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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

THE LINDBACK FOUNDATION T/W 496-1513850592

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

1525 W W.T. HARRIS BLVD. D1114-044

City or town, state, and ZIP code

CHARLOTTE, NC 28288

G Check all that apply:

Initial return

Final return

Address change

Initial return of a former public charity

Amended return

Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ▶ \$ 26,758,359.

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

23-6290348

B Telephone number (see instructions)

800- 352-3705

C If exemption application is
pending, check here

D 1 Foreign organizations, check here

2 Foreign organizations meeting the
85% test, check here and attach
computationE If private foundation status was terminated
under section 507(b)(1)(A), check hereF 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)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	579,242.	579,242.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	1,079,537.			
b Gross sales price for all assets on line 6a 12,521,964.				
7 Capital gain net income (from Part IV, line 2)		1,079,537.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	613,560.	510,163.		
12 Total. Add lines 1 through 11	2,272,339.	2,168,942.		
13 Compensation of officers, directors, trustees, etc.	165,230.	82,615.		82,615.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule) STMT 2	7,461.	NONE	NONE	7,461.
b Accounting fees (attach schedule) STMT 3	750.	NONE	NONE	750.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions) STMT 4	37,861.	9,560.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings		NONE	NONE	
22 Printing and publications		NONE	NONE	
23 Other expenses (attach schedule) STMT 5	191,836.	191,836.		
24 Total operating and administrative expenses. Add lines 13 through 23	403,138.	284,011.	NONE	90,826.
25 Contributions, gifts, grants paid	1,338,214.			1,338,214.
26 Total expenses and disbursements Add lines 24 and 25	1,741,352.	284,011.	NONE	1,429,040.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	530,987.			
b Net investment income (if negative, enter -0-)		1,884,931.		
c Adjusted net income (if negative, enter -0-)				

ENVELOPE
POSTMARK DATE
AUG 08 2013

AUG 16 2013

SCANNED

Operating and Administrative Expenses

RECEIVED

AUG 12 2013

GLEN, UT

IRS-OSC

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	80,754.	5,397.	5,397.
	2	Savings and temporary cash investments	877,501.	1,157,217.	1,157,217.
	3	Accounts receivable ▶			
		Less: allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less: allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less: allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)	1,992,977.	1,877,893.	1,976,686.
	b	Investments - corporate stock (attach schedule)	5,289,520.	15,168,124.	15,968,558.
	c	Investments - corporate bonds (attach schedule)	2,564,751.	2,942,033.	3,149,682.
	Liabilities	11	Investments - land, buildings, and equipment basis		
		Less: accumulated depreciation (attach schedule) ▶			
12		Investments - mortgage loans			
13		Investments - other (attach schedule)	11,763,095.	1,623,719.	4,160,810.
14		Land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶			
15		Other assets (describe ▶)		328,923.	340,009.
16		Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	22,568,598.	23,103,306.	26,758,359.
17		Accounts payable and accrued expenses			
18		Grants payable			
Net Assets or Fund Balances	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)		NONE	
		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	22,568,598.	23,103,306.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
30	Total net assets or fund balances (see instructions)	22,568,598.	23,103,306.		
31	Total liabilities and net assets/fund balances (see instructions)	22,568,598.	23,103,306.		

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	22,568,598.
2	Enter amount from Part I, line 27a	2	530,987.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 20	3	16,574.
4	Add lines 1, 2, and 3	4	23,116,159.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 21	5	12,853.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	23,103,306.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 12,521,964.		11,442,427.	1,079,537.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(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			
a			1,079,537.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	1,079,537.	
If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,285,284.	26,403,443.	0.048679
2010	1,115,991.	24,035,943.	0.046430
2009	1,311,363.	26,405,534.	0.049662
2008	1,380,013.	26,749,688.	0.051590
2007	994,141.	28,975,643.	0.034310
2 Total of line 1, column (d)			2 0.230671
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 0.046134
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 26,237,429.
5 Multiply line 4 by line 3			5 1,210,438.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 18,849.
7 Add lines 5 and 6			7 1,229,287.
8 Enter qualifying distributions from Part XII, line 4			8 1,429,040.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)		1	18,849.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, 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	18,849.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	18,849.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	27,459.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	27,459.	
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	8,610.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 8,610. Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

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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		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>WELLS FARGO BANK</u> Telephone no <u>(800) 352-3705</u>			
	Located at <u>1 WEST 4TH STREET, WINSTON SALEM, NC</u> ZIP+4 <u>19109</u>			
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country <u></u>			X

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

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

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

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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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (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
WELLS FARGO BANK 1525 W WT HARRIS BLVD, CHARLOTTE, NC 28288	CO TRUSTEE 40	106,605.	- 0 -	- 0 -
DUANE MORRIS LLP 30 SOUTH 17th ST, PHILADELPHIA, PA 19103	CO-TRUSTEE 20	58,625.		
DAVID E LODER 30 SOUTH 17th ST, PHILADELPHIA, PA 19103	CO TRUSTEE 20			

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

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

Total number of other employees paid over \$50,000 ☐ NONE

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3	

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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	25,406,606.
b	Average of monthly cash balances	1b	1,155,378.
c	Fair market value of all other assets (see instructions)	1c	75,000.
d	Total (add lines 1a, b, and c)	1d	26,636,984.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	26,636,984.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	399,555.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	26,237,429.
6	Minimum investment return. Enter 5% of line 5	6	1,311,871.

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	1,311,871.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	18,849.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	18,849.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,293,022.
4	Recoveries of amounts treated as qualifying distributions	4	4,000.
5	Add lines 3 and 4	5	1,297,022.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,297,022.

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	1,429,040.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,429,040.
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	18,849.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,410,191.

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				1,297,022.
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			1,096,319.	
b Total for prior years. 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4. ► \$ <u>1,429,040.</u>				
a Applied to 2011, but not more than line 2a . . .			1,096,319.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				332,721.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions	-	NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				964,301.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9:				
a Excess from 2008 . . .	NONE			
b Excess from 2009 . . .	NONE			
c Excess from 2010 . . .	NONE			
d Excess from 2011 . . .	NONE			
e Excess from 2012 . . .	NONE			

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or 4942(j)(5)

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 foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

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

c Any submission deadlines.

