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

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

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

Name of foundation
**THE EFM FD, ME DOONER, PS DOONER
JR. D MURPHY, A BRENNAN & K LOFTUS, TTEE**

Number and street (or P O box number if mail is not delivered to street address) Room/suite
BROWN BROTHERS HARRIMAN TR. CO, N. A.

City or town, state, and ZIP code
140 BROADWAY, 5TH FL., NY, NY 10005

A Employer identification number
20-6967970

B Telephone number
212-493-8000

C If exemption application is pending, check here

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

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

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

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

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

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ **7,394,582.** (Part I, column (d) must be on cash basis.)

J Accounting method
 Cash
 Accrual
 Other (specify) _____

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	251,189.		N/A	
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	153,867.	153,867.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	837,172.			
	b Gross sales price for all assets on line 6a	1,901,390.			
	7 Capital gain net income (from Part IV, line 2)		837,172.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a Less Cost of goods sold				
b Gross profit or (loss)					
11 Other income	361.	0.		STATEMENT 2	
12 Total. Add lines 1 through 11	1,242,589.	991,039.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees	4,500.	0.		4,500.
	c Other professional fees	20,411.	20,411.		0.
	17 Interest				
	18 Taxes	6,852.	2,691.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses	150.	135.		15.
	24 Total operating and administrative expenses. Add lines 13 through 23	31,913.	23,237.		4,515.
	25 Contributions, gifts, grants paid	307,558.			307,558.
26 Total expenses and disbursements. Add lines 24 and 25	339,471.	23,237.		312,073.	
27 Subtract line 26 from line 12.					
a Excess of revenue over expenses and disbursements	903,118.				
b Net investment income (if negative, enter -0-)		967,802.			
c Adjusted net income (if negative, enter -0-)			N/A		

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market-Value
Assets	1 Cash - non-interest-bearing		-1.	-1.
	2 Savings and temporary cash investments	342,526.	683,920.	683,920.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations STMT 7	199,695.	99,231.	103,044.
	b Investments - corporate stock STMT 8	4,787,993.	5,430,309.	6,584,112.
	c Investments - corporate bonds			
Liabilities	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans STMT 9	3,638.	1,580.	1,576.
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶ DUE FROM BROKERS)	0.	21,931.	21,931.
	16 Total assets (to be completed by all filers)	5,333,852.	6,236,970.	7,394,582.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
19 Deferred revenue				
20 Loans from officers, directors, trustees, and other disqualified persons				
21 Mortgages and other notes payable				
22 Other liabilities (describe ▶)				
23 Total liabilities (add lines 17 through 22)	0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
29 Retained earnings, accumulated income, endowment, or other funds	5,333,852.	6,236,970.		
30 Total net assets or fund balances	5,333,852.	6,236,970.		
31 Total liabilities and net assets/fund balances	5,333,852.	6,236,970.		

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	5,333,852.
2 Enter amount from Part I, line 27a	2	903,118.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,236,970.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	6,236,970.

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 BROWN BROTHERS HARRIMAN-SEE STATEMENT			
b ATTACHED	P		
c BROWN BROTHERS HARRIMAN-SEE STATEMENT			
d ATTACHED	P		
e CAPITAL GAINS DIVIDENDS			

(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 252,881.		215,804.	37,077.
c			
d 1,630,973.		848,414.	782,559.
e 17,536.			17,536.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(j) FMV as of 12/31/69	(l) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a			
b			37,077.
c			
d			782,559.
e			17,536.

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	837,172.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		3	N/A

Part 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	134,533.	5,637,516.	.023864
2010	130,964.	5,201,584.	.025178
2009	70,555.	4,601,548.	.015333
2008	55,000.	3,929,047.	.013998
2007	152,503.	3,197,158.	.047700

2 Total of line 1, column (d)	2	.126073
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	.025215
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	7,061,945.
5 Multiply line 4 by line 3	5	178,067.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	9,678.
7 Add lines 5 and 6	7	187,745.
8 Enter qualifying distributions from Part XII, line 4	8	312,073.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	9,678.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	9,678.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	9,678.
6	Credits/Payments		
6a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	4,161.
6b	Exempt foreign organizations - tax withheld at source	6b	
6c	Tax paid with application for extension of time to file (Form 8868)	6c	
6d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	4,161.
8	Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	5,517.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

	Yes	No
1a		X
1b		X
1c		X
2		X
3		X
4a		X
4b		
5		X
6	X	
7	X	
8a		
8b	X	
9		X
10	X	

N/A

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)			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)			X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	X		
14	The books are in care of ▶ BROWN BROTHERS HARRIMAN TRUST CO Telephone no ▶ 212-493-8000 Located at ▶ 140 BORADWAY, NEW YORK, NY ZIP+4 ▶ 10005			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶		Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A <input type="checkbox"/>	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ▶		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

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). N/A

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? Yes No
 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? Yes No

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		0.	0.	0.

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

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

Total number of other employees paid over \$50,000 0

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

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

(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 ▶ 0

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
3 All other program-related investments See instructions	
Total. Add lines 1 through 3 ▶	0.

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	6,689,019.
b	Average of monthly cash balances	1b	480,468.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	7,169,487.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	7,169,487.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	107,542.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	7,061,945.
6	Minimum investment return. Enter 5% of line 5	6	353,097.

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	353,097.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	9,678.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	9,678.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	343,419.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	343,419.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	343,419.

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	312,073.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	312,073.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	9,678.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	302,395.

