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

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

2012

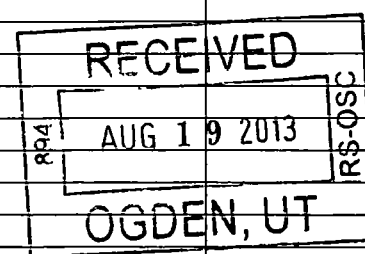
Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation LILLIAN S. WELLS FOUNDATION, INC.		A Employer identification number 23-7433827
Number and street (or P O box number if mail is not delivered to street address) 600 SAGAMORE ROAD	Room/suite	B Telephone number 954-712-9912
City or town, state, and ZIP code FORT LAUDERDALE, FL 33301		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 42,507,627.	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		222,138.	222,138.		STATEMENT 1
4 Dividends and interest from securities		734,951.	733,233.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		1,104,225.			
b Gross sales price for all assets on line 6a 17,213,043.					
7 Capital gain net income (from Part IV, line 2)			1,104,225.		
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)					
11 Other income		618.	543.		STATEMENT 3
12 Total. Add lines 1 through 11		2,061,932.	2,060,139.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees STMT 4		11,050.	11,050.		0.
c Other professional fees STMT 5		228,990.	228,990.		0.
17 Interest					
18 Taxes STMT 6		69,807.	12,806.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses STMT 7		2,731.	350.		0.
24 Total operating and administrative expenses. Add lines 13 through 23		312,578.	253,196.		0.
25 Contributions, gifts, grants paid		2,451,316.			2,451,316.
26 Total expenses and disbursements. Add lines 24 and 25		2,763,894.	253,196.		2,451,316.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<701,962.>			
b Net investment income (if negative, enter -0-)			1,806,943.		
c Adjusted net income (if negative, enter -0-)				N/A	

6100
14

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		1,772,631.	1,318,480.	1,318,480.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 9		4,792,232.	4,179,403.	4,228,467.
	b	Investments - corporate stock STMT 10		22,292,342.	22,525,376.	29,398,379.
	c	Investments - corporate bonds STMT 11		918,492.	1,146,829.	1,224,561.
11	Investments - land, buildings, and equipment basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other STMT 12		5,113,357.	5,019,048.	6,279,584.	
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶ STATEMENT 13)		60,200.	58,156.	58,156.	
16	Total assets (to be completed by all filers)		34,949,254.	34,247,292.	42,507,627.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)		0.	0.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 27 through 31.					
	27	Capital stock, trust principal, or current funds		27,852,279.	27,852,279.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		7,096,975.	6,395,013.		
30	Total net assets or fund balances		34,949,254.	34,247,292.		
31	Total liabilities and net assets/fund balances		34,949,254.	34,247,292.		

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	34,949,254.
2	Enter amount from Part I, line 27a	2	<701,962.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	34,247,292.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	34,247,292.

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				
b SEE ATTACHED STATEMENTS				
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			
b			
c			
d			
e 17,213,043.		16,108,818.	1,104,225.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			1,104,225.

2 Capital gain net income or (net capital loss)	2	1,104,225.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8	3	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,979,534.	41,950,445.	.071025
2010	3,500,536.	40,874,159.	.085642
2009	3,314,677.	39,437,687.	.084048
2008	4,997,146.	47,477,226.	.105254
2007	5,389,116.	57,330,993.	.094000

2 Total of line 1, column (d)	2	.439969
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	.087994
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	39,793,064.
5 Multiply line 4 by line 3	5	3,501,551.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	18,069.
7 Add lines 5 and 6	7	3,519,620.
8 Enter qualifying distributions from Part XII, line 4	8	2,451,316.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	36,139.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	36,139.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	36,139.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	52,193.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	52,193.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	16,054.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax	11	0.	

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 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. \$ 0. (2) On foundation managers. \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) FL		
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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	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? Website address ► NONE	13	X	
14	The books are in care of ► J. PALMIERI Telephone no. ► 954-712-9912 Located at ► 600 SAGAMORE ROAD, FORT LAUDERDALE, FL ZIP+4 ► 33301			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

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

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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)?

☐ 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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

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

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

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

6b

X

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?

N/A

7b

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 14		0.	0.	0.

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

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

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

0

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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	38,693,666.
b	Average of monthly cash balances	1b	1,705,384.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	40,399,050.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	40,399,050.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	605,986.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	39,793,064.
6	Minimum investment return. Enter 5% of line 5	6	1,989,653.

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	1,989,653.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	36,139.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	36,139.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,953,514.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,953,514.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,953,514.

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	2,451,316.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,451,316.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,451,316.

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.

