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Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation
Lattner Family Foundation Inc

% LATTNER FAMILY FOUNDATION I

Number and street (or P O box number if mail is not delivered to street address)
777 EAST ATLANTIC AVENUE
Suite 317

Room/suite

City or town, state, and ZIP code
DELRAY BEACH, FL 33483

A Employer identification number
20-3100839

B Telephone number (see instructions)
(561) 278-3781

C If exemption application is pending, check here ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1. Foreign organizations, check here ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ☐

H Check type of organization ☑ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ☐

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 78,032,683

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))

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	0			
	2	Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	43	43		
	4	Dividends and interest from securities	1,406,963	1,406,963		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	1,333,052			
	b	Gross sales price for all assets on line 6a 6,540,800				
	7	Capital gain net income (from Part IV, line 2)		1,333,052		
	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)	223,782	223,565		
	12	**Total.** Add lines 1 through 11	2,963,840	2,963,623		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	72,000			72,000
	14	Other employee salaries and wages	100,035	25,009		75,026
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)	34,725	8,681	0	26,044
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	48,166	25,262		22,555
	19	Depreciation (attach schedule) and depletion	151	151		
	20	Occupancy	44,642	11,160		33,482
	21	Travel, conferences, and meetings	17,978	8,989		8,989
	22	Printing and publications				
	23	Other expenses (attach schedule)	327,244	264,458		62,786
	24	**Total operating and administrative expenses.** Add lines 13 through 23	644,941	343,710	0	300,882
	25	Contributions, gifts, grants paid	4,205,500			4,205,500
	26	**Total expenses and disbursements.** Add lines 24 and 25	4,850,441	343,710	0	4,506,382
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-1,886,601			
	b	**Net investment income** (if negative, enter -0-)		2,619,913		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets			
1 Cash—non-interest-bearing			
2 Savings and temporary cash investments	12,950,343	5,358,190	5,358,190
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 page 15 of the 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			
10a Investments—U S and state government obligations (attach schedule)			
b Investments—corporate stock (attach schedule)	14,294,817	14,722,536	18,822,882
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)	46,025,074	51,303,058	53,851,611
14 Land, buildings, and equipment basis ▶ 4,455			
Less accumulated depreciation (attach schedule) ▶ 4,455	151		
15 Other assets (describe ▶)			
16 **Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	73,270,385	71,383,784	78,032,683
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	
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			
28 Paid-in or capital surplus, or land, bldg , and equipment fund			
29 Retained earnings, accumulated income, endowment, or other funds	73,270,385	71,383,784	
30 **Total net assets or fund balances** (see page 17 of the instructions)	73,270,385	71,383,784	
31 **Total liabilities and net assets/fund balances** (see page 17 of the instructions)	73,270,385	71,383,784	

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	73,270,385
2	Enter amount from Part I, line 27a	2	-1,886,601
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	71,383,784
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	71,383,784

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	1,333,052
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	

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 page 18 of 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	4,164,675	78,892,626	0 052789
2010	4,242,294	78,985,989	0 053709
2009	4,523,206	70,190,264	0 064442
2008	4,837,566	91,900,038	0 052639
2007	4,546,481	98,268,464	0 046266

2	**Total** of line 1, column (d).	2	0 269845
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 053969
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	75,242,277
5	Multiply line 4 by line 3.	5	4,060,750
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	26,199
7	Add lines 5 and 6.	7	4,086,949
8	Enter qualifying distributions from Part XII, line 4.	8	4,506,382

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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**	26,199
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**	26,199
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	**4**	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	**5**	26,199
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — **6a** 41,307		
b	Exempt foreign organizations—tax withheld at source — **6b**		
c	Tax paid with application for extension of time to file (Form 8868) — **6c** 30,000		
d	Backup withholding erroneously withheld — **6d**		
7	Total credits and payments Add lines 6a through 6d	**7**	71,307
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**	45,108
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 45,108 **Refunded** ▶	**11**	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	**1a**		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	**1b**		No
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.*			
c	Did the foundation file **Form 1120-POL** for this year?	**1c**		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ______ **(2)** On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	**2**		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	**3**		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	**4a**		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	**4b**		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	**5**		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	**6**	Yes	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	**7**	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*	**8b**	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	**9**		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	**10**		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶www lattnerfoundation org

14 The books are in care of ▶LATTNER FAMILY FOUNDATION INC Telephone no ▶(561) 278-3781

Located at ▶777 EAST ATLANTIC AVENUE ST 317 DELRAY BEACH FL ZIP +4 ▶33483

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ▶

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

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
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 page 20 of the instructions)?	1b		No
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		No
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 ▶ 20____ , 20____ , 20____ , 20____			
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		No
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
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		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☑ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		**No**
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

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

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
PATTY GERHART EAST ATLANTIC AVENUE STE 317 DELRAY BEACH, FL 33483	FUND MANAGER 40 0	100,035	0	0
Total number of other employees paid over $50,000 ▶				

Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** ***(continued)***

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
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	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments See page 24 of the instructions **3**	
Total. Add lines 1 through 3. . . . . ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	65,041,394
b	Average of monthly cash balances	1b	11,346,704
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	76,388,098
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	0
3	Subtract line 2 from line 1d	3	76,388,098
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,145,821
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	75,242,277
6	**Minimum investment return.** Enter 5% of line 5	6	3,762,114

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	3,762,114
2a	Tax on investment income for 2012 from Part VI, line 5	2a	26,199		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	26,199
3	Distributable amount before adjustments Subtract line 2c from line 1			3	3,735,915
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	3,735,915
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	3,735,915

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	4,506,382
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	0
b	Cash distribution test (attach the required schedule)	3b	0
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,506,382
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	26,199
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	4,480,183

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

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

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					3,735,915
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only.				0	
b Total for prior years 2010 , 2009 , 2008			0		
3 Excess distributions carryover, if any, to 2012					
a From 2007.					
b From 2008.	295,247				
c From 2009.	1,019,118				
d From 2010.	316,563				
e From 2011.	243,222				
f **Total** of lines 3a through e.		1,874,150			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 4,506,382					
a Applied to 2011, but not more than line 2a				0	
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.					3,735,915
e Remaining amount distributed out of corpus		770,467			
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		2,644,617			
b Prior years' undistributed income Subtract line 4b from line 2b			0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.					
d Subtract line 6c from line 6b Taxable amount —see instructions			0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		2,644,617			
10 Analysis of line 9					
a Excess from 2008. . . .	295,247				
b Excess from 2009. . . .	1,019,118				
c Excess from 2010. . . .	316,563				
d Excess from 2011. . . .	243,222				
e Excess from 2012. . . .	770,467				

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

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 organization 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 organization had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

NONE

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

NA

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

PATTY GERHART
777 EAST ATLANTIC AVE STE 317
DELRAY BEACH, FL 33483
(561) 278-3781

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

AVAILABLE UPON REQUEST

c Any submission deadlines

NONE

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

NONE

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
SEE ATTACHED STATEMENT A 777 EAST ATLANTIC AVENUE 317 DELRAY BEACH, FL 33483			SEE ATTACHED STATEMENT A	4,205,500
Total . . . . ▶ **3a**				4,205,500
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments. . . .					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities. . . .			14	1,407,006	
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	1,333,052	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a PASSTHROUGH INCOME	900099	217	14	220,834	
b ROYALTY INCOME - SIGULER			15	2,112	
c ROYALTY INCOME - TIMBERVEST			15	32	
d OTHER INCOME FROM 1099S			14	587	
e					
12 Subtotal Add columns (b), (d), and (e). .		217		2,963,623	

13 Total. Add line 12, columns (b), (d), and (e). 13 2,963,840

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
N/A	NOT APPLICABLE

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

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

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

(a) Line No	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

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

Sign Here

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

******	2013-11-06	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Firm's name	ERNST & YOUNG US LLP		Firm's EIN	
Firm's address	111 MONUMENT CIRCLE SUITE 2600 INDIANAPOLIS, IN 46204		Phone no (317) 681-7445	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
SALES OF PUBLICLY TRADED SECURITIES			
SILCHESTER INTERNATIONAL K-1			
SILCHESTER INTERNATIONAL K-1			
TIMBERVEST PARTNERS III K-1			
WTC CTF INTERNATIONAL K-1			
WTC CTF INTERNATIONAL K-1			
SIGULER GUFF K-1			
SIGULER GUFF K-1			
BOSTON COMPANY K-1			
BOSTON COMPANY K-1			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
6,316,405		5,151,151	1,165,254
761			761
112,729			112,729
376			376
714			714
		6	-6
5,823			5,823
103,992			103,992
		39,644	-39,644
		16,947	-16,947

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(i) F M V as of 12/31/69	**(j)** Adjusted basis as of 12/31/69	**(k)** Excess of col (i) over col (j), if any	
			1,165,254
			761
			112,729
			376
			714
			-6
			5,823
			103,992
			-39,644
			-16,947

Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation

(a) Name and address	**(b)** Title, and average hours per week devoted to position	**(c)** Compensation **(If not paid, enter -0-)**	**(d)** Contributions to employee benefit plans and deferred compensation	**(e)** Expense account, other allowances
Forrest C Brown MD 777 EAST ATLANTIC AVENUE DELRAY BEACH, FL 33483	Trustee 15 0	12,000	0	0
Richard M Harris 777 EAST ATLANTIC AVENUE DELRAY BEACH, FL 33483	Trustee 15 0	12,000	0	0
Susan B Walker 777 EAST ATLANTIC AVENUE DELRAY BEACH, FL 33483	Trustee 15 0	12,000	0	0
Andrew L Harris 777 EAST ATLANTIC AVENUE DELRAY BEACH, FL 33483	Trustee 15 0	12,000	0	0
RICK WALKER 777 EAST ATLANTIC AVENUE DELRAY BEACH, FL 33483	TRUSTEE 15 0	12,000	0	0
JANET BROWN 777 EAST ATLANTIC AVENUE DELRAY BEACH, FL 33483	TRUSTEE 15 0	12,000	0	0

TY 2012 Accounting Fees Schedule

Name: Lattner Family Foundation Inc

EIN: 20-3100839

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTANT FEE	34,725	8,681		26,044

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: Lattner Family Foundation Inc

EIN: 20-3100839

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
LAPTOP COMPUTER	2006-05-02	2,892	2,891	M5		1			
COMPUTER	2007-12-21	1,563	1,413	M5		150			

TY 2012 Investments Corporate Stock Schedule

Name: Lattner Family Foundation Inc

EIN: 20-3100839

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE STATEMENT B	14,722,536	18,822,882

TY 2012 Investments - Other Schedule

Name: Lattner Family Foundation Inc

EIN: 20-3100839

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SILCHESTER INTL INVESTORS		2,413,636	3,274,498
THE BOSTON CO. EMERGING MARKET		0	0
GMO EMERGING MARKET FUND		2,285,472	1,533,116
AETOS		0	0
TIFF		2,000,000	4,160,151
WTC-CTF INTERNATIONAL		0	0
CORRIENTE		2,660,793	70,485
SIGULER GUFF		2,577,700	3,950,000
VANGUARD		32,537,417	33,930,378
JHL		2,078,789	2,078,789
TIMBERVEST PARTNERS III		1,749,251	1,854,194
BLUE ARC CAPITAL		3,000,000	3,000,000

