Form **990-PF**

Department of the Treasury
Internal Revenue Service

Return of Private Foundation

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

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

OMB No. 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , 2012, and ending , 20

Name of foundation: LAURA HARE CHARITABLE TRUST 000004547014

A Employer identification number: 20-6955819

Number and street (or P O. box number if mail is not delivered to street address) / Room/suite: 111 WEST MONROE STREET TAX DIV 10C

B Telephone number (see instructions): 312- 461-5154

City or town, state, and ZIP code: CHICAGO, IL 60603

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 6,656,914.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc, received (attach schedule)				
	2 Check ▶ [ ] if the foundation is **not** required to attach Sch. B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	197,429.	192,237.		STMT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	359,694.			
	b Gross sales price for all assets on line 6a 2,677,795.				
	7 Capital gain net income (from Part IV, line 2)		359,694.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	557,123.	551,931.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	46,012.	23,006.		23,006.
	14 Other employee salaries and wages		NONE	NONE	
	15 Pension plans, employee benefits		NONE	NONE	
	16a Legal fees (attach schedule) STMT 4	3,545.	NONE	NONE	3,545.
	b Accounting fees (attach schedule) STMT 5	800.	400.	NONE	400.
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 6	7,628.	829.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings		NONE	NONE	
	22 Printing and publications		NONE	NONE	
	23 Other expenses (attach schedule) STMT 7	456.	456.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	58,441.	24,691.	NONE	26,951.
	25 Contributions, gifts, grants paid	417,894.			417,894.
	26 **Total expenses and disbursements** Add lines 24 and 25	476,335.	24,691.	NONE	444,845.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	80,788.			
	b **Net investment income** (if negative, enter -0-)		527,240.		
	c **Adjusted net income** (if negative, enter -0-)				

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

			Beginning of year	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			
	3	Accounts receivable ▶ Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶ Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less: allowance for doubtful accounts ▶ NONE			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U.S. and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule)			
	c	Investments - corporate bonds (attach schedule)			
	11	Investments - land, buildings, and equipment: basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)	5,511,414.	5,583,100.	6,656,914.
	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)	5,511,414.	5,583,100.	6,656,914.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds	5,511,414.	5,583,100.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	5,511,414.	5,583,100.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	5,511,414.	5,583,100.	

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	5,511,414.
2	Enter amount from Part I, line 27a	2	80,788.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	5,592,202.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 8	5	9,102.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,583,100.

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	PUBLICLY TRADED SECURITIES			
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	2,677,795.		2,318,101.	359,694.
b				
c				
d				
e				

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

	(i) F.M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				359,694.
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	359,694.
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 (col (b) divided by col. (c))
2011	298,157.	6,547,952.	0.045534
2010	372,568.	6,198,197.	0.060109
2009	312,115.	5,658,477.	0.055159
2008	300,633.	7,072,492.	0.042507
2007	425,366.	7,993,661.	0.053213

2	**Total** of line 1, column (d)	2	0.256522
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	0.051304
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,624,002.
5	Multiply line 4 by line 3	5	339,838.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	5,272.
7	Add lines 5 and 6	7	345,110.
8	Enter qualifying distributions from Part XII, line 4	8	444,845.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary - see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	5,272.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	
3	Add lines 1 and 2	3	5,272.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	5,272.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 4,036.		
b	Exempt foreign organizations - tax withheld at source — 6b: NONE		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: NONE		
d	Backup withholding erroneously withheld — 6d:		
7	Total credits and payments. Add lines 6a through 6d	7	4,036.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	1,236.
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** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

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

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

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions		11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ▶ N/A				
14	The books are in care of ▶ SEE STATEMENT 9 Telephone no. ▶				
	Located at ▶ ZIP+4 ▶				
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐				
	and enter the amount of tax-exempt interest received or accrued during the year ▶	15			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?		16		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
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
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

