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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation <b>FORREST C. &amp; FRANCES H. LATNER FOUNDATION</b>		A Employer identification number <b>20-3106502</b>
Number and street (or P.O. box number if mail is not delivered to street address) <b>198 NE 6TH AVENUE</b>		B Telephone number <b>(561) 266-9494</b>
City or town, state, and ZIP code <b>DELRAY BEACH, FL 33483</b>		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ <b>77,179,579.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc. received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		81.	81.		STATEMENT 1
4 Dividends and interest from securities		137,637.	137,637.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		2,628,131.			
b Gross sales price for all assets on line 6a		16,026,660.			
7 Capital gain net income (from Part IV, line 2)			2,628,131.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		445,249.	445,249.		STATEMENT 3
12 Total. Add lines 1 through 11		3,211,098.	3,211,098.		
13 Compensation of officers, directors, trustees, etc.		100,764.	20,153.		80,611.
14 Other employee salaries and wages		81,365.	20,341.		61,024.
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		26,563.	26,563.		0.
c Other professional fees STMT 5		520,786.	520,786.		0.
17 Interest					
18 Taxes STMT 6		86,789.	49,196.		0.
19 Depreciation and depletion		1,095.	2,079.		
20 Occupancy		27,405.	5,481.		21,924.
21 Travel, conferences, and meetings		1,324.	132.		1,192.
22 Printing and publications					
23 Other expenses STMT 7		18,074.	4,519.		13,555.
24 Total operating and administrative expenses. Add lines 13 through 23		864,165.	649,250.		178,306.
25 Contributions, gifts, grants paid		3,952,902.			3,952,902.
26 Total expenses and disbursements. Add lines 24 and 25		4,817,067.	649,250.		4,131,208.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<1,605,969.>			
b Net investment income (if negative, enter -0-)			2,561,848.		
c Adjusted net income (if negative, enter -0-)				N/A	

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only			
		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value	
Assets	1 Cash - non-interest-bearing		1.	1.	
	2 Savings and temporary cash investments	9,956,827.	11,649,250.	11,649,250.	
	3 Accounts receivable ▶				
	Less: allowance for doubtful accounts ▶				
	4 Pledges receivable ▶				
	Less: allowance for doubtful accounts ▶				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons				
	7 Other notes and loans receivable ▶				
	Less: allowance for doubtful accounts ▶				
	8 Inventories for sale or use				
	9 Prepaid expenses and deferred charges				
	10a Investments - U.S. and state government obligations				
	b Investments - corporate stock				
	c Investments - corporate bonds				
Assets	11 Investments - land, buildings, and equipment basis ▶				
	Less: accumulated depreciation ▶				
	12 Investments - mortgage loans				
	13 Investments - other STMT 8	59,892,736.	56,172,316.	65,042,920.	
	14 Land, buildings, and equipment: basis ▶ 16,732.				
	Less: accumulated depreciation STMT 9 ▶ 15,743.	2,085.	989.	989.	
	15 Other assets (describe ▶ STATEMENT 10)	63,296.	486,419.	486,419.	
	16 Total assets (to be completed by all filers)	69,914,944.	68,308,975.	77,179,579.	
	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					
22 Other liabilities (describe ▶)					
23 Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>				
	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 ▶ <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.			
29 Retained earnings, accumulated income, endowment, or other funds	69,914,944.	68,308,975.			
30 Total net assets or fund balances	69,914,944.	68,308,975.			
31 Total liabilities and net assets/fund balances	69,914,944.	68,308,975.			

**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	69,914,944.
2 Enter amount from Part I, line 27a	2	<1,605,969.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	68,308,975.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	68,308,975.

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**Part IV Capital Gains and Losses for Tax on Investment Income**

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
<b>1a SCHEDULE ATTACHED</b>	<b>P</b>		
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
<b>a 16,026,660.</b>		<b>13,398,529.</b>	<b>2,628,131.</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
<b>a</b>			<b>2,628,131.</b>
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			

<b>2</b> Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	<b>2</b>	<b>2,628,131.</b>
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	{ }	<b>3</b>	<b>N/A</b>

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	4,992,518.	74,882,323.	.066672
2010	4,534,064.	81,429,963.	.055681
2009	3,885,191.	72,403,299.	.053660
2008	4,989,338.	82,479,689.	.060492
2007	5,350,414.	102,230,168.	.052337

<b>2</b> Total of line 1, column (d)	<b>2</b>	<b>.288842</b>
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	<b>.057768</b>
<b>4</b> Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	<b>4</b>	<b>74,695,915.</b>
<b>5</b> Multiply line 4 by line 3	<b>5</b>	<b>4,315,034.</b>
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	<b>25,618.</b>
<b>7</b> Add lines 5 and 6	<b>7</b>	<b>4,340,652.</b>
<b>8</b> Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	<b>8</b>	<b>4,131,208.</b>

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

<p><b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.  Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)</p> <p><b>b</b> Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b</p> <p><b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).</p> <p><b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p><b>3</b> Add lines 1 and 2</p> <p><b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)</p> <p><b>5 Tax based on investment income</b> Subtract line 4 from line 3. If zero or less, enter -0-</p> <p><b>6 Credits/Payments:</b></p> <p><b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012</p> <p><b>b</b> Exempt foreign organizations - tax withheld at source</p> <p><b>c</b> Tax paid with application for extension of time to file (Form 8868)</p> <p><b>d</b> Backup withholding erroneously withheld</p> <p><b>7</b> Total credits and payments. Add lines 6a through 6d</p> <p><b>8</b> Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached</p> <p><b>9 Tax due</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b></p> <p><b>10 Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b></p> <p><b>11</b> Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> <span style="float:right">27,226.</span> <b>Refunded</b></p>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr><td style="width:5%; text-align:center;">1</td><td style="width:95%;">51,237.</td></tr> <tr><td style="text-align:center;">2</td><td>0.</td></tr> <tr><td style="text-align:center;">3</td><td>51,237.</td></tr> <tr><td style="text-align:center;">4</td><td>0.</td></tr> <tr><td style="text-align:center;">5</td><td>51,237.</td></tr> <tr><td style="text-align:center;">6a</td><td>43,463.</td></tr> <tr><td style="text-align:center;">6b</td><td></td></tr> <tr><td style="text-align:center;">6c</td><td>35,000.</td></tr> <tr><td style="text-align:center;">6d</td><td></td></tr> <tr><td style="text-align:center;">7</td><td>78,463.</td></tr> <tr><td style="text-align:center;">8</td><td></td></tr> <tr><td style="text-align:center;">9</td><td></td></tr> <tr><td style="text-align:center;">10</td><td>27,226.</td></tr> <tr><td style="text-align:center;">11</td><td>0.</td></tr> </table>	1	51,237.	2	0.	3	51,237.	4	0.	5	51,237.	6a	43,463.	6b		6c	35,000.	6d		7	78,463.	8		9		10	27,226.	11	0.
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11	0.																												

