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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 PERRIN FOUNDATION INC		A Employer identification number 22-6049335	
Number and street (or P O box number if mail is not delivered to street address) 14 GREEN VALLEY DRIVE		B Telephone number (see instructions) (908) 903-3067	
City or town, state, and ZIP code GREEN BROOK, NJ 08812		C If exemption application is pending, check here ☐	
G Check all that apply ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☒ \$ 13,642,889	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	289	289	289	
	4 Dividends and interest from securities.	442,418	442,418	442,418	
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	-341,087			
	b Gross sales price for all assets on line 6a _____ 5,447,920				
	7 Capital gain net income (from Part IV, line 2)				
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
Operating and Administrative Expenses	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	156	156	156	
	12 Total. Add lines 1 through 11	101,776	442,863	442,863	
	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	10,432			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	11,933	4,543		
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	152,040	147,599		
	24 Total operating and administrative expenses. Add lines 13 through 23	174,405	152,142		0
	25 Contributions, gifts, grants paid	722,000			722,000
	26 Total expenses and disbursements. Add lines 24 and 25	896,405	152,142		722,000
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	-794,629			
	b Net investment income (if negative, enter -0-)		290,721		
	c Adjusted net income (if negative, enter -0-)			442,863	

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	17,585	123,329	123,296
	2	Savings and temporary cash investments	953,928	1,085,749	1,085,749
	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)	1,684,905	 1,727,105	1,867,079
	b	Investments—corporate stock (attach schedule)	7,057,021	 5,717,513	5,763,392
	c	Investments—corporate bonds (attach schedule).	2,456,446	 2,327,213	2,406,286
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	2,272,882	 2,319,329	2,397,087
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)				
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	14,442,767	13,300,238	13,642,889	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)	 28,910	 9,665	
	23	Total liabilities (add lines 17 through 22)	28,910	9,665	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	14,413,857	13,290,573	
	30	Total net assets or fund balances (see page 17 of the instructions)	14,413,857	13,290,573	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	14,442,767	13,300,238	

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	14,413,857
2	Enter amount from Part I, line 27a	2	-794,629
3	Other increases not included in line 2 (itemize) ▶ _____	3	
4	Add lines 1, 2, and 3	4	13,619,228
5	Decreases not included in line 2 (itemize) ▶  _____	5	328,655
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	13,290,573

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)
1 a	PUBLICLY TRADED SECURITIES	P		
b	PUBLICLY TRADED SECURITIES	D		
c	PUBLICLY TRADED SECURITIES	P		
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 2,264,707		2,208,037	56,670
b 171,122		155,201	15,921
c 2,993,167		3,425,769	-432,602
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			56,670
b			15,921
c			-432,602
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	-341,087
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 }		3	

Part V

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

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

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

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

1 Enter the appropriate amount in each column for each year, see 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	771,900	13,864,248	0 055676
2010	797,675	13,562,413	0 058815
2009	759,000	12,480,004	0 060817
2008	692,500	16,469,313	0 042048
2007	2,417,496	20,112,431	0 120199

2 Total of line 1, column (d).	2	0 337555
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 067511
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	13,353,439
5 Multiply line 4 by line 3.	5	901,504
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,907
7 Add lines 5 and 6.	7	904,411
8 Enter qualifying distributions from Part XII, line 4.	8	722,000

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 ☐ 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 ☐ and enter 1% of Part I, line 27b		1	5,814
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3		Add lines 1 and 2.		3	5,814
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	5,814
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	6,640	
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	6,640
8		Enter any penalty for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	826
11		Enter the amount of line 10 to be Credited to 2013 estimated tax 826	Refunded	11	

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 \$ (2) On foundation managers \$			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		No
	If "Yes," attach a detailed description of the activities.			
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?	5		No
	If "Yes," attach the statement required by General Instruction T.			
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)			
	NY			
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		No

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 ▶LAMBRIDES ARNOLD MOULTHROP LLP Telephone no ▶(973) 744-8660 Located at ▶26 PARK ST MONTCLAIR NJ ZIP +4 ▶07042			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		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? ☐ Yes ☒ No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. ☐ Yes ☒ No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. ☐ Yes ☒ No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ ☐	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		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. ☐ Yes ☒ No If "Yes," list the years ▶ 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?. ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (<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))?

Yes

No

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

Yes

No

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

Yes

No

(4)

Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).

Yes

No

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

Yes

No

b

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

5b

Organizations relying on a current notice regarding disaster assistance check here.

c

If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

Yes

No

If "Yes," attach the statement required by Regulations section 53.4945–5(d).

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes

No

b

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

6b

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?

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
See Additional Data Table				

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.

Part VIII

[illegible]

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		

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	
All other program-related investments See page 24 of the instructions	
3	

Form **990-PF** (2012)

Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities.	1a	13,314,294
b	Average of monthly cash balances.	1b	242,497
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	13,556,791
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	
2	Acquisition indebtedness applicable to line 1 assets.	2	
3	Subtract line 2 from line 1d.	3	13,556,791
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	203,352
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	13,353,439
6	Minimum investment return. Enter 5% of line 5.	6	667,672

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	667,672
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	5,814
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	5,814
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	661,858
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	661,858
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	661,858

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	722,000
b	Program-related investments—total from Part IX-B.	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	722,000
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	
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	722,000
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			
2		Undistributed income, if any, as of the end of 2012			
a		Enter amount for 2011 only.			
b		Total for prior years 20__, 20__, 20__			
3		Excess distributions carryover, if any, to 2012			
a		From 2007. 1,480,882			
b		From 2008.			
c		From 2009. 141,621			
d		From 2010. 126,017			
e		From 2011. 85,306			
f		Total of lines 3a through e. 1,833,826			
4		Qualifying distributions for 2012 from Part XII, line 4 \$ 722,000			
a		Applied to 2011, but not more than line 2a			
b		Applied to undistributed income of prior years (Election required—see instructions).			
c		Treated as distributions out of corpus (Election required—see instructions).			
d		Applied to 2012 distributable amount. 661,858			
e		Remaining amount distributed out of corpus 60,142			
5		Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)			
6		Enter the net total of each column as indicated below:			
a		Corpus Add lines 3f, 4c, and 4e Subtract line 5 1,893,968			
b		Prior years' undistributed income Subtract line 4b from line 2b.			
c		Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.			
d		Subtract line 6c from line 6b Taxable amount—see instructions.			
e		Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			
f		Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. 0			
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).			
8		Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). 1,480,882			
9		Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. 413,086			
10		Analysis of line 9			
a		Excess from 2008.			
b		Excess from 2009. 141,621			
c		Excess from 2010. 126,017			
d		Excess from 2011. 85,306			
e		Excess from 2012. 60,142			

Part XIV

Private 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 XV

Supplementary 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 or e-mail of the person to whom applications should be addressed

SCOTT THOMSON
1335 STERLING DRIVE
YORK, PA 17404
(717) 505-8553

b

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

NO SPECIFIC FORM

c

Any submission deadlines

NO SUBMISSION DEADLINES

d

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

GRANTS MADE TO CHRISTIAN ORGANIZATIONS, CHURCHES, SCHOOLS AND MISSION ORGANIZATIONS

Part XV

Supplementary Information (continued)

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			3a	722,000
b Approved for future payment				
Total			3b	

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a	_____					
b	_____					
c	_____					
d	_____					
e	_____					
f	_____					
g	Fees and contracts from government agencies					
2	Membership dues and assessments. . . .					
3	Interest on savings and temporary cash investments			14	289	
4	Dividends and interest from securities. . . .			14	442,418	
5	Net rental income or (loss) from real estate					
a	Debt-financed property.					
b	Not debt-financed property.					
6	Net rental income or (loss) from personal property					
7	Other investment income.			14	156	
8	Gain or (loss) from sales of assets other than inventory			18	-341,087	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory. .					
11	Other revenue a _____					
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal Add columns (b), (d), and (e). .				101,776	
13	Total. Add line 12, columns (b), (d), and (e).					101,776

[illegible]

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.