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

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

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BMO HARRIS BANK NA 3929 RIVER CROSSING PKWY, SUITE 200, INDIANAPOLIS, IN	TRUSTEE 1	42,862.	-0-	-0-
R RONALD CALKINS 5258 HAWKS POINT ROAD, INDIANAPOLIS, IN 46226	SELECTION COMMIT 1	350.		
HELGA BEHROOZI 4465 CLAIRBORNE WAY, INDIANAPOLIS, IN 46228	SELECTION COMMIT 1	1,750.		
VALITA M FREDLAND 4360 COLD SPRING RD, INDIANAPOLIS, IN 46228	SELECTION COMMIT 1	1,050.		

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		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ 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		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 NONE	
2	
3	
4	

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

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

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	6,724,875.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	**Total** (add lines 1a, b, and c)	1d	6,724,875.
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	NONE
3	Subtract line 2 from line 1d	3	6,724,875.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	100,873.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,624,002.
6	**Minimum investment return.** Enter 5% of line 5	6	331,200.

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	331,200.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,272.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	5,272.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	325,928.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	325,928.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	325,928.

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	444,845.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	444,845.
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	5,272.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	439,573.

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				325,928.
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only			NONE	
b	Total for prior years: 20 10 ,20 ___, 20 ___		NONE		
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 ... NONE				
b	From 2008 ... NONE				
c	From 2009 ... NONE				
d	From 2010 ... 20,929.				
e	From 2011 ... NONE				
f	**Total** of lines 3a through e	20,929.			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 444,845.				
a	Applied to 2011, but not more than line 2a			NONE	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				325,928.
e	Remaining amount distributed out of corpus	118,917.			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	139,846.			
b	Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e	Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions			NONE	
f	Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				NONE
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	139,846.			
10	Analysis of line 9:				
a	Excess from 2008 ... NONE				
b	Excess from 2009 ... NONE				
c	Excess from 2010 ... 20,929.				
d	Excess from 2011 ... NONE				
e	Excess from 2012 ... 118,917.				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

SEE ATTACHED DETAIL

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

N/A

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

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

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

SEE STATEMENT 10

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SIDENER ACADEMY 2424 KESSLER BLVD EAST DRIVE INDIANAPOLIS IN	NONE	PUBLIC CHA	PROGRAM SUPORT	10,000.
WETLANDS INSTITUTE 1075 STONE HARBOR BLVD STONE HARBOR NJ 08247	NONE	PUBLIC CHA	PROGRAM SUPPORT	150,000.
SYCAMORE LAND TRUST 4898 E HERITAGE WOODS RD BLOOMINGTON IN 4740	NONE	PUBLIC CHA	PROGRAM SUPPORT	248,000.
OAKLANDON ELEMENTARY SCH ENVIRONMENTAL STUDIE 6702 OAKLANDON RD INDIANAPOLIS IN 46236	NONE	PUBLIC CHA	EDUCATIONAL	9,894.
Total . . . . ▶ 3a				417,894.
b Approved for future payment				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	197,429.	
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	359,694.	
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)				557,123.	

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 557,123.

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

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

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

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

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

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

Signature of officer or trustee | Date: 05/08/2013 | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
WESLEY HIRSCHBERG		05/08/2013		P00162244
Firm's name ▶ THOMSON REUTERS (TAX & ACCOUNTING)			Firm's EIN ▶ 75-1297386	
Firm's address ▶ ONE NORTH DEARBORN ST., 5TH FL CHICAGO, IL 60602			Phone no. 312-873-6900	