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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				1,953,514.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	2,555,134.			
b From 2008	2,678,047.			
c From 2009	1,361,571.			
d From 2010	1,501,129.			
e From 2011	934,205.			
f Total of lines 3a through e	9,030,086.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 2,451,316.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,953,514.
e Remaining amount distributed out of corpus	497,802.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	9,527,888.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	2,555,134.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	6,972,754.			
10 Analysis of line 9:				
a Excess from 2008	2,678,047.			
b Excess from 2009	1,361,571.			
c Excess from 2010	1,501,129.			
d Excess from 2011	934,205.			
e Excess from 2012	497,802.			

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				
BROWARD HEALTH FOUNDATION 12 SE 12 STREET FORT LAUDERDALE, FL 33316	NO RELATIONSHIP	PUBLIC	ESTABLISH THE LILLIAN S WELLS WOMEN'S CENTER AT BROWARD GENERAL MEDICAL CENTER	525,195.
CLARE BOOTH LUCE POLICY INSTITUTE 112 ELDEN STREET, SUITE P HERNDON, VA 20170	NO RELATIONSHIP	PUBLIC	GENERAL PURPOSES	25,000.
HERITAGE FOUNDATION 214 MASSACHUSETTS AVE WASHINGTON, DC 20002	NO RELATIONSHIP	PUBLIC	FOR HEALTH POLICY STUDIES	498,264.
INSTITUTE FOR JUSTICE 901 N GLEBE ROAD, SUITE 900 ARLINGTON, VA 22203	NO RELATIONSHIP	PUBLIC	CONTRIBUTIONS FOR GENERAL OPERATING EXPENSES	35,000.
JAMES MADISON INSTITUTE 2017 DELTA BOULEVARD TALLAHASSEE, FL 32303	NO RELATIONSHIP	PUBLIC	FOR THE CIVICS EDUCATION PROJECT	75,000.
Total	SEE CONTINUATION SHEET(S)			2,451,316.
b Approved for future payment				
NONE				
Total				0.

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

- | | |
|--|---------------------|
| <p>1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.</p> | <p>Yes</p> |
| | <p>1a(1)</p> |
| | <p>1a(2)</p> |
| | <p>1b(1)</p> |
| | <p>1b(2)</p> |
| | <p>1b(3)</p> |
| | <p>1b(4)</p> |
| | <p>1b(5)</p> |
| | <p>1b(6)</p> |
| | <p>1c</p> |

[illegible]


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

- b** If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.


Signature of officer or trustee

18.12.13
Date

OFFICER/DIRECTOR

► R
Title

May the IRS discuss this return with the preparer shown below (see instr)?

☒ Yes ☐ No

**Paid
Preparer
Use Only**

Print/Type preparer's name

FRANK E. JAUMOT,
CPA

Preparer's signature

John E. Ford, SA

Date

8/2/13

Check ☐ if self-employed

PTIN

P00079405

Firm's name ► **AHEARN, JASCO + COMPANY, P.A.**

Firm's EIN ► 59-2008973

Firm's address ► 190 S.E. 19TH AVENUE
POMPAÑO BEACH, FL 33060-7541

Phone no. (954) 781-8800

Form **990-PF** (2012)

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	PUBLICALLY TRADED SECURITIES MS 256690			
b	PUBLICALLY TRADED SECURITIES MS 111208			
c	PUBLICALLY TRADED SECURITIES MS 111208			
d	PUBLICALLY TRADED SECURITIES MS 25692			
e	PUBLICALLY TRADED SECURITIES MS 25692			
f	PUBLICALLY TRADED SECURITIES MS 111212			
g	PUBLICALLY TRADED SECURITIES MS 111212			
h	PUBLICALLY TRADED SECURITIES MS 25696			
i	PUBLICALLY TRADED SECURITIES MS 25696			
j	PUBLICALLY TRADED SECURITIES MS 111214			
k	PUBLICALLY TRADED SECURITIES MS 111214			
l	PUBLICALLY TRADED SECURITIES MS 111214			
m	PUBLICALLY TRADED SECURITIES MS 25698			
n	PUBLICALLY TRADED SECURITIES MS 25698			
o	PUBLICALLY TRADED SECURITIES MS 111213			

(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	104,434.	11,074.	93,360.
b	201,347.	217,152.	<15,805.>
c	1,098.	1,000.	98.
d	44,115.	29,073.	15,042.
e	177,533.	150,938.	26,595.
f	243,403.	161,124.	82,279.
g	9,830.	21,171.	<11,341.>
h	6,297.	3,572.	2,725.
i	209,278.	117,250.	92,028.
j	508,450.	378,862.	129,588.
k	129,452.	164,617.	<35,165.>
l	19,993.	55,439.	<35,446.>
m	85,860.	73,058.	12,802.
n	326,711.	210,683.	116,028.
o	714,012.	648,471.	65,541.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			93,360.
b			<15,805.>
c			98.
d			15,042.
e			26,595.
f			82,279.
g			<11,341.>
h			2,725.
i			92,028.
j			129,588.
k			<35,165.>
l			<35,446.>
m			12,802.
n			116,028.
o			65,541.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

