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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 , 2012, and ending , 20

Name of foundation: TBL CHARITABLE FOUNDATION

A Employer identification number: 20-3982689

Number and street (or P O box number if mail is not delivered to street address): 15 CHARLESDEN PARK

Room/suite:

B Telephone number (see instructions): (617) 332-0705

City or town, state, and ZIP code: NEWTONVILLE, MA 02460

C If exemption application is pending, check here ▶ [ ]

D 1 Foreign organizations, check here ▶ [ ]

2 Foreign organizations meeting the 85% test, check here and attach computation ▶ [ ]

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ [ ]

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 8,818,139.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) ____________ *(Part I, column (d) must be on cash basis)*

Part I Analysis of Revenue and Expenses *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)	35,982.	ATCH 1		
	2 Check ▶ [ ] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	232,845.	232,845.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	91,104.			
	b Gross sales price for all assets on line 6a 4,408,198.				
	7 Capital gain net income (from Part IV, line 2)		91,104.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	8,657.	8,454.		
	12 **Total.** Add lines 1 through 11	368,588.	332,403.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	49,034.	49,034.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	3,519.	3,519.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)				
	24 **Total operating and administrative expenses.** Add lines 13 through 23	52,553.	52,553.		
	25 Contributions, gifts, grants paid	578,670.			578,670.
	26 Total expenses and disbursements Add lines 24 and 25	631,223.	52,553.		578,670.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-262,635.			
	b **Net investment income** (if negative, enter -0-)		279,850.		
	c **Adjusted net income** (if negative, enter -0-)				

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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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing		53,066.	53,066.
	2 Savings and temporary cash investments	412,313.		
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 6	4,002,731.	4,293,305.	4,867,707.
	c Investments - corporate bonds (attach schedule) ATCH 7	4,016,903.	3,822,941.	3,897,366.
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	12 Investments - mortgage loans			
	13 Investments - other (attach schedule)			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation (attach schedule) ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	8,431,947.	8,169,312.	8,818,139.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	8,431,947.	8,169,312.	
	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			
	30 Total net assets or fund balances (see instructions)	8,431,947.	8,169,312.	
	31 Total liabilities and net assets/fund balances (see instructions)	8,431,947.	8,169,312.	

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	8,431,947.
2	Enter amount from Part I, line 27a	2	-262,635.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	8,169,312.
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	8,169,312.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a				
b				
c				
d				
e				

2 Capital gain net income or (net capital loss)	If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7	2	91,104.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	254,000.	4,612,533.	0.055067
2010		2,795.	
2009		2,804.	
2008	9,998.	7,609.	1.313970
2007	1,945,419.	1,209,396.	1.608587

2	**Total** of line 1, column (d)	2	2.977624
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	0.595525
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	8,688,802.
5	Multiply line 4 by line 3	5	5,174,399.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,799.
7	Add lines 5 and 6	7	5,177,198.
8	Enter qualifying distributions from Part XII, line 4	8	578,670.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ 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	5,597.
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	5,597.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	5,597.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 10,000.		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	10,000.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	26.
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	4,377.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 4,377. **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		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*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		N/A
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ 0 (2) On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
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		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		N/A
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MA,			
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	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ F. THOMSON LEIGHTON Telephone no ▶ 617-332-0705

Located at ▶ 15 CHARLESDEN PARK NEWTONVILLE, MA ZIP+4 ▶ 02460

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

		Line	Yes	No
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			N/A

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.	Line	Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? **(Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		N/A
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		X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
If "Yes," list the years ▶ ______, ______, ______, ______			
b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		N/A
c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______, ______, ______, ______			
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)*	3b		N/A
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 8		0	0	0

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

(a) Name and address of each employee paid more than $50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE		0	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
NONE		0
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

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

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

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	8,732,856.
b	Average of monthly cash balances	1b	88,263.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	8,821,119.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	8,821,119.
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	132,317.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	8,688,802.
6	**Minimum investment return.** Enter 5% of line 5	6	434,440.

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	434,440.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,597.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	5,597.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	428,843.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	428,843.
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	428,843.

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	578,670.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	578,670.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	578,670.

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				428,843.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior years 20 10 ,20 09 ,20 08				
3	Excess distributions carryover, if any, to 2012				
a	From 2007 ... 1,885,677.				
b	From 2008 ... 9,622.				
c	From 2009				
d	From 2010				
e	From 2011 ... 24,577.				
f	**Total** of lines 3a through e	1,919,876.			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 578,670.				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				428,843.
e	Remaining amount distributed out of corpus	149,827.			
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	2,069,703.			
b	Prior years' undistributed income Subtract line 4b from line 2b				
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	1,885,677.			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	184,026.			
10	Analysis of line 9				
a	Excess from 2008 ... 9,622.				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011 ... 24,577.				
e	Excess from 2012 ... 149,827.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

F. THOMSON LEIGHTON

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

N/A

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

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

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

ATCH 9

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

NO STANDARD FORMAT REQUIRED

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*				
ATCH 10				
Total . . . . ▶ **3a**				578,670.
b *Approved for future payment*				
NONE				
Total . . . . ▶ **3b**				NONE

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			14	42,268.	
4 Dividends and interest from securities			14	190,577.	
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	91,104.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 11				8,657.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				332,606.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 332,606.

(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.)

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)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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
	N/A		N/A

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee | Date 10/31/13 | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Jennfier D.Rhoderick		10/29/2013		P00395735

Firm's name ▶ ERNST & YOUNG U.S. LLP — Firm's EIN ▶ 34-6565596

Firm's address ▶ 111 MONUMENT CIRCLE, SUITE 2600 INDIANAPOLIS, IN 46204 — Phone no 317.681.7000

PUBLIC DISCLOSURE COPY

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization	Employer identification number
TBL CHARITABLE FOUNDATION	20-3982689

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ______________

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

Schedule B (Form 990, 990-EZ, or 990-PF) (2012) Page **2**

Name of organization TBL CHARITABLE FOUNDATION

Employer identification number 20-3982689

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	F. THOMSON LEIGHTON 15 CHARLESDEN PARK NEWTONVILLE, MA 02460	$ 35,482.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	F. THOMSON LEIGHTON 15 CHARLESDEN PARK NEWTONVILLE, MA 02460	$ 500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization TBL CHARITABLE FOUNDATION

Employer identification number 20-3982689

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	3,750 SHS QS COMMUNICATIONS 22 SHS LOCKHEED MARTIN CORPORATION 334 SHS JUNIPER NETWORKS, INC. 990 SHS FINISAR CORPORATION	$ 44,368.	02/14/2012
		$	
		$	
		$	
		$	
		$	