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

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHED DISTRIBUTIONS SEE ATTACHED DISTRIBUTIONS Charlotte NC 2828	NONE	NONE	GENERAL SUPPORT	1,338,214.
Total ▶ 3a				1,338,214.
b Approved for future payment				
Total ▶ 3b				

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations)

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Tax Return Attachment

Christian & Mary Lindback Trust
Distributions 1/1/2012 thru 12/31/2012

10 May 2013

Organization	Tax ID	Tax Status	Grant Purpose	Payment Date	Amount
Lincoln University 1570 Baltimore Pike P.O. Box 179 Lincoln University, PA 19352	231352655 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School		support for the Lincoln-Barnes Arts and Lecture Series	1/27/2012	\$40,000.00
Free Library of Philadelphia Foundation 1901 Vine Street, Suite 111 Philadelphia, PA 19103	521173474 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		Summer 2012 College Prep Program	2/24/2012	\$89,458.00
School District of Philadelphia 440 North Broad Street Philadelphia, PA 19130	170(c)(1) - Government Entity (not found on guidestar org)		2012 Distinguished Teacher Award (62 awards @\$3,500)	3/1/2012	\$217,000.00
School District of Philadelphia 440 North Broad Street Philadelphia, PA 19130	170(c)(1) - Government Entity (not found on guidestar org)		2012 Distinguished Principal Award (7 awards @ \$15,000 = \$105,000 and 7 awards @ \$5,000 = \$35,000)	3/27/2012	\$140,000.00
Samuel S. Fleisher Art Memorial 719 Catharine Street Philadelphia, PA 19147-2811	232249360 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)		general purpose grant	4/24/2012	\$12,500.00
Buildabridge International 205 W Tulpehocken St Phila, PA 19144-3226	233048553 501(c)(3)		support for Training Artists for Community Service: Artist Mentor Online Certification Program (3 year commitment)	4/30/2012	\$3,000.00
Mann Center For The Performing Arts 123 S. Broad Street Suite 815 Philadelphia, PA 19109	231473884 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		support for access the Arts education program (3 year commitment)	4/30/2012	\$5,000.00
Act II Playhouse 56 E. Bustler Pike Ambler, PA 19002	23-2980813 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		Funding to launch the inaugural original family holiday play "Murray the Elf..."	5/22/2012	\$1,000.00

Organization	Tax ID	Tax Status	Grant Purpose	Payment Date	Amount
After School Activities Partnerships 1520 Locust Street Suite 1104 Philadelphia, PA 19102	263639206 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		Funding for the Philadelphia Scholastic Debate League (PSDL)	5/22/2012	\$4,000.00
Appel Farm Arts and Music Center P.O. Box 888 Elmer, NJ 08318-0888	222235002 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)		Funding for the Greater Camden/Philadelphia Scholars Initiative of the Rising Young Artist Program	5/22/2012	\$5,000.00
Atwater Kent Museum 15 S 7Th St Philadelphia, PA 19106-2313	236413814 501(c)(3) FC14 - 509(a)(1) in 170(b)(1)(A)(v) - Governmental Entity		Support for six exhibitions in Philadelphia Voices: Community History Gallery 2 year grant@ \$5,000	5/22/2012	\$5,000.00
Breakthrough Of Greater Philadelphia Inc 34 West Coulter Street Philadelphia, PA 19144	232789601 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School		Support for the Middle School Summer Academy serving 120/130 students and 36 college interns	5/22/2012	\$3,500.00
Children's Literacy Initiative 2314 Market Street, Third Floor Philadelphia, PA 19103	232515768 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		Continued funding of DCIU Head Start supporting model teachers and colleagues (final year of project)	5/22/2012	\$5,000.00
CHOICE (Concern for Health Options, Information, Care, and Education) 1233 Locust Street, Suite 301 Philadelphia, PA 19107	231894084 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		Support for new technology based education program 3 year grant @ \$2,500	5/22/2012	\$2,500.00
Clay Studio 139 North 2nd Street Philadelphia, PA 19106	237380408 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School		Support of new Claymobile partnership with the Greater Center city Neighborhood Schools Coalition (GCCNSC)	5/22/2012	\$5,000.00
Cliveden Of The National Trust 6401 Germantown Ave Philadelphia, PA 19144-1925	232232675 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		general operating support	5/22/2012	\$2,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Cradles to Crayons, Inc 30 Clipper Road West Conshohocken, PA 19248	043584367 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support for the core Everyday Essentials Program	5/22/2012	\$6,000.00
Education Law Center - Pa 1315 Walnut St Ste 400 Philadelphia, PA 19107-4719	232581102 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	5/22/2012	\$2,500.00
Fight to Learn Program P.O. Box 45237 Philadelphia, PA 19124	753023495 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	5/22/2012	\$5,000.00
Friends Of The New Jersey State Museum Po Box 530 205 West State Street Trenton, NJ 08625-0530	226098724 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Funding for General Operating Support and Summer Explorers 2012	5/22/2012	\$5,000.00
Kimmel Center, Inc. 260 S. Broad Street, Suite 901 Philadelphia, PA 19102	232865855 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Continued support of education transportation costs for the 2011-12 school year	5/22/2012	\$10,000.00
Leukemia & Lymphoma Society, Eastern Pennsylvania Chapter 555 E. North Lane Suite 5010 Conshohocken, PA 19428	135644916 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support for disease-specific patient education programs: Myeloma Today; Navigating Advances in the treatment of NHL; and Blood Cancer Survivorship	5/22/2012	\$2,500.00
Mastery Charter Schools Foundation 5700 Wayne Ave Philadelphia, PA 19144-3314	205593485 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Funding for Summer College Connect Program	5/22/2012	\$11,600.00
Musicopia, Inc 2001 Market Street Suite 3100 Philadelphia, PA 19103-7044	237397981 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support for the percussion ensemble Drumline at Meade Elementary School	5/22/2012	\$1,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
National Audubon Society 1201 Pawlings Road Audubon, PA 19403	131624102 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Funding for a multifaceted education program	5/22/2012	\$3,000.00
National Liberty Museum 321 Chestnut Street Philadelphia, PA 19106	232788633 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Funding to expand the Caretoons Violence Prevention Outreach Program	5/22/2012	\$5,000.00
National Museum of American Jewish History 55 N. 5th Street Philadelphia, PA 19106	237379280 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Funding for new exhibition "Beyond Swastika and Jim Crow: Jewish Refugee Scholars at Black Colleges"	5/22/2012	\$2,500.00
Painted Bride Art Center 230 Vine Street Philadelphia, PA 19106	231946391 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Continued support for youth education and community outreach programs	5/22/2012	\$2,500.00
Philadelphia Education Fund 1709 Benjamin Franklin Parkway, Suite 700 Philadelphia, PA 19103	222567982 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Continued support for the College Access Program	5/22/2012	\$5,000.00
Philadelphia Film Society 234 Market Street Philadelphia, PA 19106	23-3077468 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	5/22/2012	\$5,000.00
Philadelphia Futures 230 S. Broad Street, 7th Floor Philadelphia, PA 19102	231365983 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Continued funding for Sponsor-A-Scholar (SAS) College Retention and Success Program 3 year grant @ \$7,500	5/22/2012	\$7,500.00
Philadelphia Mural Arts Advocates 1729 Mt. Vernon Street Philadelphia, PA 19130	232876470 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	general operating support	5/22/2012	\$5,000.00
Philadelphia Theatre Company 123 South Broad Street Philadelphia, PA 19146	231951753 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Continued support for Drama Contact, a youth education program	5/22/2012	\$2,500.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Planned Parenthood of Southern New Jersey 317 Broadway Camden, NJ 08103	216008381 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Continued support for the Education and Training Program	5/22/2012	\$5,000.00
Planned Parenthood Southeastern Pennsylvania 1144 Locust Street Philadelphia, PA 19107	231352509 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support for sexuality education programs	5/22/2012	\$10,000.00
Presbyterian Children's Village Services 452 South Roberts Road Rosemont, PA 19010	231353287 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	5/22/2012	\$1,000.00
Public Citizens For Children And Youth 7 Benjamin Franklin Parkway Philadelphia, PA 19103-1208	232137461 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Continued support for the Picasso Project	5/22/2012	\$5,000.00
Royer-Greaves School for Blind 118 S. Valley Road Paoli, PA 19301	231401567 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	general operating support	5/22/2012	\$2,500.00
Salvation Army of New Jersey 144 North 8th Street Allentown, PA 18101	135562351 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	Continued support for emergency assistance programs in Southern New Jersey	5/22/2012	\$3,500.00
Teach For America Inc- Mid Atlantic 174 Market Street Suite 420 Philadelphia, PA 19106	133541913 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Funding for recruitment, selection, training and ongoing support of corps member for Transformational Teachers and Leaders in Education - 2012	5/22/2012	\$10,000.00
The Fabric Workshop And Museum 1214 Arch St Philadelphia, PA 19107-2816	232018929 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support for the 2012-13 High School Apprentice Training Program	5/22/2012	\$3,500.00

