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

2012

Department of the Treasury
Internal Revenue Service

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

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

Name of foundation The Isdell Family Foundation		A Employer identification number 20-6759053			
		B Telephone number (see the instructions) (973) 758-1400			
Number and street (or P.O. box number if mail is not delivered to street address) c/o Hamel Associates, Inc. 615 W Mt Pleasant Ave		C If exemption application is pending, check here . ▶ <input type="checkbox"/>			
City or town Livingston		D 1 Foreign organizations, check here ▶ <input type="checkbox"/>			
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial Return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		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, column (c), line 16) ► \$ 7,258,055.		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 checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)		(Part I, column (d) must be on cash basis.)			
Part II Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE 2013 1 MAY ADMINISTRATIVE OPERATING AND EXPENSES	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ▶ <input checked="" type="checkbox"/> if the foundn is not req to att Sch B				
	3 Interest on savings and temporary cash investments	25,663.	25,663.		
	4 Dividends and interest from securities	153,197.	153,197.		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	82,338.	1-6a Stmt		
	b Gross sales price for all assets on line 6a	2,671,100.			
	7 Capital gain net income (from Part IV, line 2)				
	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/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 Total. Add lines 1 through 11	261,198.	178,860.		
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule) See Line 18 Stmt	6,690.	6,690.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
21 Travel, conferences, and meetings					
22 Printing and publications	3,631.				
23 Other expenses (attach schedule) See Line 23 Stmt	1,565.	500.			
24 Total operating and administrative expenses. Add lines 13 through 23	11,886.	7,190.			
25 Contributions, gifts, grants paid	480,800.				
26 Total expenses and disbursements. Add lines 24 and 25	492,686.	7,190.			
27 Subtract line 26 from line 12: a Excess of revenue over expenses and disbursements	-231,488.				
b Net investment income (if negative, enter -0-)		171,670.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash – non-interest-bearing	1,021,378.	804,517.	804,517.
	2	Savings and temporary cash investments			
	3	Accounts receivable			
		Less: allowance for doubtful accounts ►			
	4	Pledges receivable			
		Less: allowance for doubtful accounts ►			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach sch)			
		Less: allowance for doubtful accounts ►			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments – U.S. and state government obligations (attach schedule)	1,246,675.	246,700.	320,037.
	b	Investments – corporate stock (attach schedule)	3,835,542.	4,966,047.	5,554,364.
	c	Investments – corporate bonds (attach schedule)	687,151.	541,994.	579,137.
	11	Investments – land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
	12	Investments – mortgage loans			
	13	Investments – other (attach schedule)			
	14	Land, buildings, and equipment: basis			
		Less: accumulated depreciation (attach schedule)			
	15	Other assets (describe ►)			
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)	6,790,746.	6,559,258.	7,258,055.
LIABILITIES	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, & other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ►)			
	23	Total liabilities (add lines 17 through 22)			
		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. <input type="checkbox"/>			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. <input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, building, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	6,790,746.	6,559,258.	
	30	Total net assets or fund balances (see instructions)	6,790,746.	6,559,258.	
	31	Total liabilities and net assets/fund balances (see instructions)	6,790,746.	6,559,258.	

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	6,790,746.
2	Enter amount from Part I, line 27a	2	-231,488.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	6,559,258.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	6,559,258.

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 shares MLC Company)			(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69				(i) Gains (Column (h)) gain minus column (k), but not less than -0- or Losses (from column (h))	
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any			
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7			2		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? Yes No
If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see 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 (column (b) divided by column (c))
2011	424,615.	6,431,655.	0.066020
2010	337,548.	4,060,340.	0.083133
2009	179,130.	1,716,462.	0.104360
2008	169,447.	1,931,269.	0.087739
2007	96,650.	1,532,011.	0.063087

2 Total of line 1, column (d)	2	0.404339
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.080868
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,311,229.
5 Multiply line 4 by line 3	5	591,244.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,717.
7 Add lines 5 and 6	7	592,961.
8 Enter qualifying distributions from Part XII, line 4	8	480,800.