Name of organization TBL CHARITABLE FOUNDATION

Employer identification number 20-3982689

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

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

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

TBL CHARITABLE FOUNDATION 20-3982689

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

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					21,589.	
		GOLDMAN SACHS 010-46618-3 PROPERTY TYPE: SECURITIES					VAR	VAR
1,407,328.		1,414,431.					-7,103.	
		GOLDMAN SACHS 010-46618-3 PROPERTY TYPE: SECURITIES					VAR	VAR
44,368.		35,482.					8,886.	
		GOLDMAN SACHS 010-74932-3 PROPERTY TYPE: SECURITIES					VAR	VAR
155,807.		171,691.					-15,884.	
		GOLDMAN SACHS 010-74932-3 PROPERTY TYPE: SECURITIES					VAR	VAR
123,154.		139,530.					-16,376.	
		GOLDMAN SACHS 010-74933-1 PROPERTY TYPE: SECURITIES					VAR	VAR
867,172.		821,933.					45,239.	
		GOLDMAN SACHS 010-74933-1 PROPERTY TYPE: SECURITIES					VAR	VAR
138,208.		124,840.					13,368.	
		GOLDMAN SACHS 010-74936-4 PROPERTY TYPE: SECURITIES					VAR	VAR
688,408.		693,580.					-5,172.	
		GOLDMAN SACHS 010-74936-4 PROPERTY TYPE: SECURITIES					VAR	VAR
274,767.		232,381.					42,386.	
		GOLDMAN SACHS 010-74944-8 PROPERTY TYPE: SECURITIES					VAR	VAR
260,310.		254,556.					5,754.	
		GOLDMAN SACHS 010-74944-8 PROPERTY TYPE: SECURITIES					VAR	VAR
427,087.		428,670.					-1,583.	
TOTAL GAIN(LOSS)							91,104.	

ATTACHMENT 2

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS 010-46618-3	83,281.	83,281.
GOLDMAN SACHS 010-74932-3	39,054.	39,054.
GOLDMAN SACHS 010-74933-1	48,945.	48,945.
GOLDMAN SACHS 010-74936-4	19,669.	19,669.
GOLDMAN SACHS 010-74944-8	41,891.	41,891.
GOLDMAN SACHS 010-66896-0	5.	5.
TOTAL	232,845.	232,845.

ATTACHMENT 3

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS 010-74932 NON DIV DIST	203.	
OTHER INCOME	8,454.	8,454.
TOTALS	8,657.	8,454.

ATTACHMENT 4

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS 010-46618-3	771.	771.
GOLDMAN SACHS 010-74932-3	15,110.	15,110.
GOLDMAN SACHS 010-74933-1	13,475.	13,475.
GOLDMAN SACHS 010-74936-4	13,997.	13,997.
GOLDMAN SACHS 010-74936-4	61.	61.
GOLDMAN SACHS 010-74944-8	5,618.	5,618.
GOLDMAN SACHS 010-66896-0	2.	2.
TOTALS	49,034.	49,034.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES PAID	3,019.	3,019.
MA FILING FEE	500.	500.
TOTALS	3,519.	3,519.

ATTACHMENT 6

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS	4,002,731.	4,293,305.	4,867,707.
TOTALS	4,002,731.	4,293,305.	6,568,276.

Goldman Sachs

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
NON-US EQUITY								
INVESCO NON-US EQUITY								
U S DOLLAR	(3,231 40)	1 0000	(3,231 40)		(3,231 40)			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	141,197 09	1.0000	141,197 09	1.0000	141,197.09		0.1626	229.54

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
WPP PLC ADR CMN (WPPGY_130102)	345 00	72 9000	25,150 50	53 6043	18,493 50	6,657 00	2 7762	698.22
ABB LTD SPONSORED ADR CMN (ABB)	902 00	20 7900	18,752 58	21 2685	19,184 18	(431 60)	3 3326	624 95
ADIDAS AG ADR CMN (ADDYY)	610 00	44.3840	27,074 24	34.0987	20,800.18	6,274.06	1 0267	277 98
AMADEUS IT HLDG S A ADR CMN (AMADY)	697.00	25 1150	17,505 16	17.6934	12,332 31	5,172 84	0 9356	163 77
AMERICA MOVIL SAB DE CV SPONSORED ADR CMN SERIES L (AMX)	932 00	23 1400	21,566 48	24.5114	22,844.64	(1,278.16)	1.3024	280 88
AVAGO TECHNOLOGIES LTD CMN (AVGO)	438 00	31 6508	13,863 05	34 2014	14,980 21	(1,117 16)	2 1484	297 84
BAIDU, INC SPONSORED ADR CMN (BIDU)	306 00	100 2900	30,688.74	105 5109	32,286 35	(1,597.61)		
BG GROUP PLC SPON ADR ADR CMN (BRGYY)	1,450.00	16 4580	23,864 10	20 8274	30,199 69	(6,335.59)	1.5093	360 18
BHP BILLITON LIMITED SPONSORED ADR CMN (BHP)	271 00	78.4200	21,251 82	88 0630	23,865 08	(2,613.26)	2.8564	607 04
BRAMBLES LIMITED UNSPONSORED ADR CMN (BMBLY)	1,746 00	15 5940	27,227 12	14 0853	24,592 88	2,634 24	3 1115	847 18
BRITISH AMERICAN TOBACCO PLC SPONS ADR (BTI)	271 00	101.2500	27,438 75	91 0147	24,664 98	2,773 77	4 1598	1,141 40
BRITISH SKY BROADCASTING GROUP PLC AMERICAN DEPOSITARY SHARES (1 ADS = 4 ORDS) (BSYBY)	329 00	49.8700	16,407 23	44 7297	14,716 08	1,691.15	3.2500	533.24
BUNZL PLC SPONSORED ADR CMN (BZLFY)	280 00	82 0060	22,961 68 192 85	64 6171	18,092 80	4,868 88	2 5739	591 01
CANADIAN NATIONAL RAILWAY CO CMN (CNI)	179 00	91 0100	16,290 79	71 2401	12,751 98	3,538 81	1 6589	270 24
CANON INC ADR ADR CMN (CAJ)	152 00	39 2100	5,959 92	44 7678	6,804 71	(844 79)	3 5964	214 34
CAP GEMINI ADR CMN (CGEMY)	597.00	21 6610	12,931.62	19 1461	11,430.22	1,501 40	2.1963	284.02
CENOVUS ENERGY INC CMN (CVE)	240 00	33.5400	8,049.60	34 5623	8,294 96	(245 36)	2 6408	212.57
CENTRICA PLC SPONSORED ADR CMN (CPYYY)	830 00	21.6910	18,003 53	20 1378	16,714 40	1,289.13	4 4072	793 46
CGI GROUP INC CMN CLASS A (GIB)	581 00	23 1300	13,438 53	19 6762	11,431 89	2,006 64		
CHEUNG KONG HLDGS LTD (ADR) ADR CMN (CHEUY)	1,440 00	15 3530	22,108 32	13 9837	20,136 50	1,971 82	2 3440	518 23
CHINA MOBILE LIMITED SPONSORED ADR CMN (CHL)	237 00	58.7200	13,916.64	49.1941	11,659 00	2,257.64	3.3391	464 68
CIELO S A SPONSORED ADR CMN (CIOXY)	398.00	27 8340	11,077 93	19 1680	7,628 87	3,449 06	3.7519	415 63

