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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation THE BAILEY FOUNDATION		A Employer identification number 20-7397593	
Number and street (or P O box number if mail is not delivered to street address) 3625 QUAKERBRIDGE ROAD		B Telephone number (see instructions) (609) 924-3459	
City or town, state, and ZIP code HAMILTON, NJ 08619		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 706,549		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	2,505			
	2 Check <input checked="" 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.	14,514	14,336		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	10,462			
	b Gross sales price for all assets on line 6a _____ 242,456				
	7 Capital gain net income (from Part IV , line 2)		10,462		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	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	27,481	24,798		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	2,505	1,253		0
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	567	567		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	7,628	7,628		0
	24 Total operating and administrative expenses. Add lines 13 through 23	10,700	9,448		0
	25 Contributions, gifts, grants paid	35,500			35,500
	26 Total expenses and disbursements. Add lines 24 and 25	46,200	9,448		35,500
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-18,719			
	b Net investment income (if negative, enter -0-)		15,350		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	40,510	39,519	39,519
	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 page 15 of the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	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)	577,514	559,786	667,030
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	618,024	599,305	706,549
	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)			
Net Assets or Fund Balances	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	0	0	
		Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> 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 ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	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	618,024	599,305	
	30	Total net assets or fund balances (see page 17 of the instructions)	618,024	599,305	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	618,024	599,305	

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	618,024
2	Enter amount from Part I, line 27a	2	-18,719
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	599,305
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	599,305

Part IV

Capital Gains and Losses for Tax on Investment Income

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

2	Capital gain net income or (net capital loss)	<div><div>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</div></div>	2	10,462
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) <div>If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8</div>		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 page 18 of 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	29,245	709,958	0 041193
2010	8,833	632,009	0 013976
2009	9,994	401,536	0 024889
2008	0	16,417	0 000000
2007	0	0	0 000000


2	Total of line 1, column (d).	2	0 080058
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 016012
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	687,985
5	Multiply line 4 by line 3.	5	11,016
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	154
7	Add lines 5 and 6.	7	11,170
8	Enter qualifying distributions from Part XII, line 4.	8	35,500

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	154
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	154
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	154
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2,120	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c		
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	2,120
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	1,966
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/>	1,966	Refunded <input checked="" type="checkbox"/>	0

Part VII-AStatements Regarding Activities

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?		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
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		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> NJ			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶THE FOUNDATION Telephone no ▶(609) 924-3459 Located at ▶AS ADDRESSED HAMILTON NJ ZIP +4 ▶08619			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> 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		No
See 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? <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 page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <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		No
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 ▶ 20____, 20____, 20____, 20____			
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 ▶ 20____, 20____, 20____, 20____			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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
DEBORAH D BAILEY	TRUSTEE	0	0	0
3625 QUAKERBRIDGE ROAD HAMILTON,NJ 08619	1 00			
ROBIN COOK HINDERY	TRUSTEE	0	0	0
3625 QUAKERBRIDGE ROAD HAMILTON,NJ 08619	1 00			
CONRAD L DRUKER	TRUSTEE	0	0	0
3625 QUAKERBRIDGE ROAD HAMILTON,NJ 08619	1 00			
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				
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 (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over \$50,000 for professional services.		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	
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	
2	
All other program-related investments. See page 24 of the instructions.	
3	
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	656,951
b	Average of monthly cash balances.	1b	41,511
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	698,462
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	698,462
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	10,477
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	687,985
6	Minimum investment return. Enter 5% of line 5.	6	34,399

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	34,399
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	154
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	154
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	34,245
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	34,245
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	34,245

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	35,500
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	35,500
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	154
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	35,346
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				34,245
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			35,418	
b Total for prior years 20__, 20__, 20__		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 ▶ \$ 35,500				
a Applied to 2011, but not more than line 2a			35,418	
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.				82
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 instructions			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				34,163
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .	0			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	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 XIVPrivate Operating Foundations (see instructions and Part VII-A, question 9)

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

b

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines



d

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

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i> FOUNDATION OF MORRIS HALL ONE BISHOPS DRIVE LAWRENCEVILLE, NJ 08648	NONE	NON-PROFIT	TO ASSIST IN PROVIDING QUALITY HEALTH CARE TO INDIVIDUALS WHO NEED IT	10,000
LIVING FREE SANCTUARY PO BOX 5 MOUNTAIN CENTER, CA 92561	NONE	NON-PROFIT	TO REHABILITATE AND ASSIST IN FINDING QUALIFIED HOMES FOR ORPHANED AND ABUSED CATS AND DOGS FACING IMMINENT SHELTER EUTHANASIA	10,000
PENINSULA HUMANE SOCIETY 12 AIRPORT BOULEVARD SAN MATEO, CA 94401	NONE	NON-PROFIT	TO BUILD HEALTHY RELATIONSHIPS BETWEEN ANIMALS AND PEOPLE AND PLACE UNWANTED OR ABUSED ANIMALS IN A HEALTHY LIVING ENVIRONMENT	10,000
HARVEST FOOD BANK 4001 NORTH FIRST STREET SAN JOSE, CA 95134	NONE	NON-PROFIT	TO PROVIDE FOOD IN THE LOCAL AREA TO PREVNT HUNGER	5,500
Total			 3a	35,500
b <i>Approved for future payment</i>				
Total			 3b	0

Enter gross amounts unless otherwise indicated

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

Form **990-PF** (2012)

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?		Yes	No
a Transfers from the reporting foundation to a noncharitable exempt organization of			
(1) Cash.	1a(1)		No
(2) Other assets.	1a(2)		No
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization.	1b(1)		No
(2) Purchases of assets from a noncharitable exempt organization.	1b(2)		No
(3) Rental of facilities, equipment, or other assets.	1b(3)		No
(4) Reimbursement arrangements.	1b(4)		No
(5) Loans or loan guarantees.	1b(5)		No
(6) Performance of services or membership or fundraising solicitations.	1b(6)		No
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	1c		No
d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.			