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				343,419.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 312,073.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				312,073.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				31,346.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

N/A

- 1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶
- b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year				(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)(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))

NONE

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

NONE

- 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
- Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

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

SEE STATEMENT 11

- 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 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				
CARON PENNSYLVANIA REHAB 243 NORTH GALEN HALL ROAD WERNERSVILLE, PA 19565	NONE	PUBLIC	GENERAL SUPPORT	3,000.
DICKINSON COLLEGE 50 MOORELAND AVE, CARLISLE PHILADELPHIA, PA 17013	NONE	PUBLIC	NAMING RIGHTS FOR FOOTBALL LOCKER ROOM - GARY M KNECHTEL	7,500.
HEART OF CAMDEN 1840 BROADWAY AVE CAMDEN, NJ 08104	NONE	PUBLIC	GENERAL SUPPORT	1,000.
HOPE PARTNERSHIP FOR EDUCATION 1701 N 8 ST PHILADELPHIA, PA 19122	NONE	PUBLIC	GENERAL SUPPORT	5,000.
KELLEY ROONEY FOUNDATION P.O. BOX 158 WAYNE, PA 19087	NONE	PUBLIC	GENERAL SUPPORT	2,000.
Total SEE CONTINUATION SHEET(S) ▶ 3a				307,558.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

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

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

OMB No 1545-0047

2012

Name of the organization

THE EFM FD, ME DOONER, PS DOONER
JR. D MURPHY, A BRENNAN & K LOFTUS, TTEE

Employer identification number

20-6967970

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

 501(c)() (enter number) organization 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation 527 political organization

Form 990-PF

 501(c)(3) exempt private foundation 4947(a)(1) nonexempt charitable trust treated as a private foundation 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

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

Special Rules

- For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

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

Name of organization THE EFM FD, ME DOONER, PS DOONER JR. D MURPHY, A BRENNAN & K LOFTUS, TTEE	Employer identification number 20-6967970
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Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	MARIE AND PETER DONNER 1400 WAVERLY ROAD-V65 GLADWYNE, PA 19035	\$ 128,362.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	MARIE AND PETER DONNER 1400 WAVERLY ROAD-V65 GLADWYNE, PA 19035	\$ 47,688.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
3	MARIE AND PETER DONNER 1400 WAVERLY ROAD-V65 GLADWYNE, PA 19035	\$ 20,078.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution.)
4	MARIE AND PETER DONNER 1400 WAVERLY ROAD-V65 GLADWYNE, PA 19035	\$ 55,061.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$ _____	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

Name of organization THE EFM FD, ME DOONER, PS DOONER JR. D MURPHY, A BRENNAN & K LOFTUS, TTEE	Employer identification number 20-6967970
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Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	2,150 SHARES DIAGEO PLC-SPONSORED	\$ 191,200.	01/31/12
2	4,000 SHARES EBAY INC	\$ 126,840.	01/27/12
3	7,500 SHARES LIBERTY INTERACTIVE	\$ 126,900.	01/27/12
		\$	
		\$	
		\$	