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

TBL FOUNDATION INVESCO: NON-US EQ

Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
INVESCO NON-US EQUITY								
CNOOC LIMITED SPONSORED ADR CMN (CEO)	133 00	220 0000	29,260 00	202 5777	26,942 84	2,317.16	2 2678	663 55
COCA-COLA AMATIL LIMITED SPONSORED ADR CMN (CCLAY)	703 00	27.9280	19,633 38	24 5219	17,238 92	2,394 46	3 9938	784 13
COCA-COLA HELLENIC BOTTLING CO SPONSORED ADR CMN (CCH)	485 00	23.5700	11,431.45	22 0493	10,693 92	737 53		
COMPASS GROUP PLC SPONSORED ADR CMN (CMPGY)	3,130 00	11 7850	36,887 05	9 2451	28,937 20	7,949 85	2 6092	962 47
DENSO CORP ADR ADR CMN (DNZOY)	730 00	17.1920	12,550 16	15 2467	11,130 10	1,420 06	1 4086	176 78
DEUTSCHE BOERSE AG UNPOSNORED ADR CMN (DBOEY)	2,015 00	6.0920	12,275 38	5 3653	10,811 08	1,464 30	4 5853	562 87
ERICSSON AMERICAN ADR CMN CLASS B (ERIC)	1,425 00	10.1000	14,392 50	11 6734	16,634.65	(2,242 15)	2 4059	346 27
FANUC CORP UNSPONSORED ADR CMN (FANUY)	628 00	30 6870	19,271 44	26 0210	16,341 20	2,930 24	1 1141	214 71
FOMENTO ECONOMICO MEXICANO SAB DE C V NEW SPONS ADR REPSTG UNIT 1 SER B SH FOMENTO ECONOMICO MEXICANO (FMX)	155 00	100 7000	15,608 50	68 5381	10,623 40	4,985 10	1 3862	216 36
FRESENIUS MEDICAL CARE AG & CO KGAA SPONSORED ADR CMN (FMS)	440 00	34 3000	15,092.00	35 0773	15,434 00	(342 00)	0 9138	137 91
GALAXY ENTMT GROUP LTD SPONSORED ADR CMN (GXYEY)	343 00	39.1570	13,430 85	30 3308	10,403 45	3,027 40		
GAZPROM ADR SPONSORED ADR CMN (OGZPY)	1,205 00	9 4600	11,399 30	13 1064	15,793.25	(4,393.95)	2 1755	247 99
GRUPO TELEVISA, S A GDS REP 5 CPO'S REP 1 L SHARE, 1 A SHARE AND 1 D SHARE (TV)	1,187 00	26 5800	31,550 46	20 6790	24,545 96	7,004 50	0 4212	132 89
HUTCHISON WHAMPOA (ADR) ADR CMN (HUWHY)	833 00	20 8750	17,388 88	19 5130	16,254 31	1,134 57	2 2843	397 22
IMPERIAL TOBACCO GROUP PLC SPON ADR (ITYBY)	456 00	77.1460	35,178 58	70 2100	32,015 74	3,162.84	4 3734	1,538 51
INDUSTRIAL & COMMERCIAL BANK O ADR CMN (IDCBY)	1,750 00	14 1920	24,836 00	13.4354	23,511.94	1,324 06	3 7157	922 82
JULIUS BAER GROUP LTD ADR CMN (JBAXY)	2,390 00	7 0640	16,882 96	7 6164	18,203 22	(1,320 26)	1 5387	259 77
KEPPEL CORP LTD (ADR) SPONSORED ADR CMN (KPELY)	1,235 00	18.0110	22,243 59	16 2274	20,040 80	2,202 79	3 9069	869 04
KINGFISHER PLC SPONSORED ADR CMN (KGFHY)	2,052 00	9 2360	18,952 27	7 9230	16,258 04	2,694 23	2 8703	543 99
KOMATSU LTD ADR (NEW) SPONSORED GDS CMN (KMTUY)	612 00	25.2590	15,458.51	27 0160	16,533 82	(1,075 31)	1 8427	284.85
L'OREAL CO (ADR) ADR CMN (LRLCY)	516 00	27 6600	14,272 56	20 1247	10,384 33	3,888 23	1 4755	210 59

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Statement Detail

TBL FOUNDATION INVESCO: NON-US EQ

Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
INVESCO NON-US EQUITY								
NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS) (NSRGY)	390 00	65 1120	25,393 68	61 0409	23,805 94	1,587 74	2 7213	691 05
NOVARTIS AG-ADR SPONSORED ADR CMN (NVS)	266 00	63 3000	16,837.80	56.2866	14,972 24	1,865.56	3 3275	560 28
NOVO-NORDISK A/S ADR ADR CMN (NVO)	94 00	163 2100	15,341 74	107 5962	10,114 05	5,227.70	1.1224	172 20
PEARSON PLC SPON ADR SPONSORED ADR CMN (PSO)	580 00	19 5400	11,333 20	18 1599	10,532 73	800 47	3 5561	403 02
POTASH CORP OF SASKATCHEWAN INC (POT)	485 00	40 6900	19,734 65	41 6509	20,200 71	(466 06)	2 0644	407 40
PUBLICIS GROUPE S A SPONSORED ADR CMN (PUBGY)	1,566.00	14.9140	23,355 32	12 8613	20,140 72	3,214 60	1.1512	268.87
REED ELSEVIER GROUP PLC SPONSORED ADR CMN (RUK)	884 00	42 0400	37,163 36	33.4813	29,597 47	7,565 89	3 2892	1,222 38
ROCHE HOLDING AG ADR B SHS(NOM CHF 100) VAL 224.184 (RHHBY)	659 00	50 2540	33,117 39	43 7431	28,826 71	4,290 68	3 0693	1,016 48
ROYAL DUTCH SHELL PLC SPONSORED ADR CMN SERIES B (RDSB)	319 00	70 8900	22,613 91	67 0730	21,396.28	1,217 63	4 8526	1,097.36
SAP AG (SPON ADR) (SAP)	537.00	80.3800	43,164 06	56 7025	30,449 24	12,714 82	0.8393	362.29
SCHNEIDER ELECTRIC SA UNSPONSORED ADR (FRANCE) (SBGSY)	1,088 00	14 4580	15,730 30	11 6712	12,698 22	3,032 08	2 2826	359 06
SHIRE LIMITED SPONSORED ADR CMN (SHPG)	147 00	92 1800	13,550 46	93 6280	13,763 32	(212 86)	0 4986	67 56
SMITH & NEPHEW PLC ADR CMN (SNN)	323 00	55 4000	17,894 20	51.8812	16,757 64	1,136.56	1.8141	324 62
SUNCOR ENERGY INC CMN (SU)	697 00	32 9800	22,987.06	32 2138	22,452 99	534 07	1 5882	365 08
SWEDBANK A B ADR CMN (SWDBY)	912 00	19.5220	17,804 06	14 3443	13,082 01	4,722 05	3 3744	600 79
SYNGENTA AG SPONSORED ADR CMN (SYT)	363 00	80 8000	29,330 40	60 9596	22,128 33	7,202 07	1 7883	524 52
TAIWAN SEMICONDUCTOR MFG ADS LTD ADS 1ADS EQUALS 5ORDS (TSM)	1,243 00	17 1600	21,329 88	12.1967	15,160.51	6,169.37	2.3187	494 58
TEVA PHARMACEUTICAL IND LTD ADS (TEVA)	836 00	37 3400	31,216 24	43.2602	36,165.55	(4,949 31)	2.1530	672.08
TOYOTA MOTOR CORPORATION SPON ADR (TM)	153 00	93.2500	14,267 25	72 7895	11,136 80	3,130 45	1.4742	210.33
TRANSCANADA CORP CMN (TRP)	476 00	47 3200	22,524 32 157 92	42 1832	20,079 18	2,445 14	3 7310	840 38
UNILEVER N V NY SHS (NEW) ADR CMN (UN)	665 00	38 3000	25,469 50	32 5777	21,664 19	3,805 31	2 7209	693 00
VOLVO AKTIEBOLAGET ADR B ADR CMN CLASS B (VOLVY)	1,069.00	13.6500	14,591 85	13 1652	14,073.57	518 28	2.7398	399 79
WORLEYPARSONS LIMITED UNSPONOSRED ADR CMN (WYGPY)	693 00	24 2520	16,806 64	29.2396	20,263 02	(3,456 38)	3.5330	593.77