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AT&T INC	6,160.	6,160.
AT&T INC 5.500% 2/01/18	5,500.	5,500.
ALLERGAN INC COM	100.	100.
ALTRIA GROUP INC	7,500.	7,500.
AMERIPRISE FINANCIAL INC.	2,145.	2,145.
APACHE CORP	528.	528.
APPLE COMPUTER INC COM	795.	795.
BP CAPITAL PLC 4.742% 3/11/21	4,742.	4,742.
BAKER HUGHES INC COM	150.	150.
BLACKROCK INC	3,000.	3,000.
CATERPILLAR INC COM	1,874.	1,874.
CHEVRON TEXACO CORP COM	3,510.	3,510.
CISCO SYS INC COM	1,500.	1,500.
CLIFFS NATURAL RESOURCES INC	750.	750.
CLOROX CO	720.	720.
COACH INC COM	360.	360.
CONOCOPHILLIPS COM	3,300.	3,300.
COSTCO WHOLESALE CORP COM	6,452.	6,452.
CUMMINS ENGINE INC COM	1,260.	1,260.
DANAHER CORP	200.	200.
DISCOVER FINL SVCS	600.	600.
DONNELLEY R R & SONS CO COM	6,240.	6,240.
DU PONT E I DE NEMOURS & CO COM	2,040.	2,040.
EXXON MOBIL CORP	2,320.	2,320.
FREEPORT-MCMORAN COPPER & GOLD INC CL B	375.	375.
GENERAL ELEC CO COM	3,060.	3,060.
GENERAL ELECTRIC MTN 4.625% 1/07/21	4,034.	4,034.
GENUINE PARTS CO COM	2,012.	2,012.
GOLDMAN SACHS GROUP INC COM	1,239.	1,239.
GOLDMAN SACHS 5.700% 9/01/12	5,700.	5,700.
GOLDMAN SACHS GP 5.625% 1/15/17	5,625.	5,625.
HEWLETT-PACK CO 3.750% 12/01/20	3,750.	3,750.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INTEL CORP COM	2,175.	2,175.
INTERNATIONAL BUSINESS MACHS COM	1,545.	1,545.
ISHARES IBOXX $ INV GRD CORP BOND FD	9,677.	9,677.
ISHARES RUSSELL MIDCAP GRWTH	2,072.	2,072.
ISHARES IBOXX H/Y CORP BOND	9,494.	9,494.
J P MORGAN CHASE & CO COM	2,760.	2,760.
JPMORGAN ALERIAN MLP INDEX FUND	4,651.	4,651.
JOHNSON & JOHNSON	2,880.	2,880.
KIMBERLY CLARK CORP COM	3,154.	3,154.
LILLY ELI & CO	3,920.	3,920.
MACY S INC	900.	900.
BMO PRIME MONEY MARKET FUND	520.	520.
MCDONALDS CORP COM	2,870.	2,870.
MCKESSON HBOC INC COM	640.	640.
MERRILL LYNCH MTN 5.300% 9/30/15	5,300.	5,300.
MICROSOFT CORP COM	2,175.	2,175.
NATIONAL-OILWELL INC COM	588.	588.
NIKE INC CLASS B COM	180.	180.
NOVARTIS AG SPONSORED ADR	1,986.	1,986.
ORACLE CORP COM	750.	750.
PETSMART INC COM	1,220.	1,220.
PFIZER INC COM	2,640.	2,640.
PHILIP MORRIS INTERNATIONAL	3,468.	3,468.
PRAXAIR INC COM	1,320.	1,320.
PROCTER & GAMBLE CO COM	2,211.	2,211.
PRUDENTIAL FINANCIAL INC COM	2,880.	2,880.
QUALCOMM INC COM	200.	200.
ROYAL DUTCH-ADR A	4,280.	4,280.
SIMON PPTY GROUP INC NEW COM	2,228.	2,228.
SOUTHERN CO COM	4,662.	4,662.
SPECTRA ENERGY CORP WI	1,680.	1,680.
TEVA PHARMACEUTICAL INDS LTD ADR	524.	524.
TOTAL S A SPONSORED ADR	1,099.	1,099.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
UNION PAC CORP COM	1,920.	1,920.
VF CORP COM	909.	909.
VANGUARD FTSE EMERGING MARKETS ETF	5,943.	5,943.
VERIZON COMMUNICATIONS COM	6,045.	6,045.
WHOLE FOODS MKT INC COM	1,792.	1,792.
990PF ADJ	5,192.	
ACCENTURE PLC CL A ADR	648.	648.
TRANSOCEAN LTD	790.	790.
TOTAL	197,429.	192,237.

