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Form **990-PF**

Return of Private Foundation

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

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

OMB No 1545-0052

Open to Public Inspection

| F | or ca | alendar year 2012 or tax year beginning | , an | d ending | | | | |
|--|-------------|---|---------------------------------------|-----------------|---------------------------------------|---|---------------------------|--------|
| | ame d | of foundation | | | A E | mployer identification nu | mber | |
| S | POR | RKIN, LILLIAN | | | | 23-6913 | 990 | |
| | | er and street (or P O box number if mail is not delivered to street a | ddress) | Room/suite | B Telephone number (see instructions) | | | |
| W | 'ells l | Fargo Bank N A Trust Tax Dept - 101N Indepnder | ce Mall E MACY1372- | 06 | | (888) 730- | 4933 | |
| | | town, state, and ZIP code | | | C If e | exemption application is pe | ending, check here | ▶ 🗍 |
| P | niladi | delphia | PA | 19106-2112 | | | | |
| _ | | | ial return of a former p | ublic charity | D 1 | Foreign organizations, che | eck here | ▶□ |
| ; ; · | | Final return Am | ended return | - | , | Foreign organizations med | eting the 85% test | |
| | | 💢 Address change 🔲 Na | me change | | | check here and attach cor | | ▶□ |
| | l Ch | neck type of organization X Section 501(c)(3) ex | empt private foundatio | n | 1_ | | | |
| ľ | | ection 4947(a)(1) nonexempt charitable trust | | | | private foundation status w ider section 507(b)(1)(A), c | | ▶□ |
| <u> </u> | | air market value of all assets at end J Accounting | | | ł | the foundation is in a 60-m | | |
| - 3 | | year (from Part II, col. (c), | | | | ider section 507(b)(1)(B) | | ▶□ |
| ; - ; | | e 16) ►\$ 825,804 (Part I, column | | s) | ŀ | | | |
| P | art I | | · · · · · · · · · · · · · · · · · · · | | | | (d) Disbursem | nents |
| | | amounts in columns (b), (c), and (d) may not necessarily equa | (a) Novembe and | (b) Net investm | ent | (c) Adjusted net | for charitab | |
| ••• | | the amounts in column (a) (see instructions)) | books | income | | income | purposes (cash basis o | |
| -30A | T 1 | Contributions, gifts, grants, etc., received (attach schedule) | † | | | | , | |
| Ş O | 2 | | | | | - | | |
| ·>> | 3 | · • | | | | | | |
| Z | 4 | Dividends and interest from securities | 21,553 | 21 | ,228 | | | |
| * | 5 | 5 a Gross rents | | | | | | |
| Ö, | | b Net rental income or (loss) | | | | | | |
| SCANNED WAY 2 | 5 6 | a Net gain or (loss) from sale of assets not on line 10 | 12,235 | | | | | |
| Š | <u> </u> | b Gross sales price for all assets on line 6a 324,87 | 9 | | | | | |
| ~~ | 2 7 | 7 Capital gain net income (from Part IV, line 2) | | 12 | 2,235 | | | |
| | | Net short-term capital gain | | | | | | |
| | " | Income modifications | | | | | | |
| 2013 | 10 | a Gross sales less returns and allowances | | | | , | | |
| ಭ | | b Less Cost of goods sold | ļ | | | | | |
| | ١., | c Gross profit or (loss) (attach schedule) | | | | | | |
| | 111 | , | | | | | | |
| | 12 | | 33,788 | | 3,463 | 0 | | |
| 6 | g 13 | • | 12,845 | | 634 | | | 3,211 |
| Š | 14 | , , | | | | | | |
| S | 15 | | | _ | | | | |
| | \$ 76 | b Accounting fees (attach schedule) | 750 | | | | | 750 |
| 9 | <u> </u> | c Other professional fees (attach schedule) | 750 | | | | | 750 |
| : | 17 | 7 Interest © | | | | | | |
| į | 18 | | 1,105 | | 209 | | | |
| | 19 | Depreciation (lattach schedule) and depletion | 1,103 | | 200 | | | |
| <u> </u> | 20 | Occupancy | | | | | | |
| 2 | 21 | | | | | | | |
| Orași de Pariniste | 22 | | | | | | | |
| - | 23 | | 830 | | 830 | | | |
| | 24 | | | | | , | | |
| ţ | <u> </u> | Add lines 13 through 23 | 15,530 | 10 |),673 | 0 | | 3,961 |
| Š | <u>립</u> 25 | · · | 34,901 | | | | 3 | 34,901 |
| C | 26 | Total expenses and disbursements Add lines 24 and 25 | 50,431 | 10 |),673 | 0 | 3 | 38,862 |
| | 27 | 7 Subtract line 26 from line 12 | | | - | | | |
| | 1 | a Excess of revenue over expenses and disbursements | -16,643 | | | | | |
| | 1 | b Net investment income (if negative, enter -0-) | | 22 | 2,790 | | | |
| | 1 | c Adjusted net income (if negative, enter -0-) | | | | 0 | | |

For Paperwork Reduction Act Notice, see instructions.

y 4

| Form | 990-P | PF (2012) SPORKIN, LILLIAN | | 6913990 Page 2 | | | |
|-------------------------|----------|---|-------------------------------|-----------------------|-----------------------|--|--|
| | | Attached achedules and amounts in the description column | Beginning of year | End o | of year | | |
| ra | rt II | should be for end-of-year amounts only (See instructions) | (a) Book Value | (b) Book Value | (c) Fair Market Value | | |
| | 1 | Cash—non-interest-bearing | | | | | |
| | 2 | Savings and temporary cash investments | 31,660 | 33,847 | 33,847 | | |
| | 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 | | | | | |
| | İ | disqualified persons (attach schedule) (see instructions) | | | _ | | |
| | 7 | Other notes and loans receivable (attach schedule) | | | | | |
| | | Less allowance for doubtful accounts | | | | | |
| ţ | 8 | Inventories for sale or use | | | | | |
| ssets | 9 | Prepaid expenses and deferred charges | | | <u></u> | | |
| ¥ | 10 a | a Investments—U.S. and state government obligations (attach schedule) | | | | | |
| | t | b Investments—corporate stock (attach schedule) | | | | | |
| | (| Investments—corporate bonds (attach schedule) | | | | | |
| | 11 | Investments—land, buildings, and equipment basis | | | | | |
| | ļ | Less accumulated depreciation (attach schedule) | | | | | |
| | 12 | Investments—mortgage loans | | | | | |
| | 13 | Investments—other (attach schedule) | 770,977 | 750,586 | 791,958 | | |
| | 14 | Land, buildings, and equipment basis ▶ | | | | | |
| | 1 | Less accumulated depreciation (attach schedule) | | | | | |
| | 15 | Other assets (describe) | | | | | |
| | 16 | Total assets (to be completed by all filers—see the | | 704 400 | 005 001 | | |
| | | instructions Also, see page 1, item I) | 802,637 | 784,433 | 825,805 | | |
| | 17 | Accounts payable and accrued expenses | - | | | | |
| S | 18 | Grants payable | | | - | | |
| Liabilities | 19 | Deferred revenue | | | | | |
| į | 20 | Loans from officers, directors, trustees and other disqualified persons | - | | | | |
| Ë | 21 | Mortgages and other notes payable (attach schedule) | | | | | |
| | 22 | Other liabilities (describe Total liabilities (add lines 17 through 22) | 0 | 0 | | | |
| | 23 | . 🗆 | | | | | |
| S | | Foundations that follow SFAS 117, check here | | | | | |
| ဋ | 24 | and complete lines 24 through 26 and lines 30 and 31. | | | | | |
| Balances | 24 | Unrestricted | | | | | |
| ä | 25 26 | Temporarily restricted | | | | | |
| П | 20 | Permanently restricted Foundations that do not follow SFAS 117, check here | | | | | |
| Ē | | and complete lines 27 through 31. | | | | | |
| 5 | 27 | Capital stock, trust principal, or current funds | 802,637 | 784,433 | | | |
| Net Assets or Fund | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | 1 | | |
| Se | 29 | Retained earnings, accumulated income, endowment, or other funds | | | 1 | | |
| As | 30 | Total net assets or fund balances (see instructions) | 802,637 | 784,433 | 1 | | |
| et | 31 | Total liabilities and net assets/fund balances (see | | | | | |
| Z | | instructions) | 802,637 | 784,433 | | | |
| Pa | rt III | Analysis of Changes in Net Assets or Fund Balances | | | | | |
| | | net assets or fund balances at beginning of year-Part II, column (a), line | 30 (must agree with | | | | |
| | end-c | 802,637 | | | | | |
| 2 | Enter | -16,643 | | | | | |
| 3 | Other | r increases not included in line 2 (itemize) See Attached Stateme | mize) See Attached Statement | | | | |
| 4 Add lines 1, 2, and 3 | | | | | | | |
| 5 | Decre | eases not included in line 2 (itemize) ► See Attached Statement | | 5 | 2,725 | | |
| 6 | Total | net assets or fund balances at end of year (line 4 minus line 5)-Part II, c | olumn (b), line 30 | 6 | 784.433 | | |