**Part VII-A Statements Regarding Activities**

<p><b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?</p> <p><b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?  If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities</p> <p><b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year?</p> <p><b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:  (1) On the foundation. <span style="float:right">\$ 0.</span> (2) On foundation managers. <span style="float:right">\$ 0.</span></p> <p><b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <span style="float:right">\$ 0.</span></p> <p><b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?  If "Yes," attach a detailed description of the activities.</p> <p><b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes</p> <p><b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?</p> <p><b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year?</p> <p><b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?  If "Yes," attach the statement required by <b>General Instruction T</b>.</p> <p><b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:  • By language in the governing instrument, or  • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?</p> <p><b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year?  If "Yes," complete <b>Part II, col (c), and Part XV</b>.</p> <p><b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <span style="float:right">_____</span></p> <p><b>FL</b></p> <p><b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by <b>General Instruction G</b>? If "No," attach explanation</p> <p><b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete <b>Part XIV</b></p> <p><b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses</p>	<p><b>N/A</b></p>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <th style="width:5%;"></th> <th style="width:45%;">Yes</th> <th style="width:50%;">No</th> </tr> <tr><td style="text-align:center;">1a</td><td></td><td align="center">X</td></tr> <tr><td style="text-align:center;">1b</td><td></td><td align="center">X</td></tr> <tr><td style="text-align:center;">1c</td><td></td><td align="center">X</td></tr> <tr><td style="text-align:center;">2</td><td></td><td align="center">X</td></tr> <tr><td style="text-align:center;">3</td><td></td><td align="center">X</td></tr> <tr><td style="text-align:center;">4a</td><td></td><td align="center">X</td></tr> <tr><td style="text-align:center;">4b</td><td></td><td></td></tr> <tr><td style="text-align:center;">5</td><td></td><td align="center">X</td></tr> <tr><td style="text-align:center;">6</td><td align="center">X</td><td></td></tr> <tr><td style="text-align:center;">7</td><td align="center">X</td><td></td></tr> <tr><td style="text-align:center;">8b</td><td align="center">X</td><td></td></tr> <tr><td style="text-align:center;">9</td><td></td><td align="center">X</td></tr> <tr><td style="text-align:center;">10</td><td></td><td align="center">X</td></tr> </table>		Yes	No	1a		X	1b		X	1c		X	2		X	3		X	4a		X	4b			5		X	6	X		7	X		8b	X		9		X	10		X
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**Part VII-A Statements Regarding Activities** (continued)

<b>11</b> At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
<b>12</b> Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
<b>13</b> Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
<b>14</b> The books are in care of ► <u>FORREST &amp; FRANCES LATTNER FOUNDATIO</u> Telephone no. ► <u>(561) 266-9494</u> Located at ► <u>198 NE 6TH AVENUE, DELRAY BEACH, FL</u> ZIP+4 ► <u>33483</u>			
<b>15</b> 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	N/A	
<b>16</b> At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ 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)?

N/A

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?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
DREW HOLLENBECK	TRUSTEE			
198 NE 6TH AVENUE				
DELRAY BEACH, FL 33483	10.00	29,927.	0.	0.
DAVID W. HOLLENBECK	TRUSTEE			
198 NE 6TH AVENUE				
DELRAY BEACH, FL 33483	10.00	42,257.	0.	0.
DOUGLAS HOLLENBECK	TRUSTEE			
198 NE 6TH AVENUE				
DELRAY BEACH, FL 33483	10.00	28,580.	0.	0.
SUSAN L. LLOYD	CHAIRMAN			
198 NE 6TH AVENUE				
DELRAY BEACH, FL 33483	10.00	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUE MANN - 198 NE 6TH AVENUE, DELRAY BEACH, FL 33483	FUND MANAGER			
	40.00	81,365.	0.	0.

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

0

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## Part VIII

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

**3 Five highest-paid independent contractors for professional services. If none, enter "NONE."**

[illegible]

<b>Total</b> number of others receiving over \$50,000 for professional services	1
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<b>Part IX-A</b>	<b>Summary of Direct Charitable Activities</b>
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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.

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of scholarships and other bursaries awarded, conferences convened, research papers produced, etc.	Expenses

1	N/A	
2		
3		
4		

<b>Part IX-B</b>	<b>Summary of Program-Related Investments</b>
------------------	---

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount

1	N/A	
2		
3	All other program-related investments. See instructions.	
Total. Add lines 1 through 3		0

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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
<b>a</b>	Average monthly fair market value of securities	<b>1a</b>	63,552,314.
<b>b</b>	Average of monthly cash balances	<b>1b</b>	11,793,694.
<b>c</b>	Fair market value of all other assets	<b>1c</b>	487,408.
<b>d</b>	Total (add lines 1a, b, and c)	<b>1d</b>	75,833,416.
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1e</b>	0.
<b>2</b>	Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b>	Subtract line 2 from line 1d	<b>3</b>	75,833,416.
<b>4</b>	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	1,137,501.
<b>5</b>	<b>Net value of noncharitable-use assets</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	74,695,915.
<b>6</b>	<b>Minimum investment return</b> Enter 5% of line 5	<b>6</b>	3,734,796.