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	PUBLICALLY TRADED SECURITIES MS 111209			
b	PUBLICALLY TRADED SECURITIES MS 25697			
c	PUBLICALLY TRADED SECURITIES MS 25697			
d	PUBLICALLY TRADED SECURITIES MS 111215			
e	PUBLICALLY TRADED SECURITIES MS 111215			
f	PUBLICALLY TRADED SECURITIES MS 25699			
g	PUBLICALLY TRADED SECURITIES MS 25699			
h	PUBLICALLY TRADED SECURITIES MS 111207			
i	PUBLICALLY TRADED SECURITIES MS 111207			
j	PUBLICALLY TRADED SECURITIES MS 25691			
k	PUBLICALLY TRADED SECURITIES MS 25691			
l	PUBLICALLY TRADED SECURITIES MS 111216			
m	PUBLICALLY TRADED SECURITIES MS 111216			
n	PUBLICALLY TRADED SECURITIES MS 25700			
o	PUBLICALLY TRADED SECURITIES MS 25700			

(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	95,373.	88,488.	6,885.
b	65,427.	57,374.	8,053.
c	502,100.	404,609.	97,491.
d	936,388.	752,758.	183,630.
e	1,241,251.	1,263,011.	<21,760.>
f	911,958.	885,731.	26,227.
g	415,450.	335,887.	79,563.
h	1,429,619.	1,405,904.	23,715.
i	116,859.	116,811.	48.
j	632,029.	637,617.	<5,588.>
k	207,631.	193,489.	14,142.
l	1,166,405.	1,162,229.	4,176.
m	708,191.	705,512.	2,679.
n	433,902.	419,135.	14,767.
o	1,105,725.	1,169,385.	<63,660.>

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			6,885.
b			8,053.
c			97,491.
d			183,630.
e			<21,760.>
f			26,227.
g			79,563.
h			23,715.
i			48.
j			<5,588.>
k			14,142.
l			4,176.
m			2,679.
n			14,767.
o			<63,660.>

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c).

If (loss), enter "-0-" in Part I, line 8

3

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	PUBLICALLY TRADED SECURITIES MS 111210			
b	PUBLICALLY TRADED SECURITIES MS 111210			
c	PUBLICALLY TRADED SECURITIES MS 25694			
d	PUBLICALLY TRADED SECURITIES MS 25694			
e	PUBLICALLY TRADED SECURITIES MS 111209			
f	PUBLICALLY TRADED SECURITIES MS 11209			
g	PUBLICALLY TRADED SECURITIES MS 25693			
h	PUBLICALLY TRADED SECURITIES MS 25693			
i	PUBLICALLY TRADED SECURITIES MS 111211			
j	PUBLICALLY TRADED SECURITIES MS 111211			
k	PUBLICALLY TRADED SECURITIES MS 25695			
l	KKR FINANCIAL HOLDINGS			
m	CAPITAL GAINS DIVIDENDS			
n				
o				

(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	223,040.	210,375.	12,665.
b	241,852.	243,315.	<1,463.>
c	409,148.	395,784.	13,364.
d	73,212.	98,612.	<25,400.>
e	873,753.	768,510.	105,243.
f	1,287,578.	1,391,355.	<103,777.>
g	716,506.	768,433.	<51,927.>
h	421,977.	284,126.	137,851.
i	102,527.	59,707.	42,820.
j	18.	18.	0.
k	85,724.	47,159.	38,565.
l	391.		391.
m	27,196.		27,196.
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			12,665.
b			<1,463.>
c			13,364.
d			<25,400.>
e			105,243.
f			<103,777.>
g			<51,927.>
h			137,851.
i			42,820.
j			0.
k			38,565.
l			391.
m			27,196.
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	1,104,225.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8 }	3	N/A

FORM 990-PF. INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
ACCRUED INTEREST ON PURCHASES, NET	<23,074.>
MORGAN STANLEY - (111207)	90,762.
MORGAN STANLEY - (111210)	29.
MORGAN STANLEY - (111212)	18.
MORGAN STANLEY - (111216)	55,243.
MORGAN STANLEY - (25691, CLOSED 2012)	61,546.
MORGAN STANLEY - (25700, CLOSED 2012)	35,345.
MORGAN STANLEY - OID (25700, CLOSED 2012)	2,251.
NORTHERN TRUST - CHECKING	18.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	222,138.