23-6913990

Page 2

the Part VI instructions

| Form 990-PF (2012) SPORKIN | | | | | 23 | -6913990 | Page 3 | |
|--|--|----------------|---|--|---|----------------------|---------|--|
| Part IV Capital Gains an | d Losses for Tax on Investi | ment Inco | | г | | r | | |
| | e kınd(s) of property sold (e g , real estate, se, or common stock, 200 shs MLC Co) | | (b) How acquired P—Purchase D—Donation | | Date acquired no day yr) | (d) Date (mo , da | | |
| 1a See Attached Statement | · · · · · · · · · · · · · · · · · · · | | | | | | | |
| b See Attached Statement | | | | | | | | |
| c See Attached Statement | | | - | <u> </u> | | <u> </u> | | |
| d See Attached Statement | | _ | · - | | | | | |
| e See Attached Statement | | | † · · · · · · · · · · · · · · · · · · · | | | <u> </u> | | |
| (e) Gross sales price | (f) Depreciation allowed (or allowable) | | or other basis | | (h) Gain or (loss) (e) plus (f) minus (g) | | | |
| | (or anowable) | pido exp | | - | (0) [1.20] | ., | 0 | |
| b | | | | l | | | 0 | |
| | | | | | | | 0 | |
| C d | | | | | | | 0 | |
| d | | | | | | | 0 | |
| e Consider a series above | and some obligation (b) and award by | , the foundat | 12/31/60 | - | | | | |
| Complete only for assets snow | ring gain in column (h) and owned by | | | { | col (k), but not | (h) gain minu: | | |
| (i) F M V as of 12/31/69 | (i) F M V as of 12/31/69 (j) Adjusted basis (k) Excess of col (i) as of 12/31/69 over col (j), if any | | | | | rom col (h)) | | |
| _a | | | | ļ | | | 0 | |
| _ b | | | | | | | 0 | |
| <u>c</u> | | | | | | | 0 | |
| _d | | | | | | | 0 | |
| _e | | | | ļ | | | 0 | |
| , , | 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 } | | | | | | | |
| 3 Net short-term capital gain If gain, also enter in Part I, | | | | _ | | | | |
| ın Part I, line 8 | | <u></u> _ | J | 3 1 | | | 0 | |
| Part V Qualification Unc | der Section 4940(e) for Redu | iced Tax o | on Net Investm | ent Ir | come | | | |
| (For optional use by domestic p | private foundations subject to the | e section 49 | 40(a) tax on net ıı | nvestn | nent income) | 1 | | |
| If section 4940(d)(2) applies, le | eave this part blank | | | | | | | |
| Mas the foundation liable for th | ne section 4942 tax on the distrib | utable amo | unt of any year in | the h | se period? | ☐ Yes □ | ZI No | |
| | ot qualify under section 4940(e) | | | tile be | ase perious | | 7 | |
| | | | | | | | | |
| *************************************** | ount in each column for each yea | ar, see the II | nstructions before | makii | ng any entrie | S(d) | | |
| (a) Base period years | (b) | 1 | (c) | | Dis | tribution ratio | | |
| Calendar year (or tax year beginning i | in) Adjusted qualifying distributions | Net value | of noncharitable-use a | assets | | divided by col | (c)) | |
| 2011 | 43,4 | 12 | 858 | 3,969 | | | 050540 | |
| 2010 | 39,3 | 19 | 813 | 3,782 | | (| 048316 | |
| 2009 | 45,4 | 68 | 726 | 3,358 | | (| 062597 | |
| 2008 | 52,7 | 00 | 948 | 3,091 | | (| 055585 | |
| 2007 | 52,8 | | 1,13 | 7,263 | | | 046447 | |
| | | | | | | | | |
| 2 Total of line 1, column (d) | | | | | 2 | (| 263485 | |
| | or the 5-year base period—divide | the total o | n line 2 by 5, or by | y [| | | | |
| | undation has been in existence if | | | | 3 | (| 052697 | |
| • | | | • | | | | | |
| 4 Enter the net value of nonc | haritable-use assets for 2012 fro | m Part X, lı | ne 5 | | 4 | | 817,571 | |
| 5 Multiply line 4 by line 3 | | | | | _5 | 5 43,08 | | |
| 6 Enter 1% of net investment | t income (1% of Part I, line 27b) | | | | 6 | | 228 | |
| 7 Add lines 5 and 6 | | | | | 7 43,31 | | | |
| 8 Enter qualifying distribution | ns from Part XII, line 4 | | | | 8 | | 38,862 | |
| If line 8 is equal to or great | er than line 7, check the box in F | art VI, line | 1b, and complete | that o | art using a 10 | % tax rate | See | |

| Form | 990-PF (2012) SPORKIN, LILLIAN | 3990 | Pa | ge 4 | | | | | | | |
|---|--|----------|----------|-------------|--|--|--|--|--|--|--|
| Pa | rt VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see instru | ctions | ;) | | | | | | | | |
| 1 a | 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 | b Domestic foundations that meet the section 4940(e) requirements in Part V, check | | | | | | | | | | |
| | here and enter 1% of Part I, line 27b | | | | | | | | | | |
| С | c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% | | | | | | | | | | |
| _ | of Part I, line 12, col (b) | | | | | | | | | | |
| 2 | | | | | | | | | | | |
| 3 | | | | | | | | | | | |
| 4 5 | Gabine // (meeme) tax (demeede eeemen ie //(a///) a det a taxaete teamen ee, | | | | | | | | | | |
| 6 | The business of investment mounts of the business of the busin | | | | | | | | | | |
| | 2012 estimated tax payments and 2011 overpayment credited to 2012 6a 602 | | | | | | | | | | |
| | Exempt foreign organizations—tax withheld at source 6b | | | | | | | | | | |
| | : Tax paid with application for extension of time to file (Form 8868) | | | | | | | | | | |
| | Backup withholding erroneously withheld | | | | | | | | | | |
| 7 | Total credits and payments Add lines 6a through 6d | | 602 | | | | | | | | |
| 8 | Enter any penalty for underpayment of estimated tax. Check here. If Form 2220 is attached. | | _ | | | | | | | | |
| 9 | Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed | | 0 | | | | | | | | |
| 10 | Overpayment If line 7 is more than the total of lines 5 and 8, enter the amount overpaid | _ | 146 | | | | | | | | |
| 11 | Enter the amount of line 10 to be Credited to 2013 estimated tax ► 146 Refunded ► 11 | | 0 | | | | | | | | |
| | rt VII-A Statements Regarding Activities | ┼ | | | | | | | | | |
| 1 a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it | <u> </u> | Yes | | | | | | | | |
| | participate or intervene in any political campaign? | 1a | | X | | | | | | | |
| b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see | 1 | | | | | | | | | |
| | Instructions for the definition)? | 1b | | X | | | | | | | |
| | If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials | | | | | | | | | | |
| _ | published or distributed by the foundation in connection with the activities | | | | | | | | | | |
| | c Did the foundation file Form 1120-POL for this year? d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year | | | | | | | | | | |
| | (1) On the foundation \blacktriangleright \$ (2) On foundation managers \blacktriangleright \$ | j | | | | | | | | | |
| ε | 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 | | X | | | | | | | |
| | 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 | <u> </u> | X | | | | | | | |
| | Did the foundation have unrelated business gross income of \$1,000 or more during the year? | 4a | NI/A | X | | | | | | | |
| |) If "Yes," has it filed a tax return on Form 990-T for this year? | 4b 5 | N/A | X | | | | | | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? | ۲ | \vdash | - | | | | | | | |
| 6 | If "Yes," attach the statement required by General Instruction T Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either | | 1 | | | | | | | | |
| U | By language in the governing instrument, or | 1 | | | | | | | | | |
| | By state legislation that effectively amends the governing instrument so that no mandatory directions | | ļ | | | | | | | | |
| | that conflict with the state law remain in the governing instrument? | 6 | Х | | | | | | | | |
| 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 | Х | | | | | | | | |
| 8 a | Enter the states to which the foundation reports or with which it is registered (see instructions) | | | | | | | | | | |
| | PA | | | | | | | | | | |
| t | 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 | | | | | | | | | | |
| 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," | | | | | | | | | | | |
| 10 | complete Part XIV Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing | 9 | | X | | | | | | | |
| 10 | their names and addresses | 10 | | × | | | | | | | |
| | then names and sourcesses | | | (2042) | | | | | | | |