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

<b>1</b>	Minimum investment return from Part X, line 6	<b>1</b>	3,734,796.
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5	<b>2a</b>	51,237.
<b>b</b>	Income tax for 2012. (This does not include the tax from Part VI.)	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b	<b>2c</b>	51,237.
<b>3</b>	Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	3,683,559.
<b>4</b>	Recoveries of amounts treated as qualifying distributions	<b>4</b>	0.
<b>5</b>	Add lines 3 and 4	<b>5</b>	3,683,559.
<b>6</b>	Deduction from distributable amount (see instructions)	<b>6</b>	0.
<b>7</b>	<b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	3,683,559.

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

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
<b>a</b>	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	<b>1a</b>	4,131,208.
<b>b</b>	Program-related investments - total from Part IX-B	<b>1b</b>	0.
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the:		
<b>a</b>	Suitability test (prior IRS approval required)	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule)	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	4,131,208.
<b>5</b>	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	<b>5</b>	0.
<b>6</b>	<b>Adjusted qualifying distributions</b> Subtract line 5 from line 4	<b>6</b>	4,131,208.

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

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FOUNDATION**

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

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
<b>1</b> Distributable amount for 2012 from Part XI, line 7				3,683,559.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years:		0.		
<b>3</b> Excess distributions carryover, if any, to 2012:				
<b>a</b> From 2007	474,104.			
<b>b</b> From 2008	972,874.			
<b>c</b> From 2009	270,556.			
<b>d</b> From 2010	469,625.			
<b>e</b> From 2011	1,323,588.			
<b>f</b> Total of lines 3a through e	3,510,747.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	4,131,208.			
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				3,683,559.
<b>e</b> Remaining amount distributed out of corpus	447,649.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,958,396.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7	474,104.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,484,292.			
<b>10</b> Analysis of line 9:				
<b>a</b> Excess from 2008	972,874.			
<b>b</b> Excess from 2009	270,556.			
<b>c</b> Excess from 2010	469,625.			
<b>d</b> Excess from 2011	1,323,588.			
<b>e</b> Excess from 2012	447,649.			

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

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

**b** Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

**1 Information Regarding Foundation Managers:**

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

**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.

**NONE**

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

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

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

**SUSAN L. LLOYD, (561) 266-9494**  
**198 NE 6TH AVENUE, DELRAY BEACH, FL 33483**

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

**AVAILABLE UPON REQUEST**

**c** Any submission deadlines:

**AVAILABLE UPON REQUEST**

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

**AVAILABLE UPON REQUEST**

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
ADULT DAY CENTER OF WESTERLY 5 UNION ST. WESTERLY, RI 02891	NONE	5013	SUBSIDIZE COST OF SERVICES	10,000.
THE ALLIANCE FOR NATURAL HEALTH 6931 ARLINGTON RD., STE. 304 BETHESDA, MD 20814	NONE	5013	PROGRAM SUPPORT	30,000.
AUDUBON PENNSYLVANIA 1201 PAWLINGS ROAD AUDUBON, PA 19403	NONE	501(C)3	COMMUNITY ENGAGEMENT PROGRAM	50,000.
AYERSFOUNDATION 6 HAVERSHAM RD. WESTERLY, RI 02891	NONE	501(C)3	GENERAL SUPPORT	7,000.
BNP PICTURES(WOMEN MAKE MOVIES) P. O. BOX 481 HAILEY, ID 83333	NONE	501(C)3	TOOL KIT & DISCUSSION GUIDES; ERRORS & OMISSION	50,000.
<b>Total</b>	<b>SEE CONTINUATION SHEET(S)</b>			<b>3a</b> 3,952,902.
<b>b Approved for future payment</b>				
NONE				
<b>Total</b>				<b>3b</b> 0.





**FORREST C.- & FRANCES H. LATTNER  
FOUNDATION**

20-3106502

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
BIONUTRIENT FOOD ASSOCIATION 24 HILLSVILLE RD. N. BROOKFIELD, MA 01535	NONE	501(C)3	SCHOLARSHIPS FOR THE BIONUTRIENT DENSE CROP PRO	30,000.
BOCA RATON SOCIETY FOR THE DISABLED 306 NW 35TH STREET BOCA RATON, FL 33431	NONE	501(C)3	TUITION SUBSIDIES, TRANSPORTATION AND LUNCHES	30,000.
BOGGY CREEK GANG 30500 BRANTLEY BRANCH RD. EUSTIS, FL 32736	NONE	501(C)3	THERAPEUTIC CAMP PROGRAMS	5,000.
BOY SCOUTS - NARRAGANSETT COUNCIL #546 P.O. BOX 14777 E. PROVIDENCE, RI 02914	NONE	501(C)3	DIRECT CAMPERSHIP ASSISTANCE FOR INNER-CITY	5,000.
BOYS & GIRLS CLUB OF DELRAY 800 NORTHPOINT PARKWAY, STE. 204 W. PALM BEACH, FL 33407	NONE	501(C)3	PROGRAM SUPPORT	10,000.
BREAKTHROUGH OF GREATER PHILADELPHIA 34 W. COULTER ST. PHILADELPHIA, PA 19144	NONE	501(C)3	PROGRAM SUPPORT	20,000.
BURLINGTON SCHOOL FOOD PROJECT 52 INSTITUTE RD. BURLINGTON, VT 05408	NONE	501(C)3	EXPAND FARMING & CULINARY INITIATIVES FOR MIDDLE	10,000.
THE CENTER FOR AN AGRICULTURAL ECONOMY 41 S. MAIN ST. HARDWICK, VT 05843	NONE	501(C)3	BUILDING & INSTALLING A FREEZER UNIT	25,000.
CHAMPLAIN COLLEGE P.O. BOX 670 BURLINGTON, VT 05402	NONE	501(C)3	SCHOLARSHIP & EMERGENCY FUND	20,000.
CHESTNUT HILL ACADEMY 500 W. WILLOW GROVE AVENUE PHILADELPHIA, PA 19118	NONE	501(C)3	SCIENCE & TECHNOLOGY CENTER	200,000.
<b>Total from continuation sheets</b>				<b>3,805,902.</b>