FORM 990-PF. DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MORGAN STANLEY (111206)	53,473.	0.	53,473.
MORGAN STANLEY (111207)	42,935.	17,389.	25,546.
MORGAN STANLEY (111208)	66,722.	0.	66,722.
MORGAN STANLEY (111209)	31,352.	0.	31,352.
MORGAN STANLEY (111210)	48,225.	0.	48,225.
MORGAN STANLEY (111211)	19,923.	0.	19,923.
MORGAN STANLEY (111212)	33,417.	0.	33,417.
MORGAN STANLEY (111213)	88,197.	0.	88,197.
MORGAN STANLEY (111214)	11,239.	0.	11,239.
MORGAN STANLEY (111215)	37,315.	0.	37,315.
MORGAN STANLEY (111216)	98,661.	9,062.	89,599.
MORGAN STANLEY (25690, CLOSED 2012)	24,005.	0.	24,005.
MORGAN STANLEY (25691, CLOSED 2012)	10,201.	0.	10,201.
MORGAN STANLEY (25692, CLOSED 2012)	31,359.	570.	30,789.
MORGAN STANLEY (25693, CLOSED 2012)	5,453.	0.	5,453.
MORGAN STANLEY (25694, CLOSED 2012)	31,023.	0.	31,023.
MORGAN STANLEY (25695, CLOSED 2012)	19,256.	0.	19,256.
MORGAN STANLEY (25696, CLOSED 2012)	13,320.	23.	13,297.
MORGAN STANLEY (25697, CLOSED 2012)	40,336.	0.	40,336.
MORGAN STANLEY (25698, CLOSED 2012)	3,493.	152.	3,341.
MORGAN STANLEY (25699, CLOSED 2012)	17,066.	0.	17,066.
MORGAN STANLEY (25700, CLOSED 2012)	35,176.	0.	35,176.
TOTAL TO FM 990-PF, PART I, LN 4	762,147.	27,196.	734,951.

FORM 990-PF.	OTHER INCOME	STATEMENT	3
--------------	--------------	-----------	---

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
KKR FINANCIAL	543.	543.	
IRS TAX REFUND	75.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	618.	543.	

FORM 990-PF.

ACCOUNTING FEES

STATEMENT

4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES, SEE STATEMENT ATTACHED	11,050.	11,050.		0.
TO FORM 990-PF, PG 1, LN 16B	11,050.	11,050.		0.

FORM 990-PF.	OTHER PROFESSIONAL FEES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
INVESTMENT ADVISORY FEES, SEE STATEMENT ATTACHED	228,990.	228,990.			0.
TO FORM 990-PF, PG 1, LN 16C	228,990.	228,990.			0.

FORM 990-PF.	TAXES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES WITHHELD ON DIVIDENDS	12,806.	12,806.		0.	
INCOME TAX PAYMENTS	57,001.	0.		0.	
TO FORM 990-PF, PG 1, LN 18	69,807.	12,806.		0.	

FORM 990-PF.

OTHER EXPENSES

STATEMENT

7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
SAFE DEPOSIT BOX	300.	300.		0.
POSTAGE	39.	0.		0.
BANK FEES	50.	50.		0.
TRAVEL	2,281.	0.		0.
GOVERNMENTAL FEES	61.	0.		0.
TO FORM 990-PF, PG 1, LN 23	2,731.	350.		0.

FOOTNOTES

STATEMENT 8

SCHEDULE FOR FORM 990-PF, PART I, LINES 16A, B & C:

PURSUANT TO THE INSTRUCTIONS FOR FORM 990-PF, BELOW IS
A SCHEDULE FOR THE ABOVE REFERENCED LINES TO DISCLOSE
THE TYPE OF SERVICE AND THE AMOUNT OF EXPENSE:

LINE 16B: ACCOUNTING FEES, SERVICES BY AHEARN, JASCO + CO,
WERE FOR GENERAL ACCOUNTING AND TAX PREPARATION MATTERS
TOTAL FOR SERVICES 11,060.

LINE 16C: INVESTMENT ADVISORY FEES, SERVICES BY MORGAN
STANLEY SMITH BARNEY, FOR MANAGING THE PORTFOLIO OF
PUBLICLY TRADED SECURITIES OWNED BY THE FOUNDATION
TOTAL FOR SERVICES 228,993.

SCHEDULE FOR FORM 990-PF, PART I, LINE 18:

PURSUANT TO THE INSTRUCTIONS FOR FORM 990-PF, BELOW IS
A SCHEDULE FOR THE ABOVE REFERENCED LINES TO DISCLOSE

THE TYPE AND THE AMOUNT OF TAX REPORTED:

LINE 18: FOREIGN TAXES WITHHELD ON DIVIDEND PAYMENTS 12,806.

LINE 18: U.S. FEDERAL TAX PAID, FORM 990-PF 57,001.

FORM 990-PF.	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS		STATEMENT	9
DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY GOVERNMENT BONDS 111207 SEE APPENDIX C	X		2,714,973.	2,761,665.
MORGAN STANLEY GOVERNMENT BONDS 111216 SEE APPENDIX C	X		1,464,430.	1,466,802.
TOTAL U.S. GOVERNMENT OBLIGATIONS			4,179,403.	4,228,467.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			4,179,403.	4,228,467.