[illegible]

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

b If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

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 or fiduciary) is based on all information of which preparer has any knowledge.		
	***** Signature of officer or trustee	2013-06-11 Date	***** Title
	<div style="border: 1px solid black; padding: 5px; display: inline-block;"> May the IRS discuss this return with the preparer shown below (see instr.)? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No </div>		

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN P00616782
	HOLLY L SABO CPA	HOLLY L SABO CPA			
	Firm's name <input type="checkbox"/>	MERCADIEN PC		Firm's EIN <input type="checkbox"/> 22-3271712	
		PO BOX 7648			
	Firm's address <input type="checkbox"/>	PRINCETON, NJ 085437648		Phone no (609) 689-9700	

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
CIGNA CORPORATION	P	2011-08-18	2012-05-07
WALT DISNEY CO	P	2012-10-22	2012-11-13
FRANKLIN RESOURCES INC	P	2011-10-26	2012-05-07
PEPSICO INC	P	2012-01-26	2012-11-13
SUNTRUST BANKS INC	P	2012-04-03	2012-11-13
UNITED PARCEL SVC INC	P	2012-04-10	2012-11-13
ABBOTT LABORATORIES	P	2010-05-14	2012-11-13
APPLE INC	P	2005-07-15	2012-03-12
APPLE INC	P	2005-07-15	2012-11-13
BAXTER INTERNATIONAL INC	P	2010-03-09	2012-05-07
BAXTER INTERNATIONAL INC	P	2010-03-09	2012-11-13
CIGNA CORPORATION	P	2011-08-18	2012-11-13
***DIAGEO PLC-SPONSORED ADR	P	2010-03-09	2012-05-07
***DIAGEO PLC-SPONSORED ADR	P	2010-03-09	2012-12-03
DEERE & CO	P	2010-03-09	2012-11-13
DOW CHEMICAL CO	P	2010-03-09	2012-05-07
DOW CHEMICAL CO	P	2010-03-09	2012-11-14
EMC CORP-MASS	P	2010-03-09	2012-05-07
EBAY INC	P	2010-08-19	2012-04-26
EBAY INC	P	2010-08-19	2012-11-13
EBAY INC	P	2010-08-19	2012-11-26
FRANKLIN RESOURCES INC	P	2011-10-26	2012-11-13
HESS CORPORATION	P	2010-06-29	2012-11-13
HUNTINGTON INGALLS INDUSTRIES	P	2010-03-09	2012-11-13
H J HEINZ CO	P	2010-05-05	2012-11-13
HERSHEY COMPANY (THE)	P	2010-03-09	2012-11-13
HERSHEY COMPANY (THE)	P	2010-03-09	2012-12-05
HERSHEY COMPANY (THE)	P	2010-03-09	2012-12-06
HOME DEPOT INC	P	2010-03-09	2012-05-07
HOME DEPOT INC	P	2010-03-09	2012-08-24

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INTERNATIONAL BUSINESS	P	2010-03-09	2012-05-07
INTERNATIONAL BUSINESS	P	2010-03-09	2012-11-13
INTUIT INC	P	2010-03-09	2012-05-07
INTUIT INC	P	2010-03-09	2012-11-13
JPMORGAN CHASE & CO	P	2010-03-09	2012-05-07
JPMORGAN CHASE & CO	P	2010-03-09	2012-11-13
ELI LILLY & CO	P	2010-03-09	2012-07-25
ELI LILLY & CO	P	2010-03-09	2012-07-31
ELI LILLY & CO	P	2010-03-09	2012-08-24
M & T BANK CORP	P	2010-03-09	2012-05-07
NEXTERA ENERGY INC	P	2010-03-09	2012-11-13
NORDSTROM INC	P	2010-10-22	2012-02-15
NORDSTROM INC	P	2010-10-22	2012-07-30
NORTHERN TRUST CORP	P	2010-12-22	2012-05-07
NORTHROP GRUMMAN CORP	P	2010-03-09	2012-11-13
QEP RESOURCES INC	P	2010-03-09	2012-05-07
ORACLE CORP	P	2010-03-09	2012-11-13
QUALCOMM INC	P	2011-04-15	2012-11-13
QUESTAR CORP	P	2010-03-09	2012-07-13
QUESTAR CORP	P	2010-11-17	2012-07-13
RALPH LAUREN CORPORATION	P	2010-03-09	2012-02-15
SPX CORP	P	2010-03-09	2012-11-13
SAFEWAY INC	P	2010-03-09	2012-09-11
SAFEWAY INC	P	2010-03-09	2012-10-01
CHARLES SCHWAB CORP NEW	P	2010-03-09	2012-05-07
CHARLES SCHWAB CORP NEW	P	2010-03-09	2012-11-13
TEXAS INSTRUMENTS INCORPORATED	P	2010-03-09	2012-11-13
***UNILEVER N V	P	2010-03-09	2012-11-13
***VODAFONE GROUP PLC	P	2010-03-09	2012-11-13
***VODAFONE GROUP PLC	P	2010-03-09	2012-12-05