FORREST C. & FRANCES H. LATTNER  
FOUNDATION

20-3106502

**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

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
CHILDREN'S HEALTHCARE OF ATLANTA 1687 TULLIE CIRCLE ATLANTA, GA 30329	NONE	501(C)3	MATCH PROCEEDS OF TOBY WADE CHAPIN GOLF	23,777.
CHRISTIANS REACHING OUT TO SOCIETY 301 FIRST AVE. SOUTH LAKE WORTH, FL 33460	NONE	501(C)3	THE CARING KITCHEN	40,000.
COMMITTEE ON TEMPORARY SHELTER P.O. BOX 1616 BURLINGTON, VT 05402	NONE	501(C)3	GENERAL SUPPORT	3,000.
COMMON ROOTS P.O. BOX 9335 S. BURLINGTON, VT 05407	NONE	501(C)3	SALARY OF A LOCAL FARMER TO PRODUCE FOODS FOR	20,000.
COMMUNITY PARTNERSHIP SCHOOL 1936 N. JUDSON STREET PHILADELPHIA, PA 19121	NONE	501(C)3	GENERAL SUPPORT	10,000.
THE COMPASS SCHOOL 537 OLD NORTH RD. KINGSTON, RI 02881	NONE	501(C)3	HISTORIC RENOVATION OF FARMHOUSE BUILDING	70,000.
CONSERVATION LAW FOUNDATION 62 SUMMER STREET BOSTON, MA 02110	NONE	501(C)3	ADVOCACY ORGANIZATION-WIDE AND RHODE ISLAND	100,000.
CONVOY OF HOPE 330 S. PATTERSON AVE. SPRINGFIELD, MO 65802	NONE	501(C)3	HURRICANE SANDY RELIEF	9,000.
CORNUCOPIA INSTITUTE P.O. BOX 126 CORNUCOPIA, WI 54827	NONE	501(C)3	PROGRAM WORK	40,000.
THE CROSSROADS CLUB 1700 LAKE IDA RD. DELRAY BEACH, FL 33445	NONE	501(C)3	LIVING SKILLS IN THE SCHOOLS PROGRAM	10,000.
Total from continuation sheets				



**FORREST C. & FRANCES H. LATTNER  
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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
DEERFIELD VALLEY ROTARY FUND P.O. BOX 966 W. DOVER, VT 05356	NONE	501(C)3	GENERAL SUPPORT	25,000.
DRAGONFLY FOREST 1100 E. HECTOR ST., STE. 333 CONSHOHOCKEN, PA 19428	NONE	501(C)3	2012 CAMP SEASON	20,000.
DUNWOODY NATURE CENTER P.O. BOX 88070 DUNWOODY, GA 30356	NONE	501(C)3	GENERAL OPERATING SUPPORT	30,000.
EAST BEACH ASSOCIATION 23 ICE POND RD. WESTERLY, RI 02891	NONE	501(C)3	RENTAL OF HEAVY EQUIP & MANUAL LABOR TO REMOV	5,000.
ENVIRONMENT & HUMAN HEALTH 1191 RIDGE RD. N. HAVEN, CT 06473	NONE	501(C)3	RESEARCH OF FLAME-RETARDANTS, REPORT & RECOMM	75,000.
FAMILIES FIRST IN SOUTHERN VERMONT P.O. BOX 939 WILMINGTON, VT 05363	NONE	501(C)3	MAKE WILD HOPES FARM FULLY ACCESSIBLE BY	4,000.
FARM-BASED EDUCATION ASSOCIATION 1611 HARBOR RD. SHELBURNE, VT 05482	NONE	501(C)3	3-DAY TRADITIONAL FOOD & HEALTH SYMPOSIUM	69,000.
FARM-TO-CONSUMER FOUNDATION 2692 MADISON RD., STE. N1-371 CINCINNATI, OH 45208	NONE	501(C)3	PROGRAM SUPPORT	45,000.
FLETCHER ALLEN HEALTH CARE 111 COLCHESTER AVENUE BURLINGTON, VT 05401	NONE	501(C)3	SUSTAINABLE FOOD PRACTICES IN FOOD NUTRITION	30,000.
FLYNN CENTER FOR THE PERFORMING ARTS 153 MAIN STREET BURLINGTON, VT 05401	NONE	501(C)3	SUBSIDIZED TICKETS-STUDENT MATINEE SERIES	25,000.
<b>Total from continuation sheets</b>				

**FORREST C. & FRANCES H. LATTNER  
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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
FOOD WORKS AT TWO RIVERS CENTER 64 MAIN ST. MONTPELIER, VT 05602	NONE	501(C)3	TWO RIVERS EDUCATIONAL FARM	25,000.
FLORIDA COALITION FOR PRESERVATION 235 NE SIXTH AVE., BLDG. F DELRAY BEACH, FL 33483	NONE	501(C)3	GENERAL SUPPORT	2,000.
FRIENDS OF BURLINGTON GARDENS P.O. BOX 4504 BURLINGTON, VT 05406	NONE	501(C)3	COMMUNITY TEACHING GARDEN	10,000.
GEORGIA ELITE C/O R MCABEE, 10140 KINCROSS RD ROSWELL, GA 30076	NONE	501(C)3	BASKETBALL PROGRAM	15,000.
THE GREENE SCHOOL 94 JOHN POTTER RD., UNIT #3 W. GREENWICH, RI 02817	NONE	501(C)3	PURCHASE OF BUS TO RUN ON BIODIESEL	75,000.
HEARTBEET LIFESHARING 218 TOWN FARM RD. HARDWICK, VT 05843	NONE	501(C)3	GENERAL SUPPORT	3,000.
HIGHFIELDS CENTER FOR COMPOSTING P.O. BOX 503 HARDWICK, VT 05483	NONE	501(C)3	DEVELOPMENT OF COMPOST RESEARCH & EDUCATIO	30,000.
THE HOLE IN THE WALL GANG FUND 555 LONG WHARF DR. NEW HAVEN, CT 06511	NONE	501(C)3	HOSPITAL OUTREACH SPECIALIST - BOSTON-BASED	75,000.
IN THE PINES 16101 HALF MILE RD., BLDG. G OFFICE DELRAY BEACH, FL 33446	NONE	501(C)3	BUILDING A BETTER LIFE PROGRAM - HEALTH & NUTRIT	15,000.
INTERVALE CENTER 180 INTERVALE ROAD BURLINGTON, VT 05401	NONE	501(C)3	STRENGTHENING FOOD SYSTEMS	45,000.
<b>Total from continuation sheets</b>				