Organization	Tax ID	Tax Status	Grant Purpose	Payment Date	Amount
The Pennsylvania Horticultural Society 100 North 20th Street 5th Floor Philadelphia, PA 19103-1495	231352265 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)		Support for the urban greening and sustainability work of Philadelphia Green	5/22/2012	\$10,000.00
The Wilma Theater 265 South Broad Street Philadelphia, PA 19107-5659	237425668 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		Continued support for the Build the Audiences of Tomorrow campaign	5/22/2012	\$10,000.00
The Wyck Association 6026 Germantown Avenue Philadelphia, PA 19144	232121975 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		Funding for the Second Saturday Festivals in Natural History	5/22/2012	\$2,500.00
University of the Sciences in Philadelphia 600 S 43rd Street Philadelphia, PA 19104	231352668 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School		Seed funding for The CarFit Project	5/22/2012	\$13,932.00
Variety-The Children's Charity 1520 Locust Street, 2nd Floor Philadelphia, PA 19102	236392728 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		Support for summer camp for children with developmental disabilities	5/22/2012	\$5,000.00
Wagner Free Institute of Science 1700 W. Montgomery Ave. Philadelphia, PA 19121	231370509 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School		Continued support for free education programs for children	5/22/2012	\$7,500.00
Wistar Institute Of Anatomy & Biology 36Th Street At Spruce Philadelphia, PA 19104-0000	236434390 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		Funding for Wistar's first advanced degree Ph.D. program	5/22/2012	\$2,000.00
Albright College 13th and Bern Streets P.O. Box 15234 Reading, PA 19612-5234	231352615 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School		2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Alvernia College 951 Morgantown Road Reading, PA 19607	23-1522643 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church		2012 Distinguished Teaching Award	10/26/2012	\$4,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Arcadia University 450 S. Easton Rd. Glenside, PA 19038	231352620 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Atlantic Cape Community College 341 Court House-South Dennis Road Cape May Courthouse, NJ 08210-1972	22-2393679 501(c)(3) FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Bryn Mawr College 101 N. Merion Ave Bryn Mawr, PA 19010	23-1352621 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Bucknell University Marts Hall, Rm 120 Lewisburg, PA 17837	240772407 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Bucks County Community College 275 Swamp Road Newton, PA 18940	222456105 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Burlington County Community College County Rt 530 Pemberton, NJ 8068	23-7292149 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Cabrini College 610 King of Prussia Rd. Radnor, PA 19087	23-1526668 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Camden County College Post Office Box 200 Blackwood, NJ 08012	22-3269184 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Chestnut Hill College 9601 Germantown Avenue Philadelphia, PA 19118-2693	23-1352626 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Cheyney University Po Box 1931 Philadelphia, PA 19105	237148064 501(c)(3) FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Community College of Philadelphia 1700 Spring Garden Street Philadelphia, PA 19103	23-2612698 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Curtis Institute of Music 1726 Locust Street Philadelphia, PA 19103	231585611 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Delaware County Community College Educational Foundation 901 S. Media Line Road Media, PA 19063-1094	232143790 501(c)(3) FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Drexel University 3141 Chestnut Street Philadelphia, PA 19104	231352630 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Drexel University College of Medicine 3141 Chestnut Street Philadelphia, PA 19104	231352630 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Eastern University 1300 Eagle Road Saint Davids, PA 19087	231409675 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Foundation of the University of Medicine and Dentistry of New Jersey 120 Albany Street, Tower II, Suite 850 New Brunswick, NJ 08901	030430873 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Franklin & Marshall College P O Box 3003 Lancaster, PA 17604-3303	23-1352635 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Gloucester County College 1400 Tanyard Rd Sewell, NJ 08080-4222	237008843 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Gwynedd Mercy College 1325 Sunnyside Pike Gwynedd Valley, PA 19437	231352613 501(c)(3) FC10 - 509(a)(1) in 170(b)(1)(A)(i) - Church	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Harcum College 750 Montgomery Ave. Bryn Mawr, PA 19010	231424055 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Haverford College 370 Lancaster Ave. Haverford, PA 19041-1392	236002304 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Holy Family College 9801 Frankford Avenue Philadelphia, PA 19114	231501197 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Immaculata University 1145 King Road Immaculata, PA 19345	231352648 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Jefferson Medical College 1025 Walnut Street Philadelphia, PA 19107	231352651 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
La Salle University 1900 West Olney Avenue Philadelphia, PA 19141	231352654 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
LaFayette College 202 Markle Hall Easton, PA 18042	240795686 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Lehigh University 27 Memorial Drive West Bethlehem, PA 18015	240795445 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Lincoln University 1570 Baltimore Pike P.O. Box 179 Lincoln University, PA 19352	231352655 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Montgomery County Community College Foundation 340 DeKalb Pike Blue Bell, PA 19422	232253031 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Moore College of Art and Design 20th Street and the Parkway Philadelphia, PA 19103	23-1352236 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Moravian College 1200 Main Street Bethlehem, PA 18018	240795460 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Muhlenberg College 2400 Chew Street Allentown, PA 18104	231352664 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Neumann University One Neumann Drive Aston, PA 19014-1298	231657958 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Philadelphia College of Osteopathic Medicine 4170 City Ave Philadelphia, PA 19131-1610	231355135 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Philadelphia University School House La Henry Avenue Philadelphia, PA 19144-0000	231352294 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Rosemont College 1400 Montgomery Avenue Rosemont, PA 19010	23-1365966 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Rutgers University 7 College Ave Winant Hall New Brunswick, NJ 08901-0000	23-7318742 501(c)(3) FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
St. Joseph's University 5600 City Ave. Philadelphia, PA 19131	231352674 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Swarthmore College 500 College Avenue Swarthmore, PA 19081	23-1352683 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Temple University 1913 North Broad Street, Room 200 Philadelphia, PA 19122	231365971 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$18,000.00
Thomas Jefferson University 1020 Walnut Street Room 539 Philadelphia, PA 19107-5543	231352651 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
University of Pennsylvania 3451 Walnut Street Suite 440A Philadelphia, PA 19104	231352685 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$24,000.00
University of the Arts 320 S. Broad St. Philadelphia, PA 19102	231639911 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
University of the Sciences in Philadelphia 600 S. 43rd Street Philadelphia, PA 19104	231352668 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Ursinus College Main St. Collegeville, PA 19426	23-1177930 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Villanova University P. O. Box 8500 (S-7795) Philadelphia, PA 19178-7795	231352688 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	2012 Distinguished Teaching Award	10/26/2012	\$4,000.00