TY 2012 Land, Etc. Schedule

Name: Lattner Family Foundation Inc

EIN: 20-3100839

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
LAPTOP COMPUTER	2,892	2,892		
COMPUTER	1,563	1,563		

TY 2012 Other Expenses Schedule

Name: Lattner Family Foundation Inc

EIN: 20-3100839

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
CASUAL LABOR	1,116	279		837
DUES & SUBSCRIPTIONS	1,100	275		825
INSURANCE	45,533	11,383		34,150
OFFICE EXPENSE	13,845	3,461		10,384
POSTAGE & DELIVERY	1,372	343		1,029
LEASE	1,028	257		771
NORTHERN TRUST FEES	140,280	140,280		
MISCELLANEOUS	851	213		638
OFFICE SUPPLIES	6,630	1,658		4,972
UTILITIES	12,240	3,060		9,180
PORTFOLIO DEDUCTION SIGULER	67,951	67,951		
ADVISORY FEE - SILCHESTER K1	26,599	26,599		
ADVISORY FEE - WTC K1	146	146		
PROFESSIONAL FEE - BOSTON K1	7,301	7,301		
OTHER DEDUCTIONS - SIGULER K1	1,183	1,183		
OTHER DED - SILCHESTER K1	69	69		

TY 2012 Other Income Schedule

Name: Lattner Family Foundation Inc

EIN: 20-3100839

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
PASSTHROUGH INCOME SILCHESTER K-1	3,743	3,743	
PASSTHROUGH INCOME FROM BOSTON K-1	-1,038	-1,038	
PASSTHROUGH INCOME FROM TIMBERVEST K-1	-23,349	-23,349	
ROYALTY INCOME - TIMBERVEST K-1	32	32	
PASSTHROUGH INCOME WTC-CTF INTL K-1	-148	-148	
PASSTHROUGH INCOME SIGULER K-1	241,843	241,626	
ROYALTY INCOME - SIGULER K-1	2,112	2,112	
OTHER INCOME FROM 1099S	587	587	

TY 2012 Taxes Schedule

Name: Lattner Family Foundation Inc

EIN: 20-3100839

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	17,743	17,743		
FEDERAL EXCISE TAXES	349			
PAYROLL TAXES	30,074	7,519		22,555

Lattner Family Foundation
EIN 20-3100839
Part XV Grants and Contributions Paid During The Year

Grants Paid During The Year 2012

DATE	Name and Address of Donee	Status	Purpose of Grant	Amount
11/5/2012	Achievement Centers For Children & Families 555 NW 4th St Delray Bch, FL 33444	501C3	Endowment Fund	$50,000 00
4/10/2012	Adopt-a-Family of the Palm Beaches 1712 Second Ave Lake Worth FL 33460	501 C3	Project GROW	$10,000.00
4/10/2012	Westerly Adult Day Services 5 Union St Westerly RI 02891	501 C3	Program Services	$9,000 00
11/5/2012	Alliance Defending Freedom 15100 N 90th St. Scottsdale, AZ 85260	501C3	General Projects	$200,000 00
11/8/2012	AMBUCS 2265 N. Fountain Wichita KS 67220	501 C3	Cycling for Special Needs Children	$10,000.00
11/8/2012	American Red-Cross-Midway-Kansas Chapter 1900 E. Douglas Wichita KS 67214	501 C3	Program Services	$15,000.00
11/8/2012	Andover Advantage Foundation 1432 N. Andover Rd Andover KS 67002	501 C3	Ipad Carts	$5,000.00
11/5/2012	Andover Public Library 937 N Andover Rd Andover, KS 67002	501 C3	Summer Activities Pro.	$10,000.00
4/10/2012	Anger Solutions Network, Inc 900 NE loop 410 San Antonio TX 78209	501 C3	Anger Management Programs	$10,000.00
4/10/2012	The ARC of Sedgwick County 2919 W Second St Wichita KS 67203	501 C3	Operating Support	$50,000 00
4/10/2012	Arts Partners 201 N Water Ste 300 box 827 Wichita KS 67201	501 C3	STEM Program	$10,000 00
11/8/2012	Atlanta Day Shelter 655 Ethel St. NW, Atlanta, GA 30318	501C3	General Support	$50,000 00
11/5/2012	Austin Street Centre PO Box 710729, Dallas, TX. 75371	501C3	Program Support	$10,000.00
11/8/2012	BAMC Fisher House 3623 George C Beach Rd Ft, Sam Hst. TX 78233	501 C3	Program Support	$2,500.00

All recipients are public charities exempt under IRC Section 509(a)(1), 509(a)(2) or 509(a)(3) as Type I, Type II or Functionally Integrated Type III

STATEMENT A

11/8/2012	Bethany Christian Services 6645 Peachtree Dunwoody Atlanta GA 30328	501 C3	Special Needs Adoptive Placements	$25,000.00
4/10/2012	Bethel College 300 E. 27th St. North Newton KS 67117	501 C3	Convocation Tech	$2,000.00
4/10/2012	Bethesda Memorial Hospital 2815 S Seacrest Boynton Bch FL 33435	501 C3	Nursing Program	$100,000.00
11/8/2012	Bethesda Memorial Hospital 2815 S. Seacrest Boynton Bch FL 33435	501 C3	Foundation Support	$12,000.00
11/8/2012	Big Brothers Big Sisters of Sedgwick County 310 NE 32nd Street Wihita, KS 67215	501C3	G E M Program	$15,000.00
11/8/2012	Blue Valley Young Life 6240 W 135th St Overland Pk KS 66223	501 C3	Capernaum Projact	$17,000 00
11/8/2012	Boca Raton Society for the Disabled, Inc/ 306 NW 35th St Boca Raton, FL 33431	501C3	Fieldtrips, lunches	$10,000.00
11/8/2012	Boys & Girls Club of Delray 800 Northpointe Pkwy, West Palm Bch, FL 33407	501C3	program support	$25,000.00
11/8/2012	Bradford Jonnycake Center of Westerly PO Box 273, 23 Industrial Blvd Westerly RI 02891	501C3	General Support	$30,000.00
11/8/2012	Bread of Life 3033 South Hillside Wichita, KS 67212	501C3	Purchase of Food	$10,000.00
4/10/2012	Breakthrough Club 1010 E Main St Box 47563 Wichita, KS 67201	501C3	General support	$50,000 00
11/8/2012	Butler County Community College 901 S Haverhill Rd El Dorado KS 67042	501 C3	General Support	$5,000 00
4/10/2012	Camp Wood YMCA Rte. 1, Box 78 Elmdale KS 66850	501 C3	100th Anniv Campaign	$25,000 00
11/8/2012	Caridad Center 8645 W Boynton Bch Blvd Boynton FL 33437	501 C3	Operating Support Health Clinic	$30,000 00
4/10/2012	Cerebral Palsy Research Found Of Kansas 5111 E. 21st St box 8217 Wichita KS 67208	501 C3	Adult Day Services	$15,500.00
11/8/2012	Child Advocacy Center of Sedgwick Cty 130 Market St, Ste 5052 Wichita, KS 67202	501C3	Behind Closed Doors Campaign	$100,000 00
11/8/2012	Christians Reaching Out to Society 1845 S Federal Hwy Delray Bch, FL 33483	501C3	General Support	$15,000.00
11/8/2012	Classical School of Wichita 6355 Willowbrook St Wichita KS 67218	501 C3	Renovations	$30,000.00

All recipients are public charities exempt under IRC Section 509(a)(1), 509(a)(2) or 509(a)(3) as Type I, Type II or Functionally Integrated Type III

11/8/2012	Community Caring Center of Boynton Beach 145 NE 4th St. Boynton Beach, FL 33435	501C3	Social Service Programs	$10,000.00
11/8/2012	CRC Recovery Foundation 309 NE 1st St Delray Beach FL 33483	501 C3	General Support	$3,000.00
11/5/2012	Crossroads Club, Inc 1700 Lake Ida Rd Delray Beach, FL 33445	501C3	Living Skills Program	$5,000.00
11/5/2012	Dallas Academy-The Lattner School 950 Tiffany Way, Dallas, TX. 75218	501C3	Playground addition	$45,000 00
11/5/2012	Dancer's Alchemy 1203 Knuth Road, Boynton Bch, FL. 33436	501C3	Scholarships Program Support	$10,000 00
11/8/2012	Delray Beach Center for the Arts 51 Swinton Ave, Delray Beach, FL 33444	501C3	Crest Theater Lighting	$50,000 00
11/5/2012	Delray Beach Chorale Box 6699 Delray Beach FL 33482	501 C3	Scholarships	$5,000 00
11/5/2012	Delray Beach Historical Society 3 NE 1st St Delray Beach FL 33444	501 C3	General Support	$5,000 00
11/8/2012	Delray Beach Playhouse 950 NW 9th St , Delray Beach, FL. 33444	501C3	underwrite school house rock	$5,000 00
11/8/2012	Disciples of Christ Ranch Box 1791 Okeechobee FL 34973	501 C3	Program Support	$3,000 00
11/8/2012	Dress For Success Wichita 1422 N. High St. Wichita KS 67214	501 C3	Tailored Transition Center	$5,000 00
11/8/2012	E C Tyree Health & Dental Clinic 1525 N. Lorraine Wichita KS 67214	501 C3	General Support	$15,000 00
4/10/2012	Eagle Ranch Box 7200 Chestnut Mtn GA 30502	501 C3	Operational Support	$15,000.00
11/8/2012	East Beach Association 150 East Ave Westerly RI 02891	501 C3	General Support	$2,000.00
11/8/2012	Ecumenical Center For Religion & Health 8310 Ewing Halsell Dr San Antonio TX 78229	501 C3	General Support	$10,000.00
11/8/2012	The Episcopal Diocese of Dallas 1630 N Garrett Ave. Dallas TX 75206	501 C3	General Support	$10,000.00
11/8/2012	Episcopal Social Services 233 S. St Francis Wichita, KS 67202	501C3	Apprentice Program	$50,000.00
11/8/2012	Erin is Hope Foundation 4921 E 21st ST N Wichita KS 67208	501 C3	General Support	$20,000 00

All recipients are public charities exempt under IRC Section 509(a)(1), 509(a)(2) or 509(a)(3) as Type I, Type II or Functionally Integrated Type III