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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
ISLAND PRESS/CENTER FOR RES ECONOMICS 1718 CONNECTICUT AVE. N.W. STE 300 WASHINGTON, DC 20009	NONE	501(C)3	SUPPORT OF CORE WORK	50,000.
JONNYCAKE CENTER OF WESTERLY 23 INDUSTRIAL DR. WESTERLY, RI 02891	NONE	501(C)3	FOOD PANTRY, EMERGENCY FINANCIAL AID, EDUCATIO	25,000.
KING STREET YOUTH CENTER P.O. BOX 1615 BURLINGTON, VT 05402	NONE	501(C)3	GENERAL SUPPORT	3,000.
LAKE CHAMPLAIN BASIN SCIENCE CENTER ONE COLLEGE ST. BURLINGTON, VT 5401	NONE	501(C)3	E-TEAM TEEN LEADERSHIP PROGRAM	25,000.
LAKE CHAMPLAIN WALDORF SCHOOL 359 TURTLE LN. SHELBURNE, VT 5482	NONE	501(C)3	PURCHASE ERGONOMIC WOODEN CHAIRS, PLAYGROUN	25,000.
LITERACY VOLUNTEERS OF WASHINGTON CNTY 93 TOWER ST., UNITS 25 & 26 WESTERLY, RI 02891	NONE	501(C)3	ADMINISTRATIVE & INDIRECT COSTS FOR PROGRAM	5,000.
LUND FAMILY CENTER P.O. BOX 4009 BURLINGTON, VT 05406	NONE	501(C)3	GENERAL SUPPORT	3,000.
MANNA P.O. BOX 30181 PHILADELPHIA, PA 19103	NONE	501(C)3	COMPREHENSIVE NUTRITION SERVICES	35,000.
MOTHERS AGAINST GUN VIOLENCE C/O HELEN HUDSON P.O. BOX 614 SYRACUSE, NY 13205	NONE	501(C)3	GENERAL SUPPORT	5,000.
THE NATURE CONSERVANCY IN RHODE ISLAND 159 WATERMAN ST. PROVIDENCE, RI 02906	NONE	501(C)3	OCEAN AND COASTAL CONSERVATION	250,000.
<b>Total from continuation sheets</b>				

**FORREST C. & FRANCES H. LATTNER  
FOUNDATION**

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**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
NEED IN DEED 211 N. 13TH ST., STE. 501 PHILADELPHIA, PA 19107	NONE	501(C)3	SERVICE-LEARNING WORK	15,000.
THE NEW YORK TIMES NEEDIEST CASES FUN 4 CHASE METROTECH CTR., 7TH FL. E. BROOKLYN, NY 11245	NONE	501(C)3	GENERAL SUPPORT	20,000.
NORTHEAST ORGANIC FARMING ASSOC. P. O. BOX 697 RICHMOND, VT 05477	NONE	501(C)3	PROGRAM WORK	50,000.
OCEAN COMMUNITY YMCA 95 HIGH STREET WESTERLY, RI 02891	NONE	501(C)3	RENOVATION OF BUILDING INTO SCIENCE AND NATURE	100,000.
ORGANIC FARMING RESEARCH FOUNDATION P.O. BOX 440 SANTA CRUZ, CA 95061	NONE	501(C)3	GENERAL OPERATING SUPPORT	85,000.
OZARK TRAIL ASSOCIATION 406 W. HIGH STREET POTOSI, MO 63664	NONE	501(C)3	FUND EXEC DIR POSITION FOR 2 YEARS	100,000.
PAWCATUCK NEIGHBORHOOD CENTER 27 CHASE ST. PAWCATUCK, RI 06379	NONE	501(C)3	GENERAL SUPPORT	2,000.
PCI-MEDIA IMPACT 777 UNITED NATIONS PLAZA, 5TH FLOOR NEW YORK, NY 10017	NONE	501(C)3	PROGRAM SUPPORT	20,000.
PALM BEACH POST SEASON TO SHARE FUND 2751 S. DIXIE HIGHWAY WEST PALM BEACH, FL 33405	NONE	501(C)3	2012 SEASON TO SHARE CAMPAIGN	35,000.
PENNSYLVANIA HORTICULTURAL SOCIETY 100 N. 20TH STREET, 5TH FLOOR PHILADELPHIA, PA 19103	NONE	501(C)3	CITY HARVEST PROGRAM	75,000.
<b>Total from continuation sheets</b>				

**FORREST C. & FRANCES H. LATTNER  
FOUNDATION**

20-3106502

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
PENNYPACK FARM EDUCATION CTR 685 MANN ROAD HORSHAM, PA 19044	NONE	501(C)3	EDUCATIONAL PROGRAMMING	30,000.
PHILABUNDANCE 3616 S. GALLOWAY ST. PHILADELPHIA, PA 19148	NONE	501(C)3	FRESH FOR ALL PROGRAM	45,000.
PHILADELPHIA MURAL ARTS ADVOCATES 1727-29 MT. VERNON ST. PHILADELPHIA, PA 19130	NONE	501(C)3	YOUTH ART EDUCATION PROGRAMS	50,000.
RECOVERY YOGA 52 EUGENE O'NEILL DR. NEW LONDON, CT 06320	NONE	501(C)3	PROGRAM SUPPORT AND MATCHING GRANT	30,000.
RHODE ISLAND COMMUNITY FOOD BANK 200 NIANATIC AVENUE PROVIDENCE, RI 02907	NONE	501(C)3	FOOD ACQUISITION AND DISTRIBUTION	25,000.
THE ROTARY CLUB OF CHARLOTTE-SHELBURNE C/O LINDA GILBERT 190 RED TAIL LN. CHARLOTTE, VT 05445	NONE	501(C)3	2013 SERVICE TRIP	12,000.
RURAL VERMONT 15 BARRE STREET, STE. 2 MONTPELIER, VT 05602	NONE	501(C)3	VERMONTERS FEEDING VERMONTERS CAMPAIGN	55,000.
RUSSELL BYERS CHARTER SCHOOL 210 W. RITTENHOUSE SQ., STE. 400 PHILADELPHIA, PA 19103	NONE	501(C)3	SALARY OF COLLEGE COACH - OURS FOR LIFEPROGRAM	25,000.
ST. THOMAS CHURCH, WHITEMARSH P.O. BOX 247 FORT WASHINGTON, PA 19034	NONE	501(C)3	CAPITAL CAMPAIGN TO HELP PRESERVE LAND AS OPEN	10,000.
SALT MARSH OPERA P.O. BOX 227 STONINGTON, CT 06378	NONE	501(C)3	FUND PRODUCTION OF LA CENERENTOLAAT WESTERLY	15,000.
<b>Total from continuation sheets</b>				

