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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

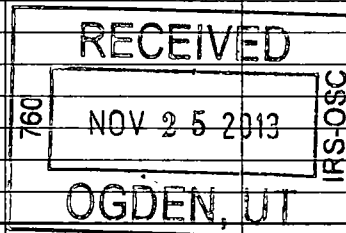
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE HAVEN FOUNDATION		A Employer identification number 20-4356938
Number and street (or P O box number if mail is not delivered to street address) C/O MP & S LLP, 685 THIRD AVE.		B Telephone number 212-503-8800
City or town, state, and ZIP code NEW YORK, NY 10017		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 checked="" 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) \$ 12,983,347.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
J Accounting method: <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		

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		8,261,814.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		109.	109.		
4 Dividends and interest from securities		40,438.	40,438.		
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		466,103.			
b Gross sales price for all assets on line 6a		9,245,657.			
7 Capital gain net income (from Part IV, line 2)			466,103.		
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					
12 Total. Add lines 1 through 11		8,768,464.	506,650.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees STMT 1		19,660.	0.		19,660.
b Accounting fees					
c Other professional fees STMT 2		15,409.	15,409.		0.
17 Interest					
18 Taxes STMT 3		4,093.	93.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 4		2,984.	0.		2,984.
24 Total operating and administrative expenses Add lines 13 through 23		42,146.	15,502.		22,644.
25 Contributions, gifts, grants paid		280,793.			288,355.
26 Total expenses and disbursements Add lines 24 and 25		322,939.	15,502.		310,999.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		8,445,525.			
b Net investment income (if negative, enter -0-)			491,148.		
c Adjusted net income (if negative, enter -0-)				N/A	



Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	308,227.	2,793,473.	2,793,473.
	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	1,287.	1,287.	1,287.
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	4,078,463.	10,009,927.	10,188,587.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	4,387,977.	12,804,687.	12,983,347.
	17 Accounts payable and accrued expenses			
	18 Grants payable	112,718.	73,499.	
Net Assets or Fund Balances	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)	112,718.	73,499.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	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	4,275,259.	12,731,188.	
30 Total net assets or fund balances	4,275,259.	12,731,188.		
31 Total liabilities and net assets/fund balances	4,387,977.	12,804,687.		

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	4,275,259.
2 Enter amount from Part I, line 27a	2	8,445,525.
3 Other increases not included in line 2 (itemize) ▶ PRIOR GRANT PAYMENTS ADJUSTMENT	3	10,404.
4 Add lines 1, 2, and 3	4	12,731,188.
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	12,731,188.

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				
b SEE ATTACHED STATEMENTS				
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 9,245,657.		8,779,554.	466,103.	
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			466,103.	
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		2 466,103.
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). If (loss), enter -0- in Part I, line 8		{ If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		3 N/A

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	339,853.	4,542,582.	.074815
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2 .074815
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 .074815
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4 11,841,019.
5 Multiply line 4 by line 3	5 885,886.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6 4,911.
7 Add lines 5 and 6	7 890,797.
8 Enter qualifying distributions from Part XII, line 4	8 310,999.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
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		1	9,823.
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	0.
3 Add lines 1 and 2		3	9,823.
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	9,823.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,324.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	2,324.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due If the total of lines 5 and 8 is more than line 7, enter amount owed	9	7,499.	
10 Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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

N/A

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>WWW.THEHAVENFDN.ORG</u>	13	X	
14	The books are in care of ► <u>C/O ROBERT LYONS, MARKS PANETH</u> Telephone no. ► <u>212-503-8800</u> Located at ► <u>685 THIRD AVENUE, NEW YORK, NY</u> ZIP+4 ► <u>10017</u>			
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 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	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 N/A ► <input type="checkbox"/>	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.) N/A	2b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) N/A	3b	
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

Form 990-PF (2012)

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
SEE STATEMENT 6		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
NONE				

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

0

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	4,867,126.
b	Average of monthly cash balances	1b	1,284,037.
c	Fair market value of all other assets	1c	5,870,176.
d	Total (add lines 1a, b, and c)	1d	12,021,339.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	12,021,339.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	180,320.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,841,019.
6	Minimum investment return. Enter 5% of line 5	6	592,051.

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	592,051.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,823.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	9,823.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	582,228.
4	Recoveries of amounts treated as qualifying distributions	4	10,404.
5	Add lines 3 and 4	5	592,632.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	592,632.

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	310,999.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
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	310,999.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	310,999.

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				592,632.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011	92,422.			
f Total of lines 3a through e	92,422.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 310,999.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				310,999.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	92,422.			92,422.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				189,211.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
WILLIE LITTLE 1130 THIRD AVE, #1102 OAKLAND, CA 94606	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	9,284.
COLEMAN HOUGH 1223 WILSHIRE BLVD #762 SANTA MONICA, CA 90403	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	19,800.
JACKI SHELTON-GREEN 226 S ELEVENTH ST MEBANE, NC 27302	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	9,791.
JAYNE LYN STAHL 2921 SANTOS LANE #2132 WALNUT CREEK, CA 94597	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	14,400.
JOHN RICHARDS 1505 BERRY STREET OLD HICKORY, TN 37138	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	5,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				280,793.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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. | | | |

[illegible]

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

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here	<p>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.</p>		<p>May the IRS discuss this return with the preparer shown below (see instr.)?</p> <p><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p>
	<p></p> <p>Signature of officer or trustee</p>	<p><u>11/14/13</u></p> <p>Date</p>	<p> ASSISTANT TREASURER SECRETARY</p> <p>Title</p>

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature <i>Robert Lyons</i>	Date <i>11/14/13</i>	Check <input type="checkbox"/> if self-employed	PTIN
	ROBERT LYONS				P00227472
	Firm's name ▶ MARKS PANETH & SHRON LLP				Firm's EIN ▶ 11-3518842
	Firm's address ▶ 685 THIRD AVENUE NEW YORK, NY 10017			Phone no. 212 503-8800	

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

THE HAVEN FOUNDATION**20-4356938**

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).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE HAVEN FOUNDATION**20-4356938****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
<u>1</u>	<u>STEPHEN KING</u> <u>C/O MPS 685 THIRD AVE, 5TH FL</u> <u>NEW YORK, NY 10017</u>	\$ <u>8,249,230.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
<u>2</u>	<u>JEROME SMITH-DARKTOWER.ORG</u> <u>1894 HWY. 50 EAST #4 UNIT 317</u> <u>CARSON CITY, NV 89701</u>	\$ <u>11,310.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Employer identification number

20-4356938

[illegible]

Name of organization THE HAVEN FOUNDATION	Employer identification number 20-4356938
---	---

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) ▶ \$ _____
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
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

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	40 LIMITED BRANDS INC	P	01/13/11	01/05/12
b	10 LIMITED BRANDS INC	P	04/06/11	01/05/12
c	10 MONSANTO CO	P	02/02/11	01/06/12
d	10 PEPSICO INC	P	09/28/11	01/06/12
e	15 PEPSICO INC	P	10/28/11	01/06/12
f	15 PEPSICO INC	P	11/28/11	01/06/12
g	20 CELGENE CORP	P	04/06/11	01/09/12
h	35 LIMITED BRANDS INC	P	04/06/11	01/10/12
i	25 LIMITED BRANDS INC	P	06/23/11	01/10/12
j	25 LIMITED BRANDS INC	P	07/14/11	01/10/12
k	40 LYONDELLBASELL INDU-CL A	P	05/24/11	01/11/12
l	25 ROCKWELL AUTOMATION INC	P	01/20/11	01/11/12
m	25 CONOCOPHILLIPS	P	07/25/11	01/12/12
n	25 CONOCOPHILLIPS	P	08/23/11	01/12/12
o	20 PROCTER & GAMBLE CO	P	04/20/11	01/19/12

(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	1,571.	1,165.	406.
b	393.	350.	43.
c	774.	754.	20.
d	655.	632.	23.
e	982.	946.	36.
f	982.	945.	37.
g	1,353.	1,114.	239.
h	1,365.	1,223.	142.
i	975.	924.	51.
j	975.	989.	<14.>
k	1,494.	1,585.	<91.>
l	1,949.	1,869.	80.
m	1,770.	1,867.	<97.>
n	1,770.	1,608.	162.
o	1,323.	1,275.	48.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			406.
b			43.
c			20.
d			23.
e			36.
f			37.
g			239.
h			142.
i			51.
j			<14.>
k			<91.>
l			80.
m			<97.>
n			162.
o			48.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	25 FMC TECHNOLOGIES INC	P	05/26/11	01/20/12
b	35 WATSON PHARMACEUTICALS INC	P	01/11/12	01/24/12
c	9 SALESFORCE.COM INC	P	12/01/11	01/25/12
d	20 CELGENE CORP	P	05/10/11	01/27/12
e	50 LOWE'S COS INC	P	04/18/11	01/31/12
f	12 MARATHON PETROLEUM CORP	P	02/23/11	01/31/12
g	5 MARATHON PETROLEUM CORP	P	07/29/11	01/31/12
h	5 MARATHON PETROLEUM CORP	P	07/29/11	01/31/12
i	15 PROCTER & GAMBLE CO	P	05/09/11	01/31/12
j	95 TYSON FOODS INC-CL A	P	05/03/11	02/01/12
k	55 LYONDELLBASELL INDU-CL A	P	05/24/11	02/02/12
l	12 VF CORP	P	08/04/11	02/03/12
m	25 MARATHON PETROLEUM CORP	P	07/29/11	02/07/12
n	20 GENERAL MOTORS CO	P	06/08/11	02/08/12
o	20 ACCENTURE PLC-CL A	P	02/18/11	02/09/12

(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 1,314.		1,093.	221.
b 1,960.		2,232.	<272.>
c 1,055.		1,066.	<11.>
d 1,461.		1,197.	264.
e 1,343.		1,325.	18.
f 457.		479.	<22.>
g 190.		219.	<29.>
h 190.		219.	<29.>
i 943.		980.	<37.>
j 1,769.		1,879.	<110.>
k 2,382.		2,180.	202.
l 1,601.		1,328.	273.
m 1,093.		1,096.	<3.>
n 516.		578.	<62.>
o 1,149.		1,077.	72.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			221.
b			<272.>
c			<11.>
d			264.
e			18.
f			<22.>
g			<29.>
h			<29.>
i			<37.>
j			<110.>
k			202.
l			273.
m			<3.>
n			<62.>
o			72.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	18 ACCENTURE PLC-CL A	P	05/17/11	02/09/12
b	40 MARATHON PETROLEUM CORP	P	07/29/11	02/10/12
c	45 JOHNSON CONTROLS INC	P	07/14/11	02/13/12
d	15 GOODRICH CORP	P	05/12/11	02/14/12
e	26 ESTEE LAUDER COMPANIES-CL A	P	10/07/11	02/15/12
f	8 VF CORP	P	08/04/11	02/15/12
g	17 ACCENTURE PLC-CL A	P	05/17/11	02/16/12
h	105 CMS ENERGY CORP	P	08/18/11	02/16/12
i	75 CMS ENERGY CORP	P	10/26/11	02/16/12
j	85 DELL INC	P	09/16/11	02/17/12
k	5 MONSANTO CO	P	02/24/11	02/23/12
l	55 GENERAL MOTORS CO	P	06/08/11	02/28/12
m	25 TRANSOCEAN LTD	P	07/14/11	03/07/12
n	110 NEXEN INC	P	02/02/12	03/13/12
o	10 GOLDMAN SACHS GROUP INC	P	12/13/11	03/20/12