Name of organization THE EFM FD, ME DOONER, PS DOONER JR. D MURPHY, A BRENNAN & K LOFTUS, TTEE	Employer identification number 20-6967970
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
LANKENAU MEDICAL CENTER 100 E. LANCASTER AVE WYNNEWOOD, PA 19096	NONE	PUBLIC	GENERAL SUPPORT	10,000.
MERCY HOSPICE 334 S 13 ST PHILADELPHIA, PA 19107	NONE	PUBLIC	ANNUAL APPEAL	10,000.
OUR MOTHER OF SORROWS 1030 NORTH 48TH STREET PHILADELPHIA, PA 19131	NONE	PUBLIC	BELIEVING IN ACHIEVING	1,000.
PHILADELPHIA MUSEUM OF ART PO BOX 7646 PHILADELPHIA, PA 19101	NONE	PUBLIC	GENERAL SUPPORT AND PLEDGE FOR THE DOONER FAMILY GALLERY AT THE RODIN MUSEUM	37,000.
PROJECT H.O.M.E. 1515 FAIRMOUNT AVENUE PHILADELPHIA, PA 19130	NONE	PUBLIC	GENERAL SUPPORT	35,000.
PUGS FOUNDATION C/O LAW OFFICES OF D.J. CRAWFORD, 619 S WHITE HORSE PIKE AUDUBON, NJ 08106	NONE	PUBLIC	GENERAL SUPPORT	1,000.
SAINT JOSEPH CARPENTER SOCIETY 20 CHURCH STREET CAMDEN, NJ 08105	NONE	PUBLIC	GENERAL SUPPORT	5,000.
SOCIETY OF THE HOLY CHILD JESUS 1341 MONTGOMERY AVE BRYN MAWR, PA 19010	NONE	PUBLIC	GENERAL SUPPORT AND ELEVATOR REPAIR CYLINDER AND OIL LINE REPLACEMENT	31,958.
ST DOROTHY CHURCH 4910 TOWNSHIP LINE RD DREXEL HILL, PA 19026	NONE	PUBLIC	FOR HUNGRY & NEEDY, FAMILY TO FAMILY, NEEDED REPAIRS AND OTHER GENERAL EXPENSE	3,000.
ST JOSEPH'S PREPARATORY SCHOOL 1733 W. GIRARD AVE PHILADELPHIA, PA 19130	NONE	PUBLIC	CAMPAIGN FOR THE SCIENCES	12,000.
Total from continuation sheets				289,058.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
WOMEN'S AUXILLARY FOR ST. EDMONDS FOR CHILDREN 320 S ROBERTS ROAD BRYN MAWR, PA 19010	NONE	PUBLIC	GENERAL SUPPORT & CONSTRUCTION OF SPECIAL MEDICAL UNIT	52,000.
ST. JOHN'S HOSPICE 21S 13TH ST PHILADELPHIA PHILADELPHIA, PA 19107	NONE	PUBLIC	ANNUAL FUND	12,500.
VILLANOVA UNIVERSITY 800 E LANCASTER AVENUE VILLANOVA, PA 19085	NONE	PUBLIC	GENERAL SUPPORT	10,000.
THE AGNES IRWIN SCHOOL 275 S ITHAN AVE BRYN MAWR, PA 19010	NONE	PUBLIC	DARE TO DO MORE CAMPAIGN	7,500.
ST CATHERINE LABOURE MEDICAL CLINIC 5838 GERMANTOWN AVE. PHILADELPHIA, PA 19144	NONE	PUBLIC	GENERAL SUPPORT	5,000.
HANDS TOGETHER 210 CHURCH ST. WILLOW GROVE, PA 19090	NONE	PUBLIC	GENERAL SUPPORT	5,000.
ST. MARTIN DE PORRES SCHOOL 2300 WEST LEHIGH AVE PHILADELPHIA, PA 19132	NONE	PUBLIC	GENERAL SUPPORT	2,000.
WOMEN OF HOPE 1210 LOMBARD ST PHILADELPHIA, PA 19147	NONE	PUBLIC	GENERAL SUPPORT	5,000.
CENTER FOR FOOD ACTION HURRICANE SANDY RELIEF 192 W DEMAREST AVE, ENGLEWOOD, NJ ENGLEWOOD, NJ 07631	NONE	PUBLIC	GENERAL SUPPORT	1,000.
ST MICHAELS ASSOC. FOR SPECIAL EDUCATION P.O. BOX 100 ST MICHALES, AZ 86511	NONE	PUBLIC	GENERAL SUPPORT	2,500.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNIVERSITY OF SCRANTON 800 LINDEN ST, SCRANTON, PA 18510 SCRANTON, PA 18510	NONE	PUBLIC	FOR ISP AND CENTER FOR SERVICE AND SOCIAL JUSTICE	5,000.
LOWER MERION LIBRARY SYSTEM 75 EAST LANCASTER AVE ARDMORE, PA 19003	NONE	PUBLIC	GENERAL SUPPORT	2,000.
UNIVERSITY OF RICHMOND 28 WESTHAMPTON RICHMOND, VA 23173	NONE	PUBLIC	GENERAL SUPPORT	2,000.
BRIAN H. EARLY FOUNDATION 4 WICKLOW COURT WAYNE, PA 19087	NONE	PUBLIC	GENERAL SUPPORT	3,000.
GESU SCHOOL 1700 WEST THOMPSON STREET PHILADELPHIA, PA 19121	NONE	PUBLIC	GENERAL SUPPORT	4,000.
BETHESDA PROJECT 1630 SOUTH ST PHILADELPHIA, PA 19146	NONE	PUBLIC	GENERAL SUPPORT	2,000.
BLESSED VIRGIN MARY SCHOOL 51 MACDADE BLVD DARBY, PA 19023	NONE	PUBLIC	FOR CAPITAL IMPROVEMENTS	4,000.
GO HAWKS FUND C/O NEWTON FOODS SCHOLARSHIPS 601 CORPORATE DR W LANGHORNE, PA 19047, PA 19047	NONE	PUBLIC	GENERAL SUPPORT	2,000.
ST CHARLES BORROMEO SEMINARY 100 E WYNNEWOOD RD LOWER MERION, PA 19096	NONE	PUBLIC	SEMINARY APPEAL	1,600.
LA SALLE COLLEGE HIGH SCHOOL 8605 W CHELTENHAM AVE WYNDMOOR, PA 19038	NONE	PUBLIC	GENERAL SUPPORT	5,000.
Total from continuation sheets				

BROWN BROTHERS HARRIMAN AND CO Run on 1/22/2013 10:45:38 AM

Realized Gain/Loss Report

Start Date: 01/01/2012

End Date: 12/31/2012

Account: 1035000737

Administrator: FRANCIS T. SCHICKLING JR. 215-864-8826

THE EFM FOUNDATION UNDER AGREEMENT OF TRUST OF MARIE E.