| Form | 990-PF (2012) SPORKIN, LILLIAN | 3990 | Р | age 5 |
|----------|--|-----------|--|--|
| Par | t 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 | | Х |
| 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 | <u> </u> | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | Х | L |
| | Website address ►N/A | | | |
| 14 | The books are in care of ► WELLS FARGO BANK N.A Telephone no ► 888-730-49 | | | |
| 4- | Located at ► 101N Indepndence Mall E MACY1372-062 Philadelphia PA ZIP+4 ► 19106-2112 | | | |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A | | • | ▶ ∟ |
| 46 | | | Yes | No |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority | 16 | 163 | X |
| | over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of | 10 | L | ^ |
| | the foreign country | | | |
| Pa | rt 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? | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) | | | 1 |
| | a disqualified person? | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | | ŀ | |
| | (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)? | | ŀ | |
| | (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.) | | i | |
| 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)? | 1ь | | х |
| | Organizations relying on a current notice regarding disaster assistance check here | | | |
| С | 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)) | | | |
| а | 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? | | | |
| L | 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 | N/A | |
| С | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here | | | |
| | 2 0 20 20 20 | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business | 1 | | |
| | enterprise at any time during the year? | | | |
| b | If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation | 1 | 1 | |
| | 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 | ۵. | | |
| 4- | if the foundation had excess business holdings in 2012) | 3b | N/A | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable | <u>4a</u> | | X |
| Ь | purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | 4b | 1 | x |
| | Paratra man man and and man paratra man man and of the tax year segmining in a of a | | | <u>. ^`</u> |

| | n 990-PF (201 | | | | | | | | | | 913990 | Р | age b |
|----|---|--|---|---------------------------|--|--|---------------------|---|--|---------------|---------------------------------------|-------|--------------|
| Pa | art VII-B | Statements Regarding | Activiti | es fo | or Which Form | า 47 | 20 May Be Re | equired (| continued |) | | | |
| | During the (1) Carry (2) Influe | year did the foundation pay on propaganda, or otherwis nce the outcome of any spe rectly or indirectly, any voter | or incur any e attempt to cific public | amo o infli electi | ount to uence legislation (son (see section 49 | secti | on 4945(e))? | | Yes | X No | | | |
| | (3) Provide | de a grant to an individual fo | r traval etu | dv o | r other similar nur | nnse | s? | | Yes | X No | , [| | |
| | (4) Provid | • | other than | a ch | charitable, etc., organization described | | | | | X No | | | |
| | | | | | haritable, scientific, literary, or cruelty to children or animals? | | | | | X No | , | | |
| þ | | er is "Yes" to 5a(1)-(5), did | | | | | | | ed in | | | l | |
| | Regulations | s section 53 4945 or in a cur | rent notice | regar | rding disaster assi | stand | ce (see instruction | ns)? | | $\overline{}$ | 5b | N/A | |
| С | If the answe | ons relying on a current notice or is "Yes" to question 5a(4) of it maintained expenditure it ach the statement required to | , does the f | ound ty for | ation claim exemp the grant? | tion ' | | | Yes | No | • | | |
| | premiums o | ndation, during the year, rec on a personal benefit contrac | t? | | | | | | Yes | X No | 1 - | | V |
| | If "Yes" to 6 | ndation, during the year, pay 6b, file Form 8870 | | | | | | | | □7 | 6b | | X |
| | - | | was the foundation a party to a prohibited tax shelter transaction? Ive any proceeds or have any net income attributable to the transaction? | | | | | Yes | X No | | 1 | | |
| | | | | | | | | | بدا ما سائل | Daid E | 7b | N/A | |
| P | art VIII | Information About | Officers, | Dir | ectors, i ruste | es, | Foundation | wanager | s, n igniy | Paid E | mpioy | ees, | |
| _ | list all of | and Contractors | oc founds | ntion | managers and | Ltha | ir component | on (see u | etruction | e 1 | | | |
| | List all officers, directors, trustees, founda (a) Name and address | | (b) | (b) Title, and average (c | | (c) Compensation (d) Co (if not paid, enter employe | | Contributions to oyee benefit plans ferred compensation | | (e) Exper | nse acco llowance | | |
| | ells Fargo B | ank, N A ence Mall E MACY1372- | 062 Phils | _ | stee 4 00 | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | | | | | | | | | | | | | |
| | Compens enter "NC | ation of five highest-pa NE." | id employ | yees | (other than the | se i | included on lir | , | | | one, | | |
| (a | i) Name and ac | ddress of each employee paid m | ore than \$50, | ,000 | (b) Title, and avera hours per week devoted to position | . | (c) Compensation | er pla | Contributions inployee benefins and deferre compensation | it] | (e) Expense account, other allowances | | |
| ₩Ö | NE | | | | | | | | | | | | |
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| | | | | | | | | | | | | | |
| To | tal number | of other employees paid | over \$50,0 | 000 | | | · | | | > | - O | 00 DE | 0 |

Form **990-PF** (2012)

| Form 990-PF (2012) SPORKIN, LILLIAN | | 23-6913990 Page 7 |
|--|--------------------------------------|--------------------------|
| Part VIII Information About Officers, Directors, Trustees, I | oundation Managers, Highly Paid | l Employees, |
| and Contractors (continued) | | |
| 3 Five highest-paid independent contractors for professional services (see | instructions) If none, enter "NONE." | |
| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| Total number of others receiving over \$50,000 for professional services | > | |
| Part IX-A Summary of Direct Charitable Activities | | |
| List the foundation's four largest direct charitable activities during the tax year. Include relevant the number of organizations and other beneficiaries served, conferences convened, research p | | Expenses |
| 1 NONE | | |
| | | |
| | | |
| 2 | | |
| | | |
| | | |
| 3 | | |
| | | |
| | | ·-··· |
| 4 | | |
| | | |
| Part IX-B Summary of Program-Related Investments (see ii | nstructions) | |
| Describe the two largest program-related investments made by the foundation during the tax years. | | Amount |
| 1 NONE | | |
| | | |
| | | |
| 2 | | |
| | | |
| | | · |
| All other program-related investments See instructions | | |
| 3 NONE | | |
| | | |
| Total. Add lines 1 through 3 | | 0 |
| Total. Add lines 1 tillough 5 | | |

Form 990-PF (2012)

| Form | 990-PF (2012) SPORKIN, LILLIAN | 23-6 | 913990 Page 8 |
|------|---|-------|----------------------|
| Pa | Minimum Investment Return (All domestic foundations must complete this part. Foreign for | ounda | itions, |
| | see instructions) | | |
| 1 | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc. | | |
| | purposes | | |
| а | Average monthly fair market value of securities | 1a | 797,834 |
| b | Average of monthly cash balances | 1b | 32,187 |
| С | Fair market value of all other assets (see instructions) | 1c | |
| d | Total (add lines 1a, b, and c) | 1d | 830,021 |
| е | Reduction claimed for blockage or other factors reported on lines 1a and | | |
| | 1c (attach detailed explanation) | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 830,021 |
| 4 | Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see | | |
| | instructions) | 4 | 12,450 |
| 5 | Net value of noncharitable-use assets Subtract line 4 from line 3. Enter here and on Part V, line 4. | 5 | 817,571 |
| 6 | Minimum investment return Enter 5% of line 5 | 6 | 40,879 |
| Pai | TXI 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 | 40,879 |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | | |
| b | Income tax for 2012 (This does not include the tax from Part VI) | | |
| C | Add lines 2a and 2b | 2c | 456 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 40,423 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | |
| 5 | Add lines 3 and 4 | 5 | 40,423 |
| 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, | 1 | |
| | line 1 | 7 | 40,423 |
| Par | t XII Qualifying Distributions (see instructions) | | |
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes | | |
| а | Expenses, contributions, gifts, etc —total from Part I, column (d), line 26 | 1a | 38,862 |
| 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 | | |
| а | 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 | 38,862 |
| 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 | 38,862 |
| | Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the found qualifies for the section 4940(e) reduction of tax in those years | ation | - |

SPORKIN, LILLIAN

Form 990-PF (2012)