11/8/2012	Families Together 3033 W. Second Ave Ste 106 Wichita KS 67203	501 C3	Bi-Lingual Parent info. Specialist	$20,000 00
11/8/2012	Farmworker Children's Council 131 Island Drive, Ocean Ridge, FL 33435	501C3	Homework Program	$5,000.00
11/5/2012	Forty Carrots Family Center 1500 S. Tuttle Ave Sarasota, FL 34239	501C3	Community Outreach	$5,000.00
11/8/2012	Friends University 2100 W University St Wichita, KS 67213	501C3	Presidential Scholarship	$51,000.00
11/8/2012	Fundamental Learning Center, Inc 917 S Glendale Wichita, KS 67218	501C3	Program Support	$35,000.00
4/10/2012	Galaxy Elementary School 3300 Forest Hill Blvd W.P. Beach FL 33406	501 C3	Rebuild School	$75,000.00
11/8/2012	George West Mental Health Fd 1951 N Druid Hills Rd NE Atlanta, GA 30329	501C3	Financial Aid program	$35,000.00
11/8/2012	Girl Scouts of the Golden Plains Council, Inc 360 Lexington Rd Wichita KS 67218	501 C3	General Support	$5,000.00
11/8/2012	Grace Ministries International 131 Village Pkwy NE, Bldg 4, Marietta, GA 30067	501C3	General Support	$10,000 00
11/8/2012	GraceMed Health Clinic 1122 N. Topeka St. Wichita, KS 67214	501C3	Clinic at Gardiner Elem School	$50,000 00
4/10/2012	Great Plains Christian Radio, Inc Box 991 Meade KS 67864	501 C3	Station Expansion	$55,000 00
4/10/2012	Great Plains Nature Center 6232 E 29th St N Wichita KS 67220	501 C3	ABCD Education Fund	$20,000 00
4/10/2012	Green Spaces Alliance Box 6250 San Antonio TX 78209	501 C3	Community Gardens Project	$25,000 00
11/8/2012	Gulf Stream School 3600 Gulf Stream Rd Gulf Stream FL 33483	501 C3	Forrest C. Lattner Scholarship Fund	$66,000 00
11/8/2012	Heart Gift Box 160157 San Antonio TX 78280	501 C3	General Support	$8,000.00
11/8/2012	Heartland Community Church 457 S. Woodlawn Wichita KS 67218	501 C3	Mortgage Payoff	$75,000 00
11/8/2012	Heartline Ministries 3611 N State Road 19, Sharpsville, IN 46068	501C3	General Support	$7,000.00
11/8/2012	Heifer International 1 World Ave. Little Rock AR 72202	501 C3	Operating Support	$5,000.00

All recipients are public charities exempt under IRC Section 509(a)(1), 509(a)(2) or 509(a)(3) as Type I, Type II or Functionally Integrated Type III

STATEMENT A

11/5/2012	Heritage Foundation 214 Massachusetts Ave NE Wash. DC 20002-4999	501C3	Distinguished Fellowship Position	$100,000 00
4/10/2012	High Hopes Therapeutic Riding, Inc. 36 Town Woods Rd Old Lyme CT 06371	501 C3	Scholarship Assistance	$5,000 00
11/8/2012	Hillsdale College 33 N. College St., Hillsdale, MI 49242	501C3	Lattner Scholarship	$95,000 00
11/8/2012	Horizon Methodist Center 30811 Horizon Dr Arkansas City KS 67005	501 C3	General Support	$35,000 00
4/10/2012	Hospitals of Hope 3545 N. Santa Fe Wichita KS 67219	501 C3	Clinic in a Can	$54,000 00
11/8/2012	Imagine It! The Children's Museum of Atlanta 275 Centennial Olympic Atlanta GA 30313	501 C3	Traveling Exhibitions	$10,000.00
11/8/2012	Imagine Schools-Chancellor Campus 3333 High Ridge Rd Boynton Bch FL 33426	501 C3	Update Security	$3,000 00
4/10/2012	In The Pines, Inc 16101 Half Mile Rd Box D-2 Delray Bch FL 33446	501 C3	Construction costs	$25,000 00
11/8/2012	Inter-Faith Ministries 829 N Market Wichita, KS 67214	501C3	Renovate Shelter	$5,000 00
11/8/2012	International Christian Institute 19649 Delaware Cir Boca Raton FL 33434	501 C3	General Support	$2,000 00
11/8/2012	Iraq Star PO Box 1931 Rancho Mirage, CA 92270	501C3	Program support	$30,000 00
11/12/2012	Jack The Bike Man PO Box 8125 West Palm Beach, FL 33407	501C3	General Support	$5,000 00
11/8/2012	Jacob's Ladder 407 Hardscrabble Rd Roswell GA 30075	501 C3	Renovation/Expansion	$146,000 00
11/8/2012	Jeff Industries 115 East Coast Ave. Hypoluxo, FL 33462	501C3	Vocational Training	$35,000.00
11/8/2012	John C. Holmgren Center 8580 Ewing Halsell Rd San Antonio TX 78229	501 C3	General Support	$2,000.00
11/8/2012	Jubilee Park & Community Center 1900 Ackard, Suite 3500, Dallas, TX 75201	501C3	Operating Funds	$15,000.00
11/8/2012	Kansas Aviation Museum 3350 George Washington Blvd. Wichita, KS 67210	501C3	Math/Science/History Learning Center	$30,000 00
11/8/2012	Kansas Children's Service League PO Box 517, 1365 N Custer Wichita, KS 67201	501C3	Parent Tip Cards	$10,000 00

11/8/2012	Kansas Council on Economic Education 1845 Fairmount Campus Bx 203 Wichita KS 67260	501C3	Operational Support	$15,000.00
11/8/2012	Kansas Food Bank 1919 E. Douglas Wichita KS 67211	501 C3	General Support	$15,000.00
11/8/2012	Kansas Honor Flights box 2371 Hutchinson KS 67504	501 C3	General Support	$3,000.00
11/8/2012	Kansas Humane Society 3313 N Hillside Wichita,KS 67219	501C3	Educational Programming	$10,000.00
11/5/2012	Kansas Junior Livestock Show 1877 N Rock Rd Wichita, KS 67206	501C3	Scholarships	$10,000.00
4/10/2012	Kansas Pediatric Foundation PO Box 860481 Shawnee KS 66286	501C3	Turn-A-Page Touch a Mind	$10,000.00
11/8/2012	Kansas Policy Institute 250 N. Water, Ste 216, Wichita, KS. 67202	501C3	Fiscal Policy Analyst	$10,000.00
11/8/2012	Kansas Wildscape Foundation 2500 West 6th st Ste-G Lawrence KS 66049	501 C3	Wildifer Challenge Programming	$40,000.00
11/8/2012	Knights of St John 1875 K Street NW Ste 603, Wash, DC 20006	501C3	General Support	$10,000.00
11/8/2012	Lake Worth Christian School 7592 High Ridge Rd Boynton Bch FL 33426	501 C3	Science Lab Renovation	$22,000.00
11/8/2012	Lackland Fisher House 1445 Foster Ave Lackland AFB TX 78236	501 C3	General Support	$2,500 00
11/8/2012	Lakeside Christian Church 3560 Old Boynton Bch Blvd Boyn Bch FL 33436	501 C3	General Support	$3,000 00
11/5/2012	Lantana Athletic Association PO Box 3166, Lantana, FL 33465	501C3	Hardship Scholarships Used Field Groomer	$10,000 00
4/10/2012	Life Ventures/East Wichita Shepherds Center 4407 East Douglas Wichita KS 67218	501C3	Tuition Shortfall	$7,000.00
11/8/2012	Literacy Volunteers of Washington County 44 Broad Street, Westerly, RI. 02891	501C3	General Support	$5,000 00
11/8/2012	Lord's Diner 520 N Broadway, Wichita, KS 67214	501C3	Family Feast Fundraiser	$10,000 00
11/5/2012	Lorida Volunteer Fire Department 1172 US 98, Lorida, FL. 33857	501C3	General Support	$2,000 00
11/8/2012	Memorial & Library Assn. of Westerly 44 Broad Street, Westerly, RI. 02891	501C3	General Support	$1,500 00

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4/10/2012	Menninger Clinic 2801 Gessner Dr Houston TX 77080	501 C3	Translational Neuro/ Science Project	$100,000.00
11/8/2012	Mennonite Housing & Rehabilitation Svcs. 2145 N Topeka, Wichita, KS 67214-1140	501C3	Matching Funds Gap Financing	$45,000.00
11/8/2012	Mental Health Assoc of S Central Kansas 555 N Woodlawn, Wichita, KS 67208	501C3	Compeer & CHAT	$35,000.00
4/10/2012	Milagro Center 695 Auburn Ave Delray Beach FL 33444	501 C3	Cultural Arts Program	$25,000.00
11/8/2012	Moving The Spirit 750 Glenwood Ave Atlanta GA 30316	501 C3	Operating Support	$25,000 00
11/8/2012	Music Theatre of Wichita 202 W Douglas, Ste 202, Wichita, KS 67202	501C3	Performance Funding	$50,000 00
11/8/2012	NAMI-Wichita PO Box 2435, Wichita, KS. 67201	501C3	Three Programs	$3,000 00
11/8/2012	North Dallas Shared Ministries 2875 Merrill Road Dallas TX 75229	501 C3	Program Support	$10,000.00
11/8/2012	Operation Freedom 39456 Holcomb Bridge Rd Ste 200 Norcross, GA 30092	501C3	Program Support	$9,000.00
11/8/2012	Operation Shoebox 8360 E Highway 25 Belleview FL 34420	501 C3	General Support	$5,000 00
11/5/2012	Out of Door Academy 444 Reid Street, Sarasota, FL 34242	501C3	Scholarships	$10,000 00
11/8/2012	Palm Beach County Literacy Coalition 551 SE 8th St Ste 505 Delray Beach FL 33483	501 C3	Operating Support	$5,000 00
4/10/2012	Palm Beach Habilitation Center, Inc 4522 S. Congress Ave Lake Worth FL 33461	501 C3	Food Service Employm Training Program	$25,000 00
11/8/2012	Palm Beach State College 4200 Congress Ave. Lake Worth, FL 33461	501C3	Generation Scholarship	$25,000.00
11/8/2012	Palm Beach Post Season to Share 2751 S Dixie Hwy, West Palm Beach, FL 33405	501C3	General Support	$35,000.00
11/5/2012	Public TV-Dallas KERA 3000 Harry Hines Blvd. Dallas, TX. 75201	501C3	Downtown Abbey Masterpiece theatre	$15,000.00
11/5/2012	Public TV-Providence WSBE 50 Park Lane, Providence, RI 02907	501C3	Art Rhode Island Underwriting support	$15,000 00
11/5/2012	Public TV-West Palm Beach WXEL PO Box 6607, West Palm Beach, Fl. 33405	501C3	Underwriting support	$15,000 00