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES - PRINCIPAL (ALLOCA	3,545.			3,545.
TOTALS	3,545.	NONE	NONE	3,545.

FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE (NON-ALLOC	800.	400.		400.
TOTALS	800.	400.	NONE	400.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAXES	210.	210.
FEDERAL TAX PAYMENT - PRIOR YE	2,763.	
FEDERAL ESTIMATES - INCOME	4,036.	
FOREIGN TAXES ON QUALIFIED FOR	355.	355.
FOREIGN TAXES ON NONQUALIFIED	264.	264.
TOTALS	7,628.	829.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER NON-ALLOCABLE EXPENSE -	40.	40.
OTHER NON-ALLOCABLE EXPENSE -	355.	355.
OTHER NONALLOCABLE EXPENSES -	61.	61.
TOTALS	456.	456.

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION		AMOUNT
AMORTIZATION		4,387.
BASIS ADJUSTMENT		521.
ADJ FOR N/T DIVIDENDS		4,194.
	TOTAL	9,102.

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF
==

NAME: BMO HARRIS BANK NA
ATTN: HECTOR AHUMADA
ADDRESS: 111 WEST MONROE STREET, 10C
CHICAGO, IL 60603

TELEPHONE NUMBER: (312)461-5154

RECIPIENT NAME:
BMO HARRIS BANK NA
ADDRESS:
3929 RIVER CROSSING PARKWAY, SUITE 200
INDIANAPOLIS, IN 46240
RECIPIENT'S PHONE NUMBER: 317-472-3570
FORM, INFORMATION AND MATERIALS:
NO STANDARDIZED FORM
SUBMISSION DEADLINES:
NONE
RESTRICTIONS OR LIMITATIONS ON AWARDS:
MAINTAINING ECOLOGICALLY SIGNIFICANT UNDEVELOPED LAND FOR PURPOSES OF PRESERVING IT IN ITS NATURAL STATE

• Details of assets in your account

DESCRIPTION OF ASSET	QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
CASH & SHORT-TERM						
BMO PRIME MONEY MARKET CL I # 090	158,465.010	1.0000	158,465.01	158,465.01	0.00	9.64
BMO PRIME MONEY MARKET CL I # 090 (INCOME INVESTMENT)	0 000	1.0000	0.00	0.00	0 00	1 99
TOTAL CASH & SHORT-TERM			**$158,465 01**	**$158,465.01**	**$0 00**	**$11 63**
FIXED INCOME/LOW VOLATILITY						
Tax-exempt						
BMO ULTRA SHORT TAX-FREE FUND CLASS I	60,000.000	10.0800	604,800 00	605,400.00	-600 00	0.00
Total Tax-exempt			**$604,800 00**	**$605,400.00**	**-$600.00**	**$0.00**
Corporate and other taxable						
Corporate						
AT&T INC DTD 02/01/2008 5.600% 02/01/2018 NON CALLABLE MOODYS· A2 S&P· A-	100,000.000	119.1290	119,129.00	110,659.00	8,470.00	2,291.67
GENERAL ELECTRIC CAPITAL CORP MEDIUM TERM NOTE DTD 01/07/2011 4.625% 01/07/2021 NON CALLABLE MOODYS: A1 S&P: AA+	100,000 000	113.4300	113,430.00	103,743.00	9,687.00	2,236.42
GOLDMAN SACHS GROUP INC DTD 01/10/2007 5.625% 01/15/2017 NON CALLABLE MOODYS: BAA1 S&P: BBB+	100,000 000	109 7180	109,718 00	105,460 00	4,258.00	2,593.75