* * * * *

2013-05-14

* * * * *

Signature of officer or trustee

Date _____

Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
JOYCE E MOULTHROP	JOYCE E MOULTHROP	2013-05-14		
Firm's name ☐	LAMBRIDES ARNOLD MOULTHROP LLP		Firm's EIN ☐	
	26 PARK ST STE 301			
Firm's address ☐	MONTCLAIR, NJ 070423443		Phone no (973) 744-8660	

Form 990PF Part VIII Line 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
DAVID C WOHLGEMUTH  RR2 BOX 3124 MONROETON, PA 18832	SECRETARY 1 00	0	0	0
GEORGE MACKENZIE  221 GOLF EDGE WESTFIELD, NJ 07090	DIRECTOR 1 00	0	0	0
ROBERT DADD  14 GREEN VALLEY DRIVE GREEN BROOK, NJ 08812	PRESIDENT 1 00	0	0	0
ROBERT Q BENNETT  1163 RIP STEELE ROAD COLUMBIA, TN 38401	VICE PRESIDE 1 00	0	0	0
ROBERT SULLIVAN  51 NORTHVIEW TERRACE YONKERS, NY 10703	DIRECTOR 1 00	0	0	0
SCOTT THOMSON  1335 STERLING DRIVE YORK, PA 17404	TREASURER 1 00	0	0	0
DANIEL J MEARNS  181 EMERSON ROAD SOMERSET, NJ 08873	DIRECTOR 1 00	0	0	0
FRED SCHWERTFEGER  14 GREEN VALLEY DRIVE GREEN BROOK, NJ 08812	DIRECTOR 1 00	0	0	0

Form 990PF Part XV Line 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>				
AMERICAN SCRIPTURE GIFT PMB 240 7862 WIRLO BRONSON HWY KISSIMMEE,FL 34747		NON PF	GENERAL CHARITABLE	1,500
HIS MANSION MINISTRIES PO BOX 40 HILLSBORO,NH 03244		NON PF	GENERAL CHARITABLE	1,500
IMMANUEL MISSION PO BOX 2000 TEEC NOS POS,AZ 86514		NON PF	GENERAL CHARITABLE	1,500
BIBLE & LIFE MINISTRIES 3116 GULFWIND DRIVE LAND OLAKES,FL 34639		NON PF	GENERAL CHARITABLE	2,000
COUNSEL MAGAZINE PO BOX 176 PALOS PARK,IL 60464		NON PF	GENERAL CHARITABLE	2,000
EVERYDAY PUBLICATIONS 310 KILLALY STREET WEST CANADA CA		NON PF	GENERAL CHARITABLE	2,000
SPREAD THE WORD 2400 ADMIRE SPRINGS DRIVE DOVER,PA 17315		NON PF	GENERAL CHARITABLE	2,000
LATINO EVANGELISTIC MINISTRIES 3455 BELLFLOWER BL LONG BEACH,CA 90808		NON PF	GENERAL CHARITABLE	5,000
CHRISTIAN RETIREMENT CTR 22427 MONTGOMERY STREET HAYWARD,CA 94541		NON PF	GENERAL CHARITABLE	10,000
EL-NATHAN HOME 205 EL NATHAN DRIVE MARBLE HILL,MO 63764		NON PF	GENERAL CHARITABLE	10,000
JOURNEY MAGAZINE 2570 ASBURY ROAD DUBUQUE,IA 52001		NON PF	GENERAL CHARITABLE	10,000
LINN MANOR 1140 ELIM DRIVE MARION,IA 52302		NON PF	GENERAL CHARITABLE	10,000
PARK OF THE PALMS 706 PALMS CIRCLE KEYSTONE HEIGHTS,FL 32656		NON PF	GENERAL CHARITABLE	10,000
PITTSBORO CHRISTIAN VILLA 1825 EAST STREET PITTSBORO,NC 27312		NON PF	GENERAL CHARITABLE	10,000
REST HAVEN HOMES 1424 UNION NE GRAND RAPIDS,MI 49505		NON PF	GENERAL CHARITABLE	10,000

Form 990PF Part XV Line 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>				
WESTERN ASSEMBLIES HOME 350 BERKELEY AVENUE CLAREMONT,CA 91711		NON PF	GENERAL CHARITABLE	10,000
AGAPE VALLEY 392 KILMAN ROAD CANADA CA		NON PF	GENERAL CHARITABLE	12,500
CAMP IROQUOINA RR1 BOX 1601 HALLSTEAD,PA 18822		NON PF	GENERAL CHARITABLE	12,500
CAMP LI-LO-LI 8811 SUNFISH RUN ROAD RANDOLPH,NY 14772		NON PF	GENERAL CHARITABLE	12,500
GREENWOOD HILLS B C A 7062 LINCOLN WAY EAST FAYETTEVILLE,PA 17222		NON PF	GENERAL CHARITABLE & CAPITAL	12,500
HORTEN HAVEN PO BOX 276 CHAPEL HILL,TN 37034		NON PF	GENERAL CHARITABLE	12,500
BELIEVERS STEWARDSHIP 2250 CHANEY RD DUBUQUE,IA 52001		NON PF	GENERAL CHARITABLE & CAPITAL	15,000
CHRISTIAN BOOK ROOM PO BOX 95413 HONG KONG HK		NON PF	GENERAL CHARITABLE	15,000
YONKERS GOSPEL MISSION PO BOX 1491 191 NORTH BROADWAY YONKERS,NY 10702		NON PF	GENERAL CHARITABLE	15,000
UPLOOK MINISTRIES PO BOX 2041-49501 GRAND RAPIDS,MI 49501		NON PF	GENERAL CHARITABLE	17,500
CHURCH REFORM & REVITALIZ PO BOX 64260 COLORADO SPRINGS,CO 80962		NON PF	GENERAL CHARITABLE	20,000
ECS MINISTRIES PO BOX 1028 DUBUQUE,IA 52001		NON PF	GENERAL CHARITABLE	45,000
STEWARDS MINISTRY 1101 PERIMETER DR SUITE 600 SCHAUMBURG,IL 60173		NON PF	GENERAL CHARITABLE	50,000
EMMAUS BIBLE COLLEGE 2570 ASBURY ROAD DUBUQUE,IA 52001		NON PF	GENERAL CHARITABLE	65,000
CHRISTIAN WORKERS FELLOWS PO BOX 1117 LAWRENCE,KS 66044		NON PF	GENERAL CHARITABLE	115,000

Form 990PF Part XV Line 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>				
CHRISTIAN MISSIONS IN MAN PO BOX 13 SPRING LAKE,NJ 07762		NON PF	GENERAL CHARITABLE & CAPITAL	204,500
Total  3a				722,000

TY 2012 Accounting Fees Schedule**Name:** PERRIN FOUNDATION INC**EIN:** 22-6049335

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING AND TAX PREPARATION	10,432			