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1.	(attach copy of letter if necessary – see instrs)	1	3,433.
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			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (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	3,433.	
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	3,433.	
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6a	2,100.	(6b) (6c) (6d)
b Exempt foreign organizations – tax withheld at source	6b	0.	
c Tax paid with application for extension of time to file (Form 8868)	6c	0.	
d Backup withholding erroneously withheld	6d	0.	
7 Total credits and payments. Add lines 6a through 6d	7	2,100.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	0.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,333.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	11	0. Refunded	

Part VII-A **Statements Regarding Activities**

1 a 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?	Yes	No	
1 a	X		
1 b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	Yes	No	
1 b	X		
<i>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.</i>			
1 c Did the foundation file Form 1120-POL for this year?	Yes	No	
1 c	X		
1 d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:			
(1) On the foundation	\$	(2) On foundation managers	\$
1 e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers	\$		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	Yes	No	
2	X		
<i>If 'Yes,' attach a detailed description of the activities.</i>			
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? <i>If 'Yes,' attach a conformed copy of the changes</i>	Yes	No	
3	X		
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	Yes	No	
4 a	X		
4 b If 'Yes,' has it filed a tax return on Form 990-T for this year?	Yes	No	
4 b	X		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	Yes	No	
5	X		
<i>If 'Yes,' attach the statement required by General Instruction T.</i>			
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?	Yes	No	
6	X		
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	Yes	No	
7	X		
8 a Enter the states to which the foundation reports or with which it is registered (see instructions)	GA – Georgia		
8 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? <i>If 'No,' attach explanation</i>	Yes	No	
8 b	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)? <i>If 'Yes,' complete Part XIV</i>	Yes	No	
9	X		
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>	Yes	No	
10	X		

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	<input checked="" type="checkbox"/>	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	<input checked="" type="checkbox"/>	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	<input checked="" type="checkbox"/>	X
Website address		N/A		
14	The books are in care of ► <u>Hamel Associates, Inc.</u> Telephone no. ► <u>(973) 758-1400</u> Located at ► <u>615 W Mt Pleasant Ave</u> <u>Livingston, NJ</u> ZIP + 4 ► <u>07039</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here	15	<input type="checkbox"/>	
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	<input checked="" type="checkbox"/>	X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country ►				

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		
1 a	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	1 b	<input type="checkbox"/>		
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?	1 c			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 ► <u>20</u> <u> </u> , <u>20</u> <u> </u> , <u>20</u> <u> </u> , <u>20</u> <u> </u>				
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.)	2 b			
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► <u>20</u> <u> </u> , <u>20</u> <u> </u> , <u>20</u> <u> </u> , <u>20</u> <u> </u>				
3 a	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.)	3 b			
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a			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?	4 b			X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) Yes No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is 'Yes' to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

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?

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?

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

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?

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

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

List all officers, directors, trustees, foundation managers and their compensation (See instructions.)					
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances	
Pamela Anne Isdell 1925 W Paces Ferry Rd Atlanta GA 30327	Trustee 0.00	0.	0.	0.	0.
Cara Anne Isdell Lee 3785 Paces Ridge NW Atlanta GA 30327	Trustee 0.00	0.	0.	0.	0.

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

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

Total number of others receiving over \$50,000 for professional services ► None

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1	
2	
3	
4	

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

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

Amount

1	<hr/> <hr/>
2	<hr/> <hr/>

All other program-related investments. See instructions.

3 _____
Total. Add lines 1 through 3. ▶

Total. Add lines 1 through 3

BAA

Form 990-PF (2012)

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	6,478,156.
b	Average of monthly cash balances	1b	944,412.
c	Fair market value of all other assets (see instructions)	1c	0.
d	Total (add lines 1a, b, and c)	1d	7,422,568.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	7,422,568.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	111,339.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,311,229.
6	Minimum investment return. Enter 5% of line 5	6	365,561.

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	365,561.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,433.
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,433.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	362,128.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	362,128.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	362,128.

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	480,800.
b	Program-related investments – total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	480,800.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	480,800.