23-6913990

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| | 990-PF (2012) SPORKIN, LILLIAN | ngo instructions | and Dort VIII A | question Q\ | 23-691 | 3990 Page 10 |
|-----|---|---------------------------------------|-----------------------|------------------------|-------------------|--------------|
| | T XIV Private Operating Foundations (| | | question 9) | | 11/74 |
| | If the foundation has received a ruling or determing foundation, and the ruling is effective for 2012, er | iter the date of the rul | ing | • | | |
| | Check box to indicate whether the foundation is a | private operating fou | indation described | in section | 4942(j)(3) oi | 4942(J)(5) |
| z a | Enter the lesser of the adjusted net income from Part I or the minimum | Tax year Prior 3 years | | | | (e) Total |
| | investment return from Part X for each | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| | year listed | - | | | | 0 |
| | 85% of line 2a | | | <u> </u> | | 0 |
| С | Qualifying distributions from Part XII, line 4 for each year listed | | | | | 0 |
| | Amounts included in line 2c not used directly | | | <u> </u> | | 0 |
| u | for active conduct of exempt activities | | | | | 0 |
| е | Qualifying distributions made directly | | | | | |
| | for active conduct of exempt activities | | | | | _ |
| 2 | Subtract line 2d from line 2c | | - | | | 0 |
| 3 | Complete 3a, b, or c for the alternative test relied upon | | | | | |
| а | "Assets" alternative test—enter | | | į | | _ |
| | (1) Value of all assets | 1 | | | | Q |
| | (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | 0 |
| b | "Endowment" alternative test—enter 2/3 | | | | | |
| | of minimum investment return shown in Part X, line 6 for each year listed | | | | | C |
| С | "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 | | | | | d |
| | (4) Gross investment income | | | | | C |
| Pa | rt XV Supplementary Information (Co | mplete this part | only if the fou | Indation had \$5 | 0,000 or more in | |
| | assets at any time during the y | | | | • | |
| 1 | Information Regarding Foundation Mana | gers: | | | | |
| а | List any managers of the foundation who have co | | | | | |
| | before the close of any tax year (but only if they have | have contributed more | than \$5,000) (Se | e section 507(d)(2) |) | |
| NO | NE List any managers of the foundation who own 10 | % or more of the stoc | k of a corporation (| or an equally large | portion of the | |
| J | ownership of a partnership or other entity) of which | the foundation has | a 10% or greater i | nterest | | |
| NO | NE | | | | | |
| 2 | Information Regarding Contribution, Gra | nt, Gıft, Loan, Sch | olarship, etc., P | rograms: | | |
| | Check here ► X if the foundation only make | | | | | |
| | unsolicited requests for funds. If the foundation mother conditions, complete items 2a, b, c, and d | nakes gifts, grants, etc | c (see instructions |) to individuals or or | ganizations under | |
| a | The name, address, and telephone number or e- | mail of the person to | whom applications | should be addresse | d | |
| | ,, | · · · · · · · · · · · · · · · · · · · | | | | |
| | | | | | | |
| b | The form in which applications should be submitt | ed and information ar | nd materials they si | hould include | | |
| | Any submission deadlines | | | | | |
| | | | | | | |
| | Any restrictions or limitations on awards, such as | by geographical area | as, charitable fields | kinds of institutions | s or other | |
| u | factors | -, 33 | _, | , | ·, - | |
| | | | | | | |

Total

Form 990-PF (2012) SPORKIN, LILLIAN 23-6913990 Page 11 Part XV Supplementary Information (continued) Grants and Contributions Paid During the Year or Approved for Future Payment If recipient is an individual, Foundation Recipient Purpose of grant or show any relationship to Amount status of any foundation manager contribution recipient Name and address (home or business) or substantial contributor Paid during the year See Attached Statement Total ▶ 3a 34,901 Approved for future payment NONE

▶ 3b

SPORKIN, LILLIAN

Form 990-PF (2012)

| | -A. Analysis of income-producing Acti | · · · · · · · · · · · · · · · · · · · | | T gualista de la casada | - 512 512 or 514 | |
|--|--|---------------------------------------|---------------|---|------------------|---------------------------------------|
| Enter gross amounts unless otherwise indicated | | Unrelated bus | iness income | Excluded by section | (e) | |
| | | (a) | (b) | (c) | (d) | Related or exempt |
| | | Business code | Amount | Exclusion code | Amount | function income (See instructions) |
| 1 Progra | am service revenue | | | | | |
| _ | | · | | | | |
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| | | <u> </u> | | | | |
| | | · | | | | |
| | | | · | | | |
| f | | | | - | | |
| - | es and contracts from government agencies | | | | | |
| | ership dues and assessments | | | | | |
| | st on savings and temporary cash investments | | - | | 24 552 | |
| | ends and interest from securities | | | 14 | 21,553 | |
| | ntal income or (loss) from real estate | | | | | |
| | ebt-financed property | - | | | | |
| | ot debt-financed property | - | | + | | |
| | ntal income or (loss) from personal property | ļ | | | | |
| | investment income | | | 10 | 10.025 | |
| | or (loss) from sales of assets other than inventory | | | 18 | 12,235 | |
| | come or (loss) from special events | | | | | |
| | profit or (loss) from sales of inventory | - | | | | |
| | revenue a | | - | | | |
| | | - | | | | |
| | | · | | | | |
| е <u> </u> | - 4-200, | · | | • | | |
| | tal Add columns (b), (d), and (e) | | (| <u> </u> | 33,788 | 0 |
| | Add line 12, columns (b), (d), and (e) | | | · | 13 | 33,788 |
| | sheet in line 13 instructions to verify calculations) | | | | | 551/55 |
| Part XV | | complishment | of Exempt P | urposes | | |
| Line No. | | | | | mportantly to | |
| ▼ | the accomplishment of the foundation's exempt | | | | | ictions) |
| | Not Applicable | | | | | |
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| | 1 | | | | | |

23-6913990 Page 12

a Transfers from the reporting foundation to a noncharitable exempt organization of

Exempt Organizations

(1) Sales of assets to a noncharitable exempt organization

(1) Cash

(2) Other assets **b** Other transactions

| Form 990-PF (20 | 12) | SPORKIN, LILLIAN | 23-6913990 |
|-----------------|--------|--------------------------|--|
| Part XVII | Inforn | nation Regarding Transfe | ers To and Transactions and Relationships With Noncharitable |

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

| (2) Purchases of assets from a noncharitable exempt organization(3) Rental of facilities, equipment, or other assets | | | | | | | | | | | X | |
|---|----------------|---|---------------------|---------------------------------------|------------------------|------------|---|----------------------------------|----------------|----------|---------------------|--|
| | | | | 1 455615 | | | | | 1b(3) 1b(4) | \dashv | $\frac{\hat{x}}{x}$ | |
| • • | | nbursement arrange | | | | | | | 1b(5) | | X | |
| (5) Loans or loan guarantees(6) Performance of services or membership or fundraising solicitations | | | | | | | | | | | X | |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | | | | | | | | 1b(6) | — t | $\frac{\hat{x}}{x}$ | |
| | • | | | | | | . /h) abould abu | ous show the fo | | | | |
| va | lue of | swer to any of the ab the goods, other ass any transaction or sh | ets, or servic | es given by the rep | orting foundation | n If the | e foundation red | eived less than | fair mar | ket | | |
| (a) Line | no | (b) Amount involved | (c) Name | of noncharitable exempt | organization | (d) Des | scription of transfers, | transactions, and si | haring arra | ngem | ents | |
| | | | Not Applicab | le | | | | | | | | |
| | | | | | | | | | | | | |
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| | | undation directly or ii | | | | | | tions | | | | |
| de | scribe | ed in section 501(c) o | of the Code (o | ther than section 50 |)1(c)(3)) or in s | ection : | 527? | | res X | No | | |
| b If | 'Yes," | complete the follows | ng schedule | , | | | | | | | | |
| | | (a) Name of organization | | (b) Type o | f organization | | (c) Description of relationship | | | | | |
| | | | | | | | | | | | | |
| | | | | | | | | | | | | |
| | | | - | | | | | | | | | |
| | | | | | | | | | | | | |
| | Und | ne appolites of parties. I dealers t | that I bays ayonyad | this solute including accompa | nuna sahadulas and ats | ntomonto d | and to the best of my kee | udodao and baliof it is tr | | | | |
| | corre | er penalties of perjury. I declare t ect, and complete. Declaration of | | | | | | wiedge and belief it is th | ue, | _ | \neg | |
| Sign | | | | , , , | . , | | · | May the IRS | | | | |
| Here | | John 15 Sente SVP We | ells Fargo Ban | k N A 4/18/2013 | SVD WAII | le Faro | o Bank N A | with the prepared instructions)? | _ | | w (see No | |
| | 1 | ignature of officer or trustee | e | Date | Title | is raig | O Dalik IV A | instructions)/ | [A] TE | , L.J | No | |
| | | Print/Type preparer's na | | Preparer's signature | - | | Date | | PTIN | | | |
| Paid | | | | | <u> </u> | | | Check X if | 1 | | | |
| Prep | arer | JOSEPH J CAST | | 1 | | | 4/18/2013 | <u> </u> | | | | |
| Use | | Firm's name Pri | cewaterhous | eCoopers, LLP | | | | Firm's ElN ► 1 | <u>3-40083</u> | 24 | | |
| | , | Firm's address ► 60 | 0 GRANT ST | REET, PITTSBURG | SH, PA 15219-2 | 2777 | | Phone no 412-355-6000 | | | | |
| | | | | | | | | F | orm 990 | -PF | (2012) | |