Organization	Tax ID	Tax Status	Grant Purpose	Payment Date	Amount
West Chester University 202 Carter Drive West Chester, PA 19383	233054174 501(c)(3) FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities		2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Widener University One University Place Chester, PA 19013	23-1386178 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School		2012 Distinguished Teaching Award	10/26/2012	\$4,000.00
Rowan University 201 Mullican Hill Road Glassboro, NJ 08028	222482802 501(c)(3) FC13 - 509(a)(1) in 170(b)(1)(A)(iv) - Educational for the Benefit of State or Municipal Colleges or Universities		2012 Distinguished Teaching Award	11/19/2012	\$4,000.00
Academy of Natural Science 1900 Benjamin Franklin Parkway Philadelphia, PA 19103	231352000 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)		general operating support	11/30/2012	\$15,000.00
Academy of Natural Science 1900 Benjamin Franklin Parkway Philadelphia, PA 19103	231352000 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)		request for transition expenses with Drexel University	11/30/2012	\$35,000.00
Allens Lane Art Center 601 W. Allens Lane Philadelphia, PA 19119	236005579 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School		continuing support for the Center's Educational and Cultural Programming	11/30/2012	\$1,500.00
Awbury Arboretum Association The Francis Cope House One Awbury Road Philadelphia, PA 19138-1505	22-2614286 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported		Support for "Our Earth", an environmental literacy pilot project	11/30/2012	\$2,000.00
Barnes Foundation 300 North Latch's Lane Merion, PA 19066-1759	23-6000149 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School		Funding for the development of technology based learning platforms for 7-14 year olds (matching grant from Knight Foundation) 2 year grant@\$25,000	11/30/2012	\$25,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Buildon Inc 777 Long Ridge Road Bldg A Stamford, CT 06902-1247	223128648 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support for afterschool program	11/30/2012	\$2,000.00
Byerschool Foundation 210 West Rittenhouse Square, Suite 400 Philadelphia, PA 19103	251867607 501(c)(3) FC17-509(a)(3) under 170(b)(1)(A)(viii)	2012 grant to support the College Track Curriculum Project	11/30/2012	\$2,000.00
Centro Nueva Creacion-New Creation 185 W. Tioga Street Philadelphia, PA 19140	232800298 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support for Goodlands in Focus: A Children's Photography Program	11/30/2012	\$1,000.00
Children's Scholarship Fund Philadelphia 1616 Walnut Street-Suite 312 Philadelphia, PA 19103	233078729 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Funding for tracking outcomes and high school graduation rates of alumni	11/30/2012	\$12,500.00
City Year Greater Philadelphia 2221 Chestnut St. Philadelphia, PA 19103	222882549 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Funding in support of the Duane Morris team of corps members serving at Benjamin Franklin Elementary School	11/30/2012	\$15,000.00
Connection Training Services 2243 W Allegheny Ave 2Nd Fl Philadelphia, PA 19132-1420	232791379 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support for Feeding the Hungry through Workforce Development project	11/30/2012	\$5,000.00
Cradle of Liberty Council Boy Scouts of America 1485 Valley Forge Rd Wayne, PA 19087	231352052 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Funding for after-school initiative ScoutReach	11/30/2012	\$2,500.00
Curtis Institute of Music 1726 Locust Street Philadelphia, PA 19103	231585611 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Continued support for the Curtis Student Recital Series	11/30/2012	\$5,000.00
Fairmount Park Conservancy 200 S. Broad Street, Suite 700 Philadelphia, PA 19102	23-2977645 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	11/30/2012	\$2,500.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
First Person Arts Inc 1 S. Broad Street, 17th Floor Philadelphia, PA 19107	233023995 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	11/30/2012	\$1,500.00
Free Library of Philadelphia Foundation 1901 Vine Street, Suite 111 Philadelphia, PA 19103	521173474 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	grant commitment for funding to expand services to older adults at the Parkway Central Library	11/30/2012	\$28,724.20
Institute of Contemporary Art University of Pennsylvania 118 S 34th Street Philadelphia, PA 19104	231352685 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	continued funding for new educational programs and initiatives	11/30/2012	\$2,500.00
John Bartram Association 54th St and Lindbergh Blvd. Philadelphia, PA 19143	237393771 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Continued support for the Southwest Philadelphia Schools (SWS) Initiative	11/30/2012	\$2,500.00
Kipp Philadelphia Charter School 2709 N Broad St 4Th Floor Philadelphia, PA 19132-2722	050546103 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Support for the painting of a mural at KIPP Philadelphia Elementary Academy	11/30/2012	\$1,000.00
Morris Arboretum University of Pennsylvania 9414 Meadowbrook Ave. Philadelphia, PA 19188	231352685 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Funding for the renovation of the Widener Center to improve handicapped accessibility	11/30/2012	\$2,500.00
Penn Museum of Archaeology and Anthropology/University of Pennsylvania 3260 South Street Philadelphia, PA 19104	231352685 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Support of free museum trips and education programs for underserved students	11/30/2012	\$2,500.00
Pennsylvania Academy Of The Fine Arts 128 N Broad St Philadelphia, PA 19102-1424	23-1352256 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Continued funding for the Family Arts Academy at PAFA	11/30/2012	\$5,000.00
Pennsylvania Ballet 1819 JFK Blvd, Suite 210 Philadelphia, PA 19103	231629970 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Continued support for Accent on Dance, an outreach art education program	11/30/2012	\$1,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Pennsylvania Society for the Prevention of Cruelty to Animals 350 East Erie Avenue Philadelphia, PA 19134	23-1352269 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support for the development of a Humane Education initiative	11/30/2012	\$1,000.00
Philadelphia Art Alliance 251 S. 18th Street Philadelphia, PA 19103	23-1352276 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Funding for a new set of educational programs called "Craft is a Verb"	11/30/2012	\$1,000.00
Philadelphia Museum of Art P.O. Box 7646 Philadelphia, PA 19101-7646	231365388 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support for community outreach and educational programs in conjunction with the Jill & Sheldon Bonovitz Collection 2 year grant @\$12,500	11/30/2012	\$12,500.00
Philadelphia Museum of Art P.O. Box 7646 Philadelphia, PA 19101-7646	231365388 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Funding for the Student Admission and Philadelphia Student and Family Pass Program 2 year grant @\$50,000	11/30/2012	\$50,000.00
Philadelphias Children First Fund 2120 Winter St Phila, PA 19103-1063	200153451 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	general operating support	11/30/2012	\$15,000.00
Philadelphias Children First Fund 2120 Winter St Phila, PA 19103-1063	200153451 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Funding for supplies and equipment enhancing and augmenting technology at the Arts Academy at Benjamin Rush High School	11/30/2012	\$20,000.00
Public Interest Law Center Of Philadelphia 1709 Benjamin Franklin Parkway Phila, PA 19103-1208	231923398 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Funding for the expansion of the Philadelphia Project for special needs children in the Philadelphia School District	11/30/2012	\$5,000.00
Rock School for Dance Education 1101 South Broad Street Philadelphia, PA 19147	232707419 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Funding for RockReach, a multi-faceted outreach program	11/30/2012	\$1,000.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Rosenbach Museum and Library 2010 Delancey Place Philadelphia, PA 19103	231425055 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Funding for "War Stories", a new educational program to children of military families at Atlantis Elementary School located on Maguire AFB	11/30/2012	\$5,000.00
Smith Memorial Playground and Playhouse 3500 Reservoir Drive, East Fairmount Park Philadelphia, PA 19121-1095	231353547 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support for the Play for All program; community outreach activities; and operational expansions	11/30/2012	\$2,500.00
Steppingstone Foundation Inc 155 Federal St Fl 800 Boston, MA 02110-1727	043086666 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Continued support for Steppingstone Scholars Program	11/30/2012	\$7,500.00
Symphony in C (formerly Haddonfield Symphony Society) 1 Market Street Suite 1C Camden, NJ 08102	510244534 501(c)(3) FC16-509(a)(2) under 170(b)(1)(A)(vii)	Continued support for Music Matters, an educational outreach and musician training program for 2012/2013	11/30/2012	\$2,000.00
The Franklin Institute 222 North 20th Street Philadelphia, PA 19103	231370501 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Continued support for signature youth leadership program Partnerships for Achieving Careers in Technology and Science (PACTS)	11/30/2012	\$10,000 00
The School for Children with Hidden Intelligence 1800 JFK Blvd., Suite 300 Philadelphia, PA 19103	223301312 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Support for the Vocational Training and Financial Literacy Program	11/30/2012	\$5,000.00
United Way of Greater Philadelphia and Southern New Jersey 7 Benjamin Franklin Pkwy Philadelphia, PA 19103-1208	231556045 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Continued support of the Healthy Parenting initiative	11/30/2012	\$5,000 00
University of the Arts 320 S. Broad St. Philadelphia, PA 19102	231639911 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Support for the Pre-College Programs (Saturday School & Summer Institute) 3 year grant @\$2,500	11/30/2012	\$2,500.00