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				362,128.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			0.	
b Total for prior years: 20 20 20				
3 Excess distributions carryover, if any, to 2012:				
a From 2007	20,749.			
b From 2008	73,990.			
c From 2009	94,047.			
d From 2010	136,159.			
e From 2011	104,764.			
f Total of lines 3a through e	429,709.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 480,800.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount	480,800.			0.
e Remaining amount distributed out of corpus	362,128.			362,128.
5 Excess distributions carryover applied to 2012				
<i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	548,381.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount – see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount – see instructions			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	548,381.			
10 Analysis of line 9:				
a Excess from 2008	0.			
b Excess from 2009	0.			
c Excess from 2010	0.			
d Excess from 2011	67,581.			
e Excess from 2012	480,800.			

BAA

Form 990-PF (2012)

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling	►																																																																																							
b Check box to indicate whether the foundation is a private operating foundation described in section	<input type="checkbox"/> 4942(j)(3) or		4942(j)(5)																																																																																					
<table border="1"> <thead> <tr> <th rowspan="2">Tax year</th> <th colspan="3">Prior 3 years</th> <th rowspan="2">(e) Total</th> </tr> <tr> <th>(a) 2012</th> <th>(b) 2011</th> <th>(c) 2010</th> <th>(d) 2009</th> </tr> </thead> <tbody> <tr> <td>2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>b 85% of line 2a</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>c Qualifying distributions from Part XII, line 4 for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>d Amounts included in line 2c not used directly for active conduct of exempt activities</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>3 Complete 3a, b, or c for the alternative test relied upon:</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>a 'Assets' alternative test – enter:</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Value of all assets</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Value of assets qualifying under section 4942(j)(3)(B)(i)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>c 'Support' alternative test – enter:</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(3) Largest amount of support from an exempt organization</td> <td></td> <td></td> <td></td> <td></td> </tr> <tr> <td>(4) Gross investment income</td> <td></td> <td></td> <td></td> <td></td> </tr> </tbody> </table>					Tax year	Prior 3 years			(e) Total	(a) 2012	(b) 2011	(c) 2010	(d) 2009	2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					b 85% of line 2a					c Qualifying distributions from Part XII, line 4 for each year listed					d Amounts included in line 2c not used directly for active conduct of exempt activities					e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					3 Complete 3a, b, or c for the alternative test relied upon:					a 'Assets' alternative test – enter:					(1) Value of all assets					(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					b 'Endowment' alternative test – enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					c 'Support' alternative test – enter:					(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii)					(3) Largest amount of support from an exempt organization					(4) Gross investment income				
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Part XV: Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year – see instructions.)**1 Information Regarding Foundation Managers:**

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

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

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

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

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

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

c Any submission deadlines:

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

Part XVII 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)				
<i>a Paid during the year</i>				
See Attached Schedule	GA 30309	None	Unrestricted	480,800.
Total			► 3a	480,800.
<i>b Approved for future payment</i>				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	25,663.	
4 Dividends and interest from securities			14	153,197.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	87,898.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				266,758.	
13 Total. Add line 12, columns (b), (d), and (e)				13	266,758.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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
(2) Other assets

b Other transactions:

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

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.

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

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.

Sign
Here

Penalties of perjury, I declare that I have examined this
act, and complete Declaration of preparer (other than tax
lawyer)
Carrie Ann Tindell Lee

1 Apr 2013

Trustee
Title

May the IRS discuss
this return with the
preparer shown below
(see instructions)?