| SPORKIN, LILLIAN | | | | 23-6913 | | |
|-----------------------------------|---------------------------------------|------------|------------|-----------------|--------------|--------|
| Continuation of Part XV, Lin | ie 3a (990-PF) - | Gran | ts and Con | tributions Paid | During the | e Year |
| Recipient(s) paid during the year | | | | | | |
| | | | | | | |
| Name | | | | | | |
| UNITED ACTION FOR ANIMALS, INC | | | | | | |
| Street | | | | | | |
| PO Box 635 | | Ctata | IZ:- Codo | Foreign Count | | |
| City | | | Zip Code | Foreign Count | гу | |
| NEW YORK | | NY | 10021 | | | |
| Relationship | Foundation Status | | | | | |
| NONE | 501(c)(3) PUBLIC CI | HARII | <u></u> | | 14 | |
| Purpose of grant/contribution | | | | | Amount | 44.004 |
| GENERAL SUPPORT GRANT | | | | | <u> </u> | 11,634 |
| Name | | | | | | |
| AMERICAN ANTIVIVISECTION SOCIE | TY | | | | | |
| Street | ··· | | | ** | | |
| 801 OLD YORK ROAD STE 204 | | | | | | |
| City | | State | Zip Code | Foreign Count | rv | |
| JENKINTOWN | | PA | 19046 | | - , | |
| Relationship | Foundation Status | | 110010 | <u> </u> | | |
| NONE | 501(c)(3) PUBLIC CI | HARITY | / | | | |
| Purpose of grant/contribution | 1001(0)(0)1 00210 01 | 17 (1 (1 1 | <u> </u> | | Amount | |
| GENERAL SUPPORT GRANT | | | | | / | 11,633 |
| GENERAL SUFFORT GRANT | | | | | 1 | 11,000 |
| Name | | | | | | |
| RYERSS FARM FOR AGED EQUINES | | | | | | |
| Street | | | | | | |
| 1710 RIDGE ROAD | | | | | | |
| City | | State | Zip Code | Foreign Count | ry | |
| POTTSTOWN | | PA | 19465 | | • | |
| Relationship | Foundation Status | | <u> </u> | | | |
| NONE | 501(c)(3) PUBLIC CI | HARIT | 1 | | | |
| Purpose of grant/contribution | | | | | Amount | |
| GENERAL SUPPORT GRANT | | | | | | 11,634 |
| | | | | | • | |
| Name | | | | | | |
| | | | | | | |
| Street | | | | | | |
| | | | T=: 5 : | <u> </u> | | |
| City | | State | Zip Code | Foreign Count | ry | |
| | | | <u> </u> | | | |
| Relationship | Foundation Status | | | | | |
| | | | | | 1. | |
| Purpose of grant/contribution | | | | | Amount | |
| | | | | | | |
| Name | | | | | | |
| | | | | | | |
| Street | | - | • | | | |
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| City | · · · · · · · · · · · · · · · · · · · | State | Zip Code | Foreign Count | TV | |
| Only . | | Otato | | i orongin oouni | • • | |
| Relationship | Foundation Status | | 1 | | | |
| Relationship | I dundation Status | | | | | |
| Purpose of grant/contribution | - | | | | Amount | |
| rurpose of grant/contribution | | | | | Amount | |
| | | | | | I | |
| Name | | | | | | |
| | | | | | | |
| Street | <u> </u> | | | | | |
| | | | | | | |
| City | | State | Zip Code | Foreign Count | ry | |
| - | | _ | ' | | - | |
| Relationship | Foundation Status | | | | | |
| • | | | | | | |
| Purpose of grant/contribution | | | | | Amount | |
| · • | | | | | | |