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GREENWAY MEDICAL TECHNOLOGIES	P	2012-10-11	2012-12-04
LUMINEX CORP DEL	P	2012-05-07	2012-12-04
LUMINEX CORP DEL	P	2012-05-07	2012-12-28
3-D SYSTEMS CORP-DEL	P	2012-05-08	2012-12-04
MAXWELL TECHNOLOGIES INC	P	2012-03-23	2012-12-04
ALLSCRIPTS HEALTHCARE	P	2010-03-09	2012-05-29
ANGIODYNAMICS INC	P	2010-03-09	2012-07-16
ATHENAHEALTH INC	P	2011-04-06	2012-08-10
ATHENAHEALTH INC	P	2011-04-06	2012-12-04
ABAXIS INC	P	2010-03-09	2012-12-04
BEACON ROOFING SUPPLY INC	P	2010-03-09	2012-12-04
BIO REFERENCE LABORATORIES INC	P	2010-03-09	2012-12-04
CABOT MICROELECTRONICS CORP	P	2010-03-09	2012-12-04
CEPHEID	P	2010-03-09	2012-12-04
CONCUR TECHNOLOGIES INC	P	2010-03-09	2012-12-04
COSTAR GROUP INC	P	2010-03-09	2012-12-04
CASS INFORMATION SYSTEMS INC	P	2010-03-09	2012-12-04
CASS INFORMATION SYSTEMS INC	P	2010-03-09	2012-12-14
CHEMED CORPORATION	P	2010-03-09	2012-12-04
CAPELLA EDUCATION COMPANY	P	2010-03-29	2012-08-10
CAPELLA EDUCATION COMPANY	P	2010-03-30	2012-08-10
CAPELLA EDUCATION COMPANY	P	2010-10-22	2012-08-10
CONSTANT CONTACT INC	P	2010-04-08	2012-12-04
CHEESECAKE FACTORY INC	P	2010-03-09	2012-12-04
DEALERTRACK TECHNOLOGIES	P	2010-03-09	2012-12-04
DIGI INTERNATIONAL INC	P	2010-03-09	2012-12-04
ECHELON CORP	P	2010-03-09	2012-05-24
ECHELON CORP	P	2010-03-09	2012-05-29
ECHELON CORP	P	2011-01-12	2012-05-29
ECHELON CORP	P	2011-01-12	2012-05-30

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EBIX INC	P	2011-06-20	2012-12-04
ENERNOC INC	P	2010-07-28	2012-03-13
ECHO GLOBAL LOGISTICS INC	P	2010-11-16	2012-12-04
FORRESTER RESEARCH INC	P	2010-03-09	2012-03-21
FORRESTER RESEARCH INC	P	2010-03-09	2012-12-04
FORRESTER RESEARCH INC	P	2010-03-09	2012-12-28
FARO TECHNOLOGIES INC	P	2010-03-09	2012-05-21
FARO TECHNOLOGIES INC	P	2010-03-09	2012-12-04
FORWARD AIR CORPORATION	P	2010-03-09	2012-12-04
FINANCIAL ENGINES INC	P	2011-05-12	2012-12-04
FRESH MARKET INC	P	2011-09-30	2012-12-04
GRAND CANYON EDUCATION INC	P	2010-05-06	2012-12-04
GENTEX CORP	P	2010-03-09	2012-12-04
INNERWORKINGS INC	P	2010-03-09	2012-05-21
INNERWORKINGS INC	P	2010-03-09	2012-12-04
IPC THE HOSPITALIST CO INC	P	2010-03-09	2012-12-04
LKQ CORPORATION	P	2010-03-09	2012-12-04
MAXIMUS INC	P	2010-03-09	2012-05-21
MAXIMUS INC	P	2010-03-09	2012-12-04
MEDTOX SCIENTIFIC INC NEW	P	2010-03-09	2012-06-15
MEDNAX INC	P	2010-03-09	2012-12-04
MOBILE MINI INC	P	2010-03-09	2012-12-04
NAPCO SECURITY TECHNOLOGIES	P	2010-03-09	2012-01-03
NAPCO SECURITY TECHNOLOGIES	P	2010-03-09	2012-01-04
NATIONAL INSTRUMENTS CORP	P	2010-03-09	2012-05-21
NATIONAL INSTRUMENTS CORP	P	2010-03-09	2012-12-04
NEOGEN CORP	P	2010-03-09	2012-12-04
PEGASYSTEMS INC	P	2011-06-20	2012-12-04
POWER INTEGRATIONS INC	P	2010-03-09	2012-12-04
PORTFOLIO RECOVERY ASSOCIATES	P	2010-03-09	2012-12-04