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
HEWLETT-PACKARD CO DTD 12/02/2010 3.750% 12/01/2020 NON CALLABLE MOODYS BAA1 S&P: BBB+		100,000 000	96 8900	96,890.00	98,396.00	-1,506.00	312 50
MERRILL LYNCH & COMPANY MEDIUM TERM NOTE DTD 09/26/2003 5 300% 09/30/2015 MOODYS: BAA2 S&P: A-		100,000 000	109 4850	109,485 00	105,918 00	3,567 00	1,339 72
International							
BP CAPITAL MARKETS PLC DTD 03/11/2011 4.742% 03/11/2021 NON CALLABLE MOODYS. A2 S&P: A		100,000 000	117 1030	117,103 00	110,012 00	7,091 00	1,448.94
Taxable funds							
ISHARES IBOXX $ INVESTMENT GRADE CORPORATE BOND FUND	LQD	1,500 000	120 9900	181,485.00	152,900 40	28,584.60	543.05
Total Corporate and other taxable				**$847,240.00**	**$787,088.40**	**$60,151.60**	**$10,765.05**
Alternatives-Low Volatility							
Opportunistic low volatility							
ISHARES IBOXX $ HIGH YIELD CORPORATE BOND FUND	HYG	1,500.000	93 3500	140,025.00	130,394 85	9,630.15	757 53
Total Alternatives-Low Volatility				**$140,025.00**	**$130,394.85**	**$9,630.15**	**$757.53**
TOTAL FIXED INCOME/LOW VOLATILITY				**$1,592,065 00**	**$1,522,883.25**	**$69,181.75**	**$11,522.58**
EQUITY/HIGH VOLATILITY							
U.S. equity							

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
ACCENTURE PLC CL A AMERICAN DEPOSITORY RECEIPT Information technology	ACN	800 000	66 5000	53,200.00	52,095.92	1,104 08	0.00
ALLERGAN INC Health care	AGN	500 000	91 7300	45,865.00	44,530 00	1,335 00	0 00
ALLIANCE DATA SYSTEMS CORP Information technology	ADS	400 000	144 7600	57,904.00	51,291 96	6,612 04	0.00
ALTRIA GROUP INC Consumer staples	MO	3,000 000	31 4400	94,320 00	53,303 01	41,016 99	1,320 00
AMERIPRISE FINANCIAL INC. Financials	AMP	800 000	62 6300	50,104.00	18,755.36	31,348.64	0 00
APPLE INC Information technology	AAPL	100 000	532.1730	53,217.30	15,765.64	37,451.66	0.00
AT & T INC Telecommunication services	T	3,000.000	33.7100	101,130.00	86,029.30	15,100.70	0.00
ATHENAHEALTH INC Health care	ATHN	800 000	73 2900	58,632 00	51,209 28	7,422 72	0 00
BIOGEN IDEC INC Health care	BIIB	400 000	146 3700	58,548 00	57,372 00	1,176.00	0 00
BLACKROCK INC Financials	BLK	500 000	206 7100	103,355 00	74,738 63	28,616 37	0 00
CATERPILLAR INC Industrials	CAT	700.000	89 6085	62,725.95	33,458.60	29,267.35	0.00
CERNER CORP Health care	CERN	800 000	77 5100	62,008.00	33,086 44	28,921 56	0 00