TY 2012 Compensation Explanation**Name:** PERRIN FOUNDATION INC**EIN:** 22-6049335

Person Name	Explanation
DAVID C WOHLGEMUTH	
GEORGE MACKENZIE	
ROBERT DADD	
ROBERT Q BENNETT	
ROBERT SULLIVAN	
SCOTT THOMSON	
DANIEL J MEARNES	
FRED SCHWERTFEGER	

TY 2012 Investments Corporate Bonds Schedule

Name: PERRIN FOUNDATION INC

EIN: 22-6049335

Name of Bond	End of Year Book Value	End of Year Fair Market Value
BARCLAYS BANK 5% - 100000	102,702	112,089
BARCLAYS BANK 5.2% - 100000	108,146	106,402
BLACKROCK 3.5% - 100000	101,819	105,611
CREDIT SUISSE - 100000	99,045	101,646
EI DU PONT DE NEMOUR 3.25% - 50000	50,685	52,631
GENERAL ELEC CAP COR 5.4% - 150000	149,241	155,337
GENERAL ELECTRIC CAP CORP - 50000		
GOLDMAN SACHS 5.625% - 150000	154,304	164,577
GOLDMAN SACHS 6.25 - 100000	107,546	117,962
GOLDMAN SACHS GROUP - 1000	104,080	117,477
HSBC FIN CORP 5.25 - 100000	103,550	108,429
HSBC FIN CORP 5.50 - 100000	103,121	111,745
JOHN DEERE 4.75% - 25000	26,631	26,147
JP MORGAN CHASE 5.25%	159,605	163,175
JP MORGAN CHASE GLOBAL 5.75% - 10000	103,977	100,000
JPMORGAN CHASE 6.625% - 75000		
MERRILL LYNCH - 2000	216,343	220,172
METLIFE 6/15/2015 - 100000	106,309	110,090
METLIFE 5% - 100000	108,813	104,065
MORGAN STANLEY 4.2% - 100000	100,793	104,339
PITNEY BOWES 5% - 50000	54,387	52,547
VERIZON GLOBAL 4.9% - 100000	109,341	110,926
WELLS FARGO 5% - 150000	156,775	160,919

TY 2012 Investments Corporate
Stock Schedule

Name: PERRIN FOUNDATION INC
EIN: 22-6049335

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3M - 21	1,897	1,950
A O SMITH - 299	7,313	18,859
A O SMITH - 624		
AARONS INC - 110	3,255	3,111
ABBOTT LABORATORIES - 104	6,556	6,812
ABERCROMBIE - 18		
ACCENTURE - 200	13,317	13,299
ACCENTURE - 55	2,997	3,658
ACCENTURE - 87	2,888	5,786
ACE LIMITED - 214	16,492	17,077
ACTIVISION BLIZZARD - 244		
ACTUANT - 332		
ADT CORP - 522	19,372	24,268
ADVISORY BOARD - 149		
AFFILIATED MANAGERS - 56	5,956	7,288
AGEAS - 530	9,984	16,033
AGILENT - 60	1,786	2,456
AGRIUM - 62	3,799	6,192
AGRIUM - 80		
AKAMAI TECH - 326	10,862	13,337
ALBANY INTL CORP - 10	254	227
ALBANY INTL CORP - 953	24,488	21,614
ALBERMARLE CORP - 123	8,282	7,641
ALERE INC - 789		
ALEXION PHARMACEUTICALS - 36	3,979	3,375
ALLERGAN - 105	7,297	9,632
ALLIANCE DATA SYSTEMS - 93	11,812	13,463
ALLIANZ SE - 1389		
ALLIANZ SE - 995	10,464	13,751
ALLSCRIPTS HEALTHCARE - 389		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ALLSTATE - 130	5,198	5,222
ALLSTATE - 140		
ALPHA NATURAL RESOURCES - 164		
ALPHA NATURAL RESOURCES - 512	28,531	4,987
ALSTOM-EUR - 130	448	519
ALSTOM-EUR - 3060	12,603	12,209
ALTERA - 90		
ALTRIA - 44	1,271	1,383
ALUMINA - 1735	18,957	6,697
ALUMINA - 230	1,097	888
AMAZON.COM - 117	17,824	29,352
AMAZON.COM - 54	16,720	13,547
AMDOCS - 861		
AMEREN - 119		
AMERICA MOVIL - 228		
AMERICAN ELECTRIC - 1500		
AMERICAN ELECTRIC - 75	3,001	3,201
AMERICAN EXPRESS - 63	2,468	3,621
AMERICAN STS WTR - 35	1,303	1,679
AMERICAN STS WTR - 360	13,325	17,273
AMERICAN TOWER - 128	6,424	9,891
AMERIPRISE - 90		
AMERISOURCEBERGEN - 122	5,026	5,268
AMERISOURCEBERGEN - 160		
AMERISOURCEBERGEN - 216		
AMGEN - 20	1,382	1,724
ANADARKO PETROLEUM - 104	5,200	7,728
ANADARKO PETROLEUM - 169	13,175	12,558
ANGLOGOLD ASHANTI - 545	17,811	17,097
ANGLOGOLD ASHANTI - 97	2,993	3,043

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ANIXTER INTL - 74	5,122	4,735
ANNALY CAPITAL MGMT - 1000	19,029	14,040
ANNALY CAPITAL MGMT - 226	3,517	3,173
ANNALY CAPITAL MGMT - 880	15,966	12,355
ANSYS - 267		
APACHE - 238		
APACHE - 24		
APOLLO GROUP - 65		
APPLE INC - 139		
APPLE INC - 182	77,430	96,855
APPLE INC - 53		
ARCH COAL - 600	21,561	4,392
ASPEN INSURANCE - 360	8,958	11,549
ASPEN INSURANCE - 55	1,523	1,764
ASTRAZENECA - 543		
ASTRAZENECA - 67	3,168	3,167
AT&T INC - 126	3,584	4,247
AT&T INC - 131		
AT&T INC - 3000		
AUTOLIV - 195	12,818	13,141
AUTONATION - 242	8,999	9,607
AUTOZONE - 45	16,689	15,949
AVIS BUDGET GROUP - 1668	19,859	33,060
AVIS BUDGET GROUP - 1703		
AXIS - 366	10,767	12,678
AXIS - 481		
BABCOCK & WILCOX - 1000		
BAIDU - 50		
BAKER HUGHES - 40		
BALCHEM - 288		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
BANCO BRADESCO - 239	4,346	4,151
BANCO BRADESCO - 312		
BANCO SANTANDER - 1210	8,770	8,809
BANK OF AMERICA - 3162		
BARCLAYS BANK 7.1 - 2000	49,980	50,120
BARNES GROUP - 50	954	1,123
BARNES GROUP - 758	20,484	17,025
BARRICK GOLD - 158	5,754	5,532
BARRICK GOLD - 696	25,604	24,367
BCE INC - 1000		
BEACON ROOFING - 135	3,497	4,493
BED BATH & BEYOND - 49	2,148	2,740
BERRY PETROLEUM - 222		
BEST BUY - 762		
BHP BILLITON - 400	36,399	31,368
BIO-REFERENCE LABS - 327		
BIOGEN IDEC - 86	9,067	12,588
BLACKROCK INC - 12	1,986	2,481
BOEING - 246	18,195	18,539
BOEING - 76	5,302	5,727
BORGWARNER - 96	5,500	6,876
BOTTOMLINE TECHNOLOGIES - 332		
BRISTOL MYERS - 1500	47,370	48,885
BROADCOM - 208	7,133	6,908
BROOKDALE SR LIVING - 1093	9,703	27,675
BROOKDALE SR LIVING - 50	932	1,266
BUCKLE - 75	2,935	3,348
BUFFALO WILD WINGS - 157		
C'OEUR D ALENE - 500	13,655	12,300
CABOT OIL & GAS - 45	1,818	2,238