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QUALITY SYSTEMS INC	P	2010-03-09	2012-04-11
***RITCHIE BROS AUCTIONEERS	P	2010-03-09	2012-05-21
***RITCHIE BROS AUCTIONEERS	P	2010-03-09	2012-12-04
RESOURCES CONNECTION INC	P	2010-03-09	2012-08-10
ROLLINS INC	P	2010-03-09	2012-12-04
SPS COMM INC	P	2011-08-31	2012-12-04
SPS COMM INC	P	2011-09-01	2012-12-04
SCIQUEST INC NEW	P	2011-11-16	2012-12-04
***STRATASYS LTD	P	2010-03-09	2012-12-04
SEMTECH CORP	P	2010-03-09	2012-05-21
SEMTECH CORP	P	2010-03-09	2012-12-04
STRATASYS INC	P	2010-03-09	2012-12-03
TECHNE CORP	P	2010-03-09	2012-12-04
UNITED NATURAL FOODS INC	P	2010-03-09	2012-12-04
ULTIMATE SOFTWARE GROUP INC	P	2010-03-09	2012-06-29
ULTIMATE SOFTWARE GROUP INC	P	2010-03-09	2012-12-04
VERINT SYSTEMS INC	P	2010-03-09	2012-12-04
***ALLIANZ SE	P	2011-08-09	2012-05-09
***ALUMINA LTD	P	2011-10-04	2012-05-09
***ALUMINA LTD	P	2012-05-01	2012-05-09
***ADIDAS AG	P	2012-05-09	2012-12-07
***ASSA ABLOY AB	P	2012-05-09	2012-09-07
***ASSA ABLOY AB	P	2012-05-09	2012-11-28
***ASSA ABLOY AB	P	2012-05-09	2012-11-29
***ALSTOM	P	2011-08-18	2012-05-09
***ALSTOM	P	2011-10-03	2012-05-09
***AGEAS	P	2012-04-10	2012-05-09
***AGEAS	P	2012-05-02	2012-05-09
***ASML HOLDING N V	P	2012-10-12	2012-12-10
***ASML HOLDING N V	P	2012-10-12	2012-12-03

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***ASML HOLDING N V	P	2012-10-19	2012-12-03
***BG GROUP PLC ADR FINAL	P	2012-05-09	2012-11-01
***BARRICK GOLD CORP	P	2011-09-27	2012-05-09
***CANADIAN NATIONAL RAILWAY	P	2012-05-09	2012-06-06
***CANADIAN NATIONAL RAILWAY	P	2012-05-09	2012-09-07
***CREDIT SUISSE GROUP	P	2012-05-09	2012-08-14
***CREDIT SUISSE GROUP	P	2012-05-09	2012-12-14
***CREDIT SUISSE GROUP	P	2012-05-09	2012-12-17
***CREDIT SUISSE GROUP	P	2012-05-09	2012-12-18
***CREDIT SUISSE GROUP	P	2012-05-09	2012-12-19
***CNOOC LTD	P	2012-05-09	2012-12-18
***CARREFOUR SA	P	2011-10-03	2012-05-09
***CARREFOUR SA	P	2012-04-10	2012-05-09
***CAMECO CORP	P	2011-06-27	2012-05-09
***CAMECO CORP	P	2011-08-08	2012-05-09
***CAMECO CORP	P	2011-08-26	2012-05-09
***CAMECO CORP	P	2011-12-20	2012-05-09
***CENTRAIS ELECTRICAS	P	2012-03-29	2012-05-09
***CANADIAN NATURAL RESOURCES	P	2012-05-09	2012-07-24
***CANADIAN NATURAL RESOURCES	P	2012-05-09	2012-07-26
***CANADIAN NATURAL RESOURCES	P	2012-05-09	2012-07-27
***CANON INC	P	2012-05-09	2012-07-25
***CANON INC	P	2012-05-09	2012-07-27
***ERICSSON	P	2012-02-08	2012-05-09
***ERICSSON	P	2012-02-10	2012-05-09
***ELECTRICITE DE FRANCE SA	P	2011-12-16	2012-05-09
***FINMECCANICA SPA ROMA	P	2011-08-03	2012-05-09
***GAZPROM O A O	P	2011-08-11	2012-05-09
***GAZPROM O A O	P	2011-09-30	2012-05-09
***HSBC HOLDINGS PLC	P	2012-05-09	2012-07-20

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***HSBC HOLDINGS PLC	P	2012-05-09	2012-07-24
***IMPALA PLATINUM HLDGS LTD	P	2012-02-22	2012-05-09
***HOME RETAIL GROUP PLC	P	2011-09-06	2012-05-09
***HOME RETAIL GROUP PLC	P	2012-01-13	2012-05-09
***HOME RETAIL GROUP PLC	P	2012-01-13	2012-05-09
***KINROSS GOLD CORP	P	2011-09-27	2012-05-09
***KINROSS GOLD CORP	P	2011-10-13	2012-05-09
***KINROSS GOLD CORP	P	2012-01-17	2012-05-09
***LVMH MOET HENNESSY LOUIS	P	2012-05-09	2012-09-04
***LVMH MOET HENNESSY LOUIS	P	2012-05-09	2012-12-07
***MICHELIN COMPAGNIE GENERALE	P	2012-05-09	2012-12-07
***MICHELIN COMPAGNIE GENERALE	P	2012-05-09	2012-12-07
***MARINE HARVEST ASA	P	2011-08-23	2012-05-09
***MARINE HARVEST ASA	P	2011-09-14	2012-05-09
***NEXEN INC	P	2011-09-12	2012-05-09
***NEXEN INC	P	2011-09-27	2012-05-09
***NEXEN INC	P	2011-12-12	2012-05-09
***NEWCREST MINING LTD	P	2011-12-16	2012-05-09
***NEWCREST MINING LTD	P	2012-04-26	2012-05-09
***NINTENDO CO LTD-ADR NEW	P	2011-05-24	2012-05-09
***NINTENDO CO LTD-ADR NEW	P	2011-08-01	2012-05-09
***NOKIA CORPORATION	P	2011-05-31	2012-05-09
***NOVO NORDISK A/S-ADR	P	2012-05-09	2012-07-13
***NOVO NORDISK A/S-ADR	P	2012-05-09	2012-07-13
***NOVO NORDISK A/S-ADR	P	2012-05-09	2012-09-19
***POLYUS GOLD INTERNATIONAL	P	2011-06-09	2012-05-09
***POLYUS GOLD INTERNATIONAL	P	2011-08-03	2012-05-09
***POLYUS GOLD INTERNATIONAL	P	2011-08-12	2012-05-09
***RECKITT BENCKISER GROUP PLC	P	2012-05-09	2012-09-19
***RECKITT BENCKISER GROUP PLC	P	2012-05-09	2012-10-24