**FORREST C. & FRANCES H. LATTNER  
FOUNDATION**

20-3106502

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE SALVATION ARMY 701 N. BROAD STREET PHILADELPHIA, PA 19123	NONE	501(C)3	GENERAL OPERATING SUPPORT	50,000.
SAVE THE BAY 100 SAVE THE BAY DRIVE PROVIDENCE, RI 02905	NONE	501(C)3	SOUTH COUNTY COASTKEEPER & WESTERLY OFFICE	90,000.
THE SHELBURNE CRAFT SCHOOL P.O. BOX 52 SHELBURNE, VT 05482	NONE	501(C)3	GENERAL SUPPORT	3,000.
SHELBURNE FARMS 1611 HARBOR ROAD SHELBURNE, VT 05842	NONE	501(C)3	FOOD SYSTEMS & AGRICULTURE EDUCATION PROGRAM	150,000.
SHELBURNE MUSEUM P.O. BOX 10 SHELBURNE, VT 05482	NONE	501(C)3	CAMPAIGN TO CONSTRUCT AND ENDOW YEAR-ROUND	25,000.
THE SOUP KITCHEN, INC. 8645 W. BOYNTON BEACH BLVD. BOYNTON BEACH, FL 33474	NONE	501(C)3	OPERATIONAL EXPENSES & NON-ALUMINUM COOKWA	50,000.
SPECIAL OPERATIONS WARRIOR FOUNDATION P.O. BOX 13483 TAMPA, FL 33681	NONE	501(C)3	COLLEGE SCHOLARSHIPS FOR CHILDREN OF FALLEN	5,000.
STAGE LEFT THEATRE 225 SARATOGA BLVD. E. WEST PALM BEACH, FL 33411	NONE	501(C)3	HELP PREPARE THEATRE FOR INAUGURAL PRODUCTION	6,000.
SURFRIDER FOUNDATION P.O. BOX 6010 SAN CLEMENTE, CA 92674	NONE	501(C)3	GLOBAL & CHAPTER SUPPORT; RISE ABOVE PLASTICS	150,000.
TRINITY YARD SCHOOL P.O. BOX 319 BRISTOL, VT 05472	NONE	501(C)3	SPONSOR GRADUATING STUDENTS IN APPRENTICESHIP	10,000.
<b>Total from continuation sheets</b>				

FORREST C. & FRANCES H. LATTNER  
FOUNDATION

20-3106502

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
UNITED WAY OF RHODE ISLAND 50 VALLEY ST. PROVIDENCE, RI 02909	NONE	501(C)3	HELP UNDERWRITE 2 NEW TECHNICAL STAFF POSITIONS	10,000.
UNIVERSITY OF MIAMI 1500 NW 12TH AVE., STE. 1020E MIAMI, FL 33136	NONE	501(C)3	LIVINGSTONE CHAIR IN SURGICAL ONCOLOGY	5,000.
UNIVERSITY OF VERMONT & STATE AGRICULTURAL 340 WATERMAN BUILDING BURLINGTON, VT 05403	NONE	501(C)3	EVALUATE IMPACT OF JOHN KEMPF'S ADVANCING EC	26,125.
US NATIONAL COMMITTEE FOR UN FUND FOR 1120 20TH ST. NW, STE. 720 WASHINGTON, DC 20036	NONE	501(C)3	CAPACITY BUILDING	50,000.
VERMONT FRESH NETWORK P.O. BOX 895 RICHMOND, VT 05477	NONE	501(C)3	GROW MARKETS FOR LOCALLY GROWN FOOD	50,000.
VERMONT GRASS FARMERS' ASSOCIATION P.O. BOX 142 RANDOLPH CENTER, VT 05061	NONE	501(C)3	GENERAL SUPPORT	5,000.
VERMONT LAND TRUST 8 BAILEY AVENUE MONTPELIER, VT 05602	NONE	501(C)3	FARMLAND CONSERVATION	100,000.
WNET 825 8TH AVE. NEW YORK, NY 10019	NONE	501(C)3	HELP LAUNCH "FARM FRESH FOOD WITH NELL NEWM	100,000.
WARM (WESTERLY AREA REST MEALS) 56 SPRUCE STREET WESTERLY, RI 02891	NONE	501(C)3	HARVEST HOMES PROGRAM	25,000.
WAYSIDE HOUSE 378 NE SIXTH AVE. DELRAY BEACH, FL 33483	NONE	501(C)3	TWO NEW PLAY AREAS	50,000.
Total from continuation sheets				

**FORREST C. & FRANCES H. LATTNER  
FOUNDATION**

20-3106502

**Part XV Supplementary Information**

**3 Grants and Contributions Paid During the Year (Continuation)**

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
THE WESTERLY LAND TRUST P.O. BOX 601 WESTERLY, RI 02891	NONE	501(C)3	LAND ACQUISITION AND LAND STEWARDSHIP	105,000.
WESTON A. PRICE FOUNDATION 4200 WISCONSIN AVENUE NW WASHINGTON, DC 20016	NONE	501(C)3	RESEARCH, SCHOLARSHIPS, WEBSITE REDESIGN	125,000.
THE WILMINGTON FUND VT 14 CASTLE HILL WILMINGTON, VT 05363	NONE	501(C)3	HELP PROMOTE NEW BUSINESS ACTIVITY	7,000.
WOODMERE ART MUSEUM 9201 GERMANTOWN AVENUE PHILADELPHIA, PA 19118	NONE	501(C)3	CHILDREN'S COMPONENT OF PHILARTDELPHIA	10,000.
THE WOOD-PAWCATUCK WATERSHED ASSN 203 ARCADIA ROAD HOPE VALLEY, RI 02832	NONE	501(C)3	ANNUAL OPERATING EXPENSES	65,000.
ZENO MOUNTAIN FARM 950 ZENO RD. LINCOLN, VT 05443	NONE	501(C)3	GENERAL SUPPORT	5,000.
<b>Total from continuation sheets</b>				



## FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
NORTHERN TRUST - GRANTS	77.
NORTHERN TRUST - OPERATING	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	81.

## FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST CO - NOMINEE	1,195.	0.	1,195.
NORTHERN TRUST CO - NOMINEE	116,687.	0.	116,687.
VANGUARD INFLATION-PROTECT SEC ADM	19,755.	0.	19,755.
TOTAL TO FM 990-PF, PART I, LN 4	137,637.	0.	137,637.

## FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
SILCHESTER INTL VALUE EQUITY TRUST	320,220.	320,220.	
BOSTON CO EMERGING MARKET FD	71,652.	71,652.	
METROPOLITAN REAL ESTATE PARTNERS IV LP	7,033.	7,033.	
METROPOLITAN REAL ESTATE PARTNERS V LP	26,938.	26,938.	
PARK STREET CAPITAL PRIVATE EQUITY FD VII LP	14,624.	14,624.	
PARK STREET CAPITAL PRIVATE EQUITY FD VIII LP	15,424.	15,424.	
PARK STREET CAPITAL NATURAL RESOURCE FD III LP	29,500.	29,500.	
METROPOLITAN REAL ESTATE PARTNERS VI LP	22,086.	22,086.	
PARK STREET CAPITAL NATURAL RESOURCE FD III CORP	<1,600.>	<1,600.>	
DAVIDSON KEMPNER INSTL PTRS LP	57,021.	57,021.	
MASON CAPITAL, LTD	<145,255.>	<145,255.>	
ELLIOTT INTERNATIONAL LTD	2,604.	2,604.	

FIR TREE INTL VALUE FUND	25,002.	25,002.	
TOTAL TO FORM 990-PF, PART I, LINE 11	445,249.	445,249.	

FORM 990-PF	ACCOUNTING FEES			STATEMENT 4
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	26,563.	26,563.		0.
TO FORM 990-PF, PG 1, LN 16B	26,563.	26,563.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTANTS	200,000.	200,000.		0.
MANAGEMENT FEES	320,786.	320,786.		0.
TO FORM 990-PF, PG 1, LN 16C	520,786.	520,786.		0.

FORM 990-PF	TAXES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX PAID	38,783.	38,783.		0.
INCOME TAX	37,593.	0.		0.
PAYROLL TAX	10,413.	10,413.		0.
TO FORM 990-PF, PG 1, LN 18	86,789.	49,196.		0.

## FORM 990-PF

## OTHER EXPENSES

STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	100.	25.		75.
INSURANCE	3,719.	930.		2,789.
OFFICE MAINTENANCE	3,617.	905.		2,712.
OFFICE EXPENSE	2,017.	504.		1,513.
COMPUTER SUPPLIES	200.	50.		150.
PAYROLL FEE	1,772.	443.		1,329.
POSTAGE	349.	87.		262.
EQUIPMENT RENT	924.	231.		693.
UTILITIES	4,313.	1,078.		3,235.
MEMBERSHIP FEES	695.	174.		521.
SUBSCRIPTIONS	368.	92.		276.
TO FORM 990-PF, PG 1, LN 23	18,074.	4,519.		13,555.

## FORM 990-PF

## OTHER INVESTMENTS

STATEMENT 8

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	56,172,316.	65,042,920.
TOTAL TO FORM 990-PF, PART II, LINE 13		56,172,316.	65,042,920.

## FORM 990-PF

## DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT

STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE
FURNITURE	6,793.	6,491.	302.
OFFICE EQUIPMENT	2,676.	2,676.	0.
DESK & RETURN	1,721.	1,491.	230.
LCD PROJECTOR	779.	674.	105.
TRAVEL PROJECTOR & STAND	490.	425.	65.
COMPUTER	1,917.	1,862.	55.
POSTERS FOR OFFICE	150.	133.	17.
FAX MACHINE	180.	174.	6.
TOILET	300.	266.	34.
TELEPHONE	102.	90.	12.
PRINTER	224.	218.	6.
HURRICANE SHUTTERS	1,400.	1,243.	157.
TOTAL TO FM 990-PF, PART II, LN 14	16,732.	15,743.	989.

FORM 990-PF

OTHER ASSETS

STATEMENT 10

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
PREPAID FEDERAL INCOME TAX	63,296.	48,103.	48,103.
A/R - DIVIDENDS	0.	18,894.	18,894.
A/R - CAPITAL GAIN DIVIDENDS	0.	419,422.	419,422.
TO FORM 990-PF, PART II, LINE 15	63,296.	486,419.	486,419.

2012 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1

990-PF

Asset No	Description	Date Acquired	Method	Life	C o n v	Line No	Unadjusted Cost Or Basis	Bus % Excl	Section 179 Expense	* Reduction In Basis	Basis For Depreciation	Beginning Accumulated Depreciation	Current Sec 179 Expense	Current Year Deduction	Ending Accumulated Depreciation
1	FURNITURE	01/01/06	200DB	7.00		HY17	6,793.				6,793.	5,884.		607.	6,491.
2	OFFICE EQUIPMENT	01/01/06	200DB	5.00		HY17	2,676.				2,676.	2,676.		0.	2,676.
3	DESK & RETURN	02/22/07	200DB	7.00		HY17	1,721.				1,721.	1,337.		154.	1,491.
4	LCD PROJECTOR	05/04/07	200DB	7.00		HY17	779.				779.	605.		69.	674.
5	TRAVEL PROJECTOR & STAND	04/30/07	200DB	7.00		HY17	490.				490.	381.		44.	425.
7	COMPUTER	09/26/08	200DB	5.00		HY17	1,917.			959.	958.	793.		110.	903.
8	POSTERS FOR OFFICE	05/08/08	200DB	7.00		HY17	150.			75.	75.	51.		7.	58.
9	FAX MACHINE	10/08/08	200DB	5.00		HY17	180.			90.	90.	74.		10.	84.
10	TOILET	10/17/08	200DB	7.00		HY17	300.			150.	150.	103.		13.	116.
11	TELEPHONE	11/07/08	200DB	7.00		HY17	102.			51.	51.	34.		5.	39.
12	PRINTER	11/07/08	200DB	5.00		HY17	224.			112.	112.	93.		13.	106.
13	HURRICANE SHUTTERS	09/16/08	200DB	7.00		HY17	1,400.			700.	700.	480.		63.	543.
	* TOTAL 990-PF PG 1 DEPR						16,732.			2,137.	14,595.	12,511.		1,095.	13,606.