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Statement Detail

TBL FOUNDATION INVESCO: NON-US EQ

Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
NON-US EQUITY								
INVESCO NON-US EQUITY								
BANCO BRADESCO S A ADR CMN (BBD)	1,711 00	17 3700	29,720 07 375 87	17.4840	29,915 14	(195 07)	0 5941	176 55
VOLKSWAGEN AG, WOLFSBURG SPONSORED ADR PFD USD0 5944 (VLKPY)	648 00	45 3920	29,414 02	33 0275	21,401 81	8,012.21	1 3095	385 18
TOTAL INVESCO NON-US EQUITY			1,532,181 20 726 64		1,391,381 64	140,799 56	2 1963	32,207 73

	Market Value	Adjusted Cost / Original Cost [6]	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**1,532,907.84**	**1,391,381.64**	**140,799.56**	**32,207.73**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

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Statement Detail

TBL FOUNDATION HERNDON CAPITAL: LCV

Holdings

Period Ended December 31, 2012

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
HERNDON CAPITAL LARGE CAP VALUE								
U S DOLLAR	157 56	1 0000	157 56		157.56			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	65,085 53	1 0000	65,085 53	1.0000	65,085 53		0 1621	105 49

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
AFLAC INCORPORATED CMN (AFL)	1,193 00	53 1200	63,372 16	37 7533	45,039 70	18,332.46	2 6355	1,670 20
ALTRIA GROUP, INC CMN (MO)	1,280 00	31 4400	40,243 20 563 20	27 0743	34,655 16	5,588.04	5 5980	2,252 80
APACHE CORP. CMN (APA)	473 00	78 5000	37,130 50	87 3652	41,323.74	(4,193.24)	0.8662	321 64
APOLLO GROUP CLASS A COMMON STOCK (APOL)	1,413.00	20.9200	29,559.96	23.0482	32,567 10	(3,007 14)		
APPLE, INC. CMN (AAPL)	64.00	532 1729	34,059.07	373.3762	23,896 08	10,162 99	1 9918	678 40
BAXTER INTERNATIONAL INC CMN (BAX)	239 00	66 6600	15,931 74 107 55	66 2508	15,833 94	97 80	2 7003	430 20
CATERPILLAR INC (DELAWARE) CMN (CAT)	303 00	89 6085	27,151 38	105 1525	31,861 22	(4,709 84)	2 3212	630 24
CBOE HOLDINGS, INC CMN (CBOE)	1,568 00	29 4600	46,193 28	29 5598	46,349 69	(156 41)	2 0367	940 80
CF INDUSTRIES HOLDINGS, INC. CMN (CF)	173 00	203 1600	35,146 68	164 7068	28,494 28	6,652 40	0 7876	276.80
CHEVRON CORPORATION CMN (CVX)	295.00	108 1400	31,901 30	97.8365	28,861 78	3,039 52	3 3290	1,062 00
CLIFFS NATURAL RESOURCES INC CMN (CLF)	746 00	38 5700	28,773 22	56 0565	41,818 17	(13,044 95)	6 4817	1,865 00
COACH INC CMN (COH)	685 00	55 5100	38,024 35	57 2219	39,197 02	(1,172 67)	2 1618	822 00
COLGATE-PALMOLIVE CO CMN (CL)	238 00	104 5400	24,880 52	105 6374	25,141 69	(261.17)	2 3723	590 24
CONOCOPHILLIPS CMN (COP)	564.00	57.9900	32,706 36	53 7984	30,342.31	2,364.05	4 5525	1,488 96
CUMMINS INC COMMON STOCK (CMI)	300 00	108 3500	32,505 00	93 2108	27,963.24	4,541 76	1.8459	600 00
DISCOVER FINANCIAL SERVICES CMN (DFS)	1,266 00	38 5500	48,804 30 177 24	33.7296	42,701 73	6,102 57	1 4527	708.96
EATON VANCE CORP (NON-VTG) CMN (EV)	1,458 00	31 8500	46,437 30	23 0986	33,677 78	12,759 53	2 5118	1,166 40