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***RECKITT BENCKISER GROUP PLC	P	2012-05-09	2012-11-28
***RECKITT BENCKISER GROUP PLC	P	2012-05-09	2012-12-07
***ROHM CO LTD	P	2011-12-16	2012-05-09
***SAP AG	P	2012-05-09	2012-07-12
***SAP AG	P	2012-05-09	2012-09-19
***SAP AG	P	2012-05-09	2012-10-24
***SEKISUI HOUSE LTD	P	2011-06-22	2012-05-09
***SBERBANK RUSSIA	P	2012-05-09	2012-12-14
***SHISEIDO CO LTD	P	2011-05-26	2012-05-09
***TAIWAN SEMICONDUCTOR MFG CO	P	2012-07-26	2012-10-19
***TAIWAN SEMICONDUCTOR MFG CO	P	2012-07-26	2012-10-22
***TELECOM ITALIA S P A NEW	P	2012-04-12	2012-05-09
***TURKIYE GARANTI BANKASI A S	P	2012-05-09	2012-11-28
***TRANSOCEAN LTD	P	2011-12-07	2012-04-03
***TRANSOCEAN LTD	P	2011-12-07	2012-05-09
***TRANSOCEAN LTD	P	2011-12-08	2012-05-09
***TNT EXPRESS NV	P	2011-07-18	2012-01-18
***TNT EXPRESS NV	P	2011-07-18	2012-02-21
***TNT EXPRESS NV	P	2011-08-25	2012-02-21
***TNT EXPRESS NV	P	2011-08-25	2012-02-21
***TNT EXPRESS NV	P	2011-08-25	2012-02-22
***TNT EXPRESS NV	P	2011-08-25	2012-02-23
***TNT EXPRESS NV	P	2011-08-25	2012-02-27
***TNT EXPRESS NV	P	2011-09-06	2012-02-27
***TNT EXPRESS NV	P	2011-09-30	2012-02-27
***TALISMAN ENERGY INC	P	2011-10-20	2012-05-09
***TALISMAN ENERGY INC	P	2012-01-20	2012-05-09
***TESCO PLC-SPONSORED ADR	P	2012-05-09	2012-06-29
***TESCO PLC-SPONSORED ADR	P	2012-05-09	2012-06-29
***TESCO PLC-SPONSORED ADR	P	2012-05-09	2012-10-08