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
CHEVRON CORPORATION Energy	CVX	1,000.000	108 1400	108,140 00	82,560 00	25,580.00	0 00
CISCO SYSTEMS INC Information technology	CSCO	3,000 000	19 6494	58,948.20	55,410.00	3,538 20	0 00
COGNIZANT TECHNOLOGY SOLUTIONS CORP COMMON STOCK CL A Information technology	CTSH	1,000 000	73 8823	73,882.30	71,841 26	2,041 04	0 00
COMCAST CORP-CL A CL A COMMON STOCK Consumer discretionary	CMCSA	1,500 000	37 3600	56,040 00	54,030 00	2,010.00	243 75
CONOCOPHILLIPS Energy	COP	1,500 000	57 9900	86,985.00	68,181.30	18,803 70	0.00
COSTCO WHOLESALE CORP NEW Consumer staples	COST	800 000	98.7300	78,984.00	52,647.36	26,336 64	0 00
DANAHER CORP Industrials	DHR	1,500.000	55 9000	83,850.00	46,948.35	36,901.65	0.00
DISCOVER FINL SVCS Financials	DFS	2,000.000	38 5500	77,100.00	62,139.80	14,960.20	280 00
DOLLAR TREE INC Consumer discretionary	DLTR	1,600 000	40 5600	64,896.00	65,195.52	-299 52	0 00
DONNELLEY R R & SONS CO Industrials	RRD	6,000 000	8.9900	53,940.00	96,209.40	-42,269 40	0 00
EMC CORP MASS Information technology	EMC	2,000.000	25 3000	50,600.00	35,800.00	14,800.00	0.00
EXXON MOBIL CORPORATION Energy	XOM	1,064.000	86 5500	92,089 20	50,589 32	41,499 88	0 00

• *Details of assets in your account (continued)*

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
GENERAL ELECTRIC CORP Industrials	GE	4,000 000	20 9900	83,960.00	48,159.90	35,800.10	760 00
GILEAD SCIENCES INC Health care	GILD	1,500 000	73 4500	110,175.00	69,356 55	40,818.45	0 00
GOLDMAN SACHS GROUP INC Financials	GS	700 000	127 5600	89,292 00	75,989 00	13,303 00	0 00
ILLUMINA INC Health care	ILMN	1,000.000	55 5900	55,590.00	50,129.90	5,460.10	0 00
INTERNATIONAL BUSINESS MACHINES CORP CAPITAL STOCK Information technology	IBM	400 000	191 5500	76,620 00	39,800 52	36,819 48	0 00
INTUITIVE SURGICAL INC COMMON STOCK NEW Health care	ISRG	150 000	490 3700	73,555.50	78,837.75	-5,282 25	0.00
JP MORGAN CHASE & CO Financials	JPM	2,400.000	43 9691	105,525.84	94,555.04	10,970 80	0.00
KIMBERLY CLARK CORP Consumer staples	KMB	1,200.000	84 4300	101,316.00	80,707.47	20,608.53	888.00
LILLY ELI & CO Health care	LLY	2,000.000	49 3200	98,640.00	74,510 84	24,129 16	0.00
MACY'S INC Consumer discretionary	M	1,500 000	39.0200	58,530.00	59,758 35	-1,228.35	300 00
MCKESSON CORP Health care	MCK	800 000	96 9600	77,568.00	50,032.00	27,536 00	160.00
MICROSOFT CORP Information technology	MSFT	2,500 000	26 7097	66,774.25	65,180 00	1,594.25	0 00

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
NATIONAL-OILWELL INC Energy	NOV	600 000	68 3500	41,010 00	19,469 94	21,540.06	0.00
NOVARTIS AG SPONSORED AMERICAN DEPOSITORY RECEIPT Health care	NVS	800 000	63 3000	50,640 00	43,591 20	7,048.80	0.00
ORACLE CORPORATION Information technology	ORCL	2,500.000	33 3200	83,300.00	65,050.00	18,250.00	0 00
PETSMART INC Consumer discretionary	PETM	1,000 000	68 3400	68,340 00	48,635 90	19,704 10	0 00
PFIZER INC Health care	PFE	3,000.000	25 0793	75,237.90	58,029.75	17,208.15	0.00
PHILIP MORRIS INTERNATIONAL Consumer staples	PM	1,000.000	83 6400	83,640.00	42,176.11	41,463 89	850.00
PPG INDUSTRIES INC Materials	PPG	500.000	135.3500	67,675 00	60,064.45	7,610.55	0.00
PRAXAIR INC Materials	PX	600 000	109 4500	65,670 00	34,266 60	31,403 40	0 00
PRICELINE COM INC Consumer discretionary	PCLN	100 000	620 3900	62,039.00	41,569 52	20,469 48	0 00
PROCTER & GAMBLE CO Consumer staples	PG	1,000 000	67 8900	67,890.00	56,986 00	10,904 00	0 00
PRUDENTIAL FINL INC Financials	PRU	1,800.000	53.3300	95,994.00	86,183.82	9,810.18	0.00
QUALCOMM INC Information technology	QCOM	800 000	61 8596	49,487 68	49,767 92	-280.24	0 00