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CAMECO CORP - 1464	35,302	28,870
CAMECO CORP - 1539		
CAMERON INTERNATIONAL - 123	6,742	6,945
CAMERON INTERNATIONAL - 154		
CAPSTEAD MTG CORP - 1070		
CARDTRONICS - 123	3,210	2,920
CARNIVAL - 123		
CARREFOUR - 1994	1,289	10,269
CARREFOUR - 2848	25,437	14,667
CASEYS GENERAL STORES - 18	893	955
CASEYS GENERAL STORES - 406	22,002	21,559
CATALYST HEALTH - 322		
CAVIUM - 167		
CB RICARD ELLIS - 590	11,534	11,741
CBS CORP - 78	2,475	2,968
CELANESE - 67		
CELGENE - 127	7,669	9,966
CELGENE - 5	1,231	392
CENTERPOINT ENERGY - 1500		
CENTRAIS ELECTRICAS - 309	4,004	964
CENTRAIS ELECTRICAS BRASILEIRAS -676		
CENTURYTEL - 1200		
CERNER - 87	4,213	6,743
CF INDUSTRIES - 28	4,964	5,688
CH ROBINSON - 44		
CHECKPOINT SOFTWARE - 89		
CHEMTURA - 515	7,114	10,949
CHEMTURA - 820	13,323	17,433
CHESAPEAKE ENERGY - 136		
CHESAPEAKE ENERGY - 2000	109,980	33,240

Name of Stock	End of Year Book Value	End of Year Fair Market Value
CHESAPEAKE ENERGY - 84	1,953	1,396
CHEVRON CORP - 36	2,252	3,893
CHEVRON CORP - 9	1,643	973
CHICAGO BRIDGE & IRON - 327	6,777	15,156
CHICAGO BRIDGE & IRON - 337		
CHINA PETROLEUM - 200		
CIGNA CORP - 67	2,882	3,582
CIRRUS LOGIC - 89	1,774	2,578
CISCO SYS - 168	3,301	3,301
CITIGROUP - 499	16,308	19,740
CITIGROUP - 6500		
CITRIX SYSTEMS - 64		
CLIFFS NATURAL RESOURCES - 41		
CME GROUP - 7		
CMS ENERGY - 1500	33,225	36,570
CNO FINANCIAL GROUP - 2283	11,080	21,300
CNO FINANCIAL GROUP - 3273		
COACH - 34	2,113	1,888
COACH - 79	4,966	4,385
COCA COLA CO - 281		
COCA COLA CO - 360	10,268	13,050
COGNIZANT TECH SOLUTIONS - 92		
COGNIZANT TECH SOLUTIONS - 93		
COHERENT - 500		
COINSTAR - 215	13,222	11,182
COLGATE-PALMOLIVE - 24	1,846	2,509
COMCAST - 179	4,437	6,687
COMMUNITY HEALTH SYS - 675	15,277	20,750
COMMUNITY HEALTH SYS - 77	1,411	2,367
COMMVAULT SYSTEMS - 291		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
COMSTOCK RES - 1072	24,024	16,209
COMSTOCK RES - 30	353	454
COMTECH TELECOM - 116		
CONAGRA FOODS - 117	3,112	3,452
CONCHO RES - 31		
CONOCOPHILLIPS - 106	5,623	6,147
CONOCOPHILLIPS - 374	19,413	21,688
CONSOLIDATED EDISON - 500		
COOPER - 135		
CORE LABORATORIES - 64		
CORN PRODUCTS - 141		
CORNING INC - 1062		
CORTS TR VI - 1000		
COSTCO WHOLESALE - 65	4,161	6,417
COSTCO WHOLESALE - 77	7,045	7,602
COVIDIEN - 29	1,147	1,674
CREDIT SUISSE GROUP - 1059	25,712	26,009
CTRIP.COM INTL - 84		
CULLEN FROST BANKERS - 169	9,606	9,172
CUMMINS - 300		
CUMMINS - 70		
CVS CAREMARK - 162		
CVS CAREMARK - 230	9,592	11,121
CVS CAREMARK - 72		
CYMER - 145		
CYPRESS SEMICONDUCTOR - 215	2,782	2,331
CYTEC INDS - 28	1,937	1,927
DAI NIPPON - 1590		
DAI NIPPON - 1590	21,955	12,338
DAIICHI SANKYO KABUSHIKI KAISH - 504	9,595	7,681

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DAIICHI SANKYO KABUSHIKI KAISH - 605		
DANAHER - 136	4,327	7,602
DANAHER - 210	12,165	11,739
DANAHER - 548		
DARLING INTL - 1450	10,343	23,258
DARLING INTL - 65	1,242	1,043
DAVITA - 31		
DEERE & CO - 109		
DEERE & CO - 41	2,369	3,543
DELL INC - 1146		
DELL INC - 279		
DELL INC - 472	7,958	4,786
DELPHI AUTOMOTIVE - 481	14,536	18,398
DIAMOND OFFSHORE - 24	1,507	1,631
DICE HLDGS - 450	3,847	4,131
DICKS SPORTING GOODS - 213		
DIGITAL GENERATION - 282		
DIGITAL RIVER - 225		
DILLARDS - 87	6,732	7,288
DIODES - 276		
DIRECTV - 87	2,214	4,364
DISCOVERY COMMUNICATIONS - 177		
DISCOVERY COMMUNICATIONS - 74	2,362	4,698
DISNEY WALT - 217		
DISNEY WALT - 99	4,220	4,929
DOLBY LABORATORIES - 378	14,965	11,087
DOLLAR GENERAL - 47	2,160	2,072
DSW INC - 117	6,096	7,686
DTS INC - 112		
DU PONT E I DE NEMOURS - 500	28,620	22,489

Name of Stock	End of Year Book Value	End of Year Fair Market Value
DUKE ENERGY - 1500	89,161	95,700
DUKE ENERGY - 3000		
EAGLE MATERIALS - 161	6,116	9,419
EAST JAPAN - 1018		
EAST JAPAN - 844	9,809	9,065
EASTMAN CHEMICAL - 101		
EASTMAN CHEMICAL - 600		
EATON CORP - 66	3,426	3,576
EBAY INC - 106	5,092	5,406
EBAY INC - 187	6,090	9,536
ECOLAB - 132	6,181	9,491
EDISON INTERNATIONAL - 94		
EDWARDS LIFESCIENCES - 20	1,670	1,803
ELECTRICITE DE FRANCE - 2941	23,906	10,911
EMC CORP MASS - 369	10,157	9,336
EMC CORP MASS - 765	17,726	19,355
EMERSON ELECTRIC - 48	2,019	2,542
ENERSYS - 134	4,592	5,042
ENSCO - 33	1,651	1,956
ENSCO - 72		
ENTEGRIS - 782	7,700	7,179
ENTERGY - 500		
ENTERPRISE PRODS - 700		
EOG RESOURCES - 19	1,999	2,295
ERICSSON TELEFON - 1746	16,327	17,635
ESTEE LAUDER - 56	1,861	3,352
ESTERLINE TECHNOLOGIES - 369	19,395	23,472
ESTERLINE TECHNOLOGIES - 419		
EXELON - 1000	43,496	29,740
EXPEDIA - 323	11,672	19,845