FORM 990-PF. CORPORATE STOCK STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
EXXON MOBIL - 23542 SHRS	73,385.	2,037,560.
SCHLUMBERGER - 24000 SHRS	183,835.	1,663,166.
MORGAN STANLEY 111210 SEE APPENDIX A	3,025,634.	3,490,938.
MORGAN STANLEY 111208 SEE APPENDIX A	2,384,324.	2,899,453.
MORGAN STANLEY 111209 SEE APPENDIX A	2,895,294.	3,374,669.
MORGAN STANLEY 111212 SEE APPENDIX A	2,008,672.	2,754,941.
MORGAN STANLEY 111214 SEE APPENDIX A	1,960,416.	2,613,437.
MORGAN STANLEY 111213 SEE APPENDIX A	3,812,819.	4,398,291.
MORGAN STANLEY 111215 SEE APPENDIX A	3,835,792.	4,321,431.
MORGAN STANLEY 25695 SEE APPENDIX A	2,345,205.	1,844,493.
TOTAL TO FORM 990-PF, PART II, LINE 10B	22,525,376.	29,398,379.

FORM 990-PF.	CORPORATE BONDS	STATEMENT	11
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY CORPORATE BONDS 111207 SEE APPENDIX C	1,146,829.	1,224,561.
TOTAL TO FORM 990-PF, PART II, LINE 10C	1,146,829.	1,224,561.

FORM 990-PF. OTHER INVESTMENTS STATEMENT 12

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
300 OZ GOLD	COST	111,960.	499,200.
500.3511 OZ PLATINUM	COST	358,251.	762,535.
MORGAN STANLEY MUTUAL FUNDS 25692	COST		
SEE APPENDIX B		87,313.	148,411.
MORGAN STANLEY MUTUAL FUNDS 111207	COST		
SEE APPENDIX B		875,420.	932,332.
MORGAN STANLEY MUTUAL FUNDS 111216	COST		
SEE APPENDIX B		2,150,153.	2,472,437.
MORGAN STANLEY ASSET BACKED SECURITIES 111216 - SEE APPENDIX B	COST	1,435,951.	1,464,669.
TOTAL TO FORM 990-PF, PART II, LINE 13		5,019,048.	6,279,584.

FORM 990-PF.	OTHER ASSETS		STATEMENT 13
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ACCRUED INTEREST RECEIVABLE	60,200.	58,156.	58,156.
TO FORM 990-PF, PART II, LINE 15	60,200.	58,156.	58,156.

FORM 990-PF. PART VIII - LIST OF OFFICERS, DIRECTORS STATEMENT 14
TRUSTEES AND FOUNDATION MANAGERS

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
BARBARA S. WELLS 600 SAGAMORE ROAD FORT LAUDERDALE, FL 33301	PRESIDENT, DIRECTOR 1.00	0.	0.	0.
JEFFREY J. CAIN (RESIGNED AUG 2012) P.O BOX 206 POULSBORO, WA 98370	SECRETARY, DIRECTOR 1.00	0.	0.	0.
ELLEN MCPHERSON 2225 HALL PLACE NW WASHINGTON, DC 20007	TREASURER, DIRECTOR 1.00	0.	0.	0.
JAMES I. ULMER 1314 EAST LAS OLAS BLVD FORT LAUDERDALE, FL 33301	DIRECTOR 1.00	0.	0.	0.
WALTER W. BELL (BEGIN FEB 2012) 135 S. LASALLE ST, SUITE 2350 CHICAGO, IL 60603	DIRECTOR 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Lillian S. Wells Foundation, Inc.

**Form 990-PF
For the year ended December 31, 2012**

**Appendix A
Stocks and Options**

NOTE: totals may differ slightly from the amounts
reported in the body of the Form 990-PF due to
the rounding of each line item to whole dollars.