(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 1,034.		1,017.	17.
b 1,762.		1,753.	9.
c 1,499.		1,833.	<334.>
d 1,883.		1,379.	504.
e 1,442.		1,194.	248.
f 1,148.		885.	263.
g 987.		961.	26.
h 2,268.		1,979.	289.
i 1,620.		1,567.	53.
j 1,541.		1,300.	241.
k 388.		355.	33.
l 1,443.		1,590.	<147.>
m 1,321.		1,508.	<187.>
n 2,197.		1,925.	272.
o 1,268.		986.	282.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			17.
b			9.
c			<334.>
d			504.
e			248.
f			263.
g			26.
h			289.
i			53.
j			241.
k			33.
l			<147.>
m			<187.>
n			272.
o			282.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	50 UNITEDHEALTH GROUP INC	P	06/22/11	03/20/12
b	55 CBRE GROUP INC	P	08/02/11	03/09/12
c	45 CBRE GROUP INC	P	08/04/11	03/09/12
d	25 CBRE GROUP INC	P	09/21/11	03/09/12
e	25 DTE ENERGY COMPANY	P	07/22/11	03/21/12
f	35 MOODY'S CORP	P	03/28/11	03/22/12
g	20 TRAVELERS COS INC/THE	P	07/25/11	03/22/12
h	40 TRAVELERS COS INC/THE	P	09/08/11	03/22/12
i	35 METLIFE INC	P	04/25/11	03/26/12
j	25 METLIFE INC	P	05/27/11	03/26/12
k	45 METLIFE INC	P	08/23/11	03/26/12
l	20 LAS VEGAS SANDS CORP	P	10/04/11	04/02/12
m	10 LAS VEGAS SANDS CORP	P	01/25/12	04/02/12
n	40 ILLUMINA INC	P	11/01/11	04/04/12
o	5 ILLUMINA INC	P	12/15/11	04/04/12

(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 2,753.		2,613.	140.
b 1,053.		1,164.	<111.>
c 862.		895.	<33.>
d 479.		346.	133.
e 1,360.		1,283.	77.
f 1,454.		1,173.	281.
g 1,164.		1,135.	29.
h 2,327.		1,986.	341.
i 1,342.		1,546.	<204.>
j 958.		1,099.	<141.>
k 1,725.		1,403.	322.
l 1,169.		734.	435.
m 584.		490.	94.
n 2,079.		1,196.	883.
o 260.		137.	123.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			140.
b			<111.>
c			<33.>
d			133.
e			77.
f			281.
g			29.
h			341.
i			<204.>
j			<141.>
k			322.
l			435.
m			94.
n			883.
o			123.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	8 SALESFORCE.COM INC	P	12/15/11	04/04/12
b	50 GENERAL MILLS INC	P	05/17/11	04/12/12
c	25 GENERAL MILLS INC	P	05/19/11	04/12/12
d	10 GENERAL MILLS INC	P	08/22/11	04/12/12
e	30 GENERAL MILLS INC	P	08/22/11	04/13/12
f	50 GENERAL MILLS INC	P	11/01/11	04/13/12
g	25 GENERAL MILLS INC	P	11/18/11	04/13/12
h	22 PERRIGO INC	P	11/11/11	04/19/12
i	35 MOODY'S CORP	P	06/21/11	04/24/12
j	25 MOODY'S CORP	P	06/22/11	04/24/12
k	27 POTASH CORP OF SASKATCHEWAN	P	04/28/11	04/25/12
l	15 POTASH CORP OF SASKATCHEWAN	P	05/16/11	04/25/12
m	250 MORGAN STANLEY	P	12/05/11	05/03/12
n	30 VERTEX PHARMACEUTICALS INC	P	01/09/12	05/07/12
o	5 GILEAD SCIENCES INC	P	07/19/11	05/08/12

(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 1,238.		855.	383.
b 1,929.		1,989.	<60.>
c 965.		997.	<32.>
d 386.		362.	24.
e 1,165.		1,086.	79.
f 1,942.		1,919.	23.
g 971.		970.	1.
h 2,333.		2,017.	316.
i 1,463.		1,329.	134.
j 1,045.		955.	90.
k 1,191.		1,522.	<331.>
l 662.		784.	<122.>
m 4,086.		4,113.	<27.>
n 1,638.		1,059.	579.
o 245.		209.	36.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			383.
b			<60.>
c			<32.>
d			24.
e			79.
f			23.
g			1.
h			316.
i			134.
j			90.
k			<331.>
l			<122.>
m			<27.>
n			579.
o			36.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	20 EXPRESS SCRIPTS HOLDING CO	P	05/17/11	05/11/12
b	20 EXPRESS SCRIPTS HOLDING CO	P	05/31/11	05/11/12
c	20 EXPRESS SCRIPTS HOLDING CO	P	01/03/12	05/11/12
d	50 GENERAL ELECTRIC CO	P	05/24/11	05/14/12
e	75 GENERAL ELECTRIC CO	P	09/07/11	05/14/12
f	75 GENERAL ELECTRIC CO	P	12/21/11	05/14/12
g	5 GENERAL ELECTRIC CO	P	12/22/11	05/14/12
h	35 TRW AUTOMOTIVE HOLDINGS CORP	P	05/27/11	05/21/12
i	15 TRW AUTOMOTIVE HOLDINGS CORP	P	10/19/11	05/21/12
j	25 DOLLAR GENERAL CORP	P	09/09/11	05/31/12
k	195 GENERAL ELECTRIC CO	P	12/22/11	06/01/12
l	105 LIBERTY INTERACTIVE CORP-A	P	03/07/12	06/04/12
m	35 LYONDELLBASELL INDU-CL A	P	09/01/11	06/04/12
n	100 MARVELL TECHNOLOGY GROUP LT	P	10/20/11	06/04/12
o	75 MARVELL TECHNOLOGY GROUP LT	P	11/01/11	06/04/12

(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	1,119.	1,201.	<82.>
b	1,119.	1,180.	<61.>
c	1,119.	938.	181.
d	934.	957.	<23.>
e	1,402.	1,174.	228.
f	1,402.	1,311.	91.
g	93.	91.	2.
h	1,359.	1,958.	<599.>
i	583.	596.	<13.>
j	1,229.	866.	363.
k	3,625.	3,530.	95.
l	1,687.	1,968.	<281.>
m	1,274.	582.	692.
n	1,199.	1,332.	<133.>
o	899.	1,018.	<119.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<82.>
b			<61.>
c			181.
d			<23.>
e			228.
f			91.
g			2.
h			<599.>
i			<13.>
j			363.
k			95.
l			<281.>
m			692.
n			<133.>
o			<119.>

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	75 MARVELL TECHNOLOGY GROUP LT	P	11/15/11	06/04/12
b	40 POTASH CORP OF SASKATCHEWAN	P	01/09/12	06/04/12
c	20 POTASH CORP OF SASKATCHEWAN	P	01/30/12	06/04/12
d	100 CORNING INC	P	08/15/11	06/06/12
e	60 CBRE GROUP INC	P	09/21/11	06/08/12
f	65 CBRE GROUP INC	P	12/09/11	06/08/12
g	75 CBRE GROUP INC	P	02/17/12	06/08/12
h	25 DEVON ENERGY CORPORATION	P	05/04/12	06/12/12
i	25 GILEAD SCIENCES INC	P	07/19/11	06/29/12
j	5 GILEAD SCIENCES INC	P	08/08/11	06/29/12
k	50 CENTERPOINT ENERGY INC	P	10/24/11	07/02/12
l	70 GANNETT CO	P	07/12/11	07/05/12
m	10 GANNETT CO	P	10/10/11	07/05/12
n	25 MARATHON PETROLEUM CORP	P	08/05/11	07/05/12
o	35 EMERSON ELECTRIC CO	P	01/26/12	07/06/12

(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 899.		1,112.	<213.>
b 1,478.		1,656.	<178.>
c 739.		934.	<195.>
d 1,280.		1,501.	<221.>
e 963.		831.	132.
f 1,043.		1,021.	22.
g 1,204.		1,432.	<228.>
h 1,435.		1,614.	<179.>
i 1,272.		1,044.	228.
j 254.		184.	70.
k 1,037.		1,062.	<25.>
l 1,024.		961.	63.
m 146.		107.	39.
n 1,111.		917.	194.
o 1,568.		1,819.	<251.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<213.>
b			<178.>
c			<195.>
d			<221.>
e			132.
f			22.
g			<228.>
h			<179.>
i			228.
j			70.
k			<25.>
l			63.
m			39.
n			194.
o			<251.>

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	25 FREEPORT-MCMORAN COPPER	P	01/17/12	07/06/12
b	5 FREEPORT-MCMORAN COPPER	P	01/18/12	07/06/12
c	35 STRYKER CORP	P	01/10/12	07/10/12
d	15 UNITED PARCEL SERVICE-CL B	P	08/10/11	07/12/12
e	50 MARATHON PETROLEUM CORP	P	09/07/11	07/13/12
f	50 MARATHON PETROLEUM CORP	P	09/23/11	07/13/12
g	25 MARATHON PETROLEUM CORP	P	05/09/12	07/13/12
h	22 ANADARKO PETROLEUM CORP	P	08/08/11	07/17/12
i	12 ANADARKO PETROLEUM CORP	P	01/12/12	07/17/12
j	20 EMERSON ELECTRIC CO	P	01/30/12	07/20/12
k	20 EMERSON ELECTRIC CO	P	02/02/12	07/20/12
l	10 EMERSON ELECTRIC CO	P	02/24/12	07/20/12
m	10 EMERSON ELECTRIC CO	P	02/24/12	07/24/12
n	45 EMERSON ELECTRIC CO	P	03/28/12	07/24/12
o	20 EMERSON ELECTRIC CO	P	04/24/12	07/24/12

(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 871.		1,070.	<199.>
b 174.		220.	<46.>
c 1,861.		1,825.	36.
d 1,177.		948.	229.
e 2,236.		1,828.	408.
f 2,236.		1,499.	737.
g 1,118.		957.	161.
h 1,566.		1,486.	80.
i 854.		954.	<100.>
j 926.		1,028.	<102.>
k 926.		1,037.	<111.>
l 463.		509.	<46.>
m 453.		509.	<56.>
n 2,038.		2,311.	<273.>
o 906.		1,018.	<112.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<199.>
b			<46.>
c			36.
d			229.
e			408.
f			737.
g			161.
h			80.
i			<100.>
j			<102.>
k			<111.>
l			<46.>
m			<56.>
n			<273.>
o			<112.>