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

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Statement Detail

TBL FOUNDATION HERNDON CAPITAL: LCV

Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
HERNDON CAPITAL LARGE CAP VALUE								
ELI LILLY & CO CMN (LLY)	704 00	49 3200	34,721 28	43 8643	30,880 46	3,840 82	3 9740	1,379 84
ENDO HEALTH SOLUTIONS INC CMN (ENDP)	1,007.00	26 2301	26,413 71	35 3092	35,556 39	(9,142.68)		
EXXON MOBIL CORPORATION CMN (XOM)	454 00	86.5500	39,293.70	73 8243	33,516 22	5,777 48	2 6343	1,035 12
FEDERATED INVESTORS, INC. CMN CLASS B (FII)	2,769 00	20.2300	56,016 87	16.8576	46,678 77	9,338 10	4.7454	2,658 24
GILEAD SCIENCES CMN (GILD)	593.00	73 4500	43,555 85	40 0145	23,728 59	19,827 26		
HALLIBURTON COMPANY CMN (HAL)	1,255 00	34 6900	43,535 95	35 4893	44,539 10	(1,003 15)	1 0378	451 80
HEALTH MANAGEMENT ASSOC. CL A CMN CLASS A (HMA)	4,254.00	9 3200	39,647.28	7 5798	32,244 68	7,402.60		
HERBALIFE LTD CMN (HLF)	746.00	32.9400	24,573.24	55 1390	41,133 68	(16,560.44)	3 6430	895 20
HOLLYFRONTIER CORP CMN (HFC)	912 00	46 5500	42,453 60	34 6411	31,592 71	10,860.89	1 7186	729 60
INTL BUSINESS MACHINES CORP CMN (IBM)	178 00	191 5500	34,095 90	165 0402	29,377 15	4,718 75	1 7750	605 20
JOY GLOBAL INC CMN (JOY)	554 00	63 7800	35,334 12	57 4979	31,853 83	3,480 29	1 0975	387 80
LOCKHEED MARTIN CORPORATION CMN (LMT)	390.00	92 2900	35,993 10	74 8080	29,175 12	6,817.98	4.9843	1,794 00
MARATHON PETROLEUM CORPORATION CMN (MPC)	691 00	63.0000	43,533 00	44 3265	30,629 64	12,903.36	2.2222	967 40
MICROSOFT CORPORATION CMN (MSFT)	886 00	26 7097	23,664 79	29 0492	25,737 59	(2,072 80)	3 4444	815 12
NEWFIELD EXPLORATION CO CMN (NFX)	513 00	26 7800	13,738 14	29 1314	14,944 40	(1,206 26)		
NEWMARKET CORP CMN (NEU)	131.00	262 2000	34,348 20	249 2308	32,649.23	1,698 97	1 1442	393 00
PATTERSON-UTI ENERGY, INC ORD CMN (PTEN)	1,945 00	18 6300	36,235 35	17 3010	33,650 42	2,584 93	1 0735	389 00
PHILIP MORRIS INTL INC CMN (PM)	468.00	83 6400	39,143 52 397 80	68.5608	32,086 46	7,057 06	4 0650	1,591.20
ROSS STORES,INC CMN (ROST)	446.00	54.0900	24,124 14	61.6281	27,486.14	(3,362 00)	1 0353	249.76
RPC INC CMN (RES)	2,808 00	12 2400	34,369 92	11 5640	32,471 58	1,898 34	2 6144	898 56
SOUTHERN COPPER CORPORATION CMN (SCCO)	457 00	37 8600	17,302 02	35 4620	16,206 13	1,095 89	9 7993	1,695 47
TJX COMPANIES INC (NEW) CMN (TJX)	1,065.00	42.4500	45,209.25	26 3005	28,010 00	17,199.25	1 0836	489.90
UNITED THERAPEUTICS CORP CMN (UTHR)	311 00	53 4200	16,613 62	51 9863	16,167 73	445 89		
WADDELL & REED FIN , INC CLASS A COMMON (WDR)	1,313 00	34 8200	45,718 66	28 0453	36,823 53	8,895 13	3 2165	1,470 56
WESTERN DIGITAL CORPORATION CMN (WDC)	907 00	42 4900	38,538 43	30 7271	27,869 47	10,668 96	2 3535	907 00
YUM BRANDS, INC CMN (YUM)	531 00	66 4000	35,258 40	60 2121	31,972 63	3,285 77	2 0181	711 54
COPA HOLDINGS, S A CMN CLASS A (CPA)	379.00	99.4500	37,691.55	65.0101	24,638 82	13,052 73	4 3741	1,648 65

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Statement Detail

TBL FOUNDATION HERNDON CAPITAL: LCV

Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
HERNDON CAPITAL LARGE CAP VALUE								
ULTRA PETROLEUM CORP CMN (UPL)	761 00	18 1300	13,796 93	22 3479	17,006 76	(3,209 83)		
TOTAL HERNDON CAPITAL LARGE CAP VALUE			1,632,983 93 1,245 79		1,473,594.95	159,388 99	2 6060	37,774.09

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**1,634,229.72** ✓	**1,473,594.95** ✓	**159,388.99**	**37,774.09**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

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TBL FOUNDATION DSM: LCG
Holdings

Period Ended December 31, 2012

PUBLIC EQUITY

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
US EQUITY								
DSM LARGE CAP GROWTH								
U S DOLLAR	(9,251 24)	1.0000	(9,251 24)		(9,251 24)			
GOLDMAN SACHS BANK DEPOSIT (BDA) (*BDANOW)[14]	49,636 35	1 0000	49,636.35	1 0000	49,636 35		0.1615	80.18

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
ALLERGAN INC CMN (AGN)	858 00	91 7300	78,704 34	81 3207	69,773 15	8,931 19	0 2180	171 60
APPLE, INC CMN (AAPL)	280 00	532 1729	149,008 41	356 7899	99,901.16	49,107 25	1.9918	2,968 00
CELGENE CORPORATION CMN (CELG)	1,278 00	78 4700	100,284 66	58 9005	75,274 84	25,009 82		
COGNIZANT TECHNOLOGY SOLUTIONS CORP CLASS A (CTSH)	717 00	73.8823	52,973 61	65.3203	46,834 63	6,138 98		
DAVITA HEALTHCARE PARTNERS INC CMN (DVA)	91 00	110.5300	10,058 23	112 0747	10,198 80	(140 57)		
DISCOVERY COMMUNICATIONS, INC CMN SERIES A (DISCA)	822 00	63 4800	52,180 56	40 5375	33,321 85	18,858 71		
DOLLAR GENERAL CORPORATION CMN (DG)	1,624 00	44 0900	71,602 16	36 8188	59,793 78	11,808 38		
EBAY INC CMN (EBAY)	1,575 00	50 9977	80,321 38	43.6320	68,720.42	11,600 96		
ECOLAB INC CMN (ECL)	925 00	71 9000	66,507 50	63 3458	58,594.91	7,912 59	1 2796	851 00
ESTEE LAUDER COS INC CL-A CMN CLASS A (EL)	704 00	59.8600	42,141 44	59 2783	41,731 89	409 55	1.2028	506.88
FACEBOOK, INC CMN CLASS A (FB)	1,216.00	26.6197	32,369 56	20 8219	25,319 38	7,050 18		
FAMILY DOLLAR STORES INC CMN (FDO)	493 00	63 4100	31,261 13	56 9939	28,098 00	3,163 13	1 3247	414 12
GENERAL ELECTRIC CO CMN (GE)	3,616 00	20 9900	75,899 84 687 04	17 3095	62,591 15	13,308 69	3 6208	2,748 16
GOOGLE, INC CMN CLASS A (GOOG)	74 00	707 3800	52,346 12	556.4308	41,175.88	11,170.24		
INTUITIVE SURGICAL, INC CMN (ISRG)	115.00	490 3700	56,392 55	406.7855	46,780 34	9,612 21		
LAS VEGAS SANDS CORP CMN (LVS)	1,350 00	46 1600	62,316 00	44 4469	60,003 25	2,312 75	2 1664	1,350 00
MONSANTO COMPANY CMN (MON)	907 00	94 6500	85,847 55	72 1610	65,450 06	20,397 49	1 5848	1,360 50
PRECISION CASTPARTS CORP CMN (PCP)	391 00	189 4200	74,063.22	167 1204	65,344.08	8,719 14	0 0634	46 92

[14] This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

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Statement Detail

TBL FOUNDATION DSM: LCG

Holdings (Continued)

Period Ended December 31, 2012

PUBLIC EQUITY (Continued)