MORGAN STANLEY # 111210
STOCK AND OPTIONS
12/31/2012

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
ACCENTURE PLC-IRELAND	CAN	676	39,586	44,954
ADIDAS-SALOMON AG SPON ADR	ADDYY	1,495	49,844	66,976
AIA GROUP LTD	AAGIY	4,419	66,458	69,953
ARM HOLDINGS PLC ADR	ARMH	1,144	32,123	43,278
ASML HOLDING NY NY REG	ASML	554	37,120	35,672
ASSA ABLOY AB-SEK	ASAZY	3,873	40,994	71,689
BAIDU INC	BIDU	359	43,438	36,004
BG GROUP PLC SPON ADR	BRGY	2,504	49,880	41,842
BURBERRY GROUP PLC	BURBY	770	30,052	31,401
CANADIAN NATL RAILWAY CO	CNI	753	52,190	68,531
CARNIVAL CORP	CCL	2,205	70,545	81,078
CHECK POINT SOFTWARE TECH	CHKP	879	48,559	41,876
CNOOC LTD SPONS ADR	CEO	283	47,974	62,260
COMPASS GROUP PLC	CMPGY	2,909	34,351	34,850
DASSAULT SYSTEMS SA ADR	DASTY	402	29,069	45,462
DEUTSCHE BK	DB	780	33,883	34,546
ELEKTA B SHS	EKTAY	2,268	35,016	36,197
EMBRAER S A	ERJ	2,250	66,135	72,701
FANUC CORP	FANUY	2,339	57,398	72,673
FLSMIDTH & CO A/S UNSPON	FLIDY	5,804	31,220	33,489
FRESENIUS MEDICAL CARE AG & CO. KGAA SPONS	FMS	2,010	69,885	68,943
HANG LUNG PROPERTIES LTD	HLPPY	2,397	39,189	48,300
HENNES & MAURITZ AB ADR	HNNMY	11,294	65,039	78,042
HONG KONG EXCHANGES AND CLEARING LTD	HKXCY	2,695	46,889	46,516
HSBC HOLDINGS	HBC	1,344	61,865	71,326
INDUSTRIAL & COML BK CHINA-CNY SPONS ADR	IDCBY	4,421	51,515	64,016
ITAU UNIBANCO BANCO HLDG S A ADR	ITUB	4,402	71,362	72,457
KDDI CORP-JPY	KDDIY	2,320	46,454	40,878
KINGFISHER PLC SPONSORED ADR NEW	KGFHY	8,624	68,507	79,686
KOMATSU LTD ADR NEW	KMTUY	3,214	73,484	82,632
LAS VEGAS SANDS CORP	LVS	1,187	52,365	54,792
LI & FUNG LTD-HKD	LFUGY	12,739	43,765	45,606
LVMH MOET HENNESSY LOUIS VUITTON, PARIS-EUR	LVMUY	2,755	83,926	103,836
MERCADOLIBRE INC	MELI	552	34,817	43,360
MICHELIN COMPAGNIE GENERALE	MGDDY	2,764	40,110	53,041
MITSUBISHI UFJ FINANCIAL GROUP INC ADR	MTU	10,113	45,990	54,812
NESTLE S A SPONSORED ADR	NSRGY	1,081	59,931	70,449
NOVARTIS AG ADR	NVS	1,147	56,507	72,605
NOVO-NORDISK A S ADR	NVO	574	57,190	93,683
PEARSON PLC	PSO	2,620	49,335	51,195

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
POTASH CORP SASK INC-	POT	1,455	75,677	59,204
PUBLICIS GROUPE ADR	PUBGY	4,352	47,011	65,976
RECKITT BENCKISER GP ADR	RBGPY	6,142	63,693	78,740
ROYAL BANK OF SCOTLAND GROUP	RBS	3,361	33,593	36,265
SABMILLER PLC SPON ADR	SBMRY	908	31,562	42,485
SAP AG SPONS ADR-USD	SAP	1,093	55,417	87,855
SBERBANK SPONSORED ADR	SBRCY	2,903	32,494	36,462
SCHLUMBERGER LTD	SLB	1,128	78,563	78,169
SIEMENS A G SPONS ADR	SI	504	46,974	55,173
SOUTHERN COPPER CORP DEL	SCCO	745	23,912	28,206
SWATCH GROUP AG UNSPON ADR	SWGAY	2,360	45,312	59,944
SYNGENTA AG	SYT	478	32,065	38,622
TAIWAN SMCNDCTR MFG CO LTD	TSM	2,272	32,097	38,988
TENCENT HLDGS LTD-HKD	TCEHY	2,321	50,559	75,781
TEVA PHARMACEUTICAL INDS	TEVA	1,627	61,510	60,752
TOYOTA MOTOR CORP ADR NEW	TM	999	79,401	93,157
TULLOW OIL PLC	TUWOY	3,529	34,322	36,772
TURKIYE GARANTI BANKASIA S SPONSORED ADR	TKGBY	7,140	27,751	37,128
VODAFONE GROUP PLC SPONS	VOD	1,227	32,933	30,908
WAL-MART DE MEXICO SA	WMMVY	1,314	31,865	43,073
YANDEX NV-A	YNDX	1,684	45,270	36,274
YUM BRANDS INC	YUM	744	49,692	49,402
TOTAL STOCK AND OPTIONS # 111210			3,025,633	3,490,943