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
***TESCO PLC-SPONSORED ADR	P	2012-05-09	2012-10-09
***TESCO PLC-SPONSORED ADR	P	2012-05-09	2012-10-10
***TESCO PLC-SPONSORED ADR	P	2012-05-09	2012-10-11
***TEVA PHARMACEUTICAL	P	2012-05-09	2012-05-24
***TEVA PHARMACEUTICAL	P	2012-05-09	2012-12-06
***UBS AG	P	2011-08-04	2012-05-09
***UBS AG	P	2012-02-08	2012-05-09
***VIVENDI SA	P	2012-03-09	2012-05-09
***VIVENDI SA	P	2012-04-10	2012-05-09
***WAL-MART DE MEXICO S A B DE	P	2012-05-09	2012-12-06
***WOLTERS KLUWER NV	P	2011-08-08	2012-05-09
***ANGLOGOLD ASHANTI LTD (NEW)	P	2010-03-10	2012-05-09
***ANGLOGOLD ASHANTI LTD (NEW)	P	2011-02-08	2012-05-09
***ASTRAZENECA PLC	P	2010-03-10	2012-05-09
***ASTRAZENECA PLC	P	2011-02-08	2012-05-09
***ALLIANZ SE	P	2010-05-20	2012-05-09
***ALUMINA LTD	P	2010-05-20	2012-05-09
***AXIS CAPITAL HOLDINGS LTD	P	2010-03-10	2012-05-09
***BARRICK GOLD CORP	P	2010-03-10	2012-05-09
***BARRICK GOLD CORP	P	2011-01-21	2012-05-09
***CARREFOUR SA	P	2010-03-10	2012-05-09
***CARREFOUR SA	P	2010-12-03	2012-05-09
***CAMECO CORP	P	2010-03-10	2012-05-09
***CAMECO CORP	P	2010-04-05	2012-05-09
***CAMECO CORP	P	2010-05-21	2012-05-09
***CAMECO CORP	P	2011-03-15	2012-05-09
***CENTRAIS ELECTRICAS	P	2010-03-10	2012-05-09
***DAI NIPPON PRINTING LIMITED	P	2010-03-10	2012-05-09
***DAIICHI SANKYO CO LTD	P	2011-03-28	2012-05-09
***DAIICHI SANKYO CO LTD	P	2011-04-25	2012-05-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
***ELECTRICITE DE FRANCE SA	P	2010-03-23	2012-05-09
***ELECTRICITE DE FRANCE SA	P	2010-11-09	2012-05-09
***ELECTRICITE DE FRANCE SA	P	2011-04-07	2012-05-09
***EAST JAPAN RAILWAY CO	P	2011-02-23	2012-05-09
***EAST JAPAN RAILWAY CO	P	2011-03-02	2012-05-09
***FUJIFILM HOLDINGS	P	2010-03-10	2012-05-09
***FINMECCANICA SPA ROMA	P	2010-05-17	2012-05-09
***FINMECCANICA SPA ROMA	P	2010-09-28	2012-05-09
***GAZPROM O A O	P	2010-10-15	2012-01-20
***GAZPROM O A O	P	2010-10-15	2012-05-09
***GOLD FIELDS LTD NEW	P	2010-03-10	2012-05-09
***GLAXOSMITHKLINE PLC	P	2010-03-10	2012-04-30
***GLAXOSMITHKLINE PLC	P	2010-03-10	2012-05-09
***GLAXOSMITHKLINE PLC	P	2011-02-07	2012-05-09
***HOME RETAIL GROUP PLC	P	2011-01-06	2012-01-27
***HOME RETAIL GROUP PLC	P	2011-01-06	2012-05-09
***HOME RETAIL GROUP PLC	P	2011-04-01	2012-05-09
***HACHIJUNI BANK LTD-ADR	P	2010-03-10	2012-05-09
***KINROSS GOLD CORP	P	2010-03-10	2012-05-09
***KINROSS GOLD CORP	P	2010-07-08	2012-05-09
***KINROSS GOLD CORP	P	2010-08-18	2012-05-09
***KINROSS GOLD CORP	P	2011-01-21	2012-05-09
***KINROSS GOLD CORP	P	2011-02-25	2012-05-09
***KOREA ELECTRIC POWER CORP	P	2010-03-12	2012-05-09
***KOREA ELECTRIC POWER CORP	P	2010-04-15	2012-05-09
***KOREA ELECTRIC POWER CORP	P	2010-11-23	2012-05-09
***MS&AD INSURANCE GROUP HLDS	P	2010-03-10	2012-02-27
***MS&AD INSURANCE GROUP HLDS	P	2010-03-10	2012-05-09
***MS&AD INSURANCE GROUP HLDS	P	2010-08-10	2012-05-09
***MS&AD INSURANCE GROUP HLDS	P	2011-03-30	2012-05-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
***MS&AD INSURANCE GROUP HLDS	P	2011-03-31	2012-05-09
***MS&AD INSURANCE GROUP HLDS	P	2011-04-05	2012-05-09
***NEXEN INC	P	2010-03-10	2012-05-09
***NEXEN INC	P	2010-05-19	2012-05-09
***NEXEN INC	P	2010-10-04	2012-05-09
***NEWCREST MINING LTD	P	2010-03-10	2012-05-09
***NEWCREST MINING LTD	P	2010-05-28	2012-05-09
***NINTENDO CO LTD-ADR NEW	P	2010-03-10	2012-05-09
***NINTENDO CO LTD-ADR NEW	P	2010-10-04	2012-05-09
***NIPPON TELEGRAPH AND	P	2010-03-10	2012-05-09
***NIPPON TELEGRAPH AND	P	2010-12-15	2012-05-09
***NOKIA CORPORATION	P	2010-03-10	2012-05-09
***NOKIA CORPORATION	P	2010-04-30	2012-05-09
***NOKIA CORPORATION	P	2010-05-24	2012-05-09
***NOKIA CORPORATION	P	2011-02-11	2012-05-09
***NOKIA CORPORATION	P	2011-03-16	2012-05-09
***P T TELEKOMUNIKASI	P	2011-02-17	2012-04-17
***P T TELEKOMUNIKASI	P	2011-02-17	2012-04-25
***P T TELEKOMUNIKASI	P	2011-02-23	2012-04-25
***P T TELEKOMUNIKASI	P	2011-02-23	2012-05-09
***PANASONIC CORPORATION	P	2010-03-10	2012-05-09
***PANASONIC CORPORATION	P	2010-09-27	2012-05-09
***PANASONIC CORPORATION	P	2011-03-17	2012-05-09
***ROHM CO LTD	P	2010-03-10	2012-05-09
***ROHM CO LTD	P	2010-11-04	2012-05-09
***SK TELECOM CO LTD	P	2010-03-10	2012-05-09
***SK TELECOM CO LTD	P	2011-02-23	2012-05-09
***SWISSCOM SPONSORED ADR	P	2010-05-06	2012-05-09
***SIEMENS A G	P	2010-03-10	2012-09-04
***SIEMENS A G	P	2010-03-10	2012-09-19

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
***SIEMENS A G	P	2010-03-10	2012-10-11
***SEKISUI HOUSE LTD	P	2010-03-10	2012-04-17
***SEKISUI HOUSE LTD	P	2010-03-10	2012-05-09
***SANO FI	P	2010-03-10	2012-05-09
***SEVEN & I HOLDINGS CO LTD	P	2010-03-10	2012-05-09
***SUMITOMO MITSUI TR HOLDINGS	P	2010-03-10	2012-05-09
***SUMITOMO MITSUI TR HOLDINGS	P	2011-03-17	2012-05-09
***SHISEIDO CO LTD	P	2010-03-10	2012-05-09
***SOCIETE GENERALE	P	2010-03-10	2012-02-08
***SOCIETE GENERALE	P	2010-05-17	2012-02-08
***TELECOM ITALIA S P A NEW	P	2010-03-10	2012-05-09
***TOYOTA MOTOR CORPORATION	P	2010-09-09	2012-02-16
***UBS AG	P	2010-03-10	2012-05-09
***VODAFONE GROUP PLC	P	2010-03-10	2012-01-05
***VODAFONE GROUP PLC	P	2010-03-10	2012-05-09
***WACOAL HOLDINGS CORPORATION	P	2010-03-10	2012-05-09
***WOLTERS KLUWER NV	P	2010-03-10	2012-05-09
***EATON CORPORATION PLC	P	2012-11-30	2012-12-07
***COOPER INDUSTRIES PLC	P	2010-03-10	2012-12-03
***COOPER INDUSTRIES PLC	P	2010-12-16	2012-12-03