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Cost Basis	Unrealized Gain (Loss)	Dividend Yield	Estimated Annual Income
US EQUITY								
DSM LARGE CAP GROWTH								
SCHLUMBERGER LTD CMN (SLB)	583 00	69 2986	40,401 08 160 33	74 8408	43,632 19	(3,231 10)	1 5873	641 30
STARBUCKS CORP. CMN (SBUX)	1,021.00	53 6300	54,756 23	45 1402	46,088 13	8,668.10	1.5663	857 64
TJX COMPANIES INC (NEW) CMN (TJX)	1,300.00	42.4500	55,185.00	42.8015	55,641.94	(456 94)	1.0836	598.00
UNION PACIFIC CORP CMN (UNP)	442 00	125 7200	55,568 24 304 98	123 2529	54,477 79	1,090 45	2 1954	1,219.92
VISA INC CMN CLASS A (V)	414 00	151 5800	62,754 12	85 6447	35,456 90	27,297 22	0 8708	546 48
W.W GRAINGER INCORPORATED CMN (GWW)	202 00	202 3700	40,878 74	192 1732	38,818 99	2,059 75	1 5813	646 40
YUM BRANDS, INC CMN (YUM)	487 00	66 4000	32,336 80	66 1812	32,230 26	106 54	2 0181	652 58
SABMILLER PLC SPONSORED ADR (SBMRY)	1,172 00	45 9200	53,818 24	36 5723	42,862 76	10,955.48	1 9752	1,063 03
SHIRE LIMITED SPONSORED ADR CMN (SHPG)	390 00	92 1800	35,950 20	95 9447	37,418.45	(1,468.25)	0 4986	179 24
TENCENT HOLDINGS LIMITED UNSPONSORED ADR CMN (TCEHY)	1,653 00	32 1260	53,104 28	25 6549	42,407 51	10,696 77	0.2694	143 09
TOTAL DSM LARGE CAP GROWTH			1,699,416 30 1,152 35		1,428,327.60	271,088 71	1 4203	17,045.04

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**1,700,568.65**	**1,428,327.60**	**271,088.71**	**17,045.04**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
GOLDMAN SACHS		4,016,903.	3,822,941.	3,897,366.
	TOTALS	4,016,903.	3,822,941.	3,897,366.

PUBLIC DISCLOSURE COPY

Statement Detail

TBL FOUNDATION MANAGED

Holdings

Period Ended December 31, 2012

CASH, DEPOSITS & MONEY MARKET FUNDS

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
DEPOSITS & MONEY MARKET FUNDS								
MONEY MARKET FUNDS								
GS FINANCIAL SQUARE FEDERAL FUND - FST SHARES Moody's Aaa	0 010	1 0000	0 01	1 0000	0 01	0 00	0 0100	0.00

FIXED INCOME

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized / Economic Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
OTHER FIXED INCOME								
GS HIGH YIELD FUND								
GS HIGH YIELD FUND INSTITUTIONAL SHARES	176,910 490	7 3100	1,293,215 68	7 1118	1,258,149 44 ✓	35,066 24 140,887 09		85,093 95

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	1,293,215.69	1,258,149.45	35,066.24	85,093.95

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

Goldman Sachs

Statement Detail

TBL FOUNDATION GS CORPORATE FIXED INCOME
Holdings

Period Ended December 31, 2012

FIXED INCOME

	Quantity	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity / Current Yield	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORPORATE FIXED INCOME								
GOLDMAN SACHS BANK DEPOSIT (BDA)[14]	8,123 24	1 0000	8,123 24	1 0000	8,123 24		0 1607	13 06

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
THE CLOROX COMPANY 5 0% 03/01/2013 M-W+35 00BP S&P BBB+ /Moody's Baa1	125,000 00	100 7300	125,912 50 2,083 33	100.6240 106.40	125,780 05 133,005 00	132 45 (7,092 50)	1.2121	6,250.00
PHILIP MORRIS INTERNATIONAL IN 4 875% 05/16/2013 SR LIEN S&P A /Moody's A2	125,000 00	101 6190	127,023 75 761.72	101 4994 106 65	126,874 25 133,312 50	149 50 (6,288 75)	0 8666	6,093 75
LEXMARK INTERNATIONAL INC 5 9% 06/01/2013 M-W+40 00BP S&P BBB- /Moody's Baa3	125,000 00	101 5770	126,971.25 614 58	101 5864 106 99	126,982 94 133,737.50	(11 69) (6,766 25)	2 0619	7,375 00
AIRGAS, INC 2 85% 10/01/2013 SR LIEN M-W+25 00BP S&P BBB /Moody's Baa2	100,000 00	101 6580	101,658 00 712 50	100 9451 102 84	100,945 07 102,840 00	712 93 (1,182 00)	1 5766	2,850 00
DAIMLERCHRYSLER NA HLDG CORP 6.5% 11/15/2013 USD SR LIEN S&P A- /Moody's A3	100,000.00	104 9740	104,974 00 830.56	104.8752 109 26	104,875.15 109,261.00	98.85 (4,287.00)	0.8801	6,500.00
CATERPILLAR FINANCIAL SVS CORP 1 55% 12/20/2013 S&P A /Moody's A2	100,000 00	101 0630	101,063 00 47 36	100.6668 101 48	100,666 80 101,480 00	396 20 (417 00)	0 8580	1,550.00
DIAGEO CAPITAL PLC 7 375% 01/15/2014 SR LIEN M-W+50.00BP S&P A- /Moody's A3	100,000 00	106 9520	106,952 00 3,400 69	107 0630 109 21	107,062 97 109,207 00	(110 97) (2,255 00)	0 5607	7,375.00
WHIRLPOOL CORPORATION 8 6% 05/01/2014 M-W+50 00BP S&P BBB- /Moody's Baa3	100,000 00	109 5040	109,504 00 1,433 33	108 1982 117 36	108,198 24 117,360 00	1,305 76 (7,856 00)	2 3214	8,600 00
ANALOG DEVICES, INC 5.0% 07/01/2014 M-W+37 50BP S&P A- /Moody's A3	100,000 00	106 3490	106,349 00 2,500.00	105.1951 110.22	105,195 07 110,220.00	1,153 93 (3,871 00)	1 4911	5,000 00
ANHEUSER-BUSCH INBEV WRLDWIDE FRN 07/14/2014 USD USLIB 3MO +36 00BP SR LIEN CPN 01/14/13-04/13/13 0 665% S&P A /Moody's A3	100,000 00	100.3790	100,379.00 152 04	100 0000	100,000 00	379.00		700 25

[14]This represents a bank deposit of an affiliated bank reflected here for your convenience and is not cash held in your brokerage or custody account Please see the enclosed Bank Statement page(s) for specific information related to your bank deposit

TBL FOUNDATION GS CORPORATE FIXED INCOME

Holdings (Continued)