MORGAN STANLEY # 111208
STOCK AND OPTIONS
12/31/2012

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
AMERICAN CAP AGY CORP	AGNC	2,770	82,574	80,053
ANALOG DEVICES INC	ADI	1,825	49,086	76,760
ANNALY CAPITAL MANAGEMENT INC	NLY	4,697	71,325	65,946
AVERY DENNISON CORP	AVY	1,200	49,719	41,904
THE BABCOCK & WILCOX COMPANY	BWC	2,333	52,313	61,125
BOSTON SCIENTIFIC CORP	BSX	6,505	48,773	37,274
BRANDYWINE REALTY TR SBI-NEW	BDN	1,558	10,242	18,992
BROADRIDGE FINANCIAL SOLUTIONS	BR	2,671	48,732	61,112
CABLEVISION SYSTEMS CORP	CVC	3,492	46,282	52,170
CHUBB CORP	CB	1,060	47,000	79,839
CLOROX COMPANY DE	CLX	647	39,177	47,373
DUKE ENERGY CORP	DUK	1,472	59,361	93,914
ENDURANCE SPECIALTY HOLDINGS L-USD	ENH	1,497	40,850	59,416
ENTERGY CORPORATION-NEW	ETR	639	46,054	40,736
EXELON CORP	EXC	1,413	57,591	42,023
FIRST AMERICAN FINANCIAL CORP	FAF	3,031	49,138	73,017
GENUINE PARTS CO	GPC	1,027	39,952	65,297
GRACE W R & CO DEL NEW	GRA	820	34,967	55,129
H J HEINZ CO	HNZ	1,465	64,368	84,501
HAEMONETICS CORP MASS	HAE	1,214	39,162	49,580
HASBRO INC	HAS	1,366	37,795	49,039
HCP INC	HCP	1,578	33,637	71,262
HEALTH CARE REIT INC	HCN	1,173	47,036	71,893
HUDSON CITY BANCORP INC	HCBK	5,240	62,989	42,601
INVESCO LTD	IVZ	2,075	52,989	54,137
ITC HOLDINGS	ITC	417	32,535	32,071
M & T BK CORP	MTB	820	61,268	80,745
MATTEL INC DE	MAT	2,552	46,630	93,454
MCKESSON CORPORATION	MCK	920	61,486	89,203
NATL FUEL GAS CO	NFG	611	32,402	30,972
NEW YORK COMMUNITY BANCORP	NYB	4,785	60,114	62,684
NEXEN INC	NXY	2,430	47,630	65,464
NISOURCE INC	NI	3,303	35,787	82,212
OLD REPUBLIC INTERNATIONAL	ORI	4,734	47,746	50,417
OMNICOM GROUP INC	OMC	1,520	62,550	75,939
REGAL ENTERTAINMENT GRP	RGC	2,349	32,471	32,769
ROCKWELL COLLINS INC	COL	737	35,138	42,871
SCANA CORP NEW	SCG	1,196	35,236	54,585
SEMPRA ENERGY	SRE	1,215	57,722	86,192
SONOCO PRODUCTS CO	SON	1,559	46,448	46,349
ST JUDE MEDICAL INC	STJ	1,849	71,612	66,823
SUN COMMUNITIES INC	SUI	1,454	56,846	58,000
SUNTRUST BANKS INC	STI	2,510	46,966	71,159
SYSCO CORP	SY	2,051	64,061	64,935
TECO ENERGY	TE	2,787	49,028	46,710
TELEPHONE & DATA SYS INC	TDSS	1,656	47,126	36,664
XCEL ENERGY INC	XEL	2,084	41,589	55,664
XEROX CORP	XR	6,591	61,129	44,951
ZIMMER HOLDINGS INC	ZMH	803	39,693	53,528
TOTAL STOCK AND OPTIONS # 111208			2,384,324	2,899,454