Name of Stock	End of Year Book Value	End of Year Fair Market Value
EXPEDITORS INTL - 61		
EXPRESS SCRIPTS - 143	7,832	7,722
EXPRESS SCRIPTS - 84	5,119	4,536
EXXON MOBIL - 130		
EXXON MOBIL - 409	32,877	35,399
EXXON MOBIL - 473		
F5 NETWORK - 45	4,367	4,372
FACEBOOK INC.COM - 328	7,887	8,731
FACTSET RESEARCH - 55		
FASTENAL - 1200	53,981	55,980
FEDEX - 20	1,773	1,834
FEI COMPANY - 140	6,411	7,766
FIFTH THIRD BANCORP - 114	1,494	1,733
FIFTH THIRD BANCORP - 207	2,512	3,146
FINMECCANICA - 1992	3,337	5,677
FINMECCANICA SPA - 5429	25,081	15,473
FIRSTENERGY CORP - 800		
FLEETCOR TECH - 164	6,491	8,799
FLOWSERVE - 56		
FLUOR CORP - 125	8,440	7,343
FMC TECHNOLOGIES - 112	3,516	4,797
FORD MOTOR CO - 131	1,581	1,696
FOREST OIL - 1170	10,765	7,827
FOREST OIL - 1379	18,964	9,226
FRANKLIN RESOURCES - 22	2,562	2,765
FREEPORT MCMORAN COPPER - 90	3,386	3,078
FREEPORT MCMORAN COPPER - 97		
FRONTIER COMM - 3000	23,691	12,840
FUJIFILM - 629	22,578	12,599
FUSION-IO COM - 130	3,960	2,981

Name of Stock	End of Year Book Value	End of Year Fair Market Value
GAP INC - 1479		
GARTNER - 232	10,101	10,677
GENERAL CABLE - 352		
GENERAL ELEC CAP CORP 6% - 2000	50,000	52,200
GENERAL ELEC CAP CORP 6.45 - 2000	50,000	50,000
GENERAL ELECTRIC - 1120		
GENERAL ELECTRIC - 1509	25,626	31,674
GENERAL ELECTRIC - 2000		
GENERAL ELECTRIC - 230		
GENERAL MILLS - 77		
GENOMIC HEALTH - 89	3,064	2,424
GENTEX - 239		
GENWORTH FINL - 2653		
GILEAD SCIENCES - 1040		
GILEAD SCIENCES - 689	30,222	50,607
GLAXOSMITHKLINE - 467	18,555	20,300
GLAXOSMITHKLINE - 563		
GLAXOSMITHKLINE - 84		
GOLD FIELDS - 1155	15,303	14,426
GOLD FIELDS - 1263		
GOLDMAN SACHS - 86	10,185	10,970
GOODYEAR TIRE & RUBBER - 1500	26,777	20,715
GOOGLE - 37		
GOOGLE - 64		
GOOGLE - 99	57,860	70,031
GRAINGER WW - 5	1,051	1,012
GREEN MOUNTAIN COFFEE - 32		
GULFPORT ENERGY - 183		
HACHIJUNI BANK - 189		
HALLIBURTON - 112	4,011	3,885

Name of Stock	End of Year Book Value	End of Year Fair Market Value
HALLIBURTON - 505	16,570	17,518
HANGER - 117	3,058	3,201
HARMAN INTL - 203	9,150	9,062
HARRIS - 101		
HARTFORD FINL SERVICE - 1212		
HARTFORD FINL SERVICE - 994	22,164	22,305
HCA HLDGS	1,938	1,720
HCC INSURANCE - 302		
HEARTLAND PAYMENT SYS - 306	7,683	9,027
HELMERICH & PAYNE - 178	10,840	9,970
HERTZ GLOBAL - 838	12,141	13,634
HESS CORP - 40		
HESS CORP - 400	34,525	21,184
HEWLETT PACKARD - 1332		
HILL INTL - 589		
HOME DEPOT - 141	6,129	8,721
HOME DEPOT - 29	913	1,794
HOME RETAIL - 1057	7,429	8,678
HOME RETAIL - 1271		
HUDSON CITY BANCORP - 2500	28,897	20,325
HUDSON CITY BANCORP - 646		
HURON CONSULTING - 159		
IAC INTERACTIVE - 329	14,897	15,543
IBERIABANK - 311	15,296	15,276
IBERIABANK - 95	4,576	4,666
ICONIX BRAND - 243	4,960	5,424
IDEXX LABORATORIES - 206		
ILLINOIS TOOL WORKS - 82		
ILLUMINA - 549	25,691	30,519
IMPALA PLATINUM - 396	7,531	7,900

Name of Stock	End of Year Book Value	End of Year Fair Market Value
IMPAX LABORATORIES - 217		
INCYTE CORP - 178	3,209	2,957
INFORMATICA - 131		
INFORMATICA - 144	6,522	4,366
ING GROEP - 1006	6,279	9,547
INGREDION - 226	9,245	14,561
INPEX - 1440	20,967	19,048
INPEX CORP - 2534		
INTEGRA LIFESCIENCES - 206		
INTEL CORP - 1056	28,294	21,775
INTEL CORP - 156	3,104	3,217
INTEL CORP - 306	5,627	6,310
INTERCONTINENTALEXCH INTL - 15		
INTERNATIONAL BUS MACHINES - 21		
INTERNATIONAL BUS MACHINES - 37	4,405	7,087
INTERNATIONAL PAPER - 103	2,976	4,104
INTERNATIONAL PAPER - 288		
INTERNATIONAL PAPER - 500		
INTUIT - 40	1,440	2,379
INTUIT - 90	5,579	5,353
INTUITIVE SURGICAL - 17	6,247	8,336
INTUITIVE SURGICAL - 9	4,731	4,413
ION GEOPHYSICAL - 2000		
ION GEOPHYSICAL - 2797	15,770	18,208
ION GEOPHYSICAL - 2987		
IRIS INTL - 370		
IRON MTN - 329	10,139	10,215
ISHARES IBOXX INVST BOND - 2000	238,602	241,980
IXIA - 301	4,911	5,111
JABIL CIRCUIT - 507	12,700	9,780