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORPORATE FIXED INCOME								
CITIGROUP INC FRN GLOBAL FRN 11/05/2014 USLIB 3MO +28 00BP SR LIEN CPN 11/6/6-2/5/7 5 648130% S&P A- /Moody's Baa2	100,000 00	99 2500	99,250 00 88 91	96 2240	96,224 00	3,026 00		592 75
CA, INC STEP 12/01/2014 USD SER B SR LIEN M-W+20 00BP 6 125% 12/02/07-12/01/14 S&P BBB+ /Moody's Baa2	125,000 00	108 9750	136,218 75 638 02	113 0660	141,332 50	(5,113 75)		7,656 25
TEVA PHARMACEUTICAL FIN II BV 3 0% 06/15/2015 SR LIEN M-W+15 00BP S&P A- /Moody's A3	100,000 00	105.1370	105,137 00 133.33	102 2326 103 63	102,232.60 103,630.00	2,904.40 1,507 00	2 0507	3,000 00
TOYOTA MOTOR CREDIT CORPORATIO 0.875% 07/17/2015 S&P AA- /Moody's Aa3	150,000.00	100.4120	150,618 00 590.63	99.9470	149,920.50	697 50	0 8930	1,312.50
CISCO SYSTEMS, INC 5 5% 02/22/2016 M-W+20 00BP S&P A+ /Moody's A1	50,000 00	114 3050	57,152 50 985 42	109 8485 114 27	54,924 26 57,135.00	2,228 24 17 50	2 2380	2,750 00
BOTTLING GROUP, LLC 5 5% 04/01/2016 SR LIEN M-W+15 00BP S&P A /Moody's Aa3	100,000 00	114 2730	114,273 00 1,375 00	112 3189 116 66	112,318 92 116,660 00	1,954 08 (2,387 00)	1 5948	5,500 00
MORGAN STANLEY FRN MTN 10/18/2016 USD SER F USLIB 3MO +45 00BP SR LIEN CPN 10/18/12-01/17/13 0 774750 S&P A- /Moody's Baa1	150,000 00	95 0640	142,596 00 238 88	93 5880	140,382 00	2,214.00		1,162 13
THE BEAR STEARNS COS LLC FRN MTN 11/21/2016 SER B USLIB 3MO +39 00BP SR LIEN CPN 8/23/10-11/21/10 0 72906% S&P A /Moody's A2	100,000 00	98 3930	98,393 00 77 94	95 9075	95,907.50	2,485 50		701 50
GENERAL ELECTRIC CAPITAL CORP FRN MTN 02/15/2017 SER A USLIB 3MO +17 00BP SR LIEN CPN 08/15/11-11/14/11 0.456170 S&P AA+ /Moody's A1	125,000 00	97 2860	121,607 50 76 67	95 1340	118,917 50	2,690 00		600 00
AMERICAN EXPRESS BANK, FSB FRN MTN 06/12/2017 USLIB 1MO +30 00BP SR LIEN CPN 11/13/07-12/11/07 4 95938% S&P A- /Moody's A2	100,000 00	98 0450	98,045 00 27.02	94 9850	94,985 00	3,060 00		512 00
SYMANTEC CORPORATION 2.75% 06/15/2017 SR LIEN M-W+35 00BP Next Call Dt 05 15 17 S&P BBB /Moody's Baa2	100,000.00	102 8420	102,842.00 122 22	101 6940 101 85	101,694.00 101,850 00	1,148 00 992 00	2 3404	2,750 00
WACHOVIA CORPORATION FRN 06/15/2017 USLIB 3MO +27 00BP SR LIEN CPN 9/15/08-12/14/08 3 08875% S&P A+ /Moody's A2	125,000.00	97.6490	122,061 25 28 10	94 9270	118,658 75	3,402 50		722.50

Goldman Sachs

Statement Detail

TBL FOUNDATION GS CORPORATE FIXED INCOME

Holdings (Continued)

Period Ended December 31, 2012

FIXED INCOME (Continued)

	Quantity / Current Face	Market Price	Market Value / Accrued Income	Unit Cost	Adjusted Cost / Original Cost	Unrealized Gain (Loss)	Yield to Maturity in Percentage	Estimated Annual Income
INVESTMENT GRADE FIXED INCOME								
GS CORPORATE FIXED INCOME								
KOHL'S CORPORATION 6 25% 12/15/2017 SR LIEN M-W+35 00BP S&P BBB+ /Moody's Baa1	100,000 00	119 8500	119,850 00 277 78	122 5912 123 27	122,591 18 123,270 00	(2,741 18) (3,420 00)	1 5026	6,250 00
TOTAL GS CORPORATE FIXED INCOME			2,586,953 74 17,196 03		2,564,792.49 2,617,418 99	22,161 25 (30,465.25)	1 4562	85,816.68

	Market Value	Adjusted Cost / [6] Original Cost	Unrealized Gain (Loss)	Estimated Annual Income
TOTAL PORTFOLIO	**2,604,149.77**	**2,564,792.49** **2,617,418.99**	**22,161.25** **(30,465.25)**	**85,816.68**

[6] Original Cost is price paid by purchaser adjusted for annual original issue discount inclusions and/or return of capital adjustments, if applicable Adjusted Cost reflects adjustments to Original Cost for market discount accretion and/or premium amortization Adjusted cost for GMS Portfolios and Alternative Investments are determined by inception to date contributions minus inception to date distributions

TBL CHARITABLE FOUNDATION 20-3982689

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

ATTACHMENT 8

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION	COMPENSATION	CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS	EXPENSE ACCT AND OTHER ALLOWANCES
F. THOMSON LEIGHTON 15 CHARLESDEN PARK NEWTONVILLE, MA 02460	TRUSTEE 1.00	0	0	0
	GRAND TOTALS	0	0	0