Organization	Tax ID Tax Status	Grant Purpose	Payment Date	Amount
Urban Affairs Coalition 1207 Chestnut Street, Suite 700 Philadelphia, PA 19107	237046393 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support for the printing and distribution of the Learning Key, a weekly educational insert highlighting School District of Philadelphia schools	11/30/2012	\$25,000.00
Welcoming Center For New Pennsylvanians 1617 Jfk Boulevard 13Th Floor Philadelphia, PA 19103-1821	233001411 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Support for the Training and Job Placement Program	11/30/2012	\$1,500.00
Woodmere Art Museum Inc 9201 Germantown Avenue Philadelphia, PA 19118	231381459 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Continues support for PhilARTdelphia Education Programs for Adults and Children	11/30/2012	\$2,500.00
WXPN-FM/University of Pennsylvania- 3025 Walnut Street Philadelphia, PA 19104	231352685 501(c)(3) FC11 - 509(a)(1) in 170(b)(1)(A)(ii) - School	Continued funding for the Musicians On Call Program	11/30/2012	\$1,000.00
Zoological Society of Philadelphia 3400 W. Girard Avenue Philadelphia, PA 19104-1196	231352298 501(c)(3) FC15 - 509(a)(1) in 170(b)(1)(A)(vi) - Publicly Supported	Final 2 years of 5 year commitment to fund award winning educational programs 2 year@\$25,000	11/30/2012	\$25,000.00
Foundation For Self Taught American Artists 30 S 17Th St Philadelphia, PA 19103-4001	202097461 501(c)(3) FC17-509(a)(3) under 170(b)(1)(A)(viii)	2012 grant for general operating support	12/20/2012	\$10,000.00
Grand Totals (145 items)				\$1,338,214.20

FORM 990PF, PART I - OTHER INCOME
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
REBATE OF FEES	17,339.	17,339.
ROYALTY INCOME	489,458.	489,458.
PARTNERSHIP INCOME	102,763.	3,366.
RECOVERY PRIOR YEAR	4,000.	
	-----	-----
TOTALS	613,560.	510,163.
	=====	=====

FORM 990PF, PART I - LEGAL FEES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - PRINCIPAL (ALLOCA	7,461.			7,461.
TOTALS	7,461.	NONE	NONE	7,461.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES

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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE (NON-ALLOC	750.			750.
TOTALS	750.	NONE	NONE	750.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	601.	601.
FEDERAL TAX PAYMENT - PRIOR YE	3,361.	
FEDERAL ESTIMATES - PRINCIPAL	24,940.	
FOREIGN TAXES ON QUALIFIED FOR	5,723.	5,723.
FOREIGN TAXES ON NONQUALIFIED	3,236.	3,236.
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TOTALS	37,861.	9,560.
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FORM 990PF, PART I - OTHER EXPENSES
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DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
MINERAL INTEREST PROD TAX	20,910.	20,910.
MINERAL INT AD VAL TAX	13,959.	13,959.
ROYALTY EXPENSES	31,582.	31,582.
MONTHLY ADMIN SERVICE FEE	125,385.	125,385.
TOTALS	191,836.	191,836.