Signature of filer or trustee		Date	File No.		Yes	No
Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN	
	<u>Kimberly Van Horn</u>	<u>Kim Van Horn</u>	<u>4-26-13</u>		<u>P00973140</u>	
	Firm's name ► <u>Hamel Associates, Inc.</u>	Firm's EIN ► <u>22-3421379</u>				
Firm's address ► <u>615 W. Mt. Pleasant Ave.</u>						
<u>Livingston</u>		<u>NJ</u>	<u>07039</u>	Phone no.	<u>(973) 758-1400</u>	

BAA

Form 990-PF (2012)

April 25, 2013

Realized Gains and Losses
From 01/01/2012 to 12/31/2012

Isdell Family Foundation Acct #: G1R344370
Cara Isdell Lee, TTEE
3785 Paces Ridge Northwest
Atlanta, GA 30327

Realized Gains and Losses

<u>Description</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Quantity</u>	<u>Net Proceeds</u>	<u>Cost</u>	<u>Short Term Gains</u>	<u>Long Term</u>	<u>Total Gains</u>
B C E Inc New	09/01/2009	11/27/2012	1,250.00	53,125	30,910		22,215	22,215
Boeing Co	11/11/2008	08/27/2012	800.00	56,938	35,233		21,705	21,705
Computer Sciences	02/13/2009	10/19/2012	50,000.00	50,751	49,625		1,126	1,126
02/15/2013 5.00%								
Delafield Fund Inc.	02/10/2011	08/27/2012	3,240.44	95,431	100,000		-4,569	-4,569
General Electric Co	02/17/2009	08/27/2012	3,000.00	62,538	32,990		29,547	29,547
J P Morgan Chase	06/24/2010	08/27/2012	800.00	29,805	30,578		-772	-772
J P Morgan Chase	04/01/2011	08/27/2012	800.00	29,805	37,354		-7,549	-7,549
			1,600.00	59,611	67,932		-8,321	-8,321
Nucor Corp	02/22/2010	08/27/2012	700.00	26,960	30,835		-3,876	-3,876
Nucor Corp	10/25/2010	08/27/2012	1,200.00	46,217	45,920		296	296
			1,900.00	73,176	76,755		-3,579	-3,579
Raytheon Company	02/09/2011	12/28/2012	100,000.00	103,319	95,532		7,272	7,272
10/15/2015 1.625%								
Tweedy Browne Glo	10/25/2010	08/27/2012	4,299.23	105,374	100,000		5,374	5,374
U. S. Treasury Bill	02/23/2012	05/24/2012	1,000,000.00	1,000,000	999,810			
05/24/2012		REPORTED AS INTEREST		<190>				
US Treas Bill	11/17/2011	02/24/2012	1,000,000.00	1,000,000	999,975			
02/16/2012		REPORTED AS INTEREST		<25>				
Short Term Gains					1,999,785			
Long Term Gains					660,262	588,977	71,285	
Total (Sales)					2,660,047	2,589,277	71,285	
Total Gains							71,285	71,285

ISDELL FAMILY FOUNDATION
EIN: 20-6759053
2012

Page 11, Part XV, Line 3
Contributions Paid during the Year

Page 1 of 3

<u>Name and Address of Recipient</u>	<u>Amount</u>	<u>Purpose</u>
Atlanta Humane Society 981 Howell Mill Rd. Atlanta, GA 30318	\$ 21,400	Unrestricted use by recipient in its charitable endeavor
USC Education Foundation University of South Carolina Carolina Coliseum Columbia, SC 29208	\$ 11,000	"
The Nature Conservancy of GA 1330 W. Peachtree St Suite 410 Atlanta, GA 30309	\$ 50,000	"
Fernbank Museum of Natural History 767 Clifton Road, NE Atlanta, GA 30307	\$ 80,400	"
Center for Puppetry Arts 1404 Spring St, NW Atlanta, GA 30309	\$ 50,000	"
Atlanta Botanical Garden 1345 Piedmont Ave NE Atlanta, GA 30309	\$ 61,000	"
Pace Academy 966 West Paces Ferry Rd NW Atlanta, GA 30327	\$ 50,000	
La Leche League of Georgia Atlanta, GA	\$ 10,000	"