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	5 EMERSON ELECTRIC CO	P	04/27/12	07/24/12
b	25 INFORMATICA CORPORATION	P	02/10/12	07/25/12
c	30 INFORMATICA CORPORATION	P	06/20/12	07/25/12
d	30 STRYKER CORP	P	01/11/12	07/25/12
e	20 STRYKER CORP	P	01/12/12	07/25/12
f	20 STRYKER CORP	P	01/30/12	07/25/12
g	15 BORGWARNER INC	P	08/23/11	07/30/12
h	15 PVH CORP	P	10/21/11	08/01/12
i	15 PVH CORP	P	10/24/11	08/01/12
j	15 PVH CORP	P	12/22/11	08/01/12
k	35 DTE ENERGY COMPANY	P	08/29/11	08/03/12
l	40 GILEAD SCIENCES INC	P	08/08/11	08/03/12
m	5 GILEAD SCIENCES INC	P	08/08/11	08/03/12
n	20 COVIDIEN PLC	P	08/24/11	08/09/12
o	20 COVIDIEN PLC	P	10/20/11	08/09/12

(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 227.		262.	<35.>
b 696.		1,161.	<465.>
c 835.		1,301.	<466.>
d 1,542.		1,580.	<38.>
e 1,028.		1,048.	<20.>
f 1,028.		1,094.	<66.>
g 1,010.		987.	23.
h 1,171.		1,047.	124.
i 1,171.		1,096.	75.
j 1,171.		1,030.	141.
k 2,158.		1,748.	410.
l 2,322.		1,474.	848.
m 290.		184.	106.
n 1,134.		1,003.	131.
o 1,134.		889.	245.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<35.>
b			<465.>
c			<466.>
d			<38.>
e			<20.>
f			<66.>
g			23.
h			124.
i			75.
j			141.
k			410.
l			848.
m			106.
n			131.
o			245.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	65 GANNETT CO	P	10/10/11	08/09/12
b	40 COVIDIEN PLC	P	11/18/11	08/10/12
c	20 COVIDIEN PLC	P	01/27/12	08/10/12
d	10 GOLDMAN SACHS GROUP INC	P	02/01/12	08/10/12
e	12 GOLDMAN SACHS GROUP INC	P	02/10/12	08/10/12
f	40 CENTERPOINT ENERGY INC	P	10/24/11	08/14/12
g	50 CENTERPOINT ENERGY INC	P	03/07/12	08/14/12
h	35 LAS VEGAS SANDS CORP	P	01/25/12	08/22/12
i	25 FREEPORT-MCMORAN COPPER	P	01/18/12	08/23/12
j	35 FREEPORT-MCMORAN COPPER	P	01/20/12	08/23/12
k	5 FREEPORT-MCMORAN COPPER	P	01/20/12	09/06/12
l	25 FREEPORT-MCMORAN COPPER	P	02/06/12	09/06/12
m	130 NEWELL RUBBERMAID INC	P	10/27/11	09/12/12
n	70 NEWELL RUBBERMAID INC	P	05/04/12	09/12/12
o	20 VERTEX PHARMACEUTICALS INC	P	01/09/12	09/12/12

(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 982.		696.	286.
b 2,277.		1,849.	428.
c 1,139.		1,037.	102.
d 1,028.		1,138.	<110.>
e 1,234.		1,382.	<148.>
f 822.		850.	<28.>
g 1,028.		967.	61.
h 1,516.		1,714.	<198.>
i 917.		1,098.	<181.>
j 1,284.		1,531.	<247.>
k 181.		219.	<38.>
l 905.		1,149.	<244.>
m 2,468.		1,794.	674.
n 1,329.		1,289.	40.
o 1,113.		706.	407.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			286.
b			428.
c			102.
d			<110.>
e			<148.>
f			<28.>
g			61.
h			<198.>
i			<181.>
j			<247.>
k			<38.>
l			<244.>
m			674.
n			40.
o			407.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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 25 LAM RESEARCH CORP		P	10/26/11	09/13/12
b 40 LAM RESEARCH CORP		P	10/31/11	09/13/12
c 50 CENTURYLINK INC		P	10/05/11	09/21/12
d 15 OCEANEERING INTL INC		P	05/16/12	09/24/12
e 65 WELLS FARGO & COMPANY		P	03/12/12	09/24/12
f 30 GENERAL MOTORS CO		P	11/09/11	09/28/12
g 13 PERRIGO INC		P	12/16/11	10/02/12
h 20 PERRIGO INC		P	02/23/12	10/02/12
i 70 INTEL CORP		P	06/07/12	10/03/12
j 35 INTEL CORP		P	06/13/12	10/03/12
k 60 LEUCADIA NATIONAL CO		P	04/18/12	10/09/12
l 40 LEUCADIA NATIONAL CO		P	04/27/12	10/09/12
m 25 UNITEDHEALTH GROUP INC		P	11/23/11	10/09/12
n 40 TRANSOCEAN LTD		P	11/10/11	10/12/12
o 70 APOLLO GROUP INC-CL A		P	01/09/12	11/01/12

(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 843.		1,044.	<201.>
b 1,348.		1,719.	<371.>
c 2,098.		1,606.	492.
d 835.		728.	107.
e 2,274.		2,035.	239.
f 684.		689.	<5.>
g 1,526.		1,277.	249.
h 2,347.		1,911.	436.
i 1,580.		1,828.	<248.>
j 790.		937.	<147.>
k 1,365.		1,448.	<83.>
l 910.		994.	<84.>
m 1,438.		1,096.	342.
n 1,821.		1,987.	<166.>
o 1,414.		3,959.	<2,545.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<201.>
b			<371.>
c			492.
d			107.
e			239.
f			<5.>
g			249.
h			436.
i			<248.>
j			<147.>
k			<83.>
l			<84.>
m			342.
n			<166.>
o			<2,545.>

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	40 APOLLO GROUP INC-CL A	P	05/02/12	11/01/12
b	20 GENERAL MOTORS CO	P	11/09/11	11/02/12
c	40 GENERAL MOTORS CO	P	11/14/11	11/02/12
d	22 MEAD JOHNSON NUTRITION CO	P	10/05/12	11/07/12
e	13 MEAD JOHNSON NUTRITION CO	P	10/09/12	11/07/12
f	5 ROCKWELL AUTOMATION INC	P	11/25/11	11/08/12
g	120 INTEL CORP	P	06/13/12	11/13/12
h	50 INTEL CORP	P	06/25/12	11/13/12
i	20 FMC TECHNOLOGIES INC	P	10/18/12	11/19/12
j	35 EMERSON ELECTRIC CO	P	04/27/12	11/20/12
k	25 EMERSON ELECTRIC CO	P	05/02/12	11/20/12
l	15 EMERSON ELECTRIC CO	P	09/28/12	11/20/12
m	35 EMERSON ELECTRIC CO	P	10/18/12	11/20/12
n	20 LAS VEGAS SANDS CORP	P	02/29/12	11/20/12
o	20 LAS VEGAS SANDS CORP	P	05/16/12	11/20/12

(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 808.		1,389.	<581.>
b 514.		460.	54.
c 1,027.		921.	106.
d 1,459.		1,604.	<145.>
e 862.		933.	<71.>
f 383.		335.	48.
g 2,466.		3,213.	<747.>
h 1,027.		1,312.	<285.>
i 820.		911.	<91.>
j 1,694.		1,834.	<140.>
k 1,210.		1,233.	<23.>
l 726.		723.	3.
m 1,694.		1,736.	<42.>
n 870.		1,109.	<239.>
o 870.		978.	<108.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<581.>
b			54.
c			106.
d			<145.>
e			<71.>
f			48.
g			<747.>
h			<285.>
i			<91.>
j			<140.>
k			<23.>
l			3.
m			<42.>
n			<239.>
o			<108.>

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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 75 ORACLE CORP		P	10/22/12	11/26/12
b 30 LAS VEGAS SANDS CORP		P	05/30/12	12/03/12
c 15 LAS VEGAS SANDS CORP		P	09/28/12	12/03/12
d 35 LAS VEGAS SANDS CORP		P	10/18/12	12/03/12
e 25 JOHNSON & JOHNSON		P	05/04/12	12/07/12
f 40 JOHNSON & JOHNSON		P	01/06/12	12/07/12
g 20 ROCKWELL AUTOMATION INC		P	10/22/12	12/07/12
h 45 TRANSOCEAN LTD		P	06/06/12	12/11/12
i 30 COACH INC		P	04/13/12	12/12/12
j 15 COACH INC		P	04/16/12	12/12/12
k 95 MORGAN STANLEY		P	07/02/12	12/12/12
l 155 MORGAN STANLEY		P	07/05/12	12/12/12
m 75 MORGAN STANLEY		P	07/23/12	12/12/12
n 55 GENERAL MOTORS CO		P	05/04/12	12/14/12
o 50 GENERAL MOTORS CO		P	07/23/12	12/14/12

(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 2,305.		2,294.	11.
b 1,411.		1,430.	<19.>
c 705.		696.	9.
d 1,646.		1,608.	38.
e 1,758.		1,625.	133.
f 2,814.		2,842.	<28.>
g 1,607.		1,390.	217.
h 2,074.		1,875.	199.
i 1,694.		2,227.	<533.>
j 847.		1,103.	<256.>
k 1,686.		1,395.	291.
l 2,752.		2,292.	460.
m 1,331.		937.	394.
n 1,359.		1,225.	134.
o 1,236.		960.	276.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			11.
b			<19.>
c			9.
d			38.
e			133.
f			<28.>
g			217.
h			199.
i			<533.>
j			<256.>
k			291.
l			460.
m			394.
n			134.
o			276.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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 25 COACH INC		P	04/26/12	12/19/12
b 20 COACH INC		P	05/16/12	12/19/12
c 25 OCEANEERING INTL INC		P	05/16/12	12/20/12
d 5 OCEANEERING INTL INC		P	05/17/12	12/20/12
e 5 CHIPOTLE MEXICAN GRILL-CL A		P	07/09/12	12/21/12
f 150 FORD MOTOR CO		P	09/24/12	12/27/12
g 10 MONSANTO CO		P	12/14/10	01/06/12
h 150 MARATHON OIL CORP		P	12/14/10	01/12/12
i 15 ALLERGAN INC		P	12/14/10	01/17/12
j 30 JOHNSON CONTROLS INC		P	12/14/10	01/19/12
k 50 EMC CORP/MASS		P	12/14/10	01/25/12
l 40 STARBUCKS CORP		P	12/14/10	01/27/12
m 80 LOWE'S COS INC		P	01/25/11	01/31/12
n 25 MARATHON PETROLEUM CORP		P	12/14/10	01/31/12
o 13 MARATHON PETROLEUM CORP		P	01/25/11	01/31/12