THE LINDBACK FOUNDATION T/W 496-1513850592

23-6290348

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
3133XS4S4 FED HOME LN BK		
3133MTZL5 FED HOME LN BK		
3134A4VG6 FED HOME LN MTG CORP	102,601.	106,808.
3137EACA5 FED HOME LN MTG CORP	119,372.	138,710.
3128PPWM1 FHLMC POOL #J10652	78,140.	80,696.
31398ADM1 FED NATL MTG ASSN	61,389.	66,136.
31359MTG8 FED NATL MTG ASSN	190,034.	181,122.
912828KB5 US TREASURY NOTE		
912828JZ4 US TREASURY NOTE	76,331.	76,251.
912828KD1 US TREASURY NOTE	75,419.	88,582.
912828MP2 US TREASURY NOTE	121,145.	134,371.
912828KS8 US TREASURY NOTE		
912828HV5 US TREASURY NOTE		
912828ND8 US TREASURY NOTE		
912828PD6 US TREASURY NOTE	125,197.	139,322.
912828LY4 US TREASURY NOTE		
03523TAN8 ANHEUSER BUSCH	83,291.	97,730.
00206RAF9 AT & T INC		
06051GDX4 BANK OF AMERICAN NA		
06406HBL2 BANK OF NEW YORK MEL		
097014AD6 BOEING CAP CORP		
10138MAG0 BOTTLING GROUP LLC		
14912L4F5 CATERPILLAR FINANCIA		
166751AH0 CHEVRON CORP		
17275RAC6 CISCO SYSTEMS INC		
17313UAE9 CITIGROUP INC		
20030NAE1 COMCAST CORP		
20825CAT1 CONOCOPHILLIPS		
22541LBK8 CREDIT SUISSE FB US		

THE LINDBACK FOUNDATION T/W 496-1513850592

23-6290348

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
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126650BH2 CVS CAREMARK CORP		
25179MAH6 DEVON ENERGY CORPOR		
25470DAC3 DISCOVERY COMMUNICAT		
26441CAC9 DUKE ENERGY CORP		
532457BD9 ELI LILLY & CO		
291011AT1 EMERSON ELECTRIC		
36962G3U6 GENERAL ELEC CAP		
377372AD9 GLAXOSMITHKLINE CAPI		
38143UAB7 GOLDMAN SACHS GROUP		
428236AQ6 HEWLETT-PACKARD CO		
437076AP7 HOME DEPOT INC		
438516AZ9 HONEYWELL INTERNATIO		
459200GJ4 IBM CORPORATION		
244217BG9 JOHN DEERE CAPITAL		
46625HGY0 JP MORGAN CHASE & CO		
585055AR7 MEDTRONIC INC		
59156RAU2 METLIFE INC		
617446GM5 MORGAN STANLEY DEAN		
68389XAC9 ORACLE CORP		
717081CZ4 PFIZER INC		
74005PAV6 PRAXAIR INC		
742718DQ9 PROCTER & GAMBLE		
816851AN9 SEMPRA ENERGY		
85744RAA0 STATE STREET BANK &		
87927VAQ1 TELECOM ITALIA CAPIT		
887317AJ4 TIME WARNER INC		
91159HGR5 US BANCORP		
254687AV8 WALT DISNEY COMPANY		
3137EACT4 FED HOME LN MTG CORP		

51,548.	53,348.
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FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
3137EACW7 FED HOME LN MTG CORP	20,756.	21,049.
3135G0ES8 FED NATL MTG ASSN	74,986.	77,264.
912828CJ7 US TREASURY NOTES		
912828FF2 U S TREASURY NOTES	69,291.	69,375.
912828KS8 US TREASURY NOTE		
912828QN3 US TREASURY NOTE	65,201.	73,709.
912828RC6 US TREASURY NOTE	50,322.	52,563.
912828PD6 US TREASURY NOTE		
912828RR3 US TREASURY NOTE	40,294.	41,516.
3135G0JA2 FED NATL MTG ASSN	125,353.	127,286.
3135G0NV1 FED NATL MTG ASSN	50,146.	50,158.
31418ABZ0 FNMA POOL #MA0955	98,837.	101,251.
912828SV3 US TREASURY NOTE	46,452.	45,390.
912828TJ9 US TREASURY NOTE	78,913.	79,475.
452152HU8 ILLINOIS ST DTD	72,875.	74,574.
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TOTALS	1,877,893.	1,976,686.
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THE LINDBACK FOUNDATION T/W 496-1513850592

23-6290348

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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075896100 BED BATH & BEYOND IN	84,488.	98,122.
412822108 HARLEY DAVIDSON INC	72,114.	113,286.
191216100 COCA COLA CO	54,195.	67,353.
22160K105 COSTCO WHOLESALE COR	126,391.	205,951.
126650100 CVS/CAREMARK CORPORA	155,619.	219,654.
718172109 PHILIP MORRIS INTERN	42,738.	68,334.
742718109 PROCTER & GAMBLE CO		
25179M103 DEVON ENERGY CORPORA	120,233.	89,561.
26875P101 EOG RESOURCES, INC	171,081.	218,630.
674599105 OCCIDENTAL PETE CORP	165,240.	155,212.
025816109 AMERICAN EXPRESS CO	143,651.	207,043.
03076C106 AMERIPRISE FINL INC	33,079.	48,664.
064058100 BANK NEW YORK MELLON	220,319.	215,674.
084670702 BERKSHIRE HATHAWAY I	162,420.	172,852.
540424108 LOEWS CORP	145,371.	153,546.
615369105 MOODYS CORP		
743315103 PROGRESSIVE CORP OHI	76,053.	93,135.
893521104 TRANSATLANTIC HLDGS		
071813109 BAXTER INTL		
075887109 BECTON DICKINSON & C		
302182100 EXPRESS SCRIPTS INC		
478160104 JOHNSON & JOHNSON		
58933Y105 MERCK & CO		
717081103 PFIZER INC	38,011.	52,165.
462846106 IRON MOUNTAIN INC	74,047.	88,865.
539830109 LOCKHEED MARTIN CORP		
00846U101 AGILENT TECHNOLOGIES	57,883.	69,721.
38259P508 GOOGLE INC	130,906.	145,013.
428236103 HEWLETT PACKARD CO	60,058.	16,459.