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11/8/2012	Public TV-Wichita KPTS 320 West 21st St N , Wichita, KS 67203	501C3	Transmitter Tower	$20,000.00
4/10/2012	RACE Charities 1400 Terradyne Dr Ste 222 Andover KS 67002	501 C3	Produce Video	$10,000 00
11/5/2012	Radio Kansas 815 N Walnut Ste 300 Hutchinson, KS 67501	501C3	Upgrade Signal	$9,500 00
11/8/2012	Roots & Wings 220 W. Douglas Ste. 15 Wichita KS 67202	501 C3	Advocacy Services	$15,000 00
11/5/2012	Salvation Army-Dallas PO Box 170580 8341 Elam Rd Dallas, TX 75217	501C3	General Support	$20,000 00
11/5/2012	Salvation Army-Palm Beaches 4051 Kirk Rd Lake Worth, FL 33461	501C3	General Support	$20,000 00
11/5/2012	Salvation Army-Wichita 350 N Market St , Wichita, KS 67202	501C3	General Support	$20,000.00
11/8/2012	St Georges Episcopal Church 1729 S. Beckley, Dallas, TX 75224	501C3	General Support	$10,000.00
11/5/2012	St Paul's Episcopal Church/Paul's Place 188 S. Swinton Ave., Delray Beach, FL. 33444	501C3	Resident Artist Hiring Support	$5,000.00
11/8/2012	St. Simon's Child Care PO Box 700324 Dallas TX 75370	501C3	Expenses for 3 after school programs	$7,000.00
11/8/2012	Sandy Springs Learning Center 6730 Sunnybrook Lane Sandy Springs GA 30328	501C3	Program Support	$4,000.00
11/8/2012	Sandy Springs Mission, Inc. 850 Mount Vernon Hwy NW, Atlanta, GA 30327	501C3	General Support	$10,000.00
11/8/2012	San Antonio Parks Foundation 600 Hemisfair Plaza Way #247, San Ant TX 78206	501C3	Japanese Tea Garden Renovation	$25,000 00
4/10/2012	Seagull Industries 2879 West Industrial Way, Riviera Beach, FL 33404	501C3	Seagull Achievement Center	$50,000 00
11/8/2012	Senior Services 200 S. Walnut, Wichita, KS 67213	501C3	Program Services	$10,000 00
11/8/2012	Share the Season-Wichita Community Found. 200 W. Douglas, Suite 250, Wichita, KS. 67202	501C3	Share The Season Prg	$40,000 00
4/10/2012	The Society of the Four Arts 2 Four Arts Plaza Palm Beach FL 33480	501 C3	Fitz Eugene Dixon Education Building	$10,000 00
11/5/2012	Soup Kitchen-Boynton Beach PO Box 741155, Boynton Bch., FL. 33437	501C3	General Support	$10,000 00

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4/10/2012	South Florida Science Museum 4801 Dreyer Trail N. W. Palm Bch FL 33405	501 C3	Program Services	$25,000.00
4/10/2012	Spady Cultural Arts Museum 170 NW 5th Ave, Delray Beach, FL 33444	501C3	Kids Cultural Club	$10,000 00
11/5/2012	Special Olympics-Georgia 4000 DeKalb Tech. Pky. #400, Atlanta, GA 30340	501C3	Program Support	$15,000 00
11/5/2012	Special Olympics-Kansas 5280 Foxridge Dr , Mission, KS. 66202	501C3	General Support	$15,000.00
11/5/2012	Special Olympics-Palm Beach County 2700 6th Ave S , Lake Worth, FL 33461	501C3	General Support	$15,000 00
11/8/2012	Special Olympics-Rhode Island 370 Geo Washington Hwy. Smithfield RI 02917	501 C3	Young Athletics Prog.	$15,000.00
11/8/2012	Stealth Baseball Team, Inc 2953 W Cypress Creek Ste 101 Ft Laud. FL 33309	501 C3	Scholarship/Training	$5,000.00
4/10/2012	Stepstone 3700 E Lincoln Wichita, KS 67218	501C3	Operating Services	$20,000.00
11/8/2012	Sunflower Resource Conservation & Development 705 East Main St. Harper KS 67058	501 C3	General Support	$5,000 00
4/10/2012	Symphony In The Flint Hills 311 Cottonwood Box 441 Strong City KS 66869	501 C3	Flint Hills Media Project Joyful Noise	$5,000 00
11/5/2012	The T E D Center 401 W Atlantic Ave Delray Beach FL 33444	501 C3	Business Incubator Program	$20,000 00
11/8/2012	Take Stock in Children 230 S. Dixie Hwy., #200, Lake Worth, FL 33460	501C3	Program Support	$15,000 00
11/8/2012	The Nature Conservancy-Kansas Chapter 700 S W Jackson Ste 804 Topeka KS 66603	501 C3	Talmo Marsh Match	$50,000.00
11/8/2012	The Nature Conservancy-Rhode Island Chapter 159 Waterman St Providence RI 02906	501 C3	3-Coastal Programs	$10,000.00
11/8/2012	The Treehouse 151 N. Volutsia Wichita, KS 67214	501C3	Programs	$10,000.00
11/8/2012	Trinity Academy 12345 East 21st Wichita KS 67206	501 C3	Next Generation Camp. 500K over two years	$100,000.00
11/8/2012	Union Rescue Mission 2800 N. Hillside Wichita, KS 67219	501C3	New Life Program	$15,000 00
11/8/2012	U S Navy Memorial Foundation 701 Pennsylvania Ave Ste 123 Wash. DC 20004	501 C3	General Support	$10,000.00

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STATEMENT A

4/10/2012	Urban Youth Impact Box 222592 West Palm Beach FL 33422	501 C3	Programmıng	$30,000 00
11/8/2012	UTHSC-School Of Nursıng 7703 Floyd Curl Dr MC 7835 San Ant Tx 78229	501 C3	General Support	$12,500.00
11/8/2012	VA Fısher House 7400 Merton Mınter Blvd San Antonio TX 78229	501 C3	General Support	$2,500 00
11/8/2012	Volunteers of Amerıca Florida 1205 E 8th Ave Tampa FL 33605	501 C3	General Support	$5,000.00
11/8/2012	WARM 56 Spruce St., Westerly, RI. 02891	501C3	Emergency Shelter Soup Kıtchen Programs	$25,000 00
11/8/2012	Waysıde House 378 NE Sixth Ave Delray Beach FL 33483	501 C3	Cocoon Children's Family Center	$10,000 00
11/5/2012	Westerly Armory Restoration Box 614 Westerly RI 02891	501 C3	Handıcap Access	$15,000 00
11/8/2012	Westerly Chamber of Commerce One Chamber Way Westerly RI 02891	501 C3	General Support	$15,000 00
11/8/2012	Westerly Land Trust PO Box 601, Westerly, RI 02891	501C3	Purchase Land Dunn's Corner	$10,000 00
11/8/2012	Westerly Pawcatuck YMCA 95 Hıgh Street, Westerly, RI 02891	501C3	Furnıture, Fıxtures, and Equıpment	$40,000 00
11/8/2012	Wıchita Audobon Socıety, Inc Box 47607 Wichita KS 67201	501 C3	Local Servıces	$2,000 00
11/1/2012	Wıchita Children's Home 810 N Holyoke Wichita KS 67208	501 C3	Build Residential Center	$150,000.00
11/8/2012	Wıchita Grand Opera 225 West Douglas Wichıta, KS 67202	501C3	General Support	$2,500 00
11/8/2012	Wıchıta Habıtat for Humanity PO Box 114 Wıchıta, KS 67201	501C3	Keystone Campaign	$35,000 00
11/8/2012	Wichıta Symphony 225 W. Douglas, Ste 207, Wichıta, KS. 67202	501C3	Young People's Concert	$10,000.00
4/10/2012	The Workfaith Connection 1500 N Post Oak Rd Ste 77055 Houston Tx 77055	501 C3	Direct Program Costs	$25,000.00
4/10/2012	World Impact - Wichıta 3701 E 13th St Wichıta, KS 67208	501C3	Program Costs	$20,000.00
11/8/2012	Wounded Warrıor Project 7020 AC Skınner Project Jacksonvılle FL 32256	501 C3	Operating Programs	$10,000.00

All recıpients are publıc charıtıes exempt under IRC Sectıon
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11/8/2012	YMCA Boynton Beach 9600 S Military Tr Boynton Beach, FL. 33436	501C3	Caridad Kids Summer Camp Program	$25,000 00
11/8/2012	YMCA-Wichita 3330 N. Woodlawn St , Wichita, KS. 67220	501C3	Program Supplies After-School Program	$10,000 00
4/10/2012	Young Life-Wichita 6505 E Central, #318, Wichita, KS 67206	501C3	Urban Camp Scholarships	$28,000 00
11/5/2012	Youth Entrepreneurs of Kansas 1845 Fairmont, Box 157, Wichita, KS 67260	501C3	Program Costs For 500 Children	$11,500 00
4/10/2012	Youth Horizons 1601 E Douglas, Wichita, KS 67211	501C3	Renovate the Barn	$15,000 00
11/8/2012	Youthville, Inc 4505 E 47th St South Wichita KS 67210	501C3	General support	$18,000 00
				$4,205,500.00

All recipients are public charities exempt under IRC Section 509(a)(1), 509(a)(2) or 509(a)(3) as Type I, Type II or Functionally Integrated Type III

STATEMENT A

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Mid Cap									
ALBEMARLE CORP COM (ALB)	$62.120	475.00	$29,507.00	$10,168.06	$19,338.94	$95.00	$380.00	1.3%	1.9%
ALLIANCE DATA SYS CORP COM (ADS)	144.760	273.00	39,519.48	4,412.59	35,106.89				2.5%
ATWOOD OCEANICS INC COM (ATW)	45.790	395.00	18,087.05	11,308.40	6,778.65				1.1%
CLEAN HBRS INC COM (CLH)	55.010	45.00	2,475.45	2,520.00	(44.55)				0.2%
COOPER COS INC COM NEW (COO)	92.480	460.00	42,540.80	12,539.17	30,001.63		27.60	0.1%	2.7%
CORE LABORATORIES NV NLG0.03 (CLB)	109.310	170.00	18,582.70	3,840.47	14,742.23		190.40	1.0%	1.2%
DSW INC CL A CL A (DSW)	65.690	560.00	36,786.40	9,715.42	27,070.98		403.20	1.1%	2.3%
KENNAMETAL INC. CAPITAL STOCK $1.25 PAR (KMT)	40.000	570.00	22,800.00	16,816.51	5,983.49		364.80	1.6%	1.4%
LKQ CORP COM LKQ CORP (LKQ)	21.100	1,030.00	21,733.00	8,024.83	13,708.17				1.4%
MICROS SYS INC COM (MCRS)	42.440	395.00	16,763.80	12,378.54	4,385.26				1.1%
MSC INDL DIRECT INC CL A COMMON STOCK (MSM)	75.380	525.00	39,574.50	11,964.07	27,610.43		630.00	1.6%	2.5%
RESMED INC COM (RMD)	41.570	455.00	18,914.35	3,735.48	15,178.87		309.40	1.6%	1.2%
SMITH A O CORP COM (AOS)	63.070	190.00	11,983.30	11,945.03	38.27		152.00	1.3%	0.8%
TERADYNE INC COM (TER)	16.890	1,065.00	17,987.85	8,720.67	9,267.18				1.1%
TRACTOR SUPPLY CO COM (TSCO)	88.360	250.00	22,090.00	5,828.53	16,261.47		140.00	0.6%	1.4%