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	x CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
ROYAL DUTCH AMERICAN DEPOSITORY RECEIPT Energy	RDS/A	1,500 000	68 9500	103,425.00	98,895.24	4,529.76	0 00
SALESFORCE.COM Industrials	CRM	400 000	168 1000	67,240 00	53,067.96	14,172 04	0 00
SOUTHERN COMPANY Utilities	SO	2,400 000	42 8100	102,744.00	104,117.28	-1,373 28	0 00
STERICYCLE INC Industrials	SRCL	700 000	93 2800	65,296 00	50,182 79	15,113 21	0 00
TOTAL S A SPONSORED AMERICAN DEPOSITORY RECEIPT Energy	TOT	1,500 000	52 0100	78,015.00	67,064.85	10,950.15	975 67
UNION PAC CORP Industrials	UNP	800 000	125 7200	100,576.00	48,429 12	52,146.88	552 00
V.F. CORP Consumer discretionary	VFC	300 000	150 9700	45,291.00	35,325.39	9,965 61	0.00
VERIZON COMMUNICATIONS Telecommunication services	VZ	2,500.000	43 2700	108,175.00	73,609.39	34,565.61	0.00
VISA INC Information technology	V	400 000	151 5800	60,632.00	58,136 00	2,496.00	0.00
VMWARE INC. Information technology	VMW	600 000	94 1400	56,484.00	56,965.82	-481 82	0 00
WATSON PHARMACEUTICALS INC Health care	WPI	600 000	86 0000	51,600.00	50,999 64	600 36	0.00
WHOLE FOODS MKT INC Consumer staples	WFM	700 000	91 1600	63,812.00	42,321 86	21,490.14	0 00

• Details of assets in your account (continued)

DESCRIPTION OF ASSET		QUANTITY	X CURRENT UNIT VALUE	= CURRENT TOTAL MARKET VALUE	- FEDERAL TAX COST	= UNREALIZED GAIN/LOSS	ACCRUED INCOME
Total U S equity				**$4,398,224 12**	**$3,446,112 32**	**$953,111.80**	**$6,329.42**
U.S. equity funds							
ISHARES RUSSELL MIDCAP GROWTH INDEX FUND Small cap growth	IWP	2,000.000	62 8000	125,600.00	92,180.00	33,420.00	0.00
Total U.S. equity funds				**$125,600.00**	**$92,180.00**	**$33,420.00**	**$0.00**
International							
VANGUARD MSCI EMERGING MARKETS ETF Emerging	VWO	6,000 000	44 5300	267,180.00	243,789.90	23,390.10	0.00
Total International				**$267,180 00**	**$243,789 90**	**$23,390 10**	**$0.00**
REITS							
JPMORGAN ALERIAN MLP INDEX FUND Domestic reits	AMJ	3,000 000	38 4600	115,380.00	120,669.60	-5,289.60	0.00
Total REITS				**$115,380 00**	**$120,669 60**	**-$5,289 60**	**$0.00**
TOTAL EQUITY/HIGH VOLATILITY				**$4,906,384 12**	**$3,901,751 82**	**$1,004,632.30**	**$6,329.42**
TOTAL ASSETS IN YOUR ACCOUNT				**$6,656,914 13**	**$5,583,100 08**	**$1,073,814.05**	**$17,863.63**