ATTACHMENT 9

FORM 990PF, PART XV - NAME, ADDRESS AND PHONE FOR APPLICATIONS

F. THOMSON LEIGHTON
15 CHARLESDEN PARK
NEWTONVILLE, MA 02460
617-332-0705

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

ATTACHMENT 10

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
MASSACHUSETTS INSTITUTE OF TECHNOLOGY 77 MASSACHUSETTS AVENUE NE49-3142 CAMBRIDGE, MA 02139	NO RELATIONSHIP SEC 170(B)(1)(A)(II)	TO ADVANCE KNOWLEDGE AND EDUCATE STUDENTS IN SCIENCE, TECHNOLOGY, AND OTHER AREAS OF SCHOLARSHIP THAT WILL BEST SERVE THE NATION AND THE WORLD IN THE 21ST CENTURY	100,000
BRANDEIS UNIVERSITY PO BOX 9110 WALTHAM, MA 02454	NO RELATIONSHIP SEC 170(B)(1)(A)(II)	A COMMUNITY OF SCHOLARS AND STUDENTS UNITED BY THEIR COMMITMENT TO THE PURSUIT OF KNOWLEDGE AND ITS TRANSMISSION FROM GENERATION TO GENERATION	30,000
SWIM ACROSS AMERICA ONE INTERNATIONAL PLACE SUITE 4600 BOSTON, MA 02110	NO RELATIONSHIP SEC 170(B)(1)(A)(VI)	DEDICATED TO RAISING MONEY AND AWARENESS FOR CANCER RESEARCH, PREVENTION AND TREATMENT THROUGH SWIMMING- RELATED EVENTS. WITH THE HELP OF HUNDREDS OF VOLUNTEERS NATIONWIDE AND PAST AND CURRENT OLYMPIANS, SAA IS HELPING TO FIND A CURE FOR CANCER THROUGH ATHLETICISM, COMMUNITY OUTREACH AND DIRECT SERVICE	5,000
MUSEUM OF SCIENCE 1 SCIENCE PARK BOSTON, MA 02114	NO RELATIONSHIP SEC 170 (B)(1)(A)(VI)	TO PLAY A LEADING ROLE IN TRANSFORMING THE NATION'S RELATIONSHIP WITH SCIENCE AND TECHNOLOGY. THIS ROLE BECOMES EVER MORE IMPORTANT AS SCIENCE AND TECHNOLOGY SHAPE AND RESHAPE OUR LIVES AND WORLD	10,000.
BEACON ACADEMY	NO RELATIONSHIP	TO PROVIDE A TRANSFORMATIONAL YEAR BETWEEN 8TH AND 9TH GRADES TO PROMISING, MOTIVATED AND HARD-WORKING STUDENTS FROM BOSTON AND SURROUNDING URBAN AREAS. INSPIRED BY A CHALLENGING CURRICULUM AND STIMULATING CO-CURRICULAR EXPERIENCES, STUDENTS LEARN VITAL ACADEMIC SKILLS AND DEVELOP HABITS OF MIND THAT EMPOWER THEM TO CHANGE THE TRAJECTORY OF THEIR LIVES THEY EMERGE AS ACTIVE LEARNERS WITH INCREASED CONFIDENCE, CRITICAL THINKING SKILLS, AND BROADER VISION, PREPARED TO	22,750

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
477 LONGWOOD AVENUE BOSTON, MA 02215	SEC 170(B)(1)(A)(II)	THRIVE AT COMPETITIVE INDEPENDENT HIGH SCHOOLS THAT SHARE OUR COMMITMENT TO THEIR SUCCESS. BEACON ACADEMY SUPPORTS ITS ALUMNI AS THEY CONTINUE THEIR JOURNEYS. THE SCHOOL WELCOMES OPPORTUNITIES TO WORK IN PARTNERSHIP WITH TEACHERS AND SCHOOLS TO HELP CREATE AND MAINTAIN INCLUSIVE COMMUNITIES FOR ALL.	
CENTER FOR EXCELLENCE IN EDUCATION 8201 GREENSBORO DRIVE SUITE 215 MCLEAN, VA 22102	NO RELATIONSHIP SEC 170(B)(1)(A)(VI)	THE CENTER SEEKS HIGH ACHIEVING HIGH SCHOOL AND UNIVERSITY STUDENTS FROM DIVERSE ECONOMIC AND CULTURAL BACKGROUNDS TO FURTHER DEVELOP THEIR MATHEMATICAL AND SCIENTIFIC SKILLS	25,000
NATIONAL ACADEMY OF SCIENCES 500 FIFTH STREET NW, KECK 1057 WASHINGTON, DC 20001	NO RELATIONSHIP SEC. 170(B)(1)(A)(VI)	NAS IS DEDICATED TO THE FURTHERANCE OF SCIENCE AND ITS USE FOR THE GENERAL WELFARE	10,000.
SOCIETY FOR SCIENCE & THE PUBLIC 1719 N STREET NORTHWEST WASHINGTON, DC 20036	NO RELATIONSHIP SEC. 509(A)(2)	TO PROMOTE PUBLIC UNDERSTANDING OF SCIENCE	200,000
CITIZENS ACADEMY OF ARTS & SCIENCES 10118 HAMPDEN AVENUE CLEVELAND, OH 44114	NO RELATIONSHIP SEC 170(B)(1)(A)(II)	PREPARE ITS URBAN MIDDLE SCHOOL STUDENTS TO LEAD IN ACADEMICS, SERVICE AND CIVIC ENGAGEMENT DURING HIGH SCHOOL, COLLEGE AND BEYOND.	100,000
MATH FOR AMERICA 160 5TH AVENUE 8TH FLOOR NEW YORK, NY 10010	NO RELATIONSHIP SEC 170(B)(1)(A)(VI)	TO IMPROVE MATH EDUCATION IN OUR NATION'S PUBLIC SCHOOLS BY ATTRACTING, TRAINING, AND RETAINING HIGHLY QUALIFIED SECONDARY SCHOOL MATHEMATICS TEACHERS	20,920

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

ATTACHMENT 10 (CONT'D)

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
THE PARK SCHOOL 171 GODDARD AVENUE BROOKLINE, MA 02445	NO RELATIONSHIP SEC 170(B)(1)(A)(II)	THE CORNERSTONE OF PARK'S PROGRAM IS ACADEMIC EXCELLENCE COMBINING BOTH HIGH STANDARDS OF SCHOLARSHIP AND THE ENCOURAGEMENT OF EACH CHILD TO DEVELOP TO HIS OR HER GREATEST POTENTIAL. THE SCHOOL PROVIDES A NURTURING ENVIRONMENT IN WHICH CHILDREN CAN DEVELOP CURIOSITY, EXPRESS CREATIVITY, APPRECIATE THE VALUE OF HARD WORK AND DISCIPLINE, AND EXPERIENCE THE JOY OF LEARNING. PARK'S FACULTY ENCOURAGES INDIVIDUAL STUDENTS TO STRIVE FOR INTELLECTUAL, PHYSICAL AND MORAL GROWTH, AND TO BECOME CONTRIBUTING MEMBERS OF THE COMMUNITY	10,000
MIT MUSEUM 265 MASSACHUSETTS AVENUE CAMBRIDGE, MA 02139	NO RELATIONSHIP S170(B)(1)(A)(II)	TO ENGAGE THE WIDER COMMUNITY WITH MIT'S SCIENCE, TECHNOLOGY AND OTHER AREAS OF SCHOLARSHIP IN WAYS THAT WILL BEST SERVE THE NATION AND THE WORLD IN THE 21ST CENTURY.	35,000
NATIONAL ACADEMY OF ENGINEERING FUND 2101 CONSTITUTION AVENUE NW WASHINGTON, DC 20418	NO RELATIONSHIP SEC 509(A)(3), TYPE I	NATIONAL ACADEMY OF ENGINEERS (NAEF) SUPPORTS THE ACTIVITIES OF THE NATIONAL ACADEMY OF ENGINEERING(NAE)	10,000
		TOTAL CONTRIBUTIONS PAID	578,670

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

ATTACHMENT 11

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
OTHER INVESTMENT INCOME			18	8,657.	
TOTALS				8,657.	

PUBLIC DISCLOSURE COPY

- 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 TBL CHARITABLE FOUNDATION	Employer identification number (EIN) or 20-3982689
	Number, street, and room or suite no If a P O box, see instructions 15 CHARLESDEN PARK	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions NEWTONVILLE, MA 02460	

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 ▶ F. THOMSON LEIGHTON

  Telephone No ▶ 617 332-0705 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 REQUIRED 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**	$ 0
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**	$ 0
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 ▶ Date ▶