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
913		842	71
193		193	0
929		801	128
138		133	5
264		241	23
433		472	-39
519		384	135
4,409		331	4,078
547		41	506
493		531	-38
132		118	14
205		169	36
928		590	338
3,949		2,164	1,785
346		239	107
678		614	64
6,325		6,493	-168
444		299	145
3,884		2,202	1,682
240		115	125
2,936		1,308	1,628
131		100	31
507		515	-8
485		445	40
115		93	22
574		332	242
1,735		997	738
793		457	336
515		318	197
1,929		1,082	847

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,021		630	391
190		126	64
1,079		646	433
179		102	77
795		811	-16
363		384	-21
1,914		1,545	369
1,681		1,334	347
4,252		3,406	846
693		633	60
471		330	141
3,213		2,309	904
8,379		5,608	2,771
842		1,006	-164
526		463	63
575		551	24
423		350	73
375		320	55
2,947		2,114	833
2,802		2,312	490
10,460		4,992	5,468
134		123	11
2,084		3,151	-1,067
1,816		2,803	-987
961		1,350	-389
309		456	-147
326		268	58
436		372	64
335		293	42
6,598		5,790	808

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
353		376	-23
275		382	-107
727		1,051	-324
440		283	157
172		429	-257
1,336		2,311	-975
1,545		2,122	-577
740		368	372
520		368	152
662		472	190
693		418	275
750		606	144
462		495	-33
967		556	411
644		429	215
1,027		502	525
518		308	210
29		18	11
956		780	176
188		546	-358
156		455	-299
407		880	-473
156		276	-120
654		515	139
624		411	213
388		446	-58
77		197	-120
281		700	-419
29		81	-52
203		596	-393

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
394		484	-90
337		1,587	-1,250
419		247	172
793		799	-6
169		192	-23
641		767	-126
244		122	122
281		195	86
389		318	71
513		543	-30
606		465	141
926		951	-25
504		574	-70
114		54	60
363		152	211
615		519	96
1,079		515	564
231		153	78
1,005		488	517
1,070		330	740
1,119		762	357
564		424	140
94		85	9
86		80	6
131		110	21
634		570	64
922		519	403
248		465	-217
520		629	-109
989		560	429

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,767		1,259	508
199		218	-19
441		435	6
1,433		2,081	-648
982		665	317
402		196	206
256		126	130
371		369	2
826		876	-50
122		86	36
672		415	257
3,431		1,298	2,133
559		521	38
1,044		577	467
888		325	563
1,529		520	1,009
498		441	57
481		519	-38
244		331	-87
91		109	-18
174		159	15
170		155	15
123		98	25
124		98	26
723		1,016	-293
225		229	-4
405		488	-83
496		546	-50
42		49	-7
111		107	4

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
60		59	1
195		234	-39
76		97	-21
81		81	0
367		326	41
2		6	-4
418		357	61
343		294	49
397		336	61
227		189	38
429		393	36
579		720	-141
420		499	-79
261		297	-36
457		475	-18
240		243	-3
283		231	52
398		467	-69
135		154	-19
410		463	-53
553		617	-64
339		438	-99
1,341		1,837	-496
471		500	-29
489		513	-24
320		368	-48
465		934	-469
647		689	-42
495		475	20
167		178	-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
237		268	-31
420		502	-82
171		272	-101
124		137	-13
152		168	-16
62		123	-61
171		312	-141
374		504	-130
162		162	0
321		292	29
109		84	25
110		84	26
490		513	-23
480		478	2
271		309	-38
372		381	-9
389		336	53
362		468	-106
289		324	-35
141		252	-111
362		456	-94
186		408	-222
145		144	1
290		289	1
156		144	12
366		520	-154
283		357	-74
186		215	-29
330		309	21
293		264	29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
162		143	19
291		253	38
210		220	-10
174		187	-13
218		187	31
357		312	45
329		332	-3
411		408	3
717		724	-7
244		213	31
260		226	34
529		523	6
160		123	37
214		182	32
328		318	10
516		482	34
168		211	-43
1,110		887	223
9		7	2
38		27	11
128		90	38
434		305	129
115		84	31
8		6	2
359		209	150
810		972	-162
349		369	-20
219		235	-16
44		47	-3
289		298	-9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
301		313	-12
558		579	-21
391		407	-16
271		296	-25
209		212	-3
228		291	-63
444		534	-90
446		482	-36
497		498	-1
198		154	44
274		308	-34
1,512		1,737	-225
263		365	-102
1,395		1,414	-19
915		1,016	-101
941		936	5
433		598	-165
1,610		1,496	114
1,904		1,970	-66
609		756	-147
735		2,006	-1,271
257		630	-373
523		665	-142
501		621	-120
545		597	-52
479		701	-222
845		1,562	-717
1,820		2,993	-1,173
485		556	-71
485		553	-68