DOONER AND PETER S. DOONER, JR. DATED 5/11/ 06

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** SHORT TERM CAPITAL GAIN (LOSS)					
175 SHARES OF WAL-MART STORES INC	06/07/2012	01/06/2012	11,545.10	10,346.00	1,199.10 Covered
75 SHARES OF WAL-MART STORES INC	07/02/2012	01/06/2012	5,193.09	4,434.00	759.09 Covered
200 SHARES OF DIAGEO PLC- SPONSORED ADR	08/21/2012	01/06/2012	21,292.00	17,406.00	3,886.00 Covered
250 SHARES OF EBAY INC	08/27/2012	11/18/2011	11,756.48	7,511.90	4,244.58 Covered
775 SHARES OF EBAY INC	08/27/2012	01/06/2012	36,445.11	23,844.12	12,600.99 Covered
2.367 SHARES OF LIBERTY VENTURES - RTS	09/18/2012	09/30/2011	27.84	21.33	6.51 Covered
3 883 SHARES OF LIBERTY VENTURES - RTS	09/18/2012	10/03/2011	45.67	35.01	10.66 Covered
16 667 SHARES OF LIBERTY VENTURES - RTS	09/18/2012	01/06/2012	196.05	173.42	22.63 Covered
8 SHARES OF LIBERTY VENTURES SER A	08/28/2012	01/06/2012	37.93	33.03	4.90 Covered
200 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	10/05/2012	01/06/2012	18,114.96	11,840.00	6,274.96 Covered
14036.886 SHARES OF T ROWE PRICE INST HIGH YIELD	12/05/2012	06/25/2012	137,000.00	131,806.36	5,193.64 Covered
49 2 SHARES OF LIBERTY VENTURES SER A	12/11/2012	01/06/2012	2,903.11	2,031.38	871.73 Covered
125 SHARES OF BAXTER INTL INC	12/19/2012	06/08/2012	8,323.36	6,321.11	2,002.25 Covered
** TOTAL SHORT TERM CAPITAL GAIN (LOSS)			252,880.70	215,803.66	37,077.04
** LONG TERM CAPITAL GAIN (LOSS)					
10000 SHARES OF LIBERTY GLOBAL INC COM SER A	01/06/2012	11/28/2008	416,266.00	137,116.00	279,150.00 Non Covered
75 SHARES OF ECOLAB INC	01/19/2012	02/08/2010	4,517.48	3,291.54	1,225.94
50 SHARES OF ECOLAB INC	01/19/2012	02/10/2010	3,011.65	2,192.18	819.47
175 SHARES OF ECOLAB INC	01/19/2012	11/17/2010	10,540.79	8,375.50	2,165.29
46.44 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE 2.375% 01/01/2018	01/25/2012	11/19/1993	46.44	46.45	0.01
75 SHARES OF ECOLAB INC	02/01/2012	02/10/2010	4,545.53	3,288.27	1,257.26
51 SHARES OF ECOLAB INC	02/01/2012	02/12/2010	3,090.96	2,117.97	972.99
94 SHARES OF ECOLAB INC	02/02/2012	02/12/2010	5,704.45	3,903.71	1,800.74
125 SHARES OF VISA INC- CL.A SHARES	02/09/2012	12/06/2010	14,141.74	9,694.41	4,447.33

125 SHARES OF- VISA INC- CL.A SHARES	02/09/2012	12/16/2010	14,141.73	9,493.38	4,648.35
141.12 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE 2.375% 01/01/2018	02/27/2012	11/19/1993	141.12	141.16	0.04
350 SHARES OF VISA INC- CL A SHARES	02/27/2012	12/16/2010	40,938.79	26,581.45	14,357.34
352.01 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE 2.375% 01/01/2018	03/26/2012	11/19/1993	352.01	352.11	0.10
125 SHARES OF VISA INC- CL A SHARES	03/26/2012	12/16/2010	15,007.58	9,493.37	5,514.21
99 SHARES OF VISA INC- CL A SHARES	03/26/2012	03/23/2011	11,886.01	7,130.17	4,755.84 Covered
70 SHARES OF VISA INC- CL.A SHARES	03/27/2012	03/23/2011	8,399.70	5,041.53	3,358.17 Covered
20 SHARES OF VISA INC- CL A SHARES	03/28/2012	03/23/2011	2,400.99	1,440.44	960.55 Covered
25 SHARES OF VISA INC- CL.A SHARES	04/03/2012	12/17/2010	2,999.19	1,693.51	1,305.68
11 SHARES OF VISA INC- CL A SHARES	04/03/2012	03/23/2011	1,319.64	792.24	527.40 Covered
242 SHARES OF VISA INC- CL A SHARES	04/17/2012	12/17/2010	29,579.39	16,393.23	13,186.16
107 SHARES OF ECOLAB INC	04/17/2012	04/15/2009	6,703.29	3,999.33	2,703.96
130 SHARES OF ECOLAB INC	04/17/2012	02/12/2010	8,144.18	5,398.74	2,745.44
178 SHARES OF ECOLAB INC	04/18/2012	04/14/2009	11,130.22	6,612.98	4,517.24
43 SHARES OF ECOLAB INC	04/18/2012	04/15/2009	2,688.76	1,607.21	1,081.55
334.85 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE 2.375% 01/01/2018	04/25/2012	11/19/1993	334.85	334.95	0.10
55 SHARES OF ECOLAB INC	04/20/2012	04/14/2009	3,424.54	2,043.34	1,381.20
167 SHARES OF ECOLAB INC	04/25/2012	04/14/2009	10,416.04	6,204.32	4,211.72
158 SHARES OF VISA INC- CL.A SHARES	04/26/2012	12/17/2010	19,343.97	10,703.01	8,640.96
100,000 UNITS OF FEDERAL NATIONAL MTGE ASSN 4.875% 05/18/2012	05/18/2012	09/13/2007	100,000.00	100,464.05	464.05
239.5 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE 2.375% 01/01/2018	05/25/2012	11/19/1993	239.50	239.57	0.07
182.35 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE 2.375% 01/01/2018	06/25/2012	11/19/1993	182.35	182.40	0.05
361 SHARES OF COMCAST CORP CL A	06/20/2012	07/30/2007	11,263.60	9,757.29	1,506.31
414 SHARES OF COMCAST CORP CL A	06/27/2012	07/30/2007	12,869.15	11,189.80	1,679.35
325 SHARES OF WAL-MART STORES INC	07/02/2012	11/17/2010	22,503.37	17,465.50	5,037.87
175 SHARES OF WAL-MART STORES INC	07/17/2012	03/31/2009	12,769.73	8,988.88	3,780.85
100 SHARES OF WAL-MART STORES INC	07/17/2012	02/25/2010	7,296.98	5,367.21	1,929.77
100 SHARES OF WAL-MART STORES INC	07/17/2012	11/17/2010	7,296.99	5,374.00	1,922.99
240.3 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE 2.375% 01/01/2018	07/25/2012	11/19/1993	240.30	240.37	0.07
25 SHARES OF	07/27/2012	12/27/2006	1,864.41	1,276.95	587.46