(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 1,495.		1,813.	<318.>
b 1,196.		1,347.	<151.>
c 1,342.		1,214.	128.
d 268.		238.	30.
e 1,435.		1,931.	<496.>
f 1,885.		1,548.	337.
g 774.		610.	164.
h 4,566.		3,196.	1,370.
i 1,328.		1,061.	267.
j 975.		1,153.	<178.>
k 1,286.		1,133.	153.
l 1,883.		1,285.	598.
m 2,148.		2,021.	127.
n 952.		690.	262.
o 495.		418.	77.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<318.>
b			<151.>
c			128.
d			30.
e			<496.>
f			337.
g			164.
h			1,370.
i			267.
j			<178.>
k			153.
l			598.
m			127.
n			262.
o			77.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	80 INGERSOLL-RAND PLC	P	12/14/10	02/01/12
b	20 UNITED PARCEL SERVICE-CL B	P	12/14/10	02/01/12
c	10 GOODRICH CORP	P	12/14/10	02/03/12
d	35 BROADCOM CORP-CL A	P	12/14/10	02/07/12
e	55 GENERAL MOTORS CO	P	12/14/10	02/08/12
f	10 FLOWERVE CORPORATION	P	12/14/10	02/09/12
g	30 JOHNSON CONTROLS INC	P	12/14/10	02/13/12
h	45 JOHNSON CONTROLS INC	P	12/14/10	02/13/12
i	35 DELL INC	P	12/14/10	02/17/12
j	55 DOW CHEMICAL	P	12/14/10	02/21/12
k	20 CITRIX SYSTEMS INC	P	12/14/10	02/22/12
l	5 MONSANTO CO	P	02/02/11	02/23/12
m	15 MONSANTO CO	P	02/17/11	02/23/12
n	5 APPLE INC	P	12/14/10	02/28/12
o	5 APPLE INC	P	12/14/10	03/06/12

(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 2,821.		3,658.	<837.>
b 1,533.		1,459.	74.
c 1,255.		863.	392.
d 1,297.		1,563.	<266.>
e 1,420.		1,855.	<435.>
f 1,150.		1,169.	<19.>
g 999.		1,153.	<154.>
h 1,499.		1,729.	<230.>
i 634.		469.	165.
j 1,908.		1,883.	25.
k 1,469.		1,376.	93.
l 388.		377.	11.
m 1,165.		1,108.	57.
n 2,669.		1,607.	1,062.
o 2,649.		1,607.	1,042.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<837.>
b			74.
c			392.
d			<266.>
e			<435.>
f			<19.>
g			<154.>
h			<230.>
i			165.
j			25.
k			93.
l			11.
m			57.
n			1,062.
o			1,042.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	50 CENTURLINK INC	P	12/14/10	03/06/12
b	10 GOLDMAN SACHS GROUP INC	P	12/14/10	03/12/12
c	7 GOLDMAN SACHS GROUP INC	P	12/14/10	03/20/12
d	15 DTE ENERGY COMPANY	P	03/15/11	03/21/12
e	30 DOW CHEMICAL	P	12/14/10	03/21/12
f	55 TRAVELERS COS INC/THE	P	12/14/10	03/22/12
g	25 TRAVELERS COS INC/THE	P	03/07/11	03/22/12
h	13 GOLDMAN SACHS GROUP INC	P	12/14/10	03/27/12
i	85 DOW CHEMICAL	P	12/14/10	03/28/12
j	35 UNITED PARCEL SERVICE-CL B	P	12/14/10	04/12/12
k	10 BORGWARNER INC	P	03/01/11	04/20/12
l	10 BORGWARNER INC	P	03/04/11	04/20/12
m	20 FLOWSERVE CORPORATION	P	12/14/10	04/23/12
n	20 MOODY'S CORP	P	03/28/11	04/24/12
o	85 BROADCOM CORP-CL A	P	12/14/10	04/25/12

(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 1,919.		2,285.	<366.>
b 1,170.		1,695.	<525.>
c 887.		1,186.	<299.>
d 816.		722.	94.
e 1,051.		1,027.	24.
f 3,200.		3,047.	153.
g 1,455.		1,476.	<21.>
h 1,650.		2,203.	<553.>
i 2,909.		2,910.	<1.>
j 2,776.		2,553.	223.
k 809.		763.	46.
l 809.		770.	39.
m 2,185.		2,339.	<154.>
n 836.		670.	166.
o 3,077.		3,796.	<719.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<366.>
b			<525.>
c			<299.>
d			94.
e			24.
f			153.
g			<21.>
h			<553.>
i			<1.>
j			223.
k			46.
l			39.
m			<154.>
n			166.
o			<719.>

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	4 POTASH CORP OF SASKATCHEWAN	P	12/15/10	04/25/12
b	24 POTASH CORP OF SASKATCHEWAN	P	12/17/10	04/25/12
c	75 MARVELL TECHNOLOGY GROUP LT	P	12/14/10	04/26/12
d	170 CONSTELLATION BRANDS INC-A	P	12/14/10	05/01/12
e	25 QUALCOMM INC	P	01/27/11	05/02/12
f	65 NORTHROP GRUMMAN CORP	P	12/28/10	05/03/12
g	5 GILEAD SCIENCES INC	P	12/14/10	05/08/12
h	15 GILEAD SCIENCES INC	P	12/15/10	05/08/12
i	25 EXPRESS SCRIPTS HOLDING CO	P	12/14/10	05/11/12
j	30 EXPRESS SCRIPTS HOLDING CO	P	03/10/11	05/11/12
k	20 EXPRESS SCRIPTS HOLDING CO	P	04/25/11	05/11/12
l	125 GENERAL ELECTRIC CO	P	12/14/10	05/14/12
m	10 AMAZON.COM INC	P	12/14/10	05/15/12
n	50 EMC CORP/MASS	P	12/14/10	05/16/12
o	10 QUALCOMM INC	P	01/27/11	05/16/12

(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 176.		186.	<10.>
b 1,058.		1,121.	<63.>
c 1,132.		1,431.	<299.>
d 3,690.		3,645.	45.
e 1,601.		1,374.	227.
f 4,106.		3,816.	290.
g 245.		186.	59.
h 736.		558.	178.
i 1,398.		1,369.	29.
j 1,678.		1,580.	98.
k 1,119.		1,111.	8.
l 2,336.		2,212.	124.
m 2,293.		1,742.	551.
n 1,286.		1,133.	153.
o 599.		550.	49.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<10.>
b			<63.>
c			<299.>
d			45.
e			227.
f			290.
g			59.
h			178.
i			29.
j			98.
k			8.
l			124.
m			551.
n			153.
o			49.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	30 QUALCOMM INC	P	02/14/11	05/16/12
b	25 UNITED PARCEL SERVICE-CL B	P	12/14/10	05/18/12
c	25 TIME WARNER CABLE	P	12/14/10	05/22/12
d	40 AT&T INC	P	04/07/11	05/31/12
e	50 MARATHON OIL CORP	P	12/14/10	06/01/12
f	20 DEVON ENERGY CORPORATION	P	12/22/10	06/04/12
g	74 JPMORGAN CHASE & CO	P	12/14/10	06/04/12
h	20 JPMORGAN CHASE & CO	P	03/29/11	06/04/12
i	115 MARVELL TECHNOLOGY GROUP LT	P	12/14/10	06/04/12
j	60 MARVELL TECHNOLOGY GROUP LT	P	12/31/10	06/04/12
k	20 POTASH CORP OF SASKATCHEWAN	P	05/16/11	06/04/12
l	225 CORNING INC	P	12/14/10	06/06/12
m	47 JPMORGAN CHASE & CO	P	12/14/10	06/06/12
n	75 JPMORGAN CHASE & CO	P	12/14/10	06/08/12
o	30 DEVON ENERGY CORPORATION	P	02/24/11	06/12/12

(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 1,796.		1,758.	38.
b 1,859.		1,824.	35.
c 1,914.		1,627.	287.
d 1,356.		1,219.	137.
e 1,200.		1,065.	135.
f 1,145.		1,519.	<374.>
g 2,296.		3,034.	<738.>
h 621.		919.	<298.>
i 1,378.		2,194.	<816.>
j 719.		1,098.	<379.>
k 739.		1,045.	<306.>
l 2,880.		4,272.	<1,392.>
m 1,556.		1,927.	<371.>
n 2,518.		3,075.	<557.>
o 1,722.		2,654.	<932.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			38.
b			35.
c			287.
d			137.
e			135.
f			<374.>
g			<738.>
h			<298.>
i			<816.>
j			<379.>
k			<306.>
l			<1,392.>
m			<371.>
n			<557.>
o			<932.>

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	10 DEVON ENERGY CORPORATION	P	03/11/11	06/12/12
b	5 APPLE INC	P	12/14/10	06/19/12
c	15 AMAZON.COM INC	P	12/14/10	06/20/12
d	150 JPMORGAN CHASE & CO	P	12/14/10	06/22/12
e	30 ALTRIA GROUP INC	P	12/14/10	06/29/12
f	5 ALTRIA GROUP INC	P	12/14/10	06/29/12
g	30 AT&T INC	P	04/07/11	06/29/12
h	75 PFIZER INC	P	12/14/10	06/29/12
i	30 CENTURYLINK INC	P	12/14/10	07/02/12
j	5 AMAZON.COM INC	P	02/01/11	07/05/12
k	5 AMAZON.COM INC	P	03/10/11	07/05/12
l	5 AMAZON.COM INC	P	05/03/11	07/05/12
m	120 GANNETT CO	P	12/14/10	07/05/12
n	36 COMCAST CORP-CLASS A	P	12/14/10	07/10/12
o	25 COMCAST CORP-CLASS A	P	01/07/11	07/10/12

(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 574.		881.	<307.>
b 2,938.		1,607.	1,331.
c 3,325.		2,613.	712.
d 5,419.		6,149.	<730.>
e 1,028.		744.	284.
f 171.		124.	47.
g 1,069.		914.	155.
h 1,717.		1,292.	425.
i 1,184.		1,371.	<187.>
j 1,140.		861.	279.
k 1,140.		831.	309.
l 1,140.		992.	148.
m 1,756.		1,868.	<112.>
n 1,129.		795.	334.
o 784.		569.	215.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<307.>
b			1,331.
c			712.
d			<730.>
e			284.
f			47.
g			155.
h			425.
i			<187.>
j			279.
k			309.
l			148.
m			<112.>
n			334.
o			215.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	3 COMCAST CORP-CLASS A	P	01/13/11	07/10/12
b	35 COVIDIEN PLC	P	05/18/11	07/10/12
c	20 UNITED PARCEL SERVICE-CL B	P	12/14/10	07/10/12
d	20 UNITED PARCEL SERVICE-CL B	P	12/14/10	07/11/12
e	25 UNITED PARCEL SERVICE-CL B	P	12/14/10	07/12/12
f	25 ANADARKO PETROLEUM CORP	P	06/07/11	07/13/12
g	1 ANADARKO PETROLEUM CORP	P	06/22/11	07/13/12
h	20 ANADARKO PETROLEUM CORP	P	07/06/11	07/13/12
i	5 ANADARKO PETROLEUM CORP	P	07/11/11	07/17/12
j	30 TIME WARNER CABLE	P	12/14/10	07/20/12
k	25 DANAHER CORP	P	12/14/10	07/25/12
l	10 BORGWARNER INC	P	03/04/11	07/30/12
m	15 BORGWARNER INC	P	03/23/11	07/30/12
n	20 EOG RESOURCES INC	P	12/14/10	08/03/12
o	50 DANAHER CORP	P	12/14/10	08/07/12