Name of Stock	End of Year Book Value	End of Year Fair Market Value
JANUS CAP - 755	6,466	6,433
JARDEN - 243	9,713	12,563
JEFFRIES GROUP - 82		
JOHNSON & JOHNSON - 105		
JOHNSON & JOHNSON - 46	2,549	3,225
JOHNSON & JOHNSON - 59		
JOHNSON CONTROLS - 59		
JOY GLOBAL - 59	3,119	3,763
JOY GLOBAL - 77		
JP MORGAN CHASE - 170		
JP MORGAN CHASE - 226		
JP MORGAN CHASE - 603		
JP MORGAN CHASE - 788	29,079	34,648
JUNIPER NETWORKS - 141		
K12 INC - 151		
KAPSTONE PAPER - 178	3,209	3,950
KB FINL GROUP - 123	4,331	4,416
KDDI CORP - 1055	17,386	18,576
KDDI CORP - 1464		
KENSEY NASH - 99		
KIMBERLY CLARK - 37	2,241	3,124
KIMBERLY CLARK - 54		
KIMCO REALTY - 80	1,502	1,546
KINDRED HEALTHCARE - 1260		
KINROSS GOLD - 1739	29,184	16,903
KINROSS GOLD - 569	502	5,531
KLA TENCOR - 31	1,585	1,481
KNIGHT TRANSPORTATION - 488		
KONINKLIJKE - 1263	15,908	16,876
KOREA ELEC PWR - 1190		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KROGER - 133	3,087	3,461
LANDSTAR - 167		
LEHMAN BROTHERS - 7000		
LENDER PROCESSING - 266	5,144	6,549
LENNAR CORP - 31	1,174	1,199
LEVEL 3 COMM - 868	17,201	20,059
LEVEL 3 COMM - 884		
LIFE TIME FITNESS - 405	9,519	19,930
LIFE TIME FITNESS - 439		
LILLY ELI - 1000		
LILLY ELI - 101	3,848	4,981
LILLY ELI - 27	1,865	1,332
LINKEDIN - 20		
LIQUIDITY SVCS - 304	11,707	12,421
LKQ CORP - 252	4,536	5,317
LKQ CORP - 635		
LOCKHEED MARTIN - 49		
LTC PPTYS - 510	11,176	17,947
LTC PPTYS - 55	4,086	1,935
LYONDELLBASELL IND - 188	8,727	10,733
LYONDELLBASELL IND - 700		
MACK CALI REALTY - 400	13,002	10,444
MACYS - 40	1,483	1,561
MANHATTAN ASSOC - 203		
MANPOWER - 186	4,859	7,894
MANPOWER - 55	3,168	2,334
MARATHON OIL - 125	3,244	3,833
MARATHON OIL - 145		
MARINE HARVEST - 484	5,132	8,857
MARINE HARVEST - 930		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MARRIOTT INTL - 52	1,983	1,938
MARVELL TECHNOLOGY - 184		
MASTERCARD - 3	1,320	1,474
MATTEL INC - 133		
MATTEL INC - 46	1,221	1,685
MCDONALDS - 46	4,152	4,058
MCGRAW HILL - 14	792	765
MCKESSON CORP - 41	1,798	3,975
MCKESSON CORP - 66		
MEAD JOHNSON NUTRITION - 36	2,199	2,372
MEDTRONIC - 111		
MEDTRONIC - 39	1,278	1,600
MEMC ELECTRONICS - 3198		
MERCADOLIBRE - 154	14,763	12,097
MERCK & CO - 209	8,947	8,556
MERIDIAN BIOSCIENCE - 223		
METLIFE INC - 1100		
METLIFE INC - 116		
METLIFE INC - 784	24,310	25,825
MICHAEL KORS - 112	5,331	5,715
MICROSOFT - 140		
MICROSOFT - 142		
MICROSOFT - 659		
MICROSOFT - 891	26,335	23,798
MOBILE MINI - 243		
MOLSON COORS BREWING - 37	1,628	1,583
MOLYCORP - 800	34,519	7,552
MONDELEZ INTL - 82	2,359	2,087
MONSANTO - 248	17,099	23,473
MONSANTO - 318		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
MOSAIC - 500	38,417	28,315
MOSAIC - 84	4,129	4,757
MS&AD INSURANCE - 2445	33,935	24,206
MS&AD INSURANCE - 2526		
MUELLER INDS - 370	17,468	18,511
MWI VETERINARY SUPPLY - 211		
MYRIAD GENETICS - 121	3,055	3,297
NATIONAL GRID PLC - 600		
NATIONAL OILWELL - 47	3,333	3,212
NEOGEN CORP - 172		
NETAPP - 163		
NEW YORK COMM BANCORP - 1500		
NEWCREST MINING - 706	19,979	16,257
NEWCREST MINING - 743	19,090	17,109
NEXEN - 1429		
NIC INC - 332		
NIELSEN HOLDINGS - 952	26,851	29,122
NIKE INC - 120	4,910	6,192
NINTENDO - 830	23,651	11,047
NIPPON TELEGRAPH & TELEPHONE - 1222	27,193	25,699
NIPPON TELEGRAPH & TELEPHONE - 1376		
NOBLE CORP - 3318		
NORDSON - 159	7,680	10,036
NORDSTROM - 68		
NORFOLK SOUTHERN GROUP - 21	1,488	1,299
NORFOLK SOUTHERN GROUP - 37		
NORTHROP GRUMMAN - 68	3,116	4,595
NORTHROP GRUMMAN - 8	884	541
NU SKIN ENTERPRISES - 122		
NU SKIN ENTERPRISES - 93	3,580	3,446

Name of Stock	End of Year Book Value	End of Year Fair Market Value
NUANCE COMMUNICATIONS - 152	2,636	3,393
NUCOR CORP - 800		
NUVASIVE - 216		
NXP SEMICONDUCTORS - 114	2,066	3,000
NXP SEMICONDUCTORS - 277	6,714	7,291
O'REILLY AUTOMOTIVE - 40		
OA0 GAZPROM - 1853	19,160	18,030
OA0 GAZPROM - 1983		
OCCIDENTAL PETROLEUM - 96		
OCEANEERING INTERNATIONAL - 289		
OCWEN FINL - 1177		
OCWEN FINL - 522	4,749	18,056
OMEGA HEALTHCARE INVESTORS - 50	1,095	1,193
OMEGA HEALTHCARE INVESTORS - 967	10,954	23,063
ON SEMICONDUCTOR - 941		
ONEOK - 355		
ONEOK - 390	8,500	16,673
ONYX PHARMACEUTICALS - 45	3,058	3,399
OPEN TEXT - 180		
OPENTABLE INC - 206	8,857	10,053
ORACLE - 195		
ORACLE - 424	11,480	14,128
ORACLE - 802		
ORKLA ASA - 573	4,257	5,014
OSHKOSH CORP - 429		
OWENS ILLINOIS - 2000		
OWENS ILLINOIS - 2925	131,917	62,215
OWENS ILLINOIS - 930		
PANASONIC - 1444	23,685	8,765
PANASONIC - 538	3,691	3,266

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PANERA BREAD - 65	10,236	10,324
PAREXEL INTL - 337	9,957	9,972
PAREXEL INTL - 383		
PARKER HANNIFIN - 18	1,585	1,531
PEABODY - 39		
PEABODY - 500	31,344	13,305
PEETS COFFEE & TEA - 116		
PEGASYSTEMS - 221		
PENN NATL GAMING - 137	6,053	6,728
PEPSICO - 25	2,131	1,711
PEPSICO - 61	3,884	4,174
PEPSICO - 88	5,724	6,022
PERFICIENT - 466		
PERRIGO - 24	2,642	2,497
PERRIGO - 35		
PETSMART - 266	14,097	18,178
PFIZER - 132		
PFIZER - 197		
PFIZER - 333	7,328	8,351
PHILLIPS 66 - 74	2,471	3,929
PITNEY BOWES - 183		
PLEXUS - 352		
PNC FINL SVCS - 50	2,864	2,916
PNC FINL SVCS - 70		
POLARIS INDUSTRIES - 139	10,029	11,697
POLYUS GOLD INTERNATIONAL - 1337	4,561	4,385
POLYUS GOLD INTERNATIONAL - 2955		
PORTLAND GENERAL ELECTRIC - 55	1,394	1,505
PORTLAND GENERAL ELECTRIC - 720	17,387	19,699
POST - 615	18,833	21,064