WAL-MART STORES INC 250 SHARES OF	07/27/2012	03/31/2009	18,644.14	12,841.25	5,802.89	
WAL-MART STORES INC 100 SHARES OF	08/03/2012	12/27/2006	7,455.47	5,107.82	2,347.65	
WAL-MART STORES INC 12 SHARES OF	08/03/2012	02/18/2009	894.66	595.02	299.64	
WAL-MART STORES INC 30 SHARES OF	08/06/2012	01/15/2008	2,236.74	1,410.30	826.44	
WAL-MART STORES INC 188 SHARES OF	08/06/2012	02/18/2009	14,016.89	9,321.98	4,694.91	
WAL-MART STORES INC 220 SHARES OF	08/08/2012	01/15/2008	16,383.05	10,342.20	6,040.85	
WAL-MART STORES INC 325 SHARES OF	08/21/2012	10/06/2008	34,599.51	19,403.51	15,196.00	
DIAGEO PLC- SPONSORED ADR 286 SHARES OF	08/21/2012	10/06/2008	30,447.56	17,075.09	13,372.47	Non Covered
DIAGEO PLC- SPONSORED ADR 200 SHARES OF	08/21/2012	10/08/2008	21,292.00	11,957.94	9,334.06	
DIAGEO PLC- SPONSORED ADR 75 SHARES OF	08/21/2012	10/14/2009	7,984.51	4,614.32	3,370.19	
DIAGEO PLC- SPONSORED ADR 75 SHARES OF	08/21/2012	10/15/2009	7,984.50	4,689.63	3,294.87	
DIAGEO PLC- SPONSORED ADR 150 SHARES OF	08/21/2012	10/16/2009	15,969.00	9,376.20	6,592.80	
DIAGEO PLC- SPONSORED ADR 125 SHARES OF	08/21/2012	02/26/2010	13,307.50	8,105.57	5,201.93	
DIAGEO PLC- SPONSORED ADR 250 SHARES OF	08/21/2012	11/17/2010	26,615.01	18,565.00	8,050.01	
DIAGEO PLC- SPONSORED ADR 145.83 UNITS OF	08/27/2012	11/19/1993	145.83	145.87	0.04	
FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE 2.375% 01/01/2018						
DIAGEO PLC- SPONSORED ADR 739 SHARES OF	08/22/2012	10/06/2008	78,718.58	44,120.59	34,597.99	Non Covered
DIAGEO PLC- SPONSORED ADR 10 SHARES OF	08/27/2012	06/13/2011	470.26	298.72	171.54	Covered
EBAY INC 2525 SHARES OF	08/28/2012	01/23/2009	118,631.19	30,103.56	88,527.63	
EBAY INC 625 SHARES OF	08/28/2012	01/23/2009	29,364.15	7,451.25	21,912.90	Non Covered
EBAY INC 415 SHARES OF	08/28/2012	06/13/2011	19,497.80	12,396.88	7,100.92	Covered
EBAY INC 335 SHARES OF	09/06/2012	01/23/2009	16,408.30	3,993.87	12,414.43	Non Covered
EBAY INC 90 SHARES OF	09/07/2012	01/23/2009	4,409.03	1,072.98	3,336.05	Non Covered
EBAY INC 50.38 UNITS OF	09/25/2012	11/19/1993	50.38	50.39	0.01	
FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE 2.375% 01/01/2018						
EBAY INC 376 SHARES OF	09/21/2012	01/23/2009	18,788.33	4,482.67	14,305.66	Non Covered
LIBERTY VENTURES - RTS 58.333 SHARES OF	09/18/2012	01/15/2008	686.15	546.14	140.01	
LIBERTY VENTURES - RTS 124.067 SHARES OF	09/18/2012	11/28/2008	1,459.35	202.58	1,256.77	Non Covered
LIBERTY VENTURES - RTS 9.167 SHARES OF	09/18/2012	02/18/2009	107.83	17.98	89.85	
LIBERTY VENTURES - RTS 14.583 SHARES OF	09/18/2012	04/30/2009	171.53	48.52	123.01	
LIBERTY VENTURES - RTS 4.933 SHARES OF	09/18/2012	09/06/2011	58.02	44.47	13.55	Covered
LIBERTY VENTURES - RTS 1 SHARES OF	10/05/2012	11/28/2008	13.59	1.52	12.07	Covered
LIBERTY VENTURES - RTS 208 SHARES OF	10/05/2012	08/18/2011	18,839.55	11,343.92	7,495.63	Covered
ANHEUSER-BUSCH INBEV SPN ADR						