(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 94.		68.	26.
b 1,880.		1,995.	<115.>
c 1,574.		1,459.	115.
d 1,575.		1,459.	116.
e 1,962.		1,824.	138.
f 1,717.		1,887.	<170.>
g 69.		74.	<5.>
h 1,374.		1,570.	<196.>
i 356.		386.	<30.>
j 2,544.		1,952.	592.
k 1,267.		1,141.	126.
l 673.		770.	<97.>
m 1,010.		1,118.	<108.>
n 2,110.		1,828.	282.
o 2,681.		2,282.	399.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			26.
b			<115.>
c			115.
d			116.
e			138.
f			<170.>
g			<5.>
h			<196.>
i			<30.>
j			592.
k			126.
l			<97.>
m			<108.>
n			282.
o			399.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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 20 INTUIT INC		P	01/11/11	08/07/12
b 75 ORACLE CORP		P	12/14/10	08/07/12
c 15 QUALCOMM INC		P	02/15/11	08/07/12
d 15 QUALCOMM INC		P	03/18/11	08/07/12
e 25 THE WALT DISNEY CO.		P	12/14/10	08/08/12
f 40 COVIDIEN PLC		P	07/25/11	08/09/12
g 15 EOG RESOURCES INC		P	12/14/10	08/09/12
h 10 QUALCOMM INC		P	03/18/11	08/09/12
i 15 QUALCOMM INC		P	03/21/11	08/09/12
j 5 GOLDMAN SACHS GROUP INC		P	02/02/11	08/10/12
k 5 GOLDMAN SACHS GROUP INC		P	02/16/11	08/10/12
l 60 CENTURYLINK INC		P	04/18/11	08/20/12
m 5 CENTURYLINK INC		P	08/11/11	08/20/12
n 20 EOG RESOURCES INC		P	12/14/10	08/21/12
o 50 JPMORGAN CHASE & CO		P	12/14/10	08/23/12

(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 1,199.		952.	247.
b 2,371.		2,295.	76.
c 917.		881.	36.
d 917.		766.	151.
e 1,259.		935.	324.
f 2,267.		2,021.	246.
g 1,655.		1,371.	284.
h 617.		511.	106.
i 926.		806.	120.
j 514.		828.	<314.>
k 514.		848.	<334.>
l 2,496.		2,370.	126.
m 208.		170.	38.
n 2,185.		1,828.	357.
o 1,868.		2,050.	<182.>

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			247.
b			76.
c			36.
d			151.
e			324.
f			246.
g			284.
h			106.
i			120.
j			<314.>
k			<334.>
l			126.
m			38.
n			357.
o			<182.>

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	5 GOOGLE INC-CL A	P	12/14/10	08/30/12
b	10 TRANSOCEAN LTD	P	07/14/11	08/31/12
c	15 TRANSOCEAN LTD	P	08/02/11	08/31/12
d	155 JOHNSON & JOHNSON	P	12/14/10	09/05/12
e	100 APPLIED MATERIALS INC	P	07/15/11	09/12/12
f	1 NVR INC	P	02/15/11	09/12/12
g	2 NVR INC	P	05/16/11	09/12/12
h	15 TRANSOCEAN LTD	P	08/02/11	09/12/12
i	20 TRANSOCEAN LTD	P	08/10/11	09/12/12
j	25 TIME WARNER CABLE	P	12/14/10	09/12/12
k	2 GOOGLE INC-CL A	P	12/14/10	09/13/12
l	40 LAM RESEARCH CORP	P	05/06/11	09/13/12
m	38 CITIGROUP INC	P	02/18/11	09/14/12
n	12 CITIGROUP INC	P	02/23/11	09/14/12
o	15 FMC TECHNOLOGIES INC	P	05/26/11	09/17/12

(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 3,413.		2,983.	430.
b 482.		603.	<121.>
c 723.		905.	<182.>
d 10,427.		9,692.	735.
e 1,159.		1,242.	<83.>
f 851.		753.	98.
g 1,702.		1,443.	259.
h 693.		905.	<212.>
i 924.		1,033.	<109.>
j 2,296.		1,627.	669.
k 1,390.		1,193.	197.
l 1,348.		1,949.	<601.>
m 1,320.		1,844.	<524.>
n 417.		564.	<147.>
o 734.		656.	78.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			430.
b			<121.>
c			<182.>
d			735.
e			<83.>
f			98.
g			259.
h			<212.>
i			<109.>
j			669.
k			197.
l			<601.>
m			<524.>
n			<147.>
o			78.

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	
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). If (loss), enter "-0-" in Part I, line 8 }	3	

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 55 FMC TECHNOLOGIES INC		P	08/03/11	09/17/12
b 25 LORILLARD INC		P	08/19/11	09/17/12
c 25 NOBLE ENERGY INC		P	12/14/10	09/17/12
d 20 DIRECTV		P	01/21/11	09/20/12
e 10 DIRECTV		P	08/25/11	09/20/12
f 75 ORACLE CORP		P	12/14/10	09/20/12
g 80 CENTURYLINK INC		P	08/11/11	09/21/12
h 50 CENTURYLINK INC		P	09/14/11	09/21/12
i 15 ROCKWELL AUTOMATION INC		P	02/16/11	09/21/12
j 60 WELLS FARGO & COMPANY		P	12/21/10	09/24/12
k 115 EMC CORP/MASS		P	02/14/10	09/26/12
l 60 GENERAL MOTORS CO		P	06/22/11	09/28/12
m 60 GENERAL MOTORS CO		P	09/20/11	09/28/12
n 50 GILEAD SCIENCES INC		P	08/08/11	10/04/12
o 25 GILEAD SCIENCES INC		P	08/17/11	10/04/12

(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 2,691.		2,378.	313.
b 2,923.		2,715.	208.
c 2,381.		2,060.	321.
d 1,047.		843.	204.
e 524.		423.	101.
f 2,439.		2,295.	144.
g 3,356.		2,728.	628.
h 2,098.		1,742.	356.
i 1,077.		1,360.	<283.>
j 2,099.		1,839.	260.
k 3,073.		2,605.	468.
l 1,369.		1,801.	<432.>
m 1,369.		1,361.	8.
n 3,482.		1,843.	1,639.
o 1,741.		962.	779.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			313.
b			208.
c			321.
d			204.
e			101.
f			144.
g			628.
h			356.
i			<283.>
j			260.
k			468.
l			<432.>
m			8.
n			1,639.
o			779.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	18 CITIGROUP INC	P	02/23/11	10/05/12
b	20 CITIGROUP INC	P	02/25/11	10/05/12
c	12 CITIGROUP INC	P	03/01/11	10/05/12
d	8 UNITEDHEALTH GROUP INC	P	08/25/11	10/09/12
e	40 WELLPOINT INC	P	03/10/11	10/12/12
f	35 WELLPOINT INC	P	04/08/11	10/12/12
g	15 ROCKWELL AUTOMATION INC	P	08/31/11	11/08/12
h	15 GILEAD SCIENCES INC	P	02/14/10	11/12/12
i	50 THE WALT DISNEY CO.	P	02/14/10	11/19/12
j	5 FMC TECHNOLOGIES INC	P	08/03/11	11/19/12
k	20 FMC TECHNOLOGIES INC	P	09/21/11	11/19/12
l	13 PRECISION CASTPARTS CORP	P	06/14/11	11/19/12
m	7 PRECISION CASTPARTS CORP	P	08/05/11	11/19/12
n	40 BROADCOM CORP-CL A	P	03/08/11	11/20/12
o	15 INTUIT INC	P	01/11/11	11/20/12

(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 633.		846.	<213.>
b 703.		937.	<234.>
c 422.		566.	<144.>
d 460.		366.	94.
e 2,479.		2,735.	<256.>
f 2,169.		2,412.	<243.>
g 1,148.		963.	185.
h 1,087.		557.	530.
i 2,382.		1,870.	512.
j 205.		216.	<11.>
k 820.		861.	<41.>
l 2,289.		1,985.	304.
m 1,233.		1,042.	191.
n 1,241.		1,649.	<408.>
o 872.		714.	158.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<213.>
b			<234.>
c			<144.>
d			94.
e			<256.>
f			<243.>
g			185.
h			530.
i			512.
j			<11.>
k			<41.>
l			304.
m			191.
n			<408.>
o			158.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	20 INTUIT INC	P	01/20/11	11/20/12
b	25 INTUIT INC	P	03/17/11	11/20/12
c	175 ORACLE CORP	P	12/14/10	11/26/12
d	25 ORACLE CORP	P	01/19/11	11/26/12
e	25 ORACLE CORP	P	03/23/11	11/26/12
f	5 APPLE INC	P	12/14/10	11/27/12
g	10 MONSANTO CO	P	02/24/11	11/27/12
h	25 MARATHON OIL CORP	P	01/25/11	11/27/12
i	25 MARATHON OIL CORP	P	02/23/11	11/27/12
j	50 MARATHON OIL CORP	P	08/23/11	11/27/12
k	50 MARATHON OIL CORP	P	09/23/11	11/27/12
l	55 EMC CORP/MASS	P	12/14/10	12/03/12
m	95 JOHNSON & JOHNSON	P	12/14/10	12/07/12
n	10 ROCKWELL AUTOMATION INC	P	11/25/11	12/07/12
o	50 BP PLC-SPONS ADR	P	08/12/11	12/10/12

(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	1,163.	941.	222.
b	1,454.	1,227.	227.
c	5,379.	5,355.	24.
d	768.	784.	<16.>
e	768.	778.	<10.>
f	2,936.	1,607.	1,329.
g	910.	709.	201.
h	775.	646.	129.
i	775.	740.	35.
j	1,549.	1,284.	265.
k	1,549.	1,105.	444.
l	1,365.	1,245.	120.
m	6,682.	5,940.	742.
n	803.	670.	133.
o	2,053.	1,986.	67.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			222.
b			227.
c			24.
d			<16.>
e			<10.>
f			1,329.
g			201.
h			129.
i			35.
j			265.
k			444.
l			120.
m			742.
n			133.
o			67.

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

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).