228111  
05-01-12

(D) - Asset disposed

\* ITC, Salvage, Bonus, Commercial Revitalization Deduction, GO Zone

Form **990-W**

**Estimated Tax on Unrelated Business Taxable  
Income for Tax-Exempt Organizations**

OMB No. 1545-0976

(Worksheet)  
Department of the Treasury  
Internal Revenue Service

(and on Investment Income for Private Foundations) **FORM 990-T**  
(Keep for your records. Do not send to the Internal Revenue Service )

**2013**

<b>1</b>	Unrelated business taxable income expected in the tax year	<b>1</b>	
<b>2</b>	Tax on the amount on line 1 See instructions for tax computation	<b>2</b>	
<b>3</b>	Alternative minimum tax (see instructions)	<b>3</b>	
<b>4</b>	Total. Add lines 2 and 3	<b>4</b>	
<b>5</b>	Estimated tax credits (see instructions)	<b>5</b>	
<b>6</b>	Subtract line 5 from line 4	<b>6</b>	
<b>7</b>	Other taxes (see instructions)	<b>7</b>	
<b>8</b>	Total. Add lines 6 and 7	<b>8</b>	
<b>9</b>	Credit for federal tax paid on fuels (see instructions)	<b>9</b>	
<b>10a</b>	Subtract line 9 from line 8. <b>Note.</b> If less than \$500, the organization is not required to make estimated tax payments. Private foundations, see instructions	<b>10a</b>	
<b>b</b>	Enter the tax shown on the 2012 return (see instructions). <b>Caution.</b> If zero or the tax year was for less than 12 months, skip this line and enter the amount from line 10a on line 10c	<b>10b</b>	
<b>c</b>	<b>2013 Estimated Tax.</b> Enter the smaller of line 10a or line 10b. If the organization is required to skip line 10b, enter the amount from line 10a on line 10c	<b>10c</b>	

	(a)	(b)	(c)	(d)
<b>11</b> Installment due dates (see instructions)	<b>11</b>			
<b>12</b> Required installments. Enter 25% of line 10c in columns (a) through (d) unless the organization uses the annualized income installment method, the adjusted seasonal installment method, or is a "large organization" (see instructions)	<b>12</b>			
<b>13</b> 2012 Overpayment (see instructions)	<b>13</b>			
<b>14</b> Payment due (Subtract line 13 from line 12.)	<b>14</b>			

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-W** (2013)

**ESTIMATED TAX  
OVERPAYMENT APPLIED  
AMOUNT DUE**

**2,400.  
0.**

FORREST C. & FRANCES H. LATTNER FOUNDATION  
FORM 990-PF - 2012  
PART IV - CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

SHARES	SECURITY	DATE ACQUIRED	DATE SOLD	GROSS PROCEEDS	COST	GAIN/LOSS
<u>SECURITY SALES:</u>						
72,301.576	VANGUARD INFLATION-PROTECT FD	2/3/2009	12/13/2012	2,131,450.46	1,674,774.68	456,675.78
127,302.632	ABERDEEN EMERGING MARKETS FD	6/17/2012	12/3/2012	1,935,000.00	1,693,125.01	241,874.99
245,407.600	GMO EMERGING MARKETS FUND II	8/12/2009	5/11/2012	2,662,672.46	3,734,079.47	(1,071,407.01)
4,051.575	TIFF ABSOLUTE RETURN POOL II ASSETS	1/15/2007	6/13/2012	7,488,673.85	5,582,746.02	1,905,927.83
	LITIGATION SETTLEMENTS			687.96		687.96

CAPITAL GAINS & LOSSES FROM PASSTHROUGH ENTITIES:

BOSTON COMPANY EMERGING MARKET FD	0.00	713,793.65	(713,793.65)
CONATUS CAPITAL OVERSEAS LTD	94,039.00	0.00	94,039.00
DAVIDSON KEMPNER INSTITUTIONAL PTRS LP	145,343.00	0.00	145,343.00
FIR TREE INT'L VALUE FD II LTD	276,571.00	0.00	276,571.00
GLENROCK GLOBAL PARTNERS (BVI) INC	137,912.00	0.00	137,912.00
MASON CAPITAL LTD	57,217.00	0.00	57,217.00
SILCHESTER INT'L VALUE EQUITY TRUST	353,052.00	0.00	353,052.00
VAN ECK INT'L INVESTORS GOLD I FD	89,736.37	0.00	89,736.37
METRO REAL ESTATE PARTERS IV LP	2,472.00	0.00	2,472.00
METRO REAL ESTATE PARTERS V LP	13,389.00	0.00	13,389.00
METRO REAL ESTATE PARTERS VI LP	52,964.00	0.00	52,964.00
PARK STREET CAPITAL PRIVATE EQUITY VII LP	25,880.00	0.00	25,880.00
PARK STREET CAPITAL PRIVATE EQUITY VIII LP	83,530.00	0.00	83,530.00
PARK STREET CAPITAL NATURAL RESOURCE FD	10,917.00	0.00	10,917.00
PARK STREET CAPITAL NATURAL RESOURCES CORP	12,017.00	0.00	12,017.00
NO TRUST - AGENCY	0.00	10.00	(10.00)
NO TRUST - NT-2-086843	453,135.26	0.00	453,135.26
NET CAPITAL GAIN	16,026,659.36	13,398,528.83	2,628,130.53