolla, CA 92037	10,000.00 ³
Lucille Packard Foundation for Children's Health	77-0440090	400 Hamilton Avenue Suite 340 Palo Alto, CA 94301	20,000.00 ⁴
Monarch School	33-0871354	808 West Cedar Street San Diego, CA 92101	10,000.00
Middleway House	23-7300355	P.O. Box 95 Bloomington, ID 47402	15,000.00
New York Public Library	13-1887440	476 Fifth Avenue New York, NY 10018	60,000.00
Northern CA Public Broadcasting, Inc.	94-1241309	2601 Mariposa Street San Francisco, CA 94110-1426	10,000.00
Orthodox Peace Fellowship		P.O. Box 6009 Raleigh, NC 27628-6009	25,000.00
Palm Care Healthcare Foundation	94-3314210	652 Petaluma Avenue Suite E Sebastopol, CA 95402	20,000.00
Peninsula Aquatics San Diego	20-0703382	3446 Stadium Place San Diego, CA 92122-3308	20,000.00

² The Donation to International Center for Journalists has already been made.

³ \$5,000 of this donation shall be used for Kids to Camp.

⁴ This donation shall be used by Dr. Enns and the EPI 743 Trial.

Habitat for Humanity of Ouachita	72-1262553	1220 North 18 th St Suite 303 Monroe, LA 71201	20,000.00
Habitat of Humanity of Sonoma County	68-0041170	3273 Airway Drive Suite E Santa Rosa, CA 95403	20,000.00
International Center for Journalists	11-2724905	1616 11 th Street NW Washington DC 20006	10,000.00 ²
La Jolla YMCA	95-2039198	8355 Cliffridge Avenue La Jolla, CA 92037	10,000.00 ³
Lucille Packard Foundation for Children's Health	77-0440090	400 Hamilton Avenue Suite 340 Palo Alto, CA 94301	20,000.00 ⁴
Monarch School	33-0871354	808 West Cedar Street San Diego, CA 92101	10,000.00
Middleway House	23-7300355	P.O. Box 95 Bloomington, ID 47402	15,000.00
New York Public Library	13-1887440	476 Fifth Avenue New York, NY 10018	60,000.00
Northern CA Public Broadcasting, Inc.	94-1241309	2601 Mariposa Street San Francisco, CA 94110-1426	10,000.00
Orthodox Peace Fellowship		P.O. Box 6009 Raleigh, NC 27628-6009	25,000.00
Palm Care Healthcare Foundation	94-3314210	652 Petaluma Avenue Suite E Sebastopol, CA 95402	20,000.00
Peninsula Aquatics San Diego	20-0703382	3446 Stadium Place San Diego, CA 92122-3308	20,000.00

² The Donation to International Center for Journalists has already been made.

³ \$5,000 of this donation shall be used for Kids to Camp.

⁴ This donation shall be used by Dr. Enns and the EPI 743 Trial.

Polaris Project for a world without slavery	03-0391561	P.O. Box 53315 Washington DC 20009	20,000.00
Project Medishare for Haiti	65-0965848	P.O. Box 381208 Miami, Fl 33238	45,000.00 ⁵
Rancho Coastal Humane Society	95-2151583	389 Requeza Street Encinitas, CA 92024	20,000.00 ⁶
Redwood Empire Food Bank	68-0121855	3320 Industrial Drive Santa Rosa, CA 95403	30,000.00
Redwood Gospel Mission	94-6122045	P.O. Boc 493 Santa Rosa, CA 95402	20,000.00
Santa Fe Animal Shelter	85-6000484	100 Caja de Rio Road Santa Fe, NM 87507	15,000.00
San Diego Humane Society	95-1661688	5500 Gaines St San Diego, CA 92110	10,000.00
San Diego Food Bank	20-4374795	9850 Distribution Avenue San Diego, CA 92121	10,000.00
Save a Pet	11-3290684	608 Route 112 Port Jefferson Station, NY 11776	20,000.00
Scripps Howard Foundation	31-6025114	P.O. Box 5380 Cincinnati, OH 45201-5380	45,000.00
Starcross Community	94-1687876	34500 Annapolis Road Annapolis, CA 95412	10,000.00
St. Gregory of Sinai Monastery	95-3892945	8252 Harrington Flat Road Kelseyville, CA 95451	30,000.00
St. Tikhon's Orthodox Theological Seminary	24-0798658	P.O. Box 130 South Canaan, PA 18459	15,000.00
The Bishop's School	95-1642362	7607 La Jolla Boulevard La Jolla, CA 92037	10,000.00