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
393		1,005	-612
369		796	-427
101		197	-96
523		599	-76
472		548	-76
1,245		2,007	-762
153		485	-332
331		1,072	-741
352		322	30
465		493	-28
1,592		1,506	86
277		226	51
1,322		1,093	229
957		818	139
203		203	0
62		165	-103
218		581	-363
937		985	-48
545		1,297	-752
101		206	-105
101		201	-100
241		532	-291
132		271	-139
899		1,490	-591
245		398	-153
214		259	-45
189		234	-45
814		1,261	-447
529		720	-191
84		111	-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
126		168	-42
419		543	-124
710		990	-280
423		526	-103
321		385	-64
965		1,256	-291
410		465	-55
629		1,524	-895
141		286	-145
2,775		2,682	93
269		273	-4
456		2,070	-1,614
77		292	-215
58		181	-123
183		537	-354
80		202	-122
232		234	-2
343		334	9
172		166	6
450		433	17
490		992	-502
359		675	-316
176		284	-108
588		980	-392
504		757	-253
1,805		2,415	-610
438		563	-125
1,987		1,710	277
188		185	3
206		185	21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
397		370	27
305		339	-34
996		1,151	-155
2,339		2,497	-158
2,003		1,439	564
925		1,247	-322
148		186	-38
1,451		1,927	-476
383		730	-347
166		230	-64
1,810		2,252	-442
329		280	49
997		1,250	-253
357		292	65
1,330		1,077	253
1,339		1,483	-144
1,529		2,020	-491
25		25	0
4,365		2,618	1,747
397		291	106

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			71
			0
			128
			5
			23
			-39
			135
			4,078
			506
			-38
			14
			36
			338
			1,785
			107
			64
			-168
			145
			1,682
			125
			1,628
			31
			-8
			40
			22
			242
			738
			336
			197
			847

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			391
			64
			433
			77
			-16
			-21
			369
			347
			846
			60
			141
			904
			2,771
			-164
			63
			24
			73
			55
			833
			490
			5,468
			11
			-1,067
			-987
			-389
			-147
			58
			64
			42
			808

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-23
			-107
			-324
			157
			-257
			-975
			-577
			372
			152
			190
			275
			144
			-33
			411
			215
			525
			210
			11
			176
			-358
			-299
			-473
			-120
			139
			213
			-58
			-120
			-419
			-52
			-393

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-90
			-1,250
			172
			-6
			-23
			-126
			122
			86
			71
			-30
			141
			-25
			-70
			60
			211
			96
			564
			78
			517
			740
			357
			140
			9
			6
			21
			64
			403
			-217
			-109
			429

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			508
			-19
			6
			-648
			317
			206
			130
			2
			-50
			36
			257
			2,133
			38
			467
			563
			1,009
			57
			-38
			-87
			-18
			15
			15
			25
			26
			-293
			-4
			-83
			-50
			-7
			4

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			1
			-39
			-21
			0
			41
			-4
			61
			49
			61
			38
			36
			-141
			-79
			-36
			-18
			-3
			52
			-69
			-19
			-53
			-64
			-99
			-496
			-29
			-24
			-48
			-469
			-42
			20
			-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-31
			-82
			-101
			-13
			-16
			-61
			-141
			-130
			0
			29
			25
			26
			-23
			2
			-38
			-9
			53
			-106
			-35
			-111
			-94
			-222
			1
			1
			12
			-154
			-74
			-29
			21
			29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			19
			38
			-10
			-13
			31
			45
			-3
			3
			-7
			31
			34
			6
			37
			32
			10
			34
			-43
			223
			2
			11
			38
			129
			31
			2
			150
			-162
			-20
			-16
			-3
			-9

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-12
			-21
			-16
			-25
			-3
			-63
			-90
			-36
			-1
			44
			-34
			-225
			-102
			-19
			-101
			5
			-165
			114
			-66
			-147
			-1,271
			-373
			-142
			-120
			-52
			-222
			-717
			-1,173
			-71
			-68

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-612
			-427
			-96
			-76
			-76
			-762
			-332
			-741
			30
			-28
			86
			51
			229
			139
			0
			-103
			-363
			-48
			-752
			-105
			-100
			-291
			-139
			-591
			-153
			-45
			-45
			-447
			-191
			-27

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(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	
			-42
			-124
			-280
			-103
			-64
			-291
			-55
			-895
			-145
			93
			-4
			-1,614
			-215
			-123
			-354
			-122
			-2
			9
			6
			17
			-502
			-316
			-108
			-392
			-253
			-610
			-125
			277
			3
			21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			27
			-34
			-155
			-158
			564
			-322
			-38
			-476
			-347
			-64
			-442
			49
			-253
			65
			253
			-144
			-491
			0
			1,747
			106

TY 2012 Accounting Fees Schedule

Name: THE BAILEY FOUNDATION

EIN: 20-7397593

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	2,505	1,253		0

TY 2012 Investments - Other Schedule

Name: THE BAILEY FOUNDATION

EIN: 20-7397593

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
RBC DAIN RAUSCHER	AT COST	559,786	667,030

TY 2012 Other Expenses Schedule

Name: THE BAILEY FOUNDATION

EIN: 20-7397593

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT EXPENSES	7,628	7,628		0

TY 2012 Substantial Contributors Schedule

Name: THE BAILEY FOUNDATION

EIN: 20-7397593

Name	Address
DEBORAH BAILEY	3625 QUAKERBRIDGE ROAD HAMILTON,NJ 08619

TY 2012 Taxes Schedule

Name: THE BAILEY FOUNDATION

EIN: 20-7397593

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	567	567		0