If (loss), enter "-0-" in Part I, line 8

3

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	20 TRANSOCEAN LTD	P	11/10/11	12/11/12
b	20 TRANSOCEAN LTD	P	11/22/11	12/11/12
c	35 GENERAL MOTORS CO	P	01/14/11	12/14/12
d	50 GENERAL MOTORS CO	P	11/22/11	12/14/12
e	50 SCHLUMBERGER LTD	P	12/14/10	12/19/12
f	125 FORD MOTOR CO	P	12/14/10	12/27/12
g	PHOENIX LIFE POLICY-CASHED IN POLICY	D	02/06/12	10/17/12
h				
i				
j				
k				
l				
m				
n				
o				

(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 921.		993.	<72.>
b 921.		905.	16.
c 865.		805.	60.
d 1,234.		1,049.	185.
e 3,556.		4,100.	<544.>
f 1,571.		2,054.	<483.>
g 8,698,319.		8,249,230.	449,089.
h			
i			
j			
k			
l			
m			
n			
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			<72.>
b			16.
c			60.
d			185.
e			<544.>
f			<483.>
g			449,089.
h			
i			
j			
k			
l			
m			
n			
o			

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	466,103.
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). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

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
JESSICA MATHIS 1319 STORY AVE, #3 LOUISVILLE, KY 40206	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	4,140.
DANUSHA V GOSKA 34 VAN HOUTEN ST #214 PATERSON, NJ 07505	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	25,000.
PEGGY MERCER 988 ESTLEE ROAD DOUGLAS, GA 31535	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	5,000.
JANE MARTIN 83 OLD STONE HIGHWAY EAST HAMPTON, NY 11937	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	1,284.
BRIAN KUMBALEK 245 HELIOS AVE METAIRIE, LA 70005	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	6,000.
BROOKS KERR 405 EAST 56TH ST APT 08L NEW YORK, NY 10022	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	22,620.
MEGAN GARETY 297 STURGES ROAD FAIRFIELD, CT 06824	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	11,500.
HOWARD BRONSON 39 CROSSTOWN ROAD WEST DOVER, VT 05356	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	7,900.
JONATHAN BERGER 303 WEST 103RD ST NEW YORK, NY 10025	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	25,000.
JESSE BERCOWETZ 164 BLEECKER ST APT 2R BROOKLYN, NY 11221	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	10,000.
Total from continuation sheets				222,518.

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
MYRA SAFFIAN 100 EAST PALISADE AVE. APT. D1 ENGLEWOOD, NJ 07631	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	7,700.
JAN LOWELL 2302 NW, 21ST STREET LOT 15 BOYNTON BEACH, FL 33436	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	11,000.
LEIGH DONALDSON 42 SMITH ST #2 PORTLAND, ME 04101	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	2,500.
EDWARD DILORENZO PO BOX 91268 PASADENA, CA 91109	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	2,850.
GLENIS REDMOND 101 FIRST DAY ST PIEDMONT, SC 29673	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	5,000.
RICHARD SARTORE 24 ACORN AVE CLIFTON PARK, NY 12065	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	3,000.
ANGELA BALCITA 3137 TILDEN DRIVE BALTIMORE, MD 21211	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	3,000.
GWENN SEEMEL 1550 NW 14TH AVE APT 620 PORTLAND, OR 97209	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	5,000.
CHRISTOPHER IDONE 872 MADISON AVE. APT 5B NEW YORK, NY 10021	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	8,038.
VICTORIA SALZMAN 531 HAMILTON STREET, APT B ALBANY, NY 12203	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	5,000.
Total from continuation sheets				

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
KATHY Z PRICE 50 W. 34TH ST. APT. 10C3 NEW YORK, NY 10001	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	3,000.
LIZ DOLES 21 VALENTINE ST. #6 CAMBRIDGE, MA 02139	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	500.
JANICE CAUWELS PO BOX 708 MAYWOOD, NJ 07607	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	7,500.
VICTOR E ZAIKINE 8885 OAK GROVE AVE. SEBASTOPOL, CA 95472	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	2,500.
SARA MILLMAN 2463 IRMA WAY CASTRO VALLEY, CA 94546	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	6,000.
KARL ALEXANDER 4230 BEAUCROFT COURT WESTLAKE VILLAGE, CA 91361	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	3,986.
ROBERT BOYKIN 11333 MOORPARK ST. #212 STUDIO CITY, CA 91602	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	25,000.
CHRYSTLE FIEDLER 208 MONSELL PLACE GREENPORT, NY 11944	NONE	N/A	TO HELP FREELANCE WRITERS AND ARTISTS WHO HAVE CAREER-THREATENING ILLNESS	2,500.
Total from continuation sheets				

FORM 990-PF	LEGAL FEES	STATEMENT	1
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
COHEN TAUBER SPOEVACK & WAGNER	19,660.	0.		19,660.
TO FM 990-PF, PG 1, LN 16A	19,660.	0.		19,660.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	2
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENTS FEES	15,409.	15,409.		0.
TO FORM 990-PF, PG 1, LN 16C	15,409.	15,409.		0.

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX WITHHELD	93.	93.		0.
US TREASURY	4,000.	0.		0.
TO FORM 990-PF, PG 1, LN 18	4,093.	93.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	1,500.	0.		1,500.
FILING FEE	250.	0.		250.
POSTAGE	471.	0.		471.
OFFICE EXPENSES	763.	0.		763.
TO FORM 990-PF, PG 1, LN 23	2,984.	0.		2,984.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STOCKS - SCHEDULE ATTACHED	10,009,927.	10,188,587.
TOTAL TO FORM 990-PF, PART II, LINE 10B	10,009,927.	10,188,587.

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	6
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
STEPHEN KING C/O MP & S LLP, 685 THIRD AVE. 5TH FL NEW YORK, ME 10017	DIRECTOR 1.00	0.	0.	0.
ARTHUR B. GREENE C/O MP & S LLP, 685 THIRD AVE. 5TH FL NEW YORK, NY 10017	PRES/DIR 1.00	0.	0.	0.
SUSAN GREENE C/O MP & S LLP, 685 THIRD AVE. 5TH FL NEW YORK, NY 10017	TREASURER/ASST SECRETARY/DIR 1.00	0.	0.	0.
MARK LEVENFUS C/O MP & S LLP, 685 THIRD AVE. 5TH FL NEW YORK, NY 10017	ASSISTANT TREASURER 1.00	0.	0.	0.
FREDRIC M. SANDERS C/O MP & S LLP, 685 THIRD AVE. 5TH FL NEW YORK, NE 10017	SECRETARY 1.00	0.	0.	0.
DAVID RAPKIN C/O MP & S LLP, 685 THIRD AVE. 5TH FL NEW YORK, NY 10017	DIRECTOR 1.00	0.	0.	0.

20-4356938

DIRECTOR

1.00

0.

0.

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DIRECTOR

1.00

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DIRECTOR

1.00

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FORM 990-PF	GRANT APPLICATION SUBMISSION INFORMATION	STATEMENT	7
	PART XV, LINES 2A THROUGH 2D		

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

ROBERT LYONS
MARKS PANETH & SHRON LLP 685 THIRD AVE
NEW YORK, NY 10017

TELEPHONE NUMBER

212-503-8800

FORM AND CONTENT OF APPLICATIONS

GENERAL REQUEST GIVING DETAIL AS TO STATUS OF GRANTEE AND PURPOSE OF GRANT
OR GIFT

ANY SUBMISSION DEADLINES

APP ARE ACPTD AT ANY TIME. NOTICE OF APPROVAL, REJECTION OR REQUEST FOR
ADD'L INFO. SENT IN 2 MOS

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO RESTRICTIONS AS TO GEOGRAPHICAL AREAS, CHARITABLE FIELD & EDUCATIONAL

THE HAVEN FOUNDATION

ATTACHMENT TO 990-PF, PG2, LINE 10B

PAR VALUE
SHARES/UNITS

ASSETS

MARKET VALUE

GENERAL INVESTMENTS, OTHER THAN PARTY-IN-INTEREST

CORPORATE STOCKS - COMMON

350.00 -	ALTRIA GROUP INC	11,004.00
1300.00 -	APPLIED MATERIALS INC	14,872.00
500.00 -	ASTRAZENECA PLC-SPONS ADR	23,635.00
170.00 -	AT&T INC	5,730.70
1100.00 -	BANK OF AMERICA CORP	12,771.00
225.00 -	BB&T CORP	6,549.75
525.00 -	BP PLC-SPONS ADR	21,861.00
30.00 -	BUNGE LTD	2,180.70
625.00 -	CISCO SYSTEMS INC	12,281.25
375.00 -	CIT GROUP INC	14,490.00
625.00 -	CITIGROUP INC	24,725.00
250.00 -	COMCAST CORP-CLASS A	9,345.00
70.00 -	CUMMINS INC	7,584.50
750.00 -	DELTA AIR LINES INC	8,902.50
85.00 -	DIAMOND OFFSHORE DRILLING	5,776.60
125.00 -	DIRECTV	6,270.00
375.00 -	DISCOVER FINANCIAL SERVICES	14,456.25
65.00 -	EDISON INTERNATIONAL	2,937.35
300.00 -	EXXON MOBIL CORP	25,965.00
190.00 -	FIDELITY NATIONAL FINANCIAL IN	4,474.50
17.00 -	FLOWERVE CORP	2,495.60
725.00 -	FORD MOTOR CO	9,388.75
150.00 -	GAMSTOP CORP-CLASS A	3,763.50
300.00 -	GANNETT CO	5,403.00
100.00 -	HARRIS CORP	4,896.00

Continue on Page 2

THE HAVEN FOUNDATION

ATTACHMENT TO 990-PF, PG2, LINE 10B

PAR VALUE SHARES/UNITS	ASSETS	MARKET VALUE
	GENERAL INVESTMENTS, OTHER THAN PARTY-IN-INTEREST (CONT.)	
	CORPORATE STOCKS - COMMON (CONT.)	
75.00-	MONSANTO CO	7,098.75
115.00-	NATIONAL - OILWELL INC	7,860.25
100.00-	NOBLE ENERGY INC	10,174.00
55.00-	O'REILLY AUTOMOTIVE INC	4,918.10
100.00-	OCEANEERING INTL INC	5,379.00
250.00-	PHILIP MORRIS INTERNATIONAL	20,910.00
70.00-	PRECISION CASTPARTS CORP	13,259.40
12.00-	PRICELINE.COM INC	7,454.40
195.00-	QUALCOMM INC	12,093.90
60.00-	RACKSPACE HOSTING INC	4,456.20
140.00-	RED HAT INC	7,414.40
45.00-	ROPER INDUSTRIES INC	5,016.60
250.00-	SCHLUMBERGER LTD	17,324.75
325.00-	STARBUCKS CORP	13,405.00
300.00-	THE WALT DISNEY CO.	16,181.75
80.00-	TIBCO SOFTWARE INC	6,603.00
65.00-	TRIMBLE NAVIGATION LTD	4,782.40
350.00-	ULTA SALON COSMETICS & FRAGRAN	6,386.90
55.00-	UNITEDHEALTH GROUP INC	18,984.00
70.00-	VF CORP	8,303.35
	VISA INC - CLASS A SHRS	10,610.60
6858.00	TOTAL CORPORATE STOCKS - COMMON	551,641.41
	TOTAL ASSETS	