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STATEMENT B

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
ULTA SALON COSMETICS & FRAGRANCE INC COMSTK (ULTA)	98.260	260.00	25,547.60	3,903.95	21,643.65				1.6%
Total Mid Cap			**$384,893.28**	**$137,821.72**	**$247,071.56**	**$95.00**	**$2,597.40**	**0.7%**	**24.2%**
Equity Securities - Small Cap									
ACXIOM CORP COM (ACXM)	$17.460	2,055.00	$35,880.30	$32,906.05	$2,974.25		$493.20	1.4%	2.3%
ADTRAN INC COM (ADTN)	19.540	470.00	9,183.80	14,332.79	(5,148.99)		169.20	1.8%	0.6%
AKORN INC COM (AKRX)	13.360	1,930.00	25,784.80	24,351.76	1,433.04				1.6%
APPROACH RES INC COM STK (AREX)	25.010	545.00	13,630.45	14,934.48	(1,304.03)				0.9%
ATLAS AIR WORLDWIDE HLDGS INC COM NEW STK (AAWW)	44.310	310.00	13,736.10	13,791.74	(55.64)				0.9%
ATMI INC COM (ATMI)	20.880	800.00	16,704.00	20,142.33	(3,438.33)				1.1%
BANKRATE INC DEL COM (RATE)	12.450	1,285.00	15,998.25	21,063.97	(5,065.72)				1.0%
BELDEN INC COM (BDC)	44.990	890.00	40,041.10	25,108.46	14,932.64		178.00	0.4%	2.5%
BJS RESTAURANTS INC COM (BJRI)	32.900	470.00	15,463.00	9,265.06	6,197.94				1.0%
BRAVO BRIO RESTAURANT GROUP INC COM STOCK (BBRG)	13.430	535.00	7,185.05	9,031.45	(1,846.40)				0.5%
CARPENTER TECHNOLOGY CORP COM (CRS)	51.630	320.00	16,521.60	15,328.57	1,193.03		230.40	1.4%	1.0%
CELADON GROUP INC COM (CGI)	18.070	725.00	13,100.75	11,147.68	1,953.07		58.00	0.4%	0.8%
CONNS INC COM (CONN)	30.680	290.00	8,897.20	7,887.47	1,009.73				0.6%

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
CONSTANT CONTACT INC COM STK (CTCT)	14.210	810.00	11,510.10	16,425.62	(4,915.52)				0.7%
CORPORATE EXECUTIVE BRD CO COMMON STOCK (CEB)	47.460	270.00	12,814.20	11,810.21	1,003.99		189.00	1.5%	0.8%
DEALERTRACK TECHNOLOGY COM (TRAK)	28.720	1,195.00	34,320.40	20,400.79	13,919.61				2.2%
DIODES INC COM (DIOD)	17.350	632.00	10,965.20	11,413.12	(447.92)				0.7%
ELIZABETH ARDEN INC COM (RDEN)	45.010	560.00	25,205.60	14,204.75	11,000.85				1.6%
ENERSYS COM (ENS)	37.630	445.00	16,745.35	6,404.75	10,340.60				1.1%
FINANCIAL ENGINES INC COM (FNGN)	27.750	495.00	13,736.25	11,284.92	2,451.33				0.9%
FINISAR CORPORATION COMMON STOCK (FNSR)	16.300	630.00	10,269.00	13,035.17	(2,766.17)				0.6%
GENTEX CORP COM (GNTX)	18.820	1,100.00	20,702.00	23,261.99	(2,559.99)		572.00	2.8%	1.3%
GSE HLDG INC COM (GSE)	6.200	335.00	2,077.00	3,273.44	(1,196.44)				0.1%
INTEGRATED DEVICE TECHNOLOGY INC COM (IDTI)	7.300	3,305.00	24,126.50	23,124.81	1,001.69				1.5%
INTERXION HOLDING NV COM (INXN)	23.760	725.00	17,226.00	16,348.30	877.70				1.1%
KNIGHT TRANSN INC COM (KNX)	14.630	575.00	8,412.25	11,720.89	(3,308.64)		138.00	1.6%	0.5%
LIFE TIME FITNESS INC COM (LTM)	49.210	885.00	43,550.85	31,395.15	12,155.70				2.7%
LIVE NATION ENTERTAINMENT INC (LYV)	9.310	1,495.00	13,918.45	16,436.58	(2,518.13)				0.9%
LUMINEX CORP DEL COM (LMNX)	16.760	1,070.00	17,933.20	20,194.61	(2,261.41)				1.1%
MAGNUM HUNTER RES CORP DEL COM (MHR)	3.990	3,760.00	15,002.40	17,117.44	(2,115.04)				0.9%

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STATEMENT B

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% Asse
MAXLINEAR INC-CLASS A (MXL)	5.020	885.00	4,442.70	7,822.79	(3,380.09)				0.3
MIDDLEBY CORP COM (MIDD)	128.210	305.00	39,104.05	24,591.13	14,512.92				2.5
MOBILE MINI INC COM (MINI)	20.830	1,331.00	27,724.73	21,492.06	6,232.67				1.7
NCI BUILDING SYSTEMS INC COM NEW (NCS)	13.900	1,005.00	13,969.50	11,569.03	2,400.47				0.9
NIC INC COM (EGOV)	16.340	1,475.00	24,101.50	13,516.51	10,584.99		811.25	3.4%	1.5
OXFORD INDS INC COM (OXM)	46.360	580.00	26,888.80	21,586.00	5,302.80		348.00	1.3%	1.7
PDC ENERGY INC COM (PDCE)	33.210	590.00	19,593.90	19,937.60	(343.70)				1.2
PEGASYSTEMS INC COM (PEGA)	22.680	485.00	10,999.80	13,163.45	(2,163.65)		58.20	0.5%	0.7
POLYONE CORP COM (POL)	20.420	2,230.00	45,536.60	33,749.28	11,787.32	111.50	356.80	0.8%	2.9
POLYPORE INTL INC COM (PPO)	46.500	860.00	39,990.00	25,861.38	14,128.62				2.5
POWER INTEGRATIONS INC COM (POWI)	33.610	390.00	13,107.90	14,703.47	(1,595.57)		39.00	0.3%	0.8
REX ENERGY CORP COM STK (REXX)	13.020	1,585.00	20,636.70	18,426.26	2,210.44				1.3
REXNORD CORP COM USD0.01 (RXN)	21.300	405.00	8,626.50	8,237.07	389.43				0.5
ROGERS CORP COM (ROG)	49.660	725.00	36,003.50	16,623.81	19,379.69				2.3
ROVI CORP COM (ROVI)	15.430	664.00	10,245.52	15,241.92	(4,996.40)				0.6
SAPIENT CORP COM (SAPE)	10.560	2,210.00	23,337.60	21,129.06	2,208.54		773.50	3.3%	1.5
SPECTRANETICS CORP COM (SPNC)	14.770	1,175.00	17,354.75	13,889.58	3,465.17				1.1
SYNTEL INC COM (SYNT)	53.590	200.00	10,718.00	6,083.44	4,634.56		48.00	0.4%	0.7

Continued on next page.

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
TENNANT CO COM (TNC)	43.950	705.00	30,984.75	27,955.69	3,029.06		507.60	1.6%	2.0%
TREX CO INC COM (TREX)	37.230	415.00	15,450.45	13,423.13	2,027.32				1.0%
ULTIMATE SOFTWARE GROUP INC COM (ULTI)	94.410	250.00	23,602.50	9,475.33	14,127.17				1.5%
UNITED NAT FOODS INC COM (UNFI)	53.590	720.00	38,584.80	17,972.06	20,612.74				2.4%
UTI WORLDWIDE INC ORD NPV (UTIW)	13.400	876.00	11,738.40	10,138.45	1,599.95		52.56	0.4%	0.7%
VOCERA COMMUNICATIONS INC (VCRA)	25.100	475.00	11,922.50	12,670.44	(747.94)				0.8%
VOLCANO CORP COM STK (VOLC)	23.610	485.00	11,450.85	9,520.02	1,930.83				0.7%
WAGEWORKS INC COM USD0.001 (WAGE)	17.800	1,030.00	18,334.00	14,160.66	4,173.34				1.2%
ZUMIEZ INC COM (ZUMZ)	19.410	590.00	11,451.90	13,481.12	(2,029.22)				0.7%
3D SYS CORP DEL COM NEW STK (DDD)	53.350	470.00	25,074.50	12,629.57	12,444.93				1.6%
Total Small Cap			**$1,121,617.85**	**$936,194.66**	**$185,423.19**	**$111.50**	**$5,022.71**	**0.4%**	**70.7%**
Equity Securities - International Developed									
IMAX CORP COMMON STOCK (IMAX)	$22.480	1,055.00	$23,716.40	$20,933.03	$2,783.37				1.5%
Total Canada - USD			**$23,716.40**	**$20,933.03**	**$2,783.37**		**$0.00**	**0.0%**	**1.5%**
CHICAGO BRDG & IRON CO N V COM NV (CBI)	46.350	695.00	32,213.25	9,235.62	22,977.63		139.00	0.4%	2.0%
Total Netherlands - USD			**$32,213.25**	**$9,235.62**	**$22,977.63**		**$139.00**	**0.4%**	**2.0%**
Total International Developed			**$55,929.65**	**$30,168.65**	**$25,761.00**		**$139.00**	**0.2%**	**3.5%**

Continued on next page.

STATEMENT B

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% o Asset
Equity Securities - International Emerging									
WNS HLDGS LTD SPONSORED ADR (WNS)	$10.420	890.00	$9,273.80	$8,423.82	$849.98				0.6
Total India - USD			**$9,273.80**	**$8,423.82**	**$849.98**		**$0.00**	**0.0%**	**0.6**
NICE SYS LTD SPONSORED ADR (NICE)	33.480	470.00	15,735.60	12,359.95	3,375.65				1.0
Total Israel - USD			**$15,735.60**	**$12,359.95**	**$3,375.65**		**$0.00**	**0.0%**	**1.0**
Total International Emerging			**$25,009.40**	**$20,783.77**	**$4,225.63**				**1.6**
Total Equity Securities			**$1,587,450.18**	**$1,124,968.80**	**$462,481.38**	**$206.50**	**$7,759.11**	**0.5%**	**100.0**

	Market Price		Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% o Asset
Cash and Short Term Investments - Cash									
Available cash balances are invested daily in MFB NORTHERN FDS MONEY MKT FD MONEY MARKET FUND .									
PRINCIPAL CASH	$1.000	33,394.09	$33,394.09	$33,394.09	$0.00				
INCOME CASH	1.000	2,681.80	2,681.80	2,681.80	0.00				
Total Cash			**$36,075.89**	**$36,075.89**	**$0.00**	**$0.30**	**$3.61**	**0.0%**	
Total Cash and Short Term Investments			**$36,075.89**	**$36,075.89**	**$0.00**	**$0.30**	**$3.61**	**0.0%**	

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STATEMENT B

Portfolio Details *(continued)*

	Market Price	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Total Portfolio		**$1,623,526.07**	**$1,161,044.69**	**$462,481.38**	**$206.80**	**$7,762.72**	**0.5%**	
Total Accrual		**$206.80**						
Total Value		**$1,623,732.87**						