Page 11, Part XV, Line 3
Contributions Paid during the Year

Page 2 of 3

University of Capetown US Fund 51 West 52 nd St. New York, NY 10019	\$ 10,000	
Children's Healthcare of Atlanta 1687 Tullie Circle Atlanta, GA 30329	\$ 17,500	"
World WildLife Foundation-USA 1250 24 th St NW Washington, DC 20037	\$ 10,000	
Trees Atlanta 225 Chester Ave Atlanta, GA 30316	\$ 10,000	"
The Cathedral Preschool 2744 Peachtree Road, NW Atlanta, GA 30305	\$ 5,000	"
Beartrek Wildlife Media 1208 Bay Street, Suite 202 Bellingham, WA 98225	\$ 40,000	"
Georgia Aquarium 225 Baker Street, NW Atlanta, GA 30313	\$ 10,000	"
World Parrot Trust PO Box 935 Lake Alfred, FL 33850	\$ 6,000	"
Captain Planet Foundation 133 Luckie Street Atlanta, GA 30303	\$ 6,000	"
Foundation for Mitochondrial Medicine 5424 Glenridge Drive, NE Atlanta, GA 30342	\$ 2,500	"

Page 11, Part XV, Line 3
Contributions Paid during the Year

Page 3 of 3

Trust for Public Land 101 Montgomery Street, Ste 101 San Francisco, CA 94104	\$ 250	"
High Museum of Art 1280 Peachtree Street, NE Atlanta, GA 30309	\$ 3,500	"
Children's Museum of Atlanta 275 Centennial Olympic Park Dr Atlanta, GA 30303	\$ 10,000	
PATH Foundation 304 Park Ave South, 6 th Flr New York, NY 10010	\$ 10,000	
Buckhead Heritage Society 3180 Mathieson Dr NE Atlanta, GA 30305	\$ 5,000	
Shepherd Center Cup 2020 Peachtree Rd Atlanta, GA 30309	\$ 650	
New Leash on Life PO Box 550049 Atlanta, GA 30355	\$ 500	
Odyssey Circle of Friends 1424 West Paces Ferry Rd NW Atlanta, GA 30327	\$ <u>100</u>	
Total	<u>\$ 480,800</u>	

Name .	Employer Identification Number
The Isdell Family Foundation	
20-6759053	
Asset Information:	
Description of Property: <u>Charles Schwab - Long-term capital gain - See Attached</u>	
Date Acquired:	How Acquired: <u>Purchased</u>
Date Sold: <u>12/31/12</u>	Name of Buyer:
Sales Price: <u>2,660,047.</u>	Cost or other basis (do not reduce by depreciation) <u>2,588,762.</u>
Sales Expense:	Valuation Method:
Total Gain (Loss): <u>71,285.</u>	Accumulation Depreciation:
Description of Property: <u>Long-term capital gain distributions</u>	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price: <u>11,053.</u>	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss): <u>11,053.</u>	Accumulation Depreciation:
Description of Property:	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:
Description of Property:	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:
Description of Property:	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:
Description of Property:	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:
Description of Property:	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:
Description of Property:	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:
Description of Property:	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:
Description of Property:	
Date Acquired:	How Acquired:
Date Sold:	Name of Buyer:
Sales Price:	Cost or other basis (do not reduce by depreciation)
Sales Expense:	Valuation Method:
Total Gain (Loss):	Accumulation Depreciation:

Form 990-PF, Page 1, Part I, Line 18

Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Foreign Tax Paid	3,194.	3,194.		
Excise tax	1,396.	1,396.		
2012 prepaid excise tax	2,100.	2,100.		
Total	<u>6,690.</u>	<u>6,690.</u>		

Form 990-PF, Page 1, Part I, Line 23

Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Bank Service Fees	500.	500.		
Dues & Subscriptions	1,065.			
Total	<u>1,565.</u>	<u>500.</u>		

Form 990-PF, Page 2, Part II, Line 10a

L-10a Stmt

Line 10a - Investments - US and State Government Obligations:	End of Year		End of Year	
	State and Local Obligations Book Value	State and Local Obligations FMV	US Government Obligations Book Value	US Government Obligations FMV
US Treasury Bonds			246,700.	320,037.
Total			<u>246,700.</u>	<u>320,037.</u>

Form 990-PF, Page 2, Part II, Line 10b

L-10b Stmt

Line 10b - Investments - Corporate Stock:	End of Year	
	Book Value	Fair Market Value
See Attached	4,966,047.	5,554,364.
Total	<u>4,966,047.</u>	<u>5,554,364.</u>