133 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	10/15/2012	08/18/2011	11,548.72	7,253.57	4,295.15	Covered
59 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	10/15/2012	09/06/2011	5,123.12	3,092.05	2,031.07	Covered
69.71 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE 2.375% 01/01/2018	10/25/2012	11/19/1993	69.71	69.73	0.02	-
270 SHARES OF WASTE MANAGEMENT INC	11/06/2012	12/01/2006	8,700.25	9,868.50	1,168.25	-
125 SHARES OF WASTE MANAGEMENT INC	11/06/2012	10/16/2007	4,027.90	4,739.46	711.56	-
210 SHARES OF WASTE MANAGEMENT INC	11/07/2012	12/01/2006	6,718.80	7,675.50	956.70	-
20 SHARES OF WASTE MANAGEMENT INC	11/08/2012	12/01/2006	639.44	731.00	91.56	-
172 SHARES OF WASTE MANAGEMENT INC	11/08/2012	11/17/2010	5,499.18	6,007.96	508.78	-
50.73 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE 2.375% 01/01/2018	11/26/2012	11/19/1993	50.73	50.74	0.01	-
78 SHARES OF WASTE MANAGEMENT INC	11/21/2012	11/17/2010	2,493.65	2,724.54	230.89	-
309 SHARES OF EBAY INC	12/06/2012	01/23/2009	16,062.69	3,683.90	12,378.79	Non Covered
366 SHARES OF EBAY INC	12/11/2012	01/23/2009	19,042.85	4,363.45	14,679.40	Non Covered
175 SHARES OF LIBERTY VENTURES SER A	12/11/2012	01/15/2008	10,326.10	6,501.17	3,824.93	
375 SHARES OF LIBERTY VENTURES SER A	12/11/2012	11/28/2008	22,127.35	2,429.56	19,697.79	Non Covered
27.5 SHARES OF LIBERTY VENTURES SER A	12/11/2012	02/18/2009	1,622.68	213.97	1,408.71	
43.75 SHARES OF LIBERTY VENTURES SER A	12/11/2012	04/30/2009	2,581.52	577.59	2,003.93	
14.8 SHARES OF LIBERTY VENTURES SER A	12/11/2012	09/06/2011	873.29	529.40	343.89	Covered
7.1 SHARES OF LIBERTY VENTURES SER A	12/11/2012	09/30/2011	418.95	253.97	164.98	Covered
11.65 SHARES OF LIBERTY VENTURES SER A	12/11/2012	10/03/2011	687.42	416.70	270.72	Covered
25 SHARES OF BAXTER INTL INC	12/19/2012	04/22/2010	1,664.67	1,256.42	408.25	
400 SHARES OF BAXTER INTL INC	12/19/2012	11/17/2010	26,634.76	20,304.00	6,330.76	
204.28 UNITS OF FEDERAL NATIONAL MTGE ASSN POOL #59966 ADJ RATE 2.375% 01/01/2018	12/26/2012	11/19/1993	204.28	204.34	0.06	-
625 SHARES OF DIAGEO PLC- SPONSORED ADR	12/20/2012	10/06/2008	75,124.26	37,314.44	37,809.82	Non Covered
375 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	12/20/2012	09/06/2011	33,405.60	19,652.85	13,752.75	Covered
159 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	12/27/2012	08/11/2011	13,948.43	7,973.54	5,974.89	Covered
91 SHARES OF ANHEUSER-BUSCH INBEV SPN ADR	12/27/2012	09/06/2011	7,983.06	4,769.09	3,213.97	Covered
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			1,630,973.24	848,413.70	782,559.54	

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BROWN BROTHERS HARRIMAN & CO	164,400.	17,536.	146,864.
BROWN BROTHERS HARRIMAN & CO	7,003.	0.	7,003.
TOTAL TO FM 990-PF, PART I, LN 4	171,403.	17,536.	153,867.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME
2011 OVERPAYMENT APPLIED TO 2012	361.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	361.	0.	

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	4,500.	0.		4,500.
TO FORM 990-PF, PG 1, LN 16B	4,500.	0.		4,500.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVESTMENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT ADVISORY FEES	20,411.	20,411.		0.
TO FORM 990-PF, PG 1, LN 16C	20,411.	20,411.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAX PAID	2,691.	2,691.		0.	
FEDERAL EXCISE TAXES	4,161.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	6,852.	2,691.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
PA FILING FEE	15.	0.		15.	
ADR FEES	135.	135.		0.	
TO FORM 990-PF, PG 1, LN 23	150.	135.		15.	

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	7
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
VARIOUS, SEE ATTACHED STMT 12	X		99,231.	103,044.
TOTAL U.S. GOVERNMENT OBLIGATIONS			99,231.	103,044.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			99,231.	103,044.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
VARIOUS, SEE ATTACHED STMT 12	5,430,309.	6,584,112.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,430,309.	6,584,112.	

FORM 990-PF	MORTGAGE LOANS	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
VARIOUS, SEE ATTACHED STMT 12	1,580.	1,576.	
TOTAL TO FORM 990-PF, PART II, LINE 12	1,580.	1,576.	

FORM 990-PF	PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS	STATEMENT	10
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NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
MARIE E. DOONER 1400 WAVERLY ROAD-V65 GLADWYNE, PA 19035	TRUSTEE 1.00	0.	0.	0.
PETER S. DOONER 1400 WAVERLY ROAD-V65 GLADWYNE, PA 19035	TRUSTEE 1.00	0.	0.	0.
DIANE DOONER MURPHY 1941 KIMBERWICK ROAD MEDIA, PA 19063	TRUSTEE 1.00	0.	0.	0.
AMY E. BRENNAN 1247 BON AIR ROAD HAVERTOWN, PA 19083	TRUSTEE 1.00	0.	0.	0.
KATERINE DOONER LOFTUS 220 CURWEN ROAD ROSEMONT, PA 19010	TRUSTEE 1.00	0.	0.	0.

THOMAS A. DOONER	TRUSTEE			
321 MIDLAND AVENUE	1.00	0.	0.	0.
WAYNE, PA 19087				

PETER S. DOONER, III	TRUSTEE			
103 CURWEN CIRCLE	1.00	0.	0.	0.
ROSEMONT, PA 19010				

TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		<u>0.</u>	<u>0.</u>	<u>0.</u>
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FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 11

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

THE EFM FDN, C/O M.G. THOMPSON, ESQ
COZEN O'CONNOR, 1900 MARKET STREET
PHILADELPHIA, PA 19103

TELEPHONE NUMBER

215-665-6959

FORM AND CONTENT OF APPLICATIONS

THE FOUNDATION HAS NO REQUIRED FORM. ALL INFORMATION THAT THE REQUESTING ORGANIZATION DEEMS APPROPRIATE SHOULD BE SUBMITTED.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THERE ARE NO RESTRICTIONS OR LIMITATIONS ON AWARDS OTHER THAN THEY BE USED FOR QUALIFIED PURPOSES.