Name of Stock	End of Year Book Value	End of Year Fair Market Value
POTASH CORP - 600		
PPG INDUSTRIES - 15	1,369	2,030
PPL CORP - 1000		
PPL CORP - 56	1,639	1,603
PRECISION CASTPARTS - 20		
PRECISION CASTPARTS - 47		
PRECISION CASTPARTS - 50	8,628	9,471
PRESTIGE BRANDS - 580	8,771	11,617
PRICE SMART - 182		
PRICELINE COM - 13	3,360	8,065
PRICELINE COM - 18	11,512	11,167
PROCTER & GAMBLE - 204		
PSS WORLD MEDICAL - 189		
PT TELEKOMUNAKASI INDONESIA - 351		
PULTEGROUP - 2396		
PVH CORP - 72	6,708	7,993
QUALCOMM - 570	31,356	35,260
QUALCOMM - 799		
RACKSPACE HOSTING - 197	9,477	14,631
RALPH LAUREN - 29	4,501	4,348
RALPH LAUREN - 9	1,104	1,349
RANGE RESOURCES - 51	3,112	3,204
RAVEN INDUSTRIES - 245	6,613	6,458
RAYMOND JAMES FINANCIAL - 429		
RED HAT - 48	1,944	2,542
REDWOOD TRUST - 1620	21,339	27,362
REDWOOD TRUST - 1715		
REPUBLIC SERVICES - 316	9,224	9,268
RIGHTNOW TECHNOLOGIES - 256		
ROBERT HALF INTL - 217	6,100	6,905

Name of Stock	End of Year Book Value	End of Year Fair Market Value
ROCHE HLDGS - 246	12,134	12,362
ROFIN SINAR TECHNOLOGIES - 266		
ROHM CO LTD - 5	89	82
ROHM CO LTD - 629	17,346	10,278
ROHM CO LTF - 5		
ROSS STORES - 18	1,123	974
ROYAL DUTCH SHELL A - 48	3,277	3,310
ROYAL DUTCH SHELL A - 52		
RR DONNELLEY & SONS - 239		
SALESFORCE COM - 89	10,815	14,961
SALLY BEAUTY - 271	7,045	6,387
SANDISK - 58		
SANDRIDGE ENERGY - 1020	7,740	6,477
SANDRIDGE ENERGY - 2931		
SANOFI-AVENTIS - 107		
SANOFI-AVENTIS - 492	16,994	23,311
SANOFI-AVENTIS - 766		
SBA COMMUNICATIONS - 27	1,517	1,916
SCANSOURCE - 264		
SCHLUMBERGER - 364		
SCHLUMBERGER - 80	5,995	5,544
SCHWAB CHARLES - 1816	22,462	26,078
SCHWAB CHARLES - 3395		
SEADRILL LTD - 600		
SEKISUI HOUSE - 1513	15,107	16,446
SEKISUI HOUSE - 1784		
SELECT MEDICAL - 286	3,060	2,697
SENSIENT TECHNOLOGIES - 25	976	889
SENSIENT TECHNOLOGIES - 545	12,705	19,380
SEVEN & I HLDGS - 242	12,789	13,637

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEVEN & I HLDGS - 338		
SHIRE PLC - 72		
SHISEIDO - 1017	17,328	14,309
SHISEIDO - 131	1,877	1,843
SIEMENS - 154	10,079	16,858
SIGNET JEWELERS - 320	14,718	17,105
SILGAN - 247	10,680	10,260
SILVER WHEATON - 500	20,179	18,040
SIMPSON MFG - 263		
SIMPSON MFG - 689		
SIMPSON MFG - 724	21,750	23,740
SIRIUS XM RADIO - 1088	3,078	3,144
SK TELECOM - 1418	23,077	22,447
SK TELECOM - 1773		
SLM CORP - 91	1,534	1,559
SOCIETE GENERAL - 883		
SOFTBANK - 687	9,861	12,475
SOLARWINDS - 222	7,454	11,644
SONOSITE - 138		
SOURCEFIRE - 184		
SOUTHERN CO - 700		
SOUTHERN COPPER - 103	2,391	3,900
SOUTHERN COPPER - 133		
SOUTHERN COPPER - 700		
SOUTHWESTERN ENERGY - 97		
SPDR DJIA TRUST - 200	26,647	26,116
SPDR S&P 500ETF TRUST - 76	9,042	10,823
SPDR S&P 500ETF TRUST - 99		
SPDR S&P MIDCAP 400 - 103	14,178	19,128
SPDR S&P MIDCAP 400 - 134		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SPDR SER TRUST BARCLAYS CAP - 7000	278,026	284,970
STANLEY BLACK & DECKER - 50	3,771	3,699
STAPLES - 115	1,497	1,311
STAPLES - 2997		
STARBUCKS - 308	17,723	16,518
STARBUCKS - 403	11,970	21,613
STATE STREET - 35	1,456	1,645
STRYKER - 30	1,591	1,645
SUMITOMO MITSU - 1426	4,237	4,920
SUMITOMO MITSU - 3690	12,909	12,731
SUPERVALU - 2503		
SWIFT ENERGY - 202		
SWISSCOM - 428	14,404	18,511
SWISSCOM - 521		
TALISMAN ENERGY - 612	7,168	6,934
TALISMAN ENERGY - 730	9,858	8,271
TD AMERITRADE - 116		
TELECOM ITALIA - 2074	50,407	16,385
TELECOM ITALIA - 537	4,798	4,242
TELEDYNE TECH - 152		
TELEFLEX - 151		
TEMPUR PEDIC INTL - 63		
TERADATA - 11	636	681
TEREX - 95	3,554	2,670
TESLA MOTORS - 102	3,415	3,455
TESLA MOTORS - 262	8,297	8,874
TESORO - 170	4,948	7,489
TESORO - 223		
TETRA TECH - 238		
TETRA TECHNOLOGIES - 291		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TEVA PHARMACEUTICALS - 490	19,699	18,297
THE DIRECTV GROUP - 113		
THERMO FISHER SCIENTIFIC - 639	31,048	40,755
THERMO FISHER SCIENTIFIC - 850		
TIBCO SOFTWARE - 508	14,116	11,166
TIDEWATER - 360	17,392	16,085
TIDEWATER - 5	289	223
TIFFANY - 38		
TIME WARNER - 110		
TIME WARNER - 69	2,167	3,300
TITAN MACHINERY - 800		
TNT EXPRESS - 1966		
TOTAL SA - 118	4,335	6,137
TOTAL SA - 144	7,611	7,489
TOTAL SYSTEM SERVICES - 744	17,053	15,936
TOWER GROUP - 304		
TOWERS WATSON - 264	16,645	14,839
TOYOTA MTRS - 149	10,581	13,894
TOYOTA MTRS - 229		
TRACTOR SUPPLY - 118	3,018	10,426
TRACTOR SUPPLY - 285		
TRANSOCEAN LTD - 227		
TRANSOCEAN LTD - 400	21,030	17,864
TRAVELERS COMPANIES - 24	1,036	1,724
TRAVELERS COMPANIES - 66		
TRUE RELIGION APPAREL - 303		
TRW AUTOMOTIVE - 1000	51,339	53,610
TRW AUTOMOTIVE - 500		
TUPPERWARE CORP - 176	11,547	11,282
TUPPERWARE CORP - 400	26,049	25,640