Form 990-PF, Page 2, Part II, Line 10c

L-10c Stmt

Line 10c - Investments - Corporate Bonds:	End of Year	
	Book Value	Fair Market Value
See Attached	541,994.	579,137.
Total	<u>541,994.</u>	<u>579,137.</u>

ISDELL FAMILY FOUNDATION

EIN: 20-6759053

2012

Corporate Stock	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Microsoft Corp	84,067	84,067	74,787
AT&T Inc	99,574	99,574	121,356
Abbott Laboratories	74,963	74,963	91,700
Becton Dickinson Co	31,303	31,303	31,276
Johnson & Johnson	102,306	102,306	112,160
Lowes Companies	31,240	31,240	49,728
Proctor & Gamble Co	99,391	99,391	108,624
Boeing Co	35,233	0	0
ChevronTexaco Corp	85,292	85,292	108,140
International Business Machines	55,290	55,290	114,930
Exxon Mobil Corp	94,347	94,347	112,515
Nestle's A Sponsored ADR	83,438	83,438	117,306
Wal-Mart Stores Inc	95,318	95,318	126,226
BCE Inc	30,910	0	0
Clorox Company	95,205	95,205	109,830
General Electric	32,990	0	0
Union Pacific Corp	30,354	30,354	84,861
Merger Fund	200,000	200,000	202,255
Auto Data Processing	29,382	29,382	39,851
Chubb Corporation	29,454	29,454	43,309
Duke Energy Corp	74,972	74,972	89,311
JP Morgan Chase	67,932	0	0
Kellogg Co	74,673	74,673	83,775
Lockheed Martin	74,090	74,090	92,290
Nucor Corporation	76,755	0	0
Piedmont Natural Gas	30,652	30,652	37,572
Qualcomm Inc	29,391	29,391	46,395
Tweedy Browne Global Value Fund	100,000	0	0
Anheuser Busch Inbev	99,676	99,676	166,079
Colgate Palmolive	72,671	72,671	94,086
Novartis Ag Adr	100,794	100,794	120,270
Royal Dutch Shell Adr	98,399	98,399	103,425
SPDR Gold Tr Gold Sh	49,267	123,990	129,616
3M Company	101,313	101,313	116,063
T Rowe Price New Income	300,000	600,000	604,385
The Delafield Fund	100,000	0	0
Vanguard Inter Term Investment Grade	300,000	600,000	606,901
Coca Cola	664,900	664,900	725,000
Deere & Co	0	100,655	112,346
Du Pont El De Nemour & Co	0	100,608	98,953
Vodafone Group	0	99,932	90,684
AGL Resource Inc	0	98,190	99,925
BB & T Corp	0	100,410	93,152
Coach	0	99,947	99,918
McDonalds	0	98,483	97,031
US Bancorp Del New	0	100,213	95,820
United Technologies	0	101,164	102,513

<u><u>\$3,835,542</u></u>	<u><u>\$4,966,047</u></u>	<u><u>\$5,554,364</u></u>
---------------------------	---------------------------	---------------------------

Schedule 2
Isdell Family Foundation
EIN: 20-6759053
2012

Corporate Bonds	Beginning of Year Book Value	End of Year Book Value	Fair Market Value
Computer Sciences Corp	49,625	0	0
Con Edison Co of NY	50,548	50,548	50,765
AT&T Inc Global	99,276	99,276	104,323
Raytheon Company Note	95,532	0	0
Du Pont	96,590	96,590	103,126
St. Jude Medical Inc	98,520	98,520	103,821
Anheuser Busch Inbev	99,622	99,622	106,045
General Electric Capital Corp	97,438	97,438	111,057
	<u>\$687,151</u>	<u>\$541,994</u>	<u>\$579,137</u>

US Treasury Bonds

United States Treasury Bills	1,246,675	246,700	320,037
	<u>\$5,769,368</u>	<u>\$5,754,741</u>	<u>\$6,453,538</u>