Statement Period
 Account Number

01/01/2012 through 12/31/2012
 1035000737
 THE EFM FOUNDATION UNDER
 AGREEMENT OF TRUST OF MARIE E
 DOONER AND PETER S DOONER, JR
 DATED 5/11/06

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL EST ANN GAIN/LOSS	INCOME	YTM	% GRP	% MKT
	FIXED INCOME										
	TAXABLE BONDS										
	U S GOV'T OBLIGATIONS										
100.000	FEDERAL HOME LOAN BANKS 4 5% 09/16/2013 DUR 0 72 YRS CY 4 37%	103.044	103,044.00	99.23	99,230.56	1,313	3,813	4,500	0.20	33.27	1.39
	TOTAL U S GOV'T OBLIGATIONS		103,044.00		99,230.56		3,813	4,500		100.00	1.39

STMT 12

Statement Period: 01/01/2012 through 12/31/2012
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Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
1,579.47	MORTGAGE BACKED SECURITIES FEDERAL NATIONAL MTGE ASSN POOL 99 775 #59966 ADJ RATE 2.375% 01/01/2018 DUR 0.46 YRS CY 2.38%	1,575.92	1,575.94	100.03	1,579.94	3	4	38	2.32	0.51	0.02
	TOTAL MORTGAGE BACKED SECURITIES	1,575.92	1,579.94				4	38		100.00	0.02
18,248.175	FIXED INCOME MUTUAL FUNDS PIMCO TOTAL RETURN FUND	11.24	205,109.49	10.96	200,000.00	482	5,109	6,642		66.22	2.77
	TOTAL FIXED INCOME MUTUAL FUNDS	205,109.49	205,109.49		200,000.00		5,109	6,642		100.00	2.77
	TOTAL TAXABLE BONDS	309,729.41	309,729.41		300,810.50		8,918	11,180		100.00	4.18
	HIGH YIELD BONDS										
22,946.103	FIXED INCOME MUTUAL FUNDS T ROWE PRICE INST HIGH YIELD	9.76	223,953.97	9.29	213,193.64	1,397	10,760	16,613		100.00	3.02
	TOTAL FIXED INCOME MUTUAL FUNDS	223,953.97	223,953.97		213,193.64		10,760	16,613		100.00	3.02
	TOTAL HIGH YIELD BONDS	223,953.97	223,953.97		213,193.64		10,760	16,613		100.00	3.02
	STRATEGIC RESERVES										
141,446.754	FIXED INCOME MUTUAL FUNDS BBH LIMITED DURATION FUND CL N	10.40	1,471,046.24	9.96	1,408,964.25	0	62,082	25,036		100.00	19.87

STMT 12

STATEMENT OF ACCOUNT

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 DATED 5/11/06

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL EST ANN GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
	TOTAL FIXED INCOME MUTUAL FUNDS		1,471,046.24		1,408,964.25		62,082	25,036		100.00	19.87
	TOTAL STRATEGIC RESERVES		1,471,046.24		1,408,964.25		62,082	25,036		100.00	19.87
	TOTAL FIXED INCOME		2,004,729.62		1,922,968.39		81,760	52,829		100.00	27.07
	EQUITY										
	US LARGE CAP EQUITY										
	CONSUMER DISCRETIONARY										
1.075	BED BATH & BEYOND INC	55.91	60,103.25	57.20	61,489.82	0	1,387.	0		1.44	0.81
6.875	COMCAST CORP CL A	37.36	256,850.00	19.66	135,189.51	1,117	121,660	4,469		6.16	3.47
14.096	LIBERTY INTERACTIVE A	19.68	277,409.28	6.61	93,242.93	0	184,166	0		6.65	3.75
2.725	TARGET CORP	59.17	161,238.25	51.91	141,450.27	0	19,788	3,924		3.87	2.18
	TOTAL CONSUMER DISCRETIONARY		755,600.78		431,372.53		324,227	8,393		100.00	10.21
	CONSUMER STAPLES										
425	ANHEUSER-BUSCH INBEV SPN ADR	87.41	37,149.25	49.76	21,146.14	0	16,003	550		0.89	0.50
1.025	DIAGEO PLC- SPONSORED ADR	116.58	119,494.50	55.85	57,245.70	0	62,249	2,843		2.87	1.61
3.200	NESTLE S A SPONS ADR	65.17	208,544.00	37.30	119,375.01	0	89,169	5,670		5.00	2.82
1.600	PEPSICO INC	68.43	109,488.00	58.88	94,200.24	860	15,288	3,440		2.63	1.48
1.125	WAL-MART STORES INC	68.23	76,758.75	46.39	52,183.75	0	24,575	1,789		1.84	1.04
	TOTAL CONSUMER STAPLES		551,434.50		344,150.84		207,284	14,292		100.00	7.45