| Check Tri Chec | | | Amount | | | | | | Totals | Gross | | Cost Basis and | Other Expenses | Net Gain or Loss | |
|--|----------------------|--|------------|-----------|-----------------------------------|-----------------------|--|------------|--------------------|--------------|-----------|---|-------------------|---------------------|--------------|
| Cheek Chee | | Long Term CG Distributions | 2,872 | | | | | ű | pital Gains/Losses | | 324,879 | | 11 | | |
| Marche Wilson, Control March Wilson March Wil | Check "X" to include | | | | Check "X" if Purchaser is a | Date | Acquisition | Date | Gross Sales | Cast or | Valuation | Expense of Sale and Cost of Improve- | Č | | |
| Margine of Freedrich Control C | -1- | Description | CUSIP# | Purchaser | Business | Acquired 8/20/2011 | Method | Sold | | Orner Basis | 1 | ments | Depreciation | Adjustments | _ |
| March & File Registry Contract | | RTISAN INTERNATIONAL FU | 04314H204 | | | 8/29/2011 | | 8/8/2012 | 6 094 | 5,551 | | | | | |
| March Marc | | RTISAN INTERNATIONAL FU | 04314H204 | 1 | · | 8/29/2011 | - | 12/13/2012 | 3,040 | 2,588 | | ; | 1 | ; | 0 |
| Compact Color Name Color Na | × | RTISAN MID CAP FUND-INS | 04314H600 | | - | 4/10/2012 | | 12/13/2012 | 1,166 | 1,151 | | | | | a |
| NO DODGE & CONTRICK STORMER SERVICED 2.554 NO DODGE & CONTRICK STORMER SERVICED 2.516 2.516 NO DODGE & CONTROLLED STORMER SERVICED 2.516 2.516 NO DOGGE & CONTROLLED STORMER SERVICED 1.107 2.516 NO DOGGE & CONTROLLED STORMER SERVICED 1.107 2.516 NO DOGGE & CONTROLLED STORMER SERVICED 1.107 1.107 NO DOGGE & CONTROLLED STORMER SERVICED 1.107 1.107 PERFORMER ADMINISTRATION STORMER SERVICED 1.107 <t< td=""><td>×</td><td>REDIT SUISSE COMM RT ST</td><td></td><td></td><td>:</td><td>8/29/2011</td><td>1</td><td>8/8/2012</td><td>1,486</td><td>1,683</td><td></td><td>I</td><td></td><td>1</td><td>01</td></t<> | × | REDIT SUISSE COMM RT ST | | | : | 8/29/2011 | 1 | 8/8/2012 | 1,486 | 1,683 | | I | | 1 | 01 |
| March 1900 | × : | ODGE & COX INTL STOCK F | | 1 | | 8/29/2011 | - | 8/8/2012 | 5,853 | 5,924 | | 1 | ; | | i |
| March Marc | | ODGE & COX INTL STOCK H | | | | 8/29/2011 | | 2102/81/11 | רא'ר | ייני מיני | | | | | J 6 |
| March and Deck and | × : | ODGE & COX INTL STOCK H | | - | • | 102/62/8 | - | 2102/61/21 | 27,73 | 1,5,5 | | | | ; | ; > c |
| Purple P | × | OUGE & COX INCOME FU CO | | | | 2102/01/8 | 1 | 11/19/2012 | 10 100 | 1000 | | • | | 1 | 2 6 |
| X PATION AND THE STATE OF THE STAT | < > | DOUGE & COX INCOME FOR CA | | - | | 8/29/2011 | | 12/13/2012 | 1 259 | 1251 | | | ••• | | |
| Fig. 2017 Fig. | · · | P MORGAN MID CAP VALUE | 339128100 | | ! | 879/2011 | , | 5/8/2012 | 2 230 | 1930 | | | | | io |
| X DODAMS SACROS OF THE PROTECTION ALTHOUSE ALTHOUS ALTHOUSE A | × | P MORGAN MID CAP VALUE | 339128100 | | } | 8/29/2011 | • | 8/8/2012 | 1,784 | 1,496 | - | | | | <u>.</u> |
| Coloure State Office Offic | · × | P MORGAN MID CAP VALUE- | 339128100 | | | 8/29/2011 | | 12/13/2012 | 1,264 | 1,022 | | | | | - |
| MARBOR CAPTIAL APPETION 1151194 | × | ONAN SACHS GRIH OPP | 381427401 | | | 8/29/2011 | • | 4/10/2012 | 21,015 | 19,046 | | | | | 10 |
| X MARRIAR CAPTURATION | · × | ARBOR CAPITAL APROTION | 411511504 | | 1 | 8/29/2011 | | 2/10/2012 | 1,313 | 1.178 | | | | į. | _ |
| X HUSSAME STATISTICS CROWN CREATION ENGINED 1,550 1,336 1,336 X HUSSAME STATISTICS CROWN 44501010 452700 452700 1,550 1,336 1,336 X HUSSAME STATISTICS CROWN 44501010 452700 452700 452700 1,536 1,170 X HANGES SEA P SOOR ITTS 452700 452700 452700 452700 1,170 1,170 X HANGES CONTROLLOR ON LET COLLARS ITS 452700 452700 452700 1,170 | · · | APBOR CAPITAL APPORTION | 411511504 | | | 11/21/2012 | - | 12/13/2012 | 653 | 983 | - | | | | _ |
| Signates of the state of the | · · | A DOUGH OF THE ALL ADDRESS OF THE ADDRESS OF THE ALL ADDRESS OF THE ADDRESS | 711614604 | | | 87207011 | | 12/13/2012 | 500 | 1 245 | | | | | ic |
| Stratege S # P SON PROPER PLANE CAPTAGE | · · | SOLICIAL ALTERNATION | 2000000 | | | 100000 | | 8/8/2012 | 14.436 | 10,40 | | | | | , <u>-</u> |
| STATESTORES & PRODUCTOR STATESTORE STA | <u> </u> | COSOMAN SI RATEGIC GROW | 449109100 | | | B/25/2011 | | 2/10/2012 | 100 | 767 | | | | | |
| X. KEREZ PARALL CAP VAL TO CARGER SER PARALL CAP CAP VAL TO CARGER SER PARALL CAP CAP VAL TO | < <i>></i> | DI YUMAN OO O O OUGAN | 0077077 | | | 0.500 | | 5/80/012 | 14.5 | 170.0 | | | | | |
| X. RELEY SAULL CO-VALTO X. RELEY SAULL | · · | DI VIONI DOC 1 BG STAVEN | 464287200 | | | 8/8/2012 | | 12/13/2012 | 1001 | 786 | | | | | |
| X. KEELE'S WALL CAP VIL PA Agricoges 6782011 678201 794 X. KEELE'S WALL CAP VIL PA 467700000 6782011 7797 7870 789 X. KEELE'S WALL CAP VIL PA 467700000 7797 7870 7870 789 X. KEELE'S WALL CAP VIL PA 467700000 7870 7870 789 789 X. KEELE'S WALL CAP VIL PA 56280000 7870 7870 789 789 X. KEELE'S WALL CAP VIL PA 56280000 7870 7870 789 789 X. KEELE'S WALL CAP VIL PA 56280000 7870 7870 789 789 X. KEELE'S WALL CAP VILL RETABLISHED WALL CAP RETABLISHED | · · | STATE OF STATE OF THE STATE OF | 464267200 | | | 8797011 | | 2/10/201/2 | 196'- | 2051 | | | | | - |
| X KELES MANUL COP VIA POLITICA DE CARGORIO EN CONTRACTOR DE CARGORIO EN CARGORI | · · | יבברבו אשארר כאי אאר דט | 40.300000 | | | 5100000 | | 200000 | 950 | 20.0 | | | | ! | - |
| Marking Name Marking | < <i>x</i> | FELET SMALL CAP VAL FU C | 467300808 | | | 3/10/2012 | | 12/12/0/12 | 250 | | | | | • | , c |
| X MICLAND RECENTATION CONTRICTION CONTRICTION< | ·· | SECTION MONTH CAP VAL FU | 40/300000 | | | 0,5%50 | | 8/8/2012 | 7 870 | 20.0 | | | | | |
| X MET WALLE FUND CLASS WEST WAST WAST WAST WAST WAST WAST WALLE FUND CLASS WEST WAST WAST WAST WAST WAST WAST WAST WA | · | PO POS HOUNDAINE FILLING TO POS POS POS POS POS POS POS POS POS PO | 20000000 | | • | 511000013 | | 8/8/2012 | 975 | - 0 | | | | | |
| X MARSTAN FOR USE CONTINUE SEGREGISTOR FUNDOLOGISTOR 1177 1177 X MANSTAN FOR SCOUTTAIN SEGREGISTOR FUNDOROGISTOR 1177 1177 1177 X MANSTAN FOR SCOUTTAIN SEGREGISTOR FUNDOROGISTOR 1177 1177 1177 X MANSTAN FOR SCOUTTAIN GEOSTICAL FUNDOROGISTOR 1177 1177 1177 X MANSTAN FOR SCOUTTAIN GEOSTICAL FUNDOROGISTOR 1177 1177 1177 X MANSTAN FOR THE SIX HY BOLI GEOSTICAL 1177 1177 1177 1177 X MICHOROGINA RISK HY BOLI 700 1177 1177 1177 1177 X MICHOROGINA RISK HY BOLI 700 1177 1177 1177 1177 X RIDGEWORTH SIK HY BOLI 700 1177 1177 1177 1177 1177 X RIDGEWORTH SIK HY BOLI 700 1177 1177 1177 1177 1177 1177 1177 1177 1177 1177 1177 1177 1177 1177 1177 1177 </td <td>· ></td> <td>AFS VALUE FUND CLASS I 80</td> <td>557983694</td> <td></td> <td></td> <td>5/10/2012</td> <td></td> <td>12/13/2012</td> <td></td> <td>1</td> <td></td> <td></td> <td></td> <td></td> <td>-</td> | · > | AFS VALUE FUND CLASS I 80 | 557983694 | | | 5/10/2012 | | 12/13/2012 | | 1 | | | | | - |
| X MANISTAY PE US ECOUTY-AIR SEGGIJAGO \$ 1778 1778 X MANISTAY PE US ECOUTY-AIR \$ 66613130 \$ 1789 \$ 1779 \$ 1779 X MANISTAY PE US ECOUTY-AIR \$ 66613130 \$ 6789410 \$ 678901 \$ 678901 \$ 1779 X MANISTAY PE US ECOUTY-AIR \$ 68691406 \$ 6899406 \$ 678901 \$ 1779 \$ 4216 X MOGENORITE SEX WE BUT TEAM \$ 7823000 \$ 1770 \$ 1776 | · · | AFE VALUE FIND CLASS I | 5520836QA | | | 2/14/2012 | | 12/13/2012 | 1.1 | 111 | | | | | |
| X MANISTA PE DE SCUITA-NA GROSSIONE BESTON 1,428 1,438 X MERCER PE DE BER NAT 200 5893018 8692012 1,732 1,438 X MICHARITA PE DE SCUITA-NAT 200 5893018 878201 1,713201 1,732 4,215 X FINGLEONING HER SERVER TEAL 78257105 878201 1,713201 1,732 1,732 X FINGLEONING HER SERVER TEAL 83239010 8782011 1,713201 1,732 1,732 X FINGLEONING HER SERVER TEAL 82239010 8782011 1,713201 7,268 7,271 X FINGLEONING HER SERVER TEAL 82239010 8782011 1,7132012 7,268 7,271 X FINGLE SERVER TEAL 82239010 8782011 8782011 7,268 7,268 X FINGLE SERVER TEAL 8223011 8782011 8782011 7,268 7,268 X FINGLE SERVER TEAL 8223011 8782011 8782011 7,268 7,268 X FINGLE SERVER TEAL 8223011 | · · | AND CALLE FUND-CLASS I 83 | 200000000 | | | 2100000 | | 2/10/201/2 | 2777 | 11,77 | - | | | | , c |