THE HAVEN FOUNDATION

ATTACHMENT TO 990-PF, PG2, LINE 10B

PAR VALUE
SHARES/UNITS

ASSETS

MARKET VALUE

GENERAL INVESTMENTS, OTHER THAN PARTY-IN-INTEREST

CORPORATE STOCKS - COMMON

65.00	AFFILIATED MANAGERS GROUP INC	8,459.75
120.00	ALLERGAN INC	11,007.60
40.00	AMAZON.COM INC	10,045.60
130.00	ANSYS INC	8,754.20
75.00	APPLE INC	39,977.25
65.00	BIOGEN IDEC INC	9,533.55
155.00	BOEING CO/THE	11,680.80
105.00	BROADCOM CORP-CL A	3,487.05
130.00	CELGENE CORP	10,233.60
25.00	CHIPOTLE MEXICAN GRILL-CL A	7,436.50
250.00	CITRIX SYSTEMS INC	16,437.50
95.00	COACH INC	5,273.45
250.00	COGNIZANT TECH SOLUTIONS-A	18,512.50
275.00	COMCAST CORP-CLASS A	10,279.50
225.00	DANAHER CORP	12,577.50
190.00	DOLLAR GENERAL CORP	8,377.10
225.00	EBAY INC	11,479.50
135.00	EMC CORP/MASS	3,415.50
40.00	EOG RESOURCES INC	4,831.60
130.00	ESTEE LAUDER COMPANIES-CL A	7,781.80
80.00	F5 NETWORKS INC	7,772.00
175.00	FACEBOOK INC-A	4,660.25
18.00	FLOWERVE CORP	2,642.40
70.00	GILEAD SCIENCES INC	5,141.50
33.00	GOOGLE INC-CL A	23,409.21
75.00	HARLEY DAVIDSON INC	3,662.25
125.00	HERSHEY CO/THE	9,027.50
130.00	IDEXX LABS CORP	12,064.00
45.00	ILLUMINA INC	2,501.55
140.00	INTERCONTINENTALEXCHANGE INC	17,333.40
85.00	INTUIT INC	5,057.50
25.00	INTUITIVE SURGICAL INC	12,259.25
80.00	LINKEDIN CORP - A	9,185.60
90.00	MCKESSON CORP	8,726.40

THE HAVEN FOUNDATION

ATTACHMENT TO 990-PF, PG2, LINE 10B

PAR VALUE SHARES/UNITS	ASSETS	MARKET VALUE
	GENERAL INVESTMENTS, OTHER THAN PARTY-IN-INTEREST (CONT.)	
	CORPORATE STOCKS - COMMON (CONT.)	
100.00-	HEALTH NET INC	2,430.00
115.00-	HELMERICH & PAYNE	6,441.15
1200.00-	HEWLETT-PACKARD CO	17,100.00
150.00-	JPMORGAN CHASE & CO	6,595.35
800.00-	KROGER CO	20,816.00
190.00-	LEAR CORP	8,899.60
100.00-	LORILLARD INC	11,667.00
200.00-	LYONDELLBASELL INDU-CL A	11,418.00
300.00-	MACY'S INC	11,706.00
155.00-	MCGRAW HILL FINANCIAL INC	8,473.85
180.00-	MEDTRONIC INC	7,383.60
1100.00-	MGM RESORTS INTERNATIONAL	12,804.00
1300.00-	MICRON TECHNOLOGY INC	8,255.00
375.00-	NV ENERGY INC	6,802.50
75.00-	PARTNERRE LTD	6,036.75
1300.00-	PFIZER INC	32,602.70
375.00-	PULTE GROUP INC	6,810.00
85.00-	ROYAL DUTCH SHELL PLC-ADR	5,860.75
130.00-	STATE STREET CORP	6,111.30
95.00-	TIME WARNER CABLE	9,233.05
65.00-	TIMKEN CO	3,108.95
275.00-	TJX COMPANIES INC	11,673.75
80.00-	TRW AUTOMOTIVE HOLDINGS CORP	4,288.80
525.00-	TYSON FOODS INC-CL A	10,185.00
250.00-	US BANCORP	7,985.00
80.00-	VALIDUS HOLDINGS LTD	2,766.40
100.00-	VERTEX PHARMACEUTICALS INC	4,194.00
250.00-	VIACOM INC-CLASS B	13,185.00
325.00-	WELLPOINT INC	19,799.00
675.00-	WELLS FARGO & COMPANY	23,071.50
20277.00	TOTAL CORPORATE STOCKS - COMMON	569,462.95
	REGISTERED INVESTMENT COMPANY SHARES	
34490.644	ALLIANCEBERNSTEIN GLOBAL REAL ESTATE INV T FD II CL I	336,628.69
2483.842	BERNSTEIN EMERGING MARKETS PORTFOLIO	70,218.21
160577.767	BERNSTEIN INTERMEDIATE DURATION PORTFOLIO	2,262,540.74
28437.887	BERNSTEIN INTERNATIONAL PORTFOLIO	395,571.01
189433.911	BERNSTEIN SHORT DURATION PLUS PORTFOLIO	2,246,686.18

THE HAVEN FOUNDATION

ATTACHMENT TO 990-PF, PG2, LINE 10B

PAR VALUE SHARES/UNITS	ASSETS	MARKET VALUE
	GENERAL INVESTMENTS, OTHER THAN PARTY-IN-INTEREST (CONT.)	
415424.051	TOTAL REGISTERED INVESTMENT COMPANY SHARES	5,311,644.83
	TOTAL GENERAL INVESTMENTS	5,881,107.78
	TOTAL ASSETS	6,432,149.19
	Adj	6,939.81
		6,439,687

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

ATTACHMENT TO 990-PF, PG2, LINE 10B

Portfolio Detail

Account: 41-03-300-2387330 HAVEN FOUNDATION - COMB
 Sub-Account: 41-03-300-2387348 IM HAVEN FOUNDATION - FI

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Tax Cost/ Average Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Fixed Income								
Investment Grade Taxable								
50,000.000	2014 COMCAST CORP NT DTD 05/15/03 5.300% DUE 01/15/14 Moody's: BAA1 S&P: BBB+	20030NAE1	\$52,459.00 104.918	\$1,221.94	\$52,624.50 105.249	-\$165.50	\$2,650.00	5.05% 0.55
100,000.000	METLIFE INC SR UNSECD NT DTD 08/06/10 2.375% DUE 02/06/14 Moody's: A3 S&P: A-	59156RAW8	101,872.00 101.872	956.60	102,127.00 102.127	-255.00	2,375.00	2.33 0.69
- 100,000.000	CATERPILLAR INC UNSECD SR NT DTD 05/27/11 1.375% DUE 05/27/14 Moody's: A2 S&P: A	149123BU4	101,218.00 101.218	129.86	101,398.00 101.398	-180.00	1,375.00	1.35 0.52

Trade Date

U.S. TRUST

Bart of America Private Wealth Management

ATTACHMENT TO 990-PF, PG2, LINE 10B

Account: 41-03-300-2387330 HAVEN FOUNDATION - COMB
 Sub-Account: 41-03-300-2387348 IM HAVEN FOUNDATION - FI

Portfolio Detail

Dec. 01, 2012 through Dec 31, 2012

Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)									
50,000.000	AMERICAN INTL GROUP INC SR UNSECD NT DTD 09/13/11 4.250% DUE 09/15/14 Moody's BAA1 S&P: A-	026874CA3	52,670.00 105.340	625.69	52,868.88 105.738		-198.88	2,125.00	4.03 0.97
50,000.000	CVS CORP NT DTD 09/14/04 4.875% DUE 09/15/14 Moody's: BAA2 S&P: BBB+	126650AV2	53,715.00 107.430	717.70	53,851.50 107.703		-136.50	2,437.50	4.53 0.53
100,000.000	DISNEY WALT CO NEW SR UNSECD MTN DTD 12/02/11 0.875% DUE 12/01/14 Moody's: A2 S&P: A	25468PC07	100,825.00 100.825	72.92	100,858.00 100.858		-33.00	875.00	0.86 0.41
100,000.000	BANK NEW YORK INC MEDIUM TERM SR NT DTD 11/16/09 3.100% DUE 01/15/15 Moody's: AA3 S&P: A+	06406HBN8	104,773.00 104.773	1,429.44	105,005.00 105.005		-232.00	3,100.00	2.95 0.76
100,000.000	DU PONT E I DE NEMOURS & CO SR NT DTD 11/09/09 3.250% DUE 01/15/15 Moody's: A2 S&P: A	263534BY4	105,262.00 105.262	1,498.61	105,688.00 105.688		-426.00	3,250.00	3.08 0.68
100,000.000	AT&T INC SR UNSECD BD DTD 02/13/12 0.875% DUE 02/13/15 Moody's: A2 S&P: A-	00206R8B7	100,469.00 100.469	335.41	100,243.00 100.243		226.00	875.00	0.87 0.70
100,000.000	HSBC USA INC SR UNSECD NT DTD 02/13/12 2.375% DUE 02/13/15 Moody's: A2 S&P: A+	40428HPG1	102,863.00 102.863	910.41	102,896.00 102.896		-33.00	2,375.00	2.30 0.88
50,000.000	DOW CHEM CO SR UNSECD NT DTD 08/07/09 5.900% DUE 02/15/15 Moody's: BAA2 S&P: BBB	260543CA9	55,161.50 110.323	1,114.44	55,353.00 110.706		-191.50	2,950.00	5.34 0.91

Trade Date

ATTACHMENT TO 990-PF, PG2, LINE 10B

U.S. TRUST

Bank of America Private Wealth Management

Portfolio Detail

Account: 41-03-300-2387330 HAVEN FOUNDATION - COMB
 Sub-Account: 41-03-300-2387348 IM HAVEN FOUNDATION - FI

Dec. 01, 2012 through Dec 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)									
50,000.000	CAPITAL ONE FINL CORP UNSECD SR NT DTD 03/23/12 2.150% DUE 03/23/15 Moody's: BAA1 S&P: BBB	14040HAZ8	\$1,037.00 102.074	292.63	51,108.50 102.217		-71.50	1,075.00	2.10 1.07
100,000.000	UNITED TECHNOLOGIES CORP SR UNSECD NT DTD 06/01/12 1.200% DUE 06/01/15 Moody's: A2 S&P: A	913017BY4	101,432.00 101.432	99.99	101,551.00 101.551		-119.00	1,200.00	1.18 0.62
100,000.000	AMERICAN EXPRESS CR CORP SR UNSECD MTN DTD 06/12/12 1.750% DUE 06/12/15 Moody's: A2 S&P: A-	0258MODE6	102,094.00 102.094	92.36	102,185.00 102.185		-91.00	1,750.00	1.71 0.82
100,000.000	ANHEUSER BUSCH INBEV WORLDWIDE INC SR UNSECD NT DTD 07/16/12 0.800% DUE 07/15/15 Moody's: A3 S&P: A	03523TBM9	100,262.00 100.262	366.67	100,454.00 100.454		-192.00	800.00	0.79 0.67
100,000.000	AT&T INC GLOBAL SR NT DTD 07/30/10 2.500% DUE 08/15/15 Moody's: A2 S&P: A-	00206RAV4	104,258.00 104.258	944.44	104,440.00 104.440		-182.00	2,500.00	2.39 0.79
100,000.000	GENERAL ELEC CO UNSECD SR NT DTD 10/09/12 0.850% DUE 10/09/15 Moody's: AA3 S&P: AA+	369604BE2	100,352.00 100.352	193.61	100,093.00 100.093		259.00	850.00	0.84 0.72
100,000.000	WAL-MART STORES INC SR UNSECD NT DTD 10/25/10 1.500% DUE 10/25/15 Moody's: AA2 S&P: AA	931142CX9	1,029.27 102.927	275.00	102,738.00 102.738		189.00	1,500.00	1.45 0.47
100,000.000	GOLDMAN SACHS GROUP INC SR UNSECD NT DTD 02/07/11 3.625% DUE 02/07/16 Moody's: A3 S&P: A-	38143USC6	105,852.00 105.852	1,449.99	105,968.00 105.968		-116.00	3,625.00	3.42 1.64