THE LINDBACK FOUNDATION T/W 496-1513850592

23-6290348

FORM 990PF, PART II - CORPORATE STOCK

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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594918104 MICROSOFT CORP	35,805.	33,547.
882508104 TEXAS INSTRUMENTS IN	61,515.	75,217.
61166W101 MONSANTO CO NEW	60,663.	71,745.
81211K100 SEALED AIR CORP		
136385101 CANADIAN NAT RES LTD	111,295.	88,487.
25243Q205 DIAGEO PLC - ADR	81,779.	121,243.
40049J206 GRUPO TELEVISA		
H8817H100 TRANSOCEAN LTD.	39,677.	23,938.
H89128104 TYCO INTERNATIONAL		
023135106 AMAZON COM		
099724106 BORG WARNER INC		
189754104 COACH INC		
580135101 MCDONALDS CORP		
64110L106 NETFLIX.COM INC		
655664100 NORDSTROM INC		
741503403 PRICELINE COM		
855244109 STARBUCKS CORP		
87612E106 TARGET CORP		
918204108 V F CORP		
191216100 COCA COLA CO		
194162103 COLGATE PALMOLIVE CO		
582839106 MEAD JOHNSON NUTRI		
742718109 PROCTER & GAMBLE CO		
13342B105 CAMERON INTL CORP		
247916208 DENBURY RESOURCES		
26875P101 EOG RESOURCES		
75281A109 RANGE RES		
845467109 SOUTHWESTERN ENERGY		
12572Q105 CME GROUP INC		

THE LINDBACK FOUNDATION T/W 496-1513850592

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
46625H100 JPMORGAN CHASE & CO		
018490102 ALLERGAN INC		
031162100 AMGEN INC		
151020104 CELGENE CORP		
302182100 EXPRESS SCRIPTS INC		
50540R409 LABORATORY CRP		
91324P102 UNITEDHEALTH GROUP		
097023105 BOEING CO		
149123101 CATERPILLAR INC		
231021106 CUMMINS INC		
235851102 DANAHER CORP		
291011104 EMERSON ELECTRIC		
740189105 PRECISION CASTPARTS		
774341101 ROCKWELL COLLINS		
913017109 UNITED TECHNOLOGIES		
88579Y101 3M CO		
00724F101 ADOBE SYS INC		
037833100 APPLE INC		
17275R102 CISCO SYSTEMS		
177376100 CITRIX SYS INC		
219350105 CORNING INC		
268648102 E M C CORP		
315616102 F5 NETWORKS INC		
48203R104 JUNIPER NETWORKS INC		
64110D104 NETAPP INC		
68389X105 ORACLE CORPORATION		
79466L302 SALESFORCE COM		
80004C101 SANDISK CORP		
882508104 TEXAS INSTRUMENTS		
	30,910.	35,952.

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
92826C839 VISA INC		
0741R102 ALLEGHENY TECHNOLOGIE		
35671D857 FREEPOR-T-MCMORAN		
029912201 AMERICAN TOWER		
136385101 CANADIAN NAT		
M22465104 CHECK POINT SOFTWARE		
G2554F105 COVIDIEN PLC		
22943F100 CTRIP.COM INTERNATIO		
73755L107 POTASH CORP SASK	40,519.	37,272.
806857108 SCHLUMBERGER LTD		
254687106 WALT DISNEY CO		
50075N104 KRAFT FOODS INC	73,865.	89,373.
071813109 BAXTER INTL INC		
075887109 BECTON DICKINSON & C		
002896207 ABERCROMBIE & FITCH		
307000109 FAMILY DLR STORES		
500255104 KOHLS CORP		
517834107 LAS VAGAS SANDS		
85590A401 STARWOOD HOTELS & RE		
887317303 TIME WARNER INC		
988498101 YUM BRANDS INC		
518439104 ESTEE LAUDER CO		
494368103 KIMBERLY CLARK CORP		
501044101 KROGER CO		
544147101 LORILLARD INC		
713448108 PEPSICO INC		
902494103 TYSON FOODS INC		
931142103 WAL MART STORES		
637071101 NATIONAL OILWELL VAR		

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FORM 990PF, PART II - CORPORATE STOCK
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ENDING
FMV

ENDING
BOOK VALUE

DESCRIPTION

025816109 AMERICAN EXPRESS
200340107 COMERICA INC
09062X103 BIOGEN IDEC INC
156782104 CERNER CORP
28176E108 EDWARDS LIFESCIENCE
452327109 ILLUMINA INC
478160104 JOHNSON & JOHNSON
941848103 WATERS CORP
773903109 ROCKWELL AUTOMATION
858912108 STERICYCLE INC
907818108 UNION PACIFIC CORP
38259P508 GOOGLE INC
458140100 INTEL CORP
594918104 MICROSOFT CORP
747525103 QUALCOMM INC
92342Y109 VERIFONE SYSTEMS INC
61166W101 MONSANTO CO NEW
74005P104 PRAXAIR INC
826552101 SIGMA ALDRICH CORP
025537101 AMERICAN ELECTRIC PO
009158106 AIR PRODS & CHEMS IN
017175100 ALLEGHANY CORP DEL N
04314H105 ARTISAN FDS INC SMAL
256206103 DODGE & COX INT'L ST
30219G108 EXPRESS SCRIPTS HOLD
411511306 HARBOR INTERNATIONAL F
464287606 ISHARES S&P MIDCAP 4
683974505 OPPENHEIMER DEVELOPI
722005667 PIMCO COMMODITY REAL

48,444.	46,715.
55,083.	61,382.
307,219.	420,576.
1,680,000.	1,561,030.
85,735.	89,154.
1,469,440.	1,734,073.
1,206,328.	1,254,277.
1,300,000.	1,340,349.
800,000.	647,016.