⁵ \$15,000 shall be used for the Zaryen Soccer Team and \$15,000 shall be used for the children's prosthetic programs

⁶ This donation shall be used for Barktober Fest

Polaris Project for a world without slavery	03-0391561	P.O. Box 53315 Washington DC 20009	20,000.00
Project Medishare for Haiti	65-0965848	P.O. Box 381208 Miami, Fl 33238	45,000.00 ⁵
Rancho Coastal Humane Society	95-2151583	389 Requeza Street Encinitas, CA 92024	20,000.00 ⁶
Redwood Empire Food Bank	68-0121855	3320 Industrial Drive Santa Rosa, CA 95403	30,000.00
Redwood Gospel Mission	94-6122045	P.O. Boc 493 Santa Rosa, CA 95402	20,000.00
Santa Fe Animal Shelter	85-6000484	100 Caja de Rio Road Santa Fe, NM 87507	15,000.00
San Diego Humane Society	95-1661688	5500 Gaines St San Diego, CA 92110	10,000.00
San Diego Food Bank	20-4374795	9850 Distribution Avenue San Diego, CA 92121	10,000.00
Save a Pet	11-3290684	608 Route 112 Port Jefferson Station, NY 11776	20,000.00
Scripps Howard Foundation	31-6025114	P.O. Box 5380 Cincinnati, OH 45201-5380	45,000.00
Starcross Community	94-1687876	34500 Annapolis Road Annapolis, CA 95412	10,000.00
St. Gregory of Sinai Monastery	95-3892945	8252 Harrington Flat Road Kelseyville, CA 95451	30,000.00
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⁵ \$15,000 shall be used for the Zaryen Soccer Team and \$15,000 shall be used for the children's prosthetic programs

⁶ This donation shall be used for Barktober Fest

The Field (f/b/o Rain Worthington)	13-33557408	161 Sixth Avenue New York, NY 10013	8,000.00
The Spanish Mustang Foundation	20-0117068	P.O. Box 849 Estancia, NM 87016	20,000.00
Urban Arts Partnership	13-3554734	Development Department 414 Broadway 6 th Floor New York, NY 10013	15,000.00
Voices of a People's History	26-0738341	45 Main Street Suite 547 Brooklyn, NY 11201-0027	15,000.00
Worldwide Christian Medical Brigade	45-3076206	P.O. Box 1633 Chula Vista, CA 91912	10,000.00 ⁷
TOTAL			\$1,075,000.00

⁷ This donation shall be used for the Medical Clinic Scripps San Diego Mission (Honduras)

**Application for Extension of Time to File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

THE ANDROCLES FOUNDATION, INC.

20-1514742

Number, street, and room or suite no. If a P O box, see instructions

Social security number (SSN)

C/O LAMB & BARNOSKY LLP

City, town or post office, state, and ZIP code. For a foreign address, see instructions

MELVILLE, NY 11747

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► LAMB & BARNOSKY LLP

Telephone No ► 631 694-2300

FAX No ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2012 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a	\$	46,861.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b	\$	12,861.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$	34,000.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions**For Privacy Act and Paperwork Reduction Act Notice, see Instructions.**Form **8868** (Rev. 1-2013)