| X MARINSTRER PLOS PUBLICATION 6820701 6820701 47.5 47.5 47.5 X PUBLICATION RET PLUNST 68394505 6620701 17.1732012 17.50 47.7 47.75 <td>· ·</td> <td>AANINGTAY EP OS ECOTITIVANS</td> <td>200000000</td> <td></td> <td></td> <td>0.753/20</td> <td></td> <td>2102012</td> <td></td> <td>367 66</td> <td></td> <td></td> <td></td> <td></td> <td></td> | · · | AANINGTAY EP OS ECOTITIVANS | 200000000 | | | 0.753/20 | | 2102012 | | 367 66 | | | | | |
| Marcher Public Regarded Marcher Public R | < : | MAINSTAT EP US EQUITATING | 2000033302 | | | 0.000000 | | 0/0/2012 | 77477 | 200 | - | | | | |
| X. UPPERMEMBLE DIVIDITION DESTRUCTORY TERM CATABOTATION | × : | AERGER FUSH BEN IN ZBU | 90160686 | | | 8/29/2011 | | 0/0/2012 | 4/7/4 | 12,4 | ~~ | | - | | , c |
| VIOLEMONT HIGHER NOT ALL REPORTS VIOLEMONT HIGH | × : | JPPENHEIMER DEVELOPING | 983974505 | | _ | 105/67/0 | | 2102/01/21 | 200 | 500 | | | | | · c |
| X PIMICO FOREIGN BD FOUND SESSION FOREIGN BD FOUND SESSION FOREIGN BD FOUND SESSION FOUND | < : | GUGEWORTH SEIX HT BU-1 | 700201043 | | , | 0/29/2011 | | 2102/01/2 | 000- | 777 | o b | | 1 | |) C |
| X FINACO PRECISION BOTOR STATEM 9724/201 1,429 <th< td=""><td>× :</td><td>MICO TOTAL REI FULINSI</td><td>00706560</td><td></td><td></td><td>0.29/2011</td><td>_</td><td>2102012</td><td>7 603</td><td>114,12</td><td></td><td></td><td></td><td></td><td></td></th<> | × : | MICO TOTAL REI FULINSI | 00706560 | | | 0.29/2011 | _ | 2102012 | 7 603 | 114,12 | | | | | |
| X FROME PARTA FINANCE PARTA | × : | MICO FOREIGN BD FD USD I | 2303030 | | | 9/26/200b | | 2102/0/0 | 001/1 |) Z | | | • | | - c |
| X DODGE & COXINCOME FD C. 7431 27,431 27,000 X PODGE & COXINCOME FD C. 766281645 100242011 11/192012 27,000 X RIDGEWORTH SEIK HY BD-1 766281645 100242011 11/192012 37,00 X RIDGEWORTH SEIK HY BD-1 766281645 100242011 11/192012 37,00 X RIDGEWORTH SEIK HY BD-1 765281645 100242011 11/192012 37,00 X RIDGEWORTH SEIK HY BD-1 77957P105 11/192012 3,129 2,965 X RIDGEWORTH SEIK HY BD-1 77957P105 11/192012 3,129 2,965 X TROWE PRICE SHORT TERM 77957P105 11/192012 3,432 3,432 X TROWE PRICE SHORT TERM 77957P105 11/192012 1,588 1,588 X SPDR DJ WILSHIER INTERNA 784633X63 87557011 11/192012 1,588 1,588 X SPDR DJ WILSHIER INTERNA 784633X63 8752011 11/192012 1,443 1,788 X TCW SMALL CAP GROWTH FL | × : | KOWE PRICE SHORT LEKM | C017/28// | | | 0.29/2011 | | 2102/0/6 | 10 400 | 10,40 | | | | | 5 6 |
| X RIDGEWORTH SEIX HY BD-1 766281645 1/1/9/2017 1/1/ | × | SODGE & COX INCOME FD CO | 596210105 | | | 8/29/2011 | _ | 2/10/2012 | 104,12 | 200'72 | | | | | 5-6 |
| X RIDGEWORTH SEIX HY BD-1 766281645 973 X RIDGEWORTH SEIX HY BD-1 766281645 9,73 17/19 2012 9,73 X RIDGEWORTH SEIX HY BD-1 766281645 9,432 9,432 9,432 X PODGE & COX INCOME FD C 256210105 27142012 8,612012 9,598 9,432 X T ROWE PRICE SHORT TERM 77957P105 27142012 8,612012 9,598 9,433 X T ROWE PRICE SHORT TERM 77957P105 27142012 8,62012 29,648 29,587 X T ROWE PRICE SHORT TERM 77957P105 27142012 8,62012 11,534 X T ROWE PRICE SHORT TERM 77957P105 11,632012 11,634 15,34 X T ROWE PRICE SHORT TERM 78433.863 8725/2011 11/192012 11,732012 13,33 X SPDR DJ WILSHIRE INTERNA 78433.863 875/2011 11/192012 1,43 1,73 X TOW SMALL CAP GROWTH FI 8723A8484 8710,2012 | × | RIDGEWORTH SEIX HY BD-I | 766281645 | | | 10/24/2011 | | 2102/9/8 | 900 | 76 | | | , | | 5 6 |
| X NUGEN RESIDENT SERVENT NEW X1959 X122 X1959 X195 | × | RIDGEWORTH SEIX HY BD-I | 766281645 | | | 10/24/201 | | 2102/81/11 | 200 | 700 | | | • | | 5 6 |
| X TRONGE FDC CASCAINCOME 25420105 3,4322 3,432 X TRONGE PLOCE SHORT TERM 77957P105 21,47012 1,1792012 4,529 9,432 X TROWE PRICE SHORT TERM 77957P105 21,47012 1,1524 29,587 3,588 2,987 X TROWE PRICE SHORT TERM 77957P105 21,47012 1,147012 2,9648 29,587 X TROWE PRICE SHORT TERM 77957P105 21,47012 1,1470201 1,1558 1,1558 1,1554 1,554 29,587 1,558 1,758 1,758 1,554 751 80,2012 1,1792012 1,17 | × | RIDGEWORTH SEIX HY BD-I | 766281645 | | | 8/29/2011 | | 2102/61/11 | 87.5 | 2,20 | | | | | 5 6 |
| X TROWE PRICE SHORT TERM TY95/P105 2/14/2012 5/14/2012 | × | ODGE & COX INCOME FD CO | 256210105 | | | 2102/01/6 | | 2102/81/11 | 000 | 4,4 | | | | | 5 6 |
| X TROWER PRICE SHORT TERM TY95/7105 2/14/2012 8/15/304 2/35/304 X FOROU PRICE SHORT TERM 7795/7105 1/15/302 1/15/30 1/35/34 X SPOR OW WILSHIRE INTERNA 78463X863 8/25/2011 1/1/9/2012 1/38 1/78 X SPOR OW WILSHIRE INTERNA 78463X863 8/25/2011 1/1/9/2012 1/39 1/78 X SPOR DJ WILSHIRE INTERNA 78463X863 8/25/2011 1/1/9/2012 1/32 8/5 X TSPOR DJ WILSHIRE INTERNA 8/234X863 8/25/2011 1/1/9/2012 1/323 1/323 X TCW SMALL CAP GROWTH FL 8/734X863 8/10/2012 1/1/9/2012 1/614 1/725 X TCW SMALL CAP GROWTH FL 8/234X863 8/236X81 8/236X81 8/236X81 X TCW SMALL CAP GROWTH FL 8/234X863 8/236X81 1/19/2012 1/19/2012 X TCW SMALL CAP GROWTH FL 8/234X863 8/236X81 8/236X81 1/15/20 X VANGUARD MSCI EMERGING 9/229042886< | × | ROWE PRICE SHORT TERM | 77957P105 | | | 2/14/2012 | | 2102/8/6 | 9,452 | 9 | | | | | 5 6 |
| X SPROW PARIES FANDY TROWER FANDY TASSACRATION | × | ROWE PRICE SHORT TERM | COLA/56// | | | 2102/41/2 | - | 8/8/2012 | 040,67 | 23,00 | | | | - | 5 6 |
| X SPOR DJ WILSHIRE INTERNA 78463X863 1,708 X SPOR DJ WILSHIRE INTERNA 78463X863 1,708 X SPOR DJ WILSHIRE INTERNA 78463X863 1,323 X TCW SMALL CAP GROWTH FQ 8723AN849 1,323 X TCW SMALL CAP GROWTH FQ 8723AN849 8723AN849 X TCW SMALL CAP GROWTH FQ 8723AN849 8723AN849 X TCW SMALL CAP GROWTH FQ 8723AN849 8725AN84 X TCW SMALL CAP GROWTH FQ 8723AN849 8725AN84 X TCW SMALL CAP GROWTH FQ 8723AN849 1,152 X TCW SMALL CAP GROWTH FQ 8723AN84 | × | ROWE PRICE SHORT TERM | 77957P105 | | | 2102/41/2 | | 2,02/81/11 | 800,11 | 1036 | | | | | 5 6 |
| X SPDR DJ WILSHIRE INTERNA 701 X SPDR DJ WILSHIRE INTERNA 743 X TGW SMALL CAP GROWTH FI 8723AN849 X TCW SMALL CAP GROWTH FI 8723AN849 X FT CW SMALL CAP GROWTH FI 8723CO12 X FT CW SMALL CAP GROWTH FI 8725CO12 X< | × | SPDR DJ WILSHIRE INTERNA | 78463X863 | | | 8/25/2011 | - | 2102/8/9 | 956,1 | ,, | | | | | 5 6 |
| X SPUN LOW MISHINE IN TRANA RESERVATION OF THE MAJORITY AND MISHING MAJORITY AND MAJORITY A | × > | SPOR OJ WILSHIRE IN LERNA | 78463X863 | | | 6/23/2011 | | 12/13/2012 | 2, 2 | 132, | ~ | | | | - c |
| X TCW SMALL CAP GROWN FT 872484849 572484848 572484849 572484849 572484849 572484849 572484849 | ζ; | PUR UJ WILSHIRE IN ERNA | 04057005 | | | 0/23/2011 | | 21102012 | 200,1 | 20. | | | | | |
| Check | <u> </u> | CW SMALL CAP GROWIN P | 072241049 | | | 5106/01/2 | - | 111000011 | 1 4 | 2.7 | . 16 | | | | |
| X TUM SMALL CAP GROWN IT IN 07247848 07.02012 17.11492012 7.319 7.537 7.537 7. | × ; | CW SMALL CAP GROWIN FU | 87234N849 | | | 2/10/2012 | | 2102/61/11 | 0. 7 | 1,72 | 2, 0 | | | , | - c |
| X TCW SMALL CAP GROWTH FULL 87234/849 8729/2011 1/19/2012 7,537 7,557 X VANGUARD MSCI EMERGING 92204/2856 8725/2011 1/208 1,152 1,598 1,152 X VANGUARD MSCI EMERGING 92204/2856 8725/2011 2/10/2012 1,646 X VANGUARD REIT VIPER 922908553 8725/2011 2/10/2012 1,646 X VANGUARD REIT VIPER 922908553 8725/2011 1,778 1,464 | × | CW SMALL CAP GROWTH FU | 87234N849 | | | 8/10/2012 | | 2102/51/11 | 488 | 76 | - | | | | 5-7 |
| X VANGUARD MSC EMERGING 922042856 92502011 2/10/2012 1,208 1,152 1,208 1,152 1,208 1,152 1,208 1,152 1,208 1,152 1,208 1,152 1,208 1,152 1,208 1,152 1,208 1,152 1,208 1, | × | CW SMALL CAP GROWTH FY | 87234N849 | | - | 8/29/2011 | | 11/19/2012 | 7,319 | 7,63 | | | | | 5 6 |
| X VANGUARD MSCI EMERGING 922042858 87252011 1/2142012 1,646 X VANGUARD REIT VIPER 922908553 87252011 2,109 1,862 X VANGUARD REIT VIPER 922908553 87252011 8782012 1,778 1,464 | × | /ANGUARD MSCI EMERGING | 922042858 | | | 8/25/2011 | _ | 2/10/2012 | 1,208 | 1,15, | ~ | | | • | - |
| X VANGUARD REIT VIPER 922908553 8/25/2011 2/10/2012 2/109 1,862 X VANGUARD REIT VIPER 922908553 8/25/2011 8/25/2011 1,778 1,464 | _ | ANGUARD MSCI EMERGING | 922042858 | | | 8/25/2011 | _ | 12/13/2012 | 1,738 | 1,64(| | | | | 5 |
| X NANGUARD REIT VIPER 922908553 8/25/2011 8/8/2012 1,778 1 | | ANGUARD REIT VIPER | 922908553 | | | 8/25/2011 | | 2/10/201/2 | 2,109 | 1,86, | ~ | | | | - |
| | × | ANGUARD REIT VIPER | 922908553 | | | 8/25/2011 | | 8/8/2012 | 1 778 | 1.46 | _ | _ | _ | | |