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FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
74253Q747 PRINCIPAL MIDCAP BLE	1,200,000.	1,207,692.
77954Q106 T ROWE PRICE BLUE CH	3,200,000.	3,239,042.
780905782 ROYCE SPECIAL EQUITY	515,950.	570,787.
922908421 VANGUARD SMALL CAP I	350,000.	361,598.
922908827 VANGUARD SMALL CAP G	280,000.	358,853.
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TOTALS	15,168,124.	15,968,558.
	=====	=====

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FORM 990PF, PART II - CORPORATE BONDS

ENDING
BOOK VALUE

DESCRIPTION

72369B406 PIONEER HIGH YIELD
94985D582 WELLS FARGO ADV INTL
693391559 PIMCO EMERGING MKT
04314H105 ARTISAN FD INC
626124242 MUNDER MIDCAP COR
780905782 ROYCE SPECIAL EQUITY
784924425 SSGA EMERGING MKT
922908827 VANGUARD SMALL CAP
256206103 DODGE & COX INTERNAT
411511306 HARBOR INTERNATIONAL
031162BL3 AMGEN INC
03523TAN8 ANHEUSER-BUSCH INBEV
00206RAF9 AT&T INC
06051GDX4 BANK OF AMERICA NA
06406HBL2 BANK OF NEW YORK MEL
097023AY1 BOEING CO
10138MAG0 BOTTLING GROUP LLC
149123BV2 CATERPILLAR INC
166751AH0 CHEVRON CORP
17275RAC6 CISCO SYSTEMS INC
17313UAE9 CITIGROUP INC
20030NAE1 COMCAST CORP
20825CAT1 CONOCOPHILLIPS
22541LBK8 CREDIT SUISSE FB USA
126650BH2 CVS CAREMARK CORP
25179MAH6 DEVON ENERGY CORPORA
25179MAJ2 DEVON ENERGY CORPORA
25470DAC3 DISCOVERY COMMUNICAT
260543CC5 DOW CHEMICAL CO/THE

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THE LINDBACK FOUNDATION T/W 496-1513850592

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FORM 990PF, PART II - CORPORATE BONDS

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DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
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26441CAC9 DUKE ENERGY CORP	34,979.	36,857.
532457BD9 ELI LILLY & CO		
291011AT1 EMERSON ELECTRIC	37,420.	35,475.
36962G3U6 GENERAL ELEC CAP COR	65,092.	77,189.
377372AD9 GLAXOSMITHKLINE CAPI	65,044.	73,082.
38143UAB7 GOLDMAN SACHS GROUP	62,639.	62,575.
428236AQ6 HEWLETT-PACKARD CO	63,787.	60,320.
437076AP7 HOME DEPOT INC	36,074.	39,985.
438516AZ9 HONEYWELL INTERNATIO	62,531.	71,356.
24422ERC5 JOHN DEERE CAPITAL	62,013.	62,776.
46625HGY0 JP MORGAN CHASE & CO	58,969.	65,845.
585055AR7 MEDTRONIC INC	102,183.	105,077.
59156RAU2 METLIFE INC	49,989.	53,296.
61744YAD0 MORGAN STANLEY	81,086.	84,930.
68389XAC9 ORACLE CORP	38,302.	42,595.
74005PAV6 PRAXAIR INC	59,846.	64,049.
742718DQ9 PROCTER & GAMBLE CO/	74,829.	80,142.
78355HJR1 RYDER SYSTEM INC	50,262.	53,225.
816851AN9 SEMPRA ENERGY	44,476.	46,894.
87927VAQ1 TELECOM IT CAP	31,260.	31,920.
887317AJ4 TIME WARNER INC	30,299.	31,725.
91159HGR5 US BANCORP	52,151.	52,495.
92553PAG7 VIACOM INC	49,570.	53,955.
254687AV8 WALT DISNEY COMPANY		
00206RBD3 AT&T INC	66,585.	67,601.
35671DAU9 FREEPORT-MCMORAN C	61,252.	59,507.
713448BX5 PEPSICO INC	75,111.	75,270.
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TOTALS	2,942,033.	3,149,682.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS

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DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
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722005667 PIMCO COMMODITY RTN	C		
9FF073827 PANOLA CNTY, TX THOM	C	1.	1.
9FF073918 PANOLA CO. TX N.D. D	C	1.	183,480.
9FF073777 PANOLA CO., TX A.L.	C	1.	214,100.
9FF074437 PANOLA CO., TX GABRI	C	1.	207,640.
9FF073926 PANOLA CO., TX JOHN	C	1.	1.
9FF073900 PANOLA CO., TX S.B.	C	1.	265,100.
9FF073876 PANOLA CO., TX S.B.	C	1.	306,950.
9FF074130 PANOLA CO., TX S.B.	C	1.	241,890.
9FF074411 PANOLA CO., TX THOMA	C	1.	289,000.
9FF073868 PANOLA CO., TX WILLI	C	1.	712,957.
9FF074346 PANOLA CO, TX MARY F	C	1.	2,260.
99RE69875 PANOLA COUNTY, TX AB	C	1.	1.
72369B406 PIONEER HIGH YIELD	C		
52469F481 WESTERN ASSET EMRG M	C	330,000.	354,645.
693391559 PIMCO EMERG MKTS BD-	C	317,707.	377,015.
94985D582 WELLS FARGO ADVTG	C		
04314H105 ARTISAN FDS IN SMALL	C		
626124242 MUNDER MIDCAP CORE	C		
780905782 ROYCE SPECIAL EQUITY	C		
922908827 VANGUARD SMALL CAP	C		
922908421 VANGAURD SMALL CAP	C		
256206103 DODGE & COX INTERNAT	C		
411511306 HARBOR INTERNATIONAL	C		
784924425 SSGA EMERGING MKT	C		
7LP015891 MAPLEWOOD ASSOC LP	C		
722005667 PIMCO COMMODITY RTN	C		
136385101 CANADIAN NAT RES LTD	C		
25243Q205 DIAGEO PLC-ADR	C		

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FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
-----	-----	-----	---
40049J206 GRUPO TELEVISA SA	C		
H8817H100 TRANSOCEAN LTD	C		
N07059186 ASML HOLDING NVONY	C		
055434203 BG GROUP PLC-ADR	C		
G2554F113 COVIDIEN PLC	C		
806857108 SCHLUMBERGER LTD	C		
H89128104 TYCO INTERNATIONAL	C		
99RE69875 PANOLA CO	C		
46630JAC3 JP MORGAN CHASE COM	C	488,000.	501,556.
4812C0803 JPMORGAN HIGH YIELD	C	488,000.	504,214.
693390841 PIMCO HIGH YIELD FD-	C		
		-----	-----
		1,623,719.	4,160,810.
		=====	=====

TOTALS

THE LINDBACK FOUNDATION T/W 496-1513850592

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FORM 990PF, PART II - OTHER ASSETS
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
36159JDH1 GE CAPITAL CREDIT CA	126,855.	126,258.
46625YXN8 J P MORGAN CHASE 5	99,720.	98,090.
46630JAC3 JP MORGAN CHASE COMM	102,348.	115,661.
	-----	-----
TOTALS	328,923.	340,009.
	=====	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE BEFORE TYE	15,252.
ACCRUED INTEREST	1,304.
SALES WITH LOSS POSTING PRIOR TAX YEAR	18.

TOTAL	16,574.
	=====

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

DESCRIPTION -----	AMOUNT -----
MUTUAL FUND TAX EFFECTIVE DATE AFTER TYE ROUNDING	12,851. 2.

TOTAL	12,853. =====