Trade Date

U.S. TRUST

Division of American Private Wealth Management

ATTACHMENT TO 990-PF, PG2, LINE 10B

Portfolio Detail

Account: 41-03-300-2387330 HAVEN FOUNDATION - COMB
 Sub-Account: 41-03-300-2387348 IM HAVEN FOUNDATION - FI

Dec. 01, 2012 through Dec 31, 2012

Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)									
100,000.000	HOME DEPOT INC SR NT	437076AP7	111,242.00 114.242	1,800.00	115,089.00 115.089		-847.00	5,400.00	4.72 0.86
	DTD 03/24/06 5.400% DUE 03/01/16 Moody's: A3 S&P: A-								
100,000.000	BB&T CORP SR MTN CALL 2/16/16 @100	05531FAG8	105,435.00 106.435	942.22	106,649.00 106.649		-214.00	3,200.00	3.00 1.17
	DTD 03/07/11 3.200% DUE 03/15/16 Moody's: A2 S&P: A-								
100,000.000	PEPSICO INC SR NT	713448BT4	105,320.00 105.320	354.16	105,729.00 105.729		-409.00	2,500.00	2.37 0.93
	DTD 05/10/11 2.500% DUE 05/10/16 Moody's: AA3 S&P: A-								
100,000.000	JPMORGAN CHASE & CO NT	46625HJA9	105,945.00 105.945	1,540.00	106,171.00 106.171		-226.00	3,150.00	2.97 1.34
	DTD 06/29/11 3.150% DUE 07/05/16 Moody's: A2 S&P: A								
50,000.000	WASTE MGMT INC DEL CO GTD SR NT	94106LAX7	52,378.50 104.757	433.33	52,698.00 105.396		-319.50	1,300.00	2.48 1.19
	DTD 08/29/11 2.600% DUE 09/01/16 Moody's: BAA3 S&P: BBB								
100,000.000	TOYOTA MTR CR CORP SR UNSEC MTN	89233P5E2	103,675.00 103.675	588.89	103,509.00 103.509		166.00	2,000.00	1.92 1.03
	DTD 09/15/11 2.000% DUE 09/15/16 Moody's: AA3 S&P: AA-								
100,000.000	VERIZON COMMUNICATIONS INC SR UNSEC NT	92343VBD5	103,493.00 103.493	333.33	104,042.00 104.042		-549.00	2,000.00	1.93 1.09
	DTD 11/03/11 2.000% DUE 11/01/16 Moody's: A3 S&P: A-								
50,000.000	TIME WARNER INC NEW NT	887317AC9	58,544.50 117.089	375.35	58,709.00 117.418		-164.50	2,937.50	5.01 1.33
	DTD 11/13/06 5.875% DUE 11/15/16 Moody's: BAA2 S&P: BBB								

Trade Date

U.S. TRUST

U.S. Trust of America Private Wealth Management

ATTACHMENT TO 990-PF, PG2, LINE 10B

Account: 41-03-300-2387330 HAVEN FOUNDATION - COMB
 Sub-Account: 41-03-300-2387348 IM HAVEN FOUNDATION - FI

Portfolio Detail

Dec 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
Investment Grade Taxable (cont)									
100,000.000	SIMON PPTY GROUP L P NT CALL 9/2/16 @100 DTD 12/12/06 5.250% DUE 12/01/16 Moody's: A3 S&P: A-	828807BW6	114,414.00 114.414	437.50	113,231.00 113.231		1,183.00	5,250.00	4.58 1.45
100,000.000	2017 BERKSHIRE HATHAWAY INC DEL SR UNSEC NT DTD 01/31/12 1.900% DUE 01/31/17 Moody's: AA2 S&P: AA+	084670BD9	103,372.00 103.372	796.94	103,288.00 103.288		84.00	1,900.00	1.83 1.15
50,000.000	KELLOGG CO UNSEC SR NT DTD 05/17/12 1.750% DUE 05/17/17 Moody's: BAA1 S&P: BBB+	4878368H0	50,812.00 101.624	106.94	50,833.50 101.667		-21.50	875.00	1.72 1.41
50,000.000	CITIGROUP INC GLOBAL SR UNSEC NT DTD 11/21/07 6.125% DUE 11/21/17 Moody's: BAA2 S&P: A-	172967EM9	59,508.00 119.016	340.28	59,522.50 119.045		-14.50	3,062.50	5.14 1.94
Total Investment Grade Taxable			\$2,717,640.50	\$20,776.65	\$2,780,921.38		-\$3,280.88	\$71,262.50	2.56%
International Developed Bonds									
100,000.000	2014 BARCLAYS BK PLC SR NT UNITED KINGDOM DTD 01/13/11 2.375% DUE 01/13/14 Moody's: A2 S&P: A+	067396BS7	\$101,688.00 101.688	\$1,108.33	\$101,725.00 101.725		-\$37.00	\$2,375.00	2.33% 0.77
47,000.000	ONTARIO PROV CDA DEB ISIN CA683234UF36 DTD 01/12/04 5.000% DUE 03/08/14 Moody's: AA1 S&P: AA-	B01XKH4#9	49,283.68 104.859	744.15	49,905.89 106.183		-622.21	2,380.79	4.83
11,950.000	MEXICAN BONOS DESARR BD SER M ISIN MX0MGO000K3 DTD 06/25/09 7.000% DUE 06/19/14 Moody's: BAA1 S&P: A-	B46DH43#4	95,432.89 798.602	144.62	96,778.66 809.863		-1,345.77	6,566.53	6.88

Trade Date

U.S. TRUST

Bank of America Private Wealth Management

ATTACHMENT TO 990-PF, PG2, LINE 10B

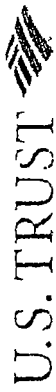
Portfolio Detail

Account: 41-03-300-2387330 HAVEN FOUNDATION - COMB
 Sub-Account: 41-03-300-2387348 IM HAVEN FOUNDATION - FI

Dec 01, 2012 through Dec 31, 2012

Units	Description	CUSIP Sector (2)	Market Value(1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
International Developed Bonds (cont)									
100,000.000	2015								
	DIAGEO FIN BV	25244SAF8	105,033.00	1,498.61	105,454.00	105.454	-421.00	3,250.00	3.09
	CO GTD NT NETHERLANDS		105.033						0.67
	DTD 11/06/09 3.250% DUE 01/15/15								
	Moody's A3 S&P: A-								
50,000.000	PETROBAS INTL FIN CO SR UNSECD	71645WAV3	51,304.50	578.99	51,508.50	103.017	-204.00	1,437.50	2.80
	GTD GLOBAL NT CAYMAN ISLANDS		102.609						1.59
	DTD 02/06/12 2.875% DUE 02/06/15								
	Moody's A3 S&P: BBB								
100,000.000	AMERICA MOVIL S A B DE C V	02364WAU9	106,031.00	916.31	106,615.40	106.615	-584.40	3,625.00	3.41
	CO GTD SR NT MEXICO		106.031						1.00
	DTD 03/30/10 3.625% DUE 03/30/15								
	Moody's A2 S&P: A-								
100,000.000	TOTAL CAP	89152UAC6	105,625.00	1,558.33	105,916.00	105.916	-291.00	3,000.00	2.84
	CO GTD UNSECD SR NT FRANCE		105.625						0.75
	DTD 06/24/10 3.000% DUE 06/24/15								
	Moody's AA1 S&P: AA-								
100,000.000	BP CAP MKTS PLC	055650BN7	106,155.00	781.25	106,539.00	106.539	-384.00	3,125.00	2.94
	CO GTD NT UNITED KINGDOM		106.155						0.82
	DTD 10/01/10 3.125% DUE 10/01/15								
	Moody's A2 S&P: A								
100,000.000	2016								
	BHP BILLITON FIN USA LTD	055451AK4	103,108.00	208.33	103,788.00	103.788	-680.00	1,875.00	1.81
	CO GTD SR NT AUSTRALIA		103.108						1.10
	DTD 11/21/11 1.875% DUE 11/21/16								
	Moody's A1 S&P: A+								
100,000.000	2017								
	VODAFONE GROUP PLC	92857WAP5	117,345.00	1,937.50	117,697.00	117.697	-352.00	5,625.00	4.79
	NEW NT UNITED KINGDOM		117.345						1.33
	DTD 02/27/07 5.625% DUE 02/27/17								
	Moody's A3 S&P: A-								
Total International Developed Bonds			\$941,006.07	\$9,476.42	\$945,927.45		-\$4,921.38	\$33,259.82	3.53%

Trade Date



Bank of America Private Wealth Management

ATTACHMENT TO 990-PF, PG2, LINE 10B

Portfolio Detail

Account: 41-03-300-2387330 HAVEN FOUNDATION - COMB
Sub-Account: 41-03-300-2387348 IM HAVEN FOUNDATION - FI

Dec. 01, 2012 through Dec. 31, 2012

Units	Description	CUSIP Sector (2)	Market Value (1)/ Market Price	Accrued Income	Average Unit Cost	Tax Cost/ Unit Cost	Unrealized Gain/Loss	Estimated Annual Income	Cur Yld/ YTM
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International Developed Bonds (cont)

Total Fixed Income

\$3,718,646.57 \$30,253.07 \$3,726,848.83 -\$8,202.26 \$104,522.32 2.81%

Accrued Income 30,472.94

3,748,119.51

Adj (29.51)

3,748,900

Total MV

Total from U.S. Trust 3,748,900
Total from Sanford Bernstein 6,439,687

10,188,587

tie to 990-PF
line 10 b
col. c

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

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).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	THE HAVEN FOUNDATION	20-4356938
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	C/O MP & S LLP, 685 THIRD AVE., NO. 5TH FL	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	NEW YORK, NY 10017	

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.

C/O ROBERT LYONS, MARKS PANETH

• The books are in the care of **685 THIRD AVENUE - NEW YORK, NY 10017**

Telephone No **212-503-8800**

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 **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____

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 REQUESTED TO GATHER INFORMATION TO PREPARE A COMPLETE AND ACCRUATE TAX 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	\$	1,656.
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	\$	2,324.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

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

Signature

Title **CPA**

Date