Name of Stock	End of Year Book Value	End of Year Fair Market Value
TWO HARBORS INVESTMENT - 1365		
TWO HARBORS INVESTMENT CORP - 1470	15,125	16,288
UBS AG - 1039		
ULTA SALON COSMETICS - 90	7,093	8,843
ULTIMATE SOFTWARE - 128		
UNIFIRST - 170	10,495	12,464
UNION PACIFIC - 121	8,892	15,212
UNITED CONTINENTAL - 125	2,780	2,923
UNITED CONTINENTAL - 163		
UNITED NATURAL FOODS - 346		
UNITED STATES STEEL - 1041		
UNITED TECHNOLOGIES - 103	7,660	8,447
UNITED THERAPEUTICS - 116	6,436	6,197
UNITEDHEALTH GROUP - 13	916	705
UNITEDHEALTH GROUP - 206	10,080	11,173
UNIVERSAL HEALTH SVCS - 223	9,153	10,782
UNS ENERGY - 455	18,700	19,301
UNTD RENTALS - 1263	49,707	57,492
URBAN OUTFITTERS - 99	2,657	3,897
US BANCORP - 48	1,521	1,533
VALEANT PHARMACEUTICALS - 343	18,167	20,501
VALERO - 1000	70,253	34,120
VALERO - 2500		
VALMONT IND - 71	8,575	9,695
VALSPAR - 218		
VANGUARD REIT ETF - 106		
VARIAN - 15		
VARIAN - 282		
VEECO INSTRUMENTS - 128		
VERIFONE SYSTEMS - 156		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
VERISIGN - 421	15,809	16,343
VERISIGN - 83	2,502	3,222
VERIZON COMMUNICATIONS - 157	5,943	6,793
VERIZON COMMUNICATIONS - 3000		
VERTEX PHARM - 26	1,335	1,089
VIACOM - 102	5,033	5,379
VIACOM - 32	1,578	1,688
VISA INC - 160	13,895	24,253
VISA INC - 202		
VIVENDI - 416	7,023	9,489
VMWARE - 60	4,928	5,648
VODAFONE - 866	17,502	21,815
VODAFONE - 989		
VOLCANO - 266	6,071	6,280
VOLCANO - 67	1,930	1,582
WABTEC ENERGY - 118	8,307	10,330
WACOAL - 198	12,555	10,233
WACOAL - 259		
WAL-MART STORES - 174		
WAL-MART STORES - 66	3,516	4,503
WALGREEN CO - 155	5,574	5,737
WEATHERFORD INTL - 1099	13,217	12,298
WELLCARE HEALTH PLANS - 57	3,200	2,775
WELLS FARGO - 119	2,974	4,067
WELLS FARGO - 147	3,473	5,025
WELLS FARGO - 211	7,061	7,212
WEST PHARMACEUTICAL - 159		
WESTAR ENERGY - 1200	31,000	34,344
WESTAR ENERGY - 400	11,080	11,448
WESTERN REFNG - 279	5,121	7,865

Name of Stock	End of Year Book Value	End of Year Fair Market Value
WHIRLPOOL - 65		
WHOLE FOODS MKT - 68	2,711	6,199
WILLIAMS COS - 100	3,105	3,274
WILLIAMS SONOMA - 154	6,756	6,741
WINDSTREAM - 3000		
WOLTERS KLUWER - 1028	18,300	21,249
WOLTERS KLUWER - 1145		
WOODWARD GOVERNOR - 231		
WYNDHAM WORLDWIDE - 191	7,842	10,163
XEROX - 444	3,592	3,028
XEROX - 462		
XL GROUP - 398	8,325	9,974
YUM BRANDS - 376	24,050	24,966
YUM BRANDS - 50		
ZEBRA TECHNOLOGIES - 221		

TY 2012 Investments Government Obligations Schedule

Name: PERRIN FOUNDATION INC

EIN: 22-6049335

**US Government Securities - End of
Year Book Value:**

**US Government Securities - End of
Year Fair Market Value:**

State & Local Government Securities - End of Year Book Value:	1,727,105
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State & Local Government Securities - End of Year Fair Market Value:	1,867,079
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TY 2012 Investments - Other Schedule

Name: PERRIN FOUNDATION INC
EIN: 22-6049335

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ALLIANCE BERNSTEIN HI INC FD	AT COST	306,475	318,086
AMERICAN EXPRESS CENTURION - 96000	AT COST	96,000	96,113
AQUILA THREE PEAKS	AT COST	93,783	99,076
BABSON CAP CORPORATE INVS	AT COST	39,769	39,728
BARCLAYS BANK DELAWARE - 75000	AT COST		
CAPMARK BANK - 75000	AT COST	75,000	77,289
CITIBANK 3% - 96000	AT COST	96,000	99,680
DOUBLELINE EMERGING MKTS	AT COST		
DOUBLELINE EMERGING MKTS	AT COST	100,436	106,177
DOUBLELINE TOTAL RETURN	AT COST	20,503	20,849
EATON VANCE ATLANTA CAP	AT COST	90,017	94,070
EATON VANCE FLOATING RATE	AT COST	100,017	103,051
EATON VANCE GL MACRO	AT COST		
EATON VANCE MULTI STRATEGY	AT COST		
FIDELITY ADVISOR REAL ESTATE	AT COST	40,000	41,270
FIRST EAGLE GLOBAL CLASS	AT COST	156,930	163,905
FMI FOCUS FUND	AT COST	67,000	73,061
GE MONEY BANK COD 3.15% - 50000	AT COST	50,000	52,032
GE MONEY BANK COD 4.05%-45000	AT COST		
GE MONEY BANK COD 4.25%-50000	AT COST		
INVESCO MUNICIPAL	AT COST	56,249	63,135
LOCORR MANAGED FUTURES	AT COST	140,000	129,968
PARAGON COMMERCIAL BANK 3% - 96000	AT COST	96,000	99,833
PRINCIPAL GLOBAL DIVERSIFIED	AT COST	34,734	37,623
PRUDENTIAL GLOBAL REAL ESTATE	AT COST	40,017	43,400
RIDGEWORTH MID CAP VALUE	AT COST	73,017	66,441
RYDEXSGI MID CAP VAL - 5192.108	AT COST		
THORNBURG DEVELOPING MARKETS	AT COST	100,017	106,697
THORNBURG INCOME BUILDER	AT COST	153,050	158,257
THORNBURG INTL VALUE	AT COST	151,826	165,286

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
THORNBURG STRATEGIC INC	AT COST	101,617	102,027
WESTCORE SELECT DISCRETION	AT COST		
WISDOMTREE TR EMERG MKTS - 700	AT COST	40,872	40,033

TY 2012 Other Decreases Schedule

Name: PERRIN FOUNDATION INC

EIN: 22-6049335

Description	Amount
BASIS ADJUSTMENT - DONATED SECURITIES SOLD	328,655

TY 2012 Other Expenses Schedule**Name:** PERRIN FOUNDATION INC**EIN:** 22-6049335

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT FEES	147,599	147,599		
ADMINISTRATIVE EXPENSES	124			
INSURANCE	4,317			

TY 2012 Other Income Schedule

Name: PERRIN FOUNDATION INC

EIN: 22-6049335

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
12 B-1 REBATE	156	156	156

TY 2012 Other Liabilities Schedule

Name: PERRIN FOUNDATION INC

EIN: 22-6049335

Description	Beginning of Year - Book Value	End of Year - Book Value
CALL LIABILITY	28,910	9,665

TY 2012 Taxes Schedule**Name:** PERRIN FOUNDATION INC**EIN:** 22-6049335

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
NY FILING FEE	750			
FOREIGN TAXES	4,543	4,543		
EXCISE TAX	6,640			