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Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL EST ANN GAIN/LOSS	YTM	% GRP	% MKT
ENERGY										
1.025	EOG RESOURCES INC	120 79	123,809 75	93 82	96,165 32	0	27,644	697	2 97	1 67
1.400	OCCIDENTAL PETROLEUM CORP	76 61	107,254 00	48 90	68,455 97	0	38,798	3,024	2 57	1 45
3.200	SOUTHWSTN ENERGY CO	33 41	106,912 00	36 14	115,662 87	0	8,751	0	2 56	1 44
TOTAL ENERGY										
			337,975 75		280,284 16		57,691	3,721	100 00	4 56
FINANCIALS										
2.875	BERKSHIRE HATHAWAY INC-CL B	89 70	257,887 50	71 18	204,650 32	0	53,237	0	6 19	3 48
2.225	CHUBB CORP	75 32	167,587 00	49 33	109,767 47	912	57,820	3,649	4 02	2 26
6.175	PROGRESSIVE CORP OHIO	21 10	130,292 50	16 84	103,968 62	0	26,324	2,513	3 13	1 76
6.775	U S BANCORP	31 94	216,393 50	24 05	162,940 39	1,321	53,453	5,285	5 19	2 92
4.475	WELLS FARGO & CO	34 18	152,955 50	30 89	138,225 83	0	14,730	3,938	3 67	2 07
TOTAL FINANCIALS										
			925,116 00		719,552 63		205,564	15,385	100 00	12 49
HEALTHCARE										
2.650	BAXTER INTL INC	66 66	176,649 00	47 56	126,025 03	1,440	50,624	4,770	4 24	2 39
2.675	DENTSPLY INTL INC	39 61	105,956 75	28 90	77,314 00	147	28,643	589	2 54	1 43
1.525	JOHNSON & JOHNSON	70 10	106,902 50	62 82	95,798 88	0	11,104	3,721	2 56	1 44
3.075	NOVARTIS AG - ADR	63 30	194,647 50	52 39	161,111 39	0	33,536	6,476	4 67	2 63
1.100	HENRY SCHEIN INC COM STK	80 42	88,462 00	64 14	70,559 33	0	17,903	0	2 12	1 19
TOTAL HEALTHCARE										
			672,617 75		530,808 63		141,810	15,556	100 00	9 08

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Schedule Of Principal Investments

UNITS	SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
		INDUSTRIALS										
4,000		WASTE MANAGEMENT INC	33.74	134,960.00	29.87	119,464.28	0	15,496	5,680		3.24	1.82
		TOTAL INDUSTRIALS		134,960.00		119,464.28		15,496	5,680		100.00	1.82
		INFORMATION TECHNOLOGY										
1,525		AUTOMATIC DATA PROCESSING INC	56.93	86,818.25	39.93	60,897.24	663	25,921	2,654		2.08	1.17
5,200		DELL INC	10.14	52,728.00	20.55	106,855.49	416	54,127.	1,664		1.26	0.71
1,899		EBAY INC	50.9977	96,844.63	11.92	22,639.88	0	74,205	0		2.32	1.31
269		GOOGLE INC CL A	707.38	190,285.22	591.74	159,177.14	0	31,108	0		4.56	2.57
3,950		MICROSOFT CORP	26.7097	105,503.32	24.80	97,940.68	0	7,563	3,634		2.53	1.42
2,125		QUALCOMM INC	61.8596	131,451.65	59.60	126,652.47	0	4,799	2,125		3.15	1.78
		TOTAL INFORMATION TECHNOLOGY		663,631.07		574,162.90		89,469	10,077		100.00	8.96
		MATERIALS										
1,400		CELANESE CORP SERIES A	44.53	62,342.00	43.31	60,632.75	0	1,709	420		1.50	0.84
600		PRAXAIR INC	109.45	65,670.00	104.41	62,647.16	0	3,023	1,320		1.58	0.89
		TOTAL MATERIALS		128,012.00		123,279.91		4,732	1,740		100.00	1.73
		TOTAL US LARGE CAP EQUITY		4,169,347.85		3,123,075.88		1,046,273	74,844		100.00	56.30
		US SMALL/MID CAP EQUITY										

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DATED 5/11/06

Schedule Of Principal Investments

UNITS/SHARES	DESCRIPTION	UNIT PRICE	MKT VALUE	UNIT COST	COST	ACCR INC	UNREAL GAIN/LOSS	EST ANN INCOME	YTM	% GRP	% MKT
SA SMALL CAP EQUITY FUNDS											
6,118 143	LONGLEAF PARTNERS SMALL CAP FD	28 88	176,691 97	23 71	145,074 99	0	31,617	61	100 00	100 00	2 39
	TOTAL SA SMALL CAP EQUITY FUNDS		176,691 97		145,074 99		31,617	61	100 00	100 00	2 39
	TOTAL US SMALL/MID CAP EQUITY		176,691 97		145,074 99		31,617	61	100 00	100 00	2 39
NON-US DEVELOPED EQUITY											
BBH INTERNATIONAL EQ FUNDS											
10,295 046	BBH INTERNATIONAL EQUITY FUND CL	13 26	136,512 31	12 63	130,000 00	0	6,512	3,418	100 00	100 00	1 84
	TOTAL BBH INTERNATIONAL EQ FUNDS		136,512 31		130,000 00		6,512	3,418	100 00	100 00	1 84
	TOTAL NON-US DEVELOPED EQUITY		136,512 31		130,000 00		6,512	3,418	100 00	100 00	1 84
EMERGING MARKETS EQUITY											
11,983 906	SA EMERGING MARKETS EQUITY	16 81	201,449 46	17 52	210,000 00	0	8,551-	1,917	100 00	100 00	2 72
	T ROWE PRICE NEW ASIA FUND		201,449 46		210,000 00		8,551-	1,917	100 00	100 00	2 72
	TOTAL SA EMERGING MARKETS EQUITY		201,449 46		210,000 00		8,551-	1,917	100 00	100 00	2 72
	TOTAL EMERGING MARKETS EQUITY		201,449 46		210,000 00		8,551-	1,917	100 00	100 00	2 72
	TOTAL EQUITY		4,684,001 59		3,608,150 87		1,075,851	80,240	100 00	100 00	63 25

STMT 12