NT Account 03-46631 - Market Value	
Equity Securities	$1,587,450 18
Equity Accruals	$ 206 50
Total	$1,587,656 68

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Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
ABBOTT LABORATORIES, COMMON STOCK, NO PAR (ABT)	$65.500	1,500.00	$98,250.00	$76,945.28	$21,304.72		$840.00	0 9%	1 4%
AETNA INC (AET)	46.300	1,500.00	69,450.00	47,045.84	22,404.16		1,200.00	1.7%	1 0%
ALLSTATE CORP COMMON STOCK (ALL)	40 170	1,700 00	68,289 00	58,123 00	10,166.00		1,496.00	2.2%	1.0%
AMERICAN ELECTRIC POWER CO., INC , COMMON STOCK, $6.50 PAR (AEP)	42 680	2,300 00	98,164 00	84,045 83	14,118.17		4,324.00	4.4%	1.4%
AMGEN INC COMMON STOCK (AMGN)	86.320	1,300.00	112,216.00	65,927.62	46,288.38		2,444.00	2.2%	1.6%
ARCHER-DANIELS-MIDLAND CO , COMMON STOCKNO PAR (ADM)	27.390	2,200 00	60,258 00	55,807.91	4,450.09		1,540.00	2.6%	0.9%
AT&T INC COM (T)	33 710	1,700.00	57,307.00	40,369 19	16,937.81		3,060.00	5 3%	0 8%
BANK OF AMERICA CORP (BAC)	11 600	8,700.00	100,920 00	237,138 27	(136,218.27)		348.00	0 3%	1 5%
BAXTER INTL INC COMMON STOCK (BAX)	66.660	900.00	59,994.00	54,058.24	5,935.76	405.00	1,620.00	2.7%	0.9%
CAPITAL ONE FINANCIAL COMMON STOCK (COF)	57.930	1,600.00	92,688.00	68,457.49	24,230.51		320.00	0.3%	1.3%
CATERPILLAR INC , COMMON STOCK, NO PAR (CAT)	89 580	700.00	62,706 00	59,401 82	3,304 18		1,456.00	2 3%	0 9%
CF INDS HLDGS INC COM (CF)	203.160	200.00	40,632.00	40,425.96	206.04		320.00	0.8%	0.6%
CHEVRON CORP COM (CVX)	108 140	2,900 00	313,606 00	109,975.04	203,630.96		10,440.00	3 3%	4 5%
CHUBB CORP, COMMON STOCK, $1 PAR (CB)	75.320	1,600.00	120,512 00	82,471 86	38,040.14	656.00	2,624.00	2.2%	1.7%
CIGNA CORPORATION (CI)	53 460	900.00	48,114 00	13,939 23	34,174.77		36.00	0 1%	0.7%

Continued on next page.

STATEMENT B

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
CISCO SYSTEMS INC COMMON STOCK (CSCO)	19.650	5,100.00	100,215.00	86,402.80	13,812.20		2,856.00	2.9%	1 5%
CITIGROUP INC COM NEW COM NEW (C)	39 560	3,010.00	119,075.60	128,358.37	(9,282.77)		120.40	0 1%	1.7%
CONOCOPHILLIPS COM (COP)	57 990	2,600.00	150,774.00	115,377.75	35,396.25		6,864.00	4.6%	2.2%
CORNING INC COMMON STOCK (GLW)	12.620	4,400.00	55,528.00	71,889.50	(16,361.50)		880.00	1 6%	0 8%
CVS CAREMARK CORP COM STK (CVS)	48 350	1,800 00	87,030.00	56,203.77	30,826.23		1,620.00	1.9%	1.3%
DEERE & CO., COMMON STOCK, $1 PAR (DE)	86 420	900.00	77,778.00	74,814.23	2,963.77	414 00	1,656.00	2.1%	1.1%
DIRECTV COM (DTV)	50.160	1,300.00	65,208 00	63,427 84	1,780.16				0 9%
DISCOVER FINL SVCS COM STK (DFS)	38.550	2,600.00	100,230.00	65,305 97	34,924 03	364.00	1,456.00	1.5%	1 5%
EXXON MOBIL CORP COM (XOM)	86.550	1,500.00	129,825 00	18,930.26	110,894.74		3,420.00	2 6%	1 9%
FIFTH THIRD BANCORP., COMMON STOCK, $6.66 PAR (FITB)	15 190	1,800 00	27,342 00	53,809.20	(26,467.20)	180 00	720.00	2.6%	0.4%
FORD MTR CO DEL COM PAR $0.01 COM PAR $0 01 (F)	12.950	5,600.00	72,520 00	89,893 16	(17,373.16)		1,120.00	1 5%	1 1%
GOLDMAN SACHS GROUP INC COM (GS)	127.560	400.00	51,024.00	57,049 46	(6,025 46)		800.00	1 6%	0 7%
HESS CORP COM STK (HES)	52.960	1,400.00	74,144 00	58,169 06	15,974.94		560.00	0 8%	1 1%
HEWLETT PACKARD CO COM (HPQ)	14.250	2,500 00	35,625 00	63,101 23	(27,476.23)	330 00	1,320.00	3.7%	0.5%
INTEL CORP COM (INTC)	20.630	5,300.00	109,339 00	126,739 89	(17,400.89)		4,770 00	4.4%	1.6%
JPMORGAN CHASE & CO COM (JPM)	43.970	4,400 00	193,468 00	140,895.04	52,572 96		5,280.00	2.7%	2 8%
KROGER CO. COMMON STOCK $1 PAR (KR)	26.020	2,700 00	70,254.00	63,294 17	6,959 83		1,620.00	2 3%	1 0%

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
MARATHON OIL CORP COM (MRO)	30.660	3,400.00	104,244.00	69,938.48	34,305.52		2,312.00	2.2%	1.5%
MARATHON PETE CORP COM (MPC)	63.000	700.00	44,100.00	6,701.10	37,398.90		560.00	1.3%	0.6%
MCKESSON CORP (MCK)	96.960	400.00	38,784.00	34,973.66	3,810.34	80.00	320.00	0 8%	0.6%
MERCK & CO INC NEW COM (MRK)	40 940	4,100.00	167,854.00	109,859.33	57,994.67	1,763.00	7,052.00	4.2%	2 4%
METLIFE INC COM (MET)	32 940	1,100.00	36,234.00	29,511.90	6,722.10		814.00	2.2%	0 5%
MORGAN STANLEY COM STK USD0 01 (MS)	19 120	1,750.00	33,460.00	77,986.02	(44,526.02)		350.00	1.0%	0.5%
NORTHROP GRUMMAN CORP COM (NOC)	67.580	1,200.00	81,096.00	57,430.99	23,665.01		2,640 00	3.3%	1.2%
PFIZER INC COM (PFE)	25.080	11,600.00	290,928.00	280,350.57	10,577.43		11,136.00	3.8%	4.2%
PHILLIPS 66 COM (PSX)	53 100	1,300.00	69,030 00	36,380.57	32,649.43		1,040.00	1.5%	1.0%
PNC FINANCIAL SERVICES GROUP COM STK (PNC)	58.310	900.00	52,479.00	140,586.14	(88,107.14)		1,440 00	2.7%	0.8%
PRUDENTIAL FINL INC COM (PRU)	53 330	400.00	21,332.00	16,990.57	4,341.43		640.00	3.0%	0.3%
PUBLIC SERVICE ENTERPRISE GROUP INC. COMMON STOCK (PEG)	30 600	1,900.00	58,140.00	60,834.42	(2,694.42)		2,698.00	4.6%	0.8%
RAYTHEON CO USD0.01 (RTN)	57.560	1,000.00	57,560.00	52,501.46	5,058.54	500.00	2,000.00	3.5%	0.8%
STATE STR CORP COM (STT)	47 010	1,300.00	61,113.00	59,252.94	1,860 06	312 00	1,248 00	2.0%	0.9%
TARGET CORP COM STK (TGT)	59.170	1,900.00	112,423 00	96,772 62	15,650 38		2,736.00	2.4%	1.6%
TE CONNECTIVITY LTD (TEL)	37.120	2,000 00	74,240 00	27,898.04	46,341.96		1,680.00	2.3%	1.1%
TIME WARNER CABLE INC COM (TWC)	97.190	200 00	19,438 00	10,297 36	9,140 64		448 00	2.3%	0 3%

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
TRAVELERS COS INC COM STK (TRV)	71 820	1,200 00	86,184.00	53,009 95	33 174.05		2,208.00	2 6%	1 2%
VALERO ENERGY CORP COM STK NEW (VLO)	34 120	2,800.00	95,536 00	102,935 71	(7,399.71)		1,960.00	2 1%	1 4%
WALGREEN CO. COMMON STOCK, $1 25 PAR (WAG)	37.010	2,000.00	74,020 00	65,699.29	8,320.71		2,200.00	3.0%	1.1%
WELLS FARGO & CO NEW COM STK (WFC)	34,180	5,800.00	198,244.00	133,471.39	64,772 61		5,104.00	2.6%	2 9%
Total Large Cap			**$4,698,924.60**	**$3,951,176.79**	**$747,747.81**	**$5,004.00**	**$117,716.40**	**2.5%**	**68 1%**

Equity Securities - Mid Cap

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
AGCO CORP COMMON STOCK (AGCO)	$49 120	1,300.00	$63,856.00	$67,098.80	($3,242.80)		$52.00	0 1%	0 9%
AMERICAN FINL GROUP INC OHIO COM STK (AFG)	39.520	2,000.00	79,040.00	26,882.27	52,157.73		1,560.00	2 0%	1 1%
AMERIPRISE FINL INC COM (AMP)	62,630	900.00	56,367.00	33,114.95	23,252.05		1,620.00	2 9%	0 8%
ASHLAND INC NEW COM (ASH)	80 410	600.00	48,246.00	24,730.52	23,515.48		540.00	1 1%	0.7%
ASSURANT INC COM (AIZ)	34.700	800.00	27,760.00	32,133.62	(4,373 62)		672.00	2 4%	0 4%
AUTOLIV INC COM STK (ALV)	67 390	1,300.00	87,607.00	51,667.98	35,939.02		2,600.00	3 0%	1.3%
AVERY DENNISON CORP COMMON STOCK (AVY)	34.920	1,300.00	45,396 00	53,759.93	(8,363.93)		1,404.00	3 1%	0.7%
CMS ENERGY CORP COMMON STOCK $10 PAR (CMS)	24.380	1,600.00	39,008 00	18,359.32	20,648.68		1,536.00	3 9%	0 6%
CNA FINANCIAL CORP., COMMON STOCK, $2 50 PAR (CNA)	28 010	1,500.00	42,015.00	33,514.76	8,500.24		900.00	2.1%	0 6%
EASTMAN CHEMICAL CO COMMON STOCK (EMN)	68.050	900.00	61,245.00	20,140.01	41,104.99		1,080.00	1 8%	0 9%