Part I, Line 16b (990-PF) - Accounting Fees

| | 750 | 0 | (| 750 |
|-----------------|--------------|----------------|--------------|-------------------|
| | | | | Disbursements |
| | Revenue and | | ĺ | for Charitable |
| | Expenses per | Net Investment | Adjusted Net | Purposes |
| Description | Books | Income | Income | (Cash Basis Only) |
| 1 TAX PREP FEES | 750 | | | 750 |

Part I, Line 18 (990-PF) - Taxes

| | 1,105 | 209 | 0 | 0 |
|-----------------------------|--------------------------------------|--------------------------|------------------------|---|
| Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
| 1 FOREIGN TAXES PAID | 209 | 209 | | |
| 2 PY EXCISE TAX DUE | 294 | | | |
| 3 ESTIMATED EXCISE PAYMENTS | 602 | | | |

Part I, Line 23 (990-PF) - Other Expenses

| | | 830 | 830 | 0 |) 0 |
|---|------------------------------|--------------------------------------|-----------------------|------------------------|---------------------------------------|
| | Description | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
| 1 | STATE INCOME TAXES-PRINCIPAL | 380 | 380 | | |
| 2 | STATE ESTIMATED PRINCIPAL | 450 | 450 | | |

Part II, Line 13 (990-PF) - Investments - Other

| | | 110,011 | 000,001 | 000 |
|------------------------------------|-----------|-------------|-------------|--|
| | Rasis of | Book Value | Rook Value | >M4 |
| Asset Description | Valuation | Beg of Year | End of Year | End of Year |
| | | | 0 | |
| HUSSMAN STRATEGIC GROWTH FUND 60 | | 0 | :18,463 | 15,824 |
| VANGUARD REIT VIPER | | 0 | 24,080 | 28,952 |
| VANGUARD EMERGING MARKETS ETF | | 0 | 23,128 | 25,026 |
| OPPENHEIMER DEVELOPING MKT-Y 788 | | 0 | 22,887 | 25,038 |
| SPDR DJ WILSHIRE INTERNATIONAL REA | | 0 | 24,467 | 28,283 |
| DIAMOND HILL LONG-SHORT FD CL I 11 | | 0 | 19,242 | 21,315 |
| RIDGEWORTH SEIX HY BD-I 5855 | | 0 | 37,876 | 40,938 |
| GATEWAY FUND - Y 1986 | | 0 | 20,579 | 20,354 |
| CREDIT SUISSE COMM RT ST-CO 2156 | | 0 | 46,102 | 40,220 |
| KEELEY SMALL CAP VAL FD CL 1 2251 | | 0 | 16,957 | 20,878 |
| ARTISAN INTERNATIONAL FUND 661 | | 0 | 31,310 | 36,891 |
| DODGE & COX INCOME FD COM 147 | | 0 | 39 400 | 40,78 |
| HARBOR CAPITAL APRCTION-INST 2012 | | 0 | 42,307 | 48,843 |
| MERGER FD SH BEN INT 260 | | 0 | 12,196 | 12,320 |
| PIMCO TOTAL RET FD-INST 35 | | 0 | 125,204 | 124,825 |
| PIMCO FOREIGN BD FD USD H-INST 103 | | 0 | 18,173 | 18,80 |
| T ROWE PRICE SHORT TERM BD FD 55 | | 0 | 6,544 | 6,558 |
| ARTISAN MID CAP FUND-INSTL 1333 | | 0 | 22,025 | 21,678 |
| ISHARES RUSSELL 2000 GROWTH | | 0 | 10,511 | 11,15 |
| TCW SMALL CAP GROWTH FUND-1 4724 | | 0 | 10,860 | 10,913 |
| ISHARES S & P 500 INDEX FUND | | 0 | 24,744 | 28,485 |
| LAUDUS MONDRIAN INTL FI-INST 2940 | | 0 | 19,690 | |
| DODGE & COX INT'L STOCK FD 1048 | | 0 | 33,978 | 37,057 |
| MFS VALUE FUND-CLASS I 893 | | 0 | 32,901 | |
| DREYFUS EMG MKT DEBT LOC C-1 6083 | | 0 | 39,924 | |
| DRIEHAUS ACTIVE INCOME FUND | | 0 | 12,351 | 12,659 |
| JP MORGAN MID CAP VALUE-1758 | | 0 | 14,687 | 18,102 |
| | | | | FREA 111 111 102 56 101 103 103 104 104 1083 |

Part III (990-PF) - Changes in Net Assets or Fund Balances

| | Line 3 - Other increases not included in Part III, Line 2 | | |
|-------------|--|-------------------|---------------------|
| 1 2 3 | Cost Basis Adjustment Mutual Fund & CTF Income Additions Total | _ 1 _ 2 _ 3 | 363 801 1,164 |
| | Line 5 - Decreases not included in Part III, Line 2 | | |
| 1 | Mutual Fund & CTF Income Subtraction | _ 1 | 2,621 |
| | PY Return of Capital Adjustment | . 2 | 104 |

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

| \vdash |
|--------------------------------|
| Date Gross Sold Sales Price |
| 2/10/2012 8/8/2012 |
| 12/13/2012 |
| : , |
| 8/8/2012 5 85: |
| 12/13/2012 |
| 11/19/2012 |
| 12/13/2012 |
| 5/8/2012 |
| 12/13/2012 |
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| 2/10/2012 |
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| 12/13/2012 |
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| 12/13/2012 |

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

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|--------|-----------|---------------------------------|---|---|-------------|-------|
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Part VI, Line 6a (990-PF) - Estimated Tax Payments

| | | Date | | Amount |
|---|--------------------------------------|------------|-----|--------|
| 1 | Credit from prior year return | | 1 | 0 |
| | First quarter estimated tax payment | 5/9/2012 | 2 | 151 |
| | Second guarter estimated tax payment | 6/11/2012 | 3 | 151 |
| | Third quarter estimated tax payment | 9/11/2012 | 4 | 151 |
| | Fourth quarter estimated tax payment | 12/11/2012 | 5 - | 149 |
| | Other payments | | 6 - | 0 |
| 7 | Total | | 7 | 602 |

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| Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income | |
|--|------------------|
| 1 Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year | 1 35,752 |
| 2 | 2 |
| 3 | 3 |
| 4 | 4 |
| 5 | 5 |
| 6 | 6 |
| 7 | 7 |
| 8 | 8 |
| 9 | 9 |
| 10 Total | 10 35 752 |