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
ENDO HEALTH SOLUTIONS INC (ENDP)	26.270	1,100.00	28,897.00	23,435.77	5,461.23				0.4%
EVEREST RE GROUP COM (RE)	109 950	400.00	43,980.00	41,525.81	2,454.19		768.00	1.7%	0.6%
GANNETT INC COM (GCI)	18 010	2,100.00	37,821.00	86,626.34	(48,805 34)	420.00	1,680 00	4.4%	0.5%
GENWORTH FINL INC COM CL A COM CL A (GNW)	7.510	3,400.00	25,534.00	113,197.02	(87,663.02)				0.4%
HARRIS CORP COMMON STOCK, $1 PAR (HRS)	48 960	1,400.00	68,544 00	49,729.79	18,814.21		2,072 00	3.0%	1.0%
HARTFORD FINL SVCS GROUP INC COM (HIG)	22 440	1,800.00	40,392 00	24,022 14	16,369.86	180 00	720 00	1.8%	0.6%
INGREDION INC COM (INGR)	64.430	1,300.00	83,759.00	64,235.14	19,523.86	338.00	1,352.00	1.6%	1.2%
KEYCORP NEW COMMON STOCK (KEY)	8.420	2,300.00	19,366.00	57,594.81	(38,228.81)		460 00	2.4%	0.3%
KOHLS CORP COMMON STOCK (KSS)	42.980	1,300.00	55,874.00	65,041.60	(9,167.60)		1,664.00	3.0%	0.8%
L-3 COMMUNICATIONS HLDG CORP COMMON STOCK (LLL)	76 620	800.00	61,296.00	57,004.35	4,291 65		1,600.00	2.6%	0.9%
LEAR CORP COM NEW COM NEW (LEA)	46 840	1,300.00	60,892.00	58,752.43	2,139.57		728.00	1.2%	0.9%
NABORS INDUSTRIES COM USD0.10 (NBR)	14 450	4,800.00	69,360.00	65,017.72	4,342.28				1.0%
REGIONS FINL CORP NEW COM (RF)	7.120	1,315.00	9,362.80	33,353.24	(23,990.44)	13.15	52.60	0.6%	0.1%
SAFEWAY INC COMMON STOCK NEW (SWY)	18.090	1,900.00	34,371.00	39,241.88	(4,870.88)		1,330 00	3.9%	0.5%
SAIC INC COM STK USD0 0001 (SAI)	11 320	4,200.00	47,544.00	67,444 87	(19,900 87)		2,016.00	4.2%	0 7%
SEAGATE TECHNOLOGY PLC COM USD0 00001 (STX)	30 480	3,200.00	97,536.00	53,465.96	44,070.04		4,864 00	5.0%	1.4%
STEEL DYNAMICS INC COM (STLD)	13 730	3,700.00	50,801.00	61,970.78	(11,169.78)	370.00	1,480.00	2.9%	0.7%

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Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
VALIDUS HOLDING LTD COM STK USD0.175 (VR)	34.580	1,600 00	55,328 00	46,378.16	8,949 84		1,600 00	2 9%	0.8%
WESTERN DIGITAL CORP . COMMON STOCK, $.10 PAR (WDC)	42.490	1,500 00	63,735 00	14,092 35	49,642.65		1,500 00	2 4%	0 9%
WHIRLPOOL CORP. COMMON STOCK, $1 PAR (WHR)	101.750	900.00	91,575 00	57,448 53	34,126.47		1,800 00	2 0%	1 3%
XEROX CORP COMMON STOCK, $1 PAR (XRX)	6.820	6,900.00	47,058 00	105,101 61	(58,043.61)	293.25	1,173 00	2.5%	0 7%
ZIMMER HLDGS INC COM (ZMH)	66.660	1,100 00	73,326 00	68,033.57	5,292 43	198 00	792 00	1.1%	1.1%
Total Mid Cap			**$1,716,891.80**	**$1,614,116 03**	**$102,775.77**	**$1,812.40**	**$39,615.60**	**2 3%**	**24 9%**
Equity Securities - Small Cap									
AMKOR TECHNOLOGY INC COM (AMKR)	$4.250	13,200.00	$56,100 00	$81,367 34	($25,267 34)				0.8%
BIG LOTS INC COM (BIG)	28.460	1,000.00	28,460 00	32,133 40	(3,673.40)		10 00	0.0%	0 4%
CAREER EDUCATION C COM USD0.01 (CECO)	3.520	1,600 00	5,632.00	42,591.57	(36,959 57)				0.1%
DOLE FOOD CO INC NEW COM STK (DOLE)	11 470	1,000.00	11,470.00	11,921 21	(451 21)				0.2%
DONNELLEY R R., & SONS CO., COMMON STOCK, $1.25 PAR (RRD)	9.000	2,200.00	19,800 00	48,732.41	(28,932 41)		2,288.00	11.6%	0.3%
EMCOR GROUP INC COM (EME)	34.610	2,200 00	76,142 00	59,371.10	16,770 90		528.00	0.7%	1.1%
GFI GROUP INC COM STK (GFIG)	3.240	10,800.00	34,992 00	49,130 46	(14,138.46)		2,160.00	6.2%	0.5%
MCDERMOTT INTL INC COM (MDR)	11.020	5,600 00	61,712 00	61,044.10	667 90		1,120.00	1.8%	0.9%
MGIC INVT CORP WIS COM (MTG)	2.660	150 00	399 00	9,213.42	(8,814 42)		15.00	3.8%	

Continued on next page.

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
SCHULMAN A INC COM (SHLM)	28.930	2,600 00	75,218 00	63,707 94	11,510 06		2,028.00	2 7%	1 1%
SELECT MED HLDGS CORP COM (SEM)	9.430	3,800.00	35,834 00	38,767 13	(2,933 13)				0.5%
SUPER VALU INC. COMMON STOCK (SVU)	2.470	1,500.00	3,705.00	28,162.40	(24,457.40)		1,050.00	28.3%	0.1%
W & T OFFSHORE INC COM (WTI)	16.030	4,200 00	67,326 00	61,598.85	5,727 15		1,344 00	2 0%	1 0%
WORLD ACCEP CORP S C NEW COM (WRLD)	74.560	100 00	7,456 00	4,006 50	3,449 50				0 1%
Total Small Cap			**$484,246.00**	**$591,747.83**	**($107,501.83)**		**$10,543.00**	**2 2%**	**7 0%**
Equity Securities - Other Equity									
AMERICAN INTL GRP FRACTIONAL WTS/PROD 19/01/21		51,023 00	$0.00	$8.67	($8.67)				
ENGILITY HLDGS INC COM (EGL)	19.260	133.00	2,561.58	2,394.36	167.22				0.0%
Total Other Equity			**$2,561.58**	**$2,403.03**	**$158.55**				**0.0%**
Total Equity Securities			**$6,902,623.98**	**$6,159,443.68**	**$743,180.30**	**$6,816.40**	**$167,875.00**	**2.4%**	**100.0%**

	Market Price		Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Cash and Short Term Investments - Cash									
Available cash balances are invested daily in MFB NORTHERN FDS MONEY MKT FD MONEY MARKET FUND .									
PRINCIPAL CASH	$1.000	(443,643.95)	($443,643.95)	($443,643.95)	$0.00				
INCOME CASH	1.000	558,949.26	558,949.26	558,949.26	0.00				

Continued on next page.

STATEMENT B

Portfolio Details *(continued)*

	Market Price	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Total Cash		$115,305.31	$115,305.31	$0 00	$1 15	$11.54	0.0%	
Total Cash and Short Term Investments		$115,305.31	$115,305.31	$0 00	$1 15	$11.54	0.0%	
Net Unsettled Trades (see Activity Details)		($1,898 18)	($1,898.18)	$0 00				
Total Portfolio		$7,016,031.11	$6,272,850 81	$743,180.30	$6,817.55	$167,886.54	2.4%	
Total Accrual		$6,817.55						
Total Value		$7,022,848.66						

NT Account 03-46636 - Market Value

Equity Securities	$6,902,623 98
Equity Accruals	$ 6,816 40
Total	$6,909,440 38

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
AMERICAN EXPRESS CO., COMMON STOCK, $.60PAR (AXP)	$57.480	3,820 00	$219,573 60	$133,555 19	$86,018 41		$3,056 00	1 4%	2 2%
AMGEN INC COMMON STOCK (AMGN)	86.320	1,800 00	155,376 00	121,539 54	33,836 46		3,384.00	2.2%	1.6%
APPLE INC COM STK (AAPL)	533.030	1,025 00	546,355.75	111,637 39	434,718 36		10,865 00	2 0%	5 5%
BRISTOL MYERS SQUIBB CO COMMON STOCK (BMY)	32.590	4,390.00	143,070.10	132,733.04	10,337.06		6,146.00	4 3%	1 4%
CHEVRON CORP COM (CVX)	108.140	3,400 00	367,676 00	179,939 86	187,736 14		12,240.00	3 3%	3 7%
COCA COLA CO COM (KO)	36.250	2,985.00	108,206.25	103,051.50	5,154.75		3,044.70	2 8%	1 1%
COSTCO WHOLESALE CORP NEW COM (COST)	98.770	3,275 00	323,471 75	233,620 81	89,850 94		3,602 50	1 1%	3.2%
COVIDIEN PLC USD0 20(POST CONSOLIDATION) (COV)	57.740	1,000 00	57,740 00	56,909 90	830.10		1,040.00	1 8%	0 6%
CVS CAREMARK CORP COM STK (CVS)	48.350	440 00	21,274 00	19,596 41	1,677 59		396 00	1 9%	0 2%
DANAHER CORP COMMON STOCK $ 01 PAR (DHR)	55.900	3,450 00	192,855 00	159,078 55	33,776 45		345 00	0 2%	1 9%
DEERE & CO., COMMON STOCK $1 PAR (DE)	86.420	1,775.00	153,395 50	69,660 76	83,734 74	816 50	3,266.00	2.1%	1 5%
DOMINION RES INC VA NEW COM (D)	51.800	2,700 00	139,860 00	118,683 07	21,176 93		5,697 00	4 1%	1 4%
DU PONT E I DE NEMOURS & CO COM STK (DD)	44.970	2,025 00	91,064 25	78,450 93	12,613 32		3,483 00	3 8%	0 9%
EATON CORP PLC COM USD0.50 (ETN)	54.200	2,950.00	159,890.00	152,382 25	7,507 75		4,484.00	2 8%	1 6%
EMC CORP COM (EMC)	25.300	11,425 00	289,052 50	256,261 97	32,790 53				2 9%

Continued on next page.

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
EXPRESS SCRIPTS HLDG CO COM (ESRX)	54.000	3,300.00	178,200.00	171,541.60	6,658.40				1.8%
EXXON MOBIL CORP COM (XOM)	86.550	3,875.00	335,381.25	229,926.57	105,454.68		8,835.00	2.6%	3.4%
FRANKLIN RES INC. COMMON STOCK. (BEN)	125.700	1,325.00	166,552.50	163,573.67	2,978.83		1,537.00	0.9%	1.7%
GENERAL ELECTRIC CO (GE)	20.990	7,900.00	165,821.00	54,455.67	111,365.33	1,501.00	6,004.00	3.6%	1.7%
GOOGLE INC CL A CL A (GOOG)	709.370	115.00	81,577.55	64,078.09	17,499.46				0.8%
GRAINGER, W W , INC COMMON STOCK. $1 PAR (GWW)	202.370	650.00	131,540.50	74,647.89	56,892.61		2,080.00	1.6%	1.3%
HOME DEPOT INC. COMMON STOCK $.05 PAR (HD)	61.850	3,750.00	231,937.50	168,290.25	63,647.25		4,350.00	1.9%	2.3%
INTEL CORP COM (INTC)	20.630	4,900.00	101,087.00	132,673.86	(31,586.86)		4,410.00	4.4%	1.0%
INTERNATIONAL BUSINESS MACHS CORP COM (IBM)	191.550	1,060.00	203,043.00	135,499.58	67,543.42		3,604.00	1.8%	2.0%
JOHNSON CONTROLS INC. COMMON STOCK $2.50 PAR (JCI)	30.700	3,400.00	104,380.00	93,877.40	10,502.60		2,584.00	2.5%	1.0%
JPMORGAN CHASE & CO COM (JPM)	43.970	6,470.00	284,485.90	279,017.82	5,468.08		7,764.00	2.7%	2.8%
MC DONALDS CORP. COMMON STOCK NO PAR (MCD)	88.210	2,175.00	191,856.75	188,877.40	2,979.35		6,699.00	3.5%	1.9%
NATIONAL OILWELL VARCO COM STK (NOV)	68.350	1,975.00	134,991.25	85,446.60	49,544.65		1,027.00	0.8%	1.4%
NIKE INC CL B CL B (NKE)	51.600	2,190.00	113,004.00	94,619.78	18,384.22		919.80	0.8%	1.1%
NOBLE CORPORATION (SWITZERLAND) COM USD0.10 (NE)	34.820	3,500.00	121,870.00	133,081.92	(11,211.92)		1,820.00	1.5%	1.2%

Continued on next page.

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
NORFOLK SOUTHN CORP COM (NSC)	61.840	1,765.00	109,147.60	119,145.78	(9,998 18)		3,530 00	3.2%	1.1%
NUCOR CORP. COMMON STOCK, $ 40 PAR (NUE)	43.180	1,825 00	78,803 50	83,029 10	(4,225.60)	670.68	2,682.75	3.4%	0.8%
OMNICOM GROUP INC., COMMON STOCK $ 50 PAR (OMC)	49.960	2,950 00	147,382 00	136,074 67	11,307.33		3,540.00	2.4%	1.5%
ORACLE CORPORATION COM (ORCL)	33.320	6,925 00	230,741 00	188,587 83	42,153.17		1,385.00	0.6%	2.3%
PFIZER INC COM (PFE)	25.080	11,000.00	275,880.00	281,528.49	(5,648 49)		10,560 00	3 8%	2.8%
PRECISION CASTPARTS CORP COM (PCP)	189.420	495.00	93,762.90	84,056.73	9,706 17		59 40	0.1%	0.9%
PROCTER & GAMBLE COM NPV (PG)	67.890	1,725.00	117,110.25	94,443.75	22,666.50		3,877 80	3 3%	1 2%
QUALCOMM INC COM (QCOM)	62.020	4,250.00	263,585.00	231,453.96	32,131.04		4,250 00	1.6%	2.6%
SCHLUMBERGER LTD COM COM (SLB)	69.290	1,575.00	109,131.75	141,134.72	(32,002.97)	433.12	1,732.50	1.6%	1.1%
SIMON PROPERTY GROUP INC COM (SPG)	158.090	1,100.00	173,899.00	101,335.77	72,563.23		4,840.00	2.8%	1.7%
SPECTRA ENERGY CORP COM STK (SE)	27.380	3,925.00	107,466.50	97,497 00	9,969 50		4,788.50	4.5%	1.1%
STARBUCKS CORP COM (SBUX)	53.620	1,800.00	96,516 00	84,957 90	11,558 10		1,512 00	1.6%	1.0%
UNITED TECHNOLOGIES CORP COM (UTX)	82.010	1,485 00	121,784 85	95,347 25	26,437 60		3,177.90	2.6%	1 2%
UNITEDHEALTH GROUP INC COM (UNH)	54.240	3,100.00	168,144.00	118,891 14	49,252.86		2,635 00	1 6%	1 7%
US BANCORP (USB)	31.940	5,400.00	172,476.00	148,471.60	24,004.40	1,053.00	4,212.00	2.4%	1.7%
V. F. CORP., COMMON STOCK, NO PAR (VFC)	150.970	1,640.00	247,590.80	172,772.39	74,818.41		5,707.20	2.3%	2.5%
VERIZON COMMUNICATIONS COM (VZ)	43.270	1,600.00	69,232.00	59,335.85	9,896.15		3,296.00	4.8%	0.7%
WALT DISNEY CO (DIS)	49.790	3,450 00	171,775 50	137,356 05	34,419 45		2,587 50	1 5%	1 7%

Continued on next page.

STATEMENT B

Portfolio Details *(continued)*

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
WELLS FARGO & CO NEW COM STK (WFC)	34.180	7 510 00	256,691.80	224,203 24	32,488.56		6,608.80	2.6%	2.6%
WHOLE FOODS MKT INC COM (WFM)	91 330	2,325.00	212,342 25	115,322.11	97,020.14		232.50	0.1%	2 1%
Total Large Cap			**$8,738,051.60**	**$6,711,654.60**	**$2,026,397.00**	**$4,474.30**	**$183,897.85**	**2.1%**	**87.4%**
Equity Securities - Mid Cap									
AMERICAN WTR WKS CO INC NEW COM (AWK)	$37.130	2,000.00	$74,260.00	$67,285.81	$6,974.19		$2,000.00	2 7%	0 7%
CITRIX SYS INC COMMON STOCK (CTXS)	65 750	1,275.00	83,831.25	61,202.29	22,628.96				0.8%
INTERCONTINENTALEXCHANGE INC COM (ICE)	123.810	985.00	121,952.85	126,022.87	(4,070.02)				1.2%
ST JUDE MED INC COM (STJ)	36 140	3,000.00	108,420.00	126,136.19	(17,716.19)	690.00	2,760.00	2.5%	1.1%
Total Mid Cap			**$388,464.10**	**$380,647.16**	**$7,816.94**	**$690.00**	**$4,760.00**	**1.2%**	**3.9%**
Equity Securities - Small Cap									
CLECO CORP NEW COM (CNL)	$40 010	19,100.00	$764,191.00	$15,471.00	$748,720.00		$25,785.00	3.4%	7.6%
Total Small Cap			**$764,191 00**	**$15,471.00**	**$748,720.00**		**$25,785 00**	**3.4%**	**7.6%**
Equity Securities - International Developed									
BHP BILLITON LTD SPONSORED ADR (BHP)	$78.440	1,350.00	$105,894.00	$100,416.10	$5,477 90		$2,970 00	2.8%	1.1%
Total Australia - USD			**$105,894 00**	**$100,416.10**	**$5,477.90**		**$2,970 00**	**2.8%**	**1.1%**
Total International Developed			**$105,894 00**	**$100,416.10**	**$5,477 90**		**$2,970 00**	**2.8%**	**1.1%**
Total Equity Securities			**$9,996,600 70**	**$7,208,188.86**	**$2,788,411.84**	**$5,164.30**	**$217,412.85**	**2.2%**	**100.0%**

Continued on next page.

Portfolio Details *(continued)*

	Market Price	Units	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Commodities - Commodities									
MFC SPDR GOLD TR GOLD SHS (GLD)	$162.010	2,000 00	$324,020 00	$229,934 80	$94,085.20				100 0%
Total Global Region - USD			**$324,020 00**	**$229,934.80**	**$94,085.20**		**$0.00**	**0.0%**	**100.0%**
Total Commodities			**$324,020.00**	**$229,934.80**	**$94,085.20**				**100 0%**
Total Commodities			**$324,020 00**	**$229,934.80**	**$94,085.20**				**100.0%**

	Market Price		Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Cash and Short Term Investments - Cash									
Available cash balances are invested daily in MFB NORTHERN FDS US GOVERNMENT SELECT MONEY MARKET FUND I.									
PRINCIPAL CASH	$1.000	376,309.48	$376,309.48	$376,309.48	$0.00				
INCOME CASH	1.000	866.10	866.10	866.10	0 00				
Total Cash			**$377,175.58**	**$377,175 58**	**$0.00**	**$4.18**	**$37.82**	**0.0%**	
Total Cash and Short Term Investments			**$377,175.58**	**$377,175.58**	**$0.00**	**$4.18**	**$37.82**	**0.0%**	

Continued on next page.

STATEMENT B

Portfolio Details *(continued)*

	Market Price	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Total Portfolio		$10,697,796 28	$7,815,299 24	$2,882,497.04	$5,168 48	$217,450.67	2.0%	
Total Accrual		$5,168 48						
Total Value		$10,702,964 76						

NT Account 23-58667 - Market Value	
Equity Securities	$9,996,600 70
Commodities	$ 324,020 00
Equity Accruals	$ 5,164 30
Total	$10,325,785 00

NT Account 23-58667 - Book Value	
Equity Securities	$7,208,188 86
Commodities	$ 229,934 80
Total	$7,438,123 66

Form **8868** (Rev January 2013) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

File a separate application for each return

OMB No 1545-1709

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 LATTNER FAMILY FOUNDATION, INC	Employer identification number (EIN) or 20-3100839
	Number, street, and room or suite no If a P O box, see instructions 777 EAST ATLANTIC AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions DELRAY BEACH, FL 33483	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 LATTNER FAMILY FOUNDATION, INC

Telephone No 561 278-3781 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

[X] calendar year 20 12 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**	$ 71,307.
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**	$ 41,307.
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**	$ 30,000.

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

- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** and check this box . . . . ▶ X

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed)

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 LATTNER FAMILY FOUNDATION, INC	Employer identification number (EIN) or 20-3100839
	Number, street, and room or suite no If a P O box, see instructions 777 EAST ATLANTIC AVENUE	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions DELRAY BEACH, FL 33483	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	**Return Code**	**Application Is For**	**Return Code**
Form 990 or Form 990-EZ	01		
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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ▶ LATTNER FAMILY FOUNDATION, INC
  Telephone No ▶ 561 278-3781 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

4 I request an additional 3-month extension of time until 11/15, 20 13

5 For calendar year 2012, or other tax year beginning ______, 20 ___, and ending ______, 20 ___

6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period

7 State in detail why you need the extension ADDITIONAL TIME IS NEEDED TO COLLECT ALL THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.

8a	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	**8a**	$ 71,307.
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 and any amount paid previously with Form 8868	**8b**	$ 71,307.
c	**Balance Due.** Subtract line 8b from line 8a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	**8c**	$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature ▶ Title ▶ CPA Date ▶ 08/06/2013