MORGAN STANLEY # 111209
STOCK AND OPTIONS
12/31/2012

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
ACI WORLDWIDE INC	ACIW	991	42,687	43,297
AFFILIATED MGRS GROUP INC	AMG	282	31,639	36,702
AIRGAS INC	ARG	681	45,026	62,168
ALEXION PHARMACEUTICALS INC	ALXN	679	18,333	63,649
ALIGN TECHNOLOGY	ALGN	829	25,671	23,005
ALLIANCE DATA SYSTEMS CORP	ADSK	394	49,583	57,035
AMERIPRISE FINANCIAL INC	AMP	685	38,096	42,902
BIOMARIN PHARMACEUTICAL INC	BMRN	833	28,520	40,984
CABOT OIL & GAS CORP	COG	651	24,251	32,381
CATAMARAN CORP	CTRX	751	36,474	35,372
CBRE GROUP INC	CBG	2,773	43,609	55,183
CERNER CORP	CERN	687	33,756	53,249
CHART INDUSTRIES INC	GTLS	442	32,044	29,477
CHICO FAS INC	CHS	2,062	38,572	38,065
COLFAX CORP	CFX	920	31,531	37,122
COMMVault SYSTEMS INC	CVLT	697	34,141	48,555
CONCHO RESOURCES INC	CXO	423	37,693	34,077
CONSTELLATION BRANDS INC	STZ	919	32,763	32,523
COPA HOLDINGS S.A.	CPA	561	45,945	55,791
CORELOGIC INC	CLGX	1,423	33,578	38,307
COSTAR GROUP INC	CSGP	368	30,233	32,888
CROWN CASTLE INTL	CCI	535	28,660	38,606
CUBIST PHARMACEUTICALS INC	CBST	790	32,868	33,220
CUMMINS INC	CMI	387	37,708	41,931
DELPHI AUTOMOTIVE PLC	DLPH	1,599	51,585	61,162
DISCOVER FINANCIAL SVCS	DFS	1,204	19,178	46,414
DISCOVERY COMMUNICATION INC	DISCK	1,077	42,370	63,005
DOLLAR GENERAL CORP	DG	1,650	69,045	72,749
DSW INC	DSW	722	42,962	47,428
EXPEDIA INC	EXPE	730	36,735	44,851
FEI COMPANY	FEIC	687	32,037	38,108
FORTINET INC	FTNT	2,023	44,872	42,523
GARTNER INC NEW	IT	580	22,233	26,692
GNC HOLDINGS INC	GNC	1,397	50,226	46,492
HERTZ GLOBAL HOLDINGS INC	HTZ	2,952	45,181	48,029
INTUITIVE SURGICAL INC	ISRG	67	29,574	32,855
IPG PHOTONICS CORP	IPGP	268	17,266	17,862

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
JARDEN CORP	JAH	479	26,516	24,764
KANSAS CITY SOUTHERN INDS NEW	KSU	1,130	57,792	94,332
LABORATORY CORP AMER HLDGS NEW	LH	199	17,356	17,237
LIBERTY MEDIA CO	LMCA	483	51,369	56,033
LIMITED BRANDS INC	LTD	1,639	73,904	77,131
LINKEDIN CORP	LNKD	391	40,125	44,895
LULULEMON ATHLETICA INC	LULU	522	26,982	39,792
MERCADOLIBRE INC	MELI	401	31,779	31,970
NORDSTROM INC	JWN	1,149	63,638	61,472
OIL STATES INTERNATIONAL INC	OIS	494	38,469	35,341
ONYX PHARMACEUTICALS INC	INXX	358	29,218	27,040
PANERA BREAD COMPANY	PNRA	342	50,977	54,320
PIONEER NATURAL RESOURCES CO	PXD	518	36,912	55,214
PVH CORPORATION	PVH	433	48,411	48,067
RACKSPACE HOSTING INC	RAX	813	40,472	60,382
RED HAT INC	RHT	782	41,645	41,415
REGAL BELOIT CORP	RBC	488	33,757	34,389
SALESFORCE.COM INC	CRM	229	34,439	38,495
SBA COMMUNICATIONS CORP	SBAC	1,241	58,786	88,086
SERVICENOW INC	NOW	684	21,082	20,541
SHERWIN WILLIAMS COMPANY-OHIO	SHW	379	53,357	58,298
SIRIUS XM RADIO INC	SIRI	6,690	17,727	19,334
SIRONA DENTAL SYSTEMS INC	SIRO	689	36,874	44,413
SKYWORKS SOLUTIONS INC	SWKS	1,695	46,414	34,409
TEAM HEALTH HLDGS	TMH	1,617	40,466	46,521
TERADATA CORP	TDC	416	28,300	25,746
TESLA MORTORS INC	TSLA	1,270	40,747	43,015
THORATEC CORP	THOR	1,135	38,521	42,585
TRANSDIGM GROUP INC	TDG	454	35,113	61,907
TRIUMPH GROUP INC NEW	TGI	803	45,217	52,436
ULTA SALON COS & FRAGR INC	ULTA	374	32,220	36,749
UNDER ARMOUR INC CLASS A	UA	784	32,194	38,048
VANTIV INC	VNTV	1,213	25,463	24,769
VERISK ANALYTICS INC CL A	VRSK	1,245	53,919	63,458
VIRGIN MEDIA INC	VMED	1,707	56,892	62,732
VIVUS INCORPORATED	VVUS	1,666	26,126	22,358
W W GRAINGER INC	GWV	177	28,826	35,819
WHOLE FOODS MKT INC	WFM	781	51,027	71,196
WILLIAMS SONOMA INC	WSM	1,035	45,621	45,302
TOTAL STOCK AND OPTIONS # 111209			2,895,298	3,374,670

MORGAN STANLEY # 111212
STOCK AND OPTIONS
12/31/2012

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
ACTUANT CORP CLASS A	ATU	1,132	14,868	31,594
ALBEMARLE CORP	ALB	740	29,801	45,969
ALEXANDER & BALDWIN INC	ALEX	871	11,475	25,581
ALTRA HOLDINGS INC	AIMC	1,309	18,720	28,863
AUTOLIV INC	ALV	254	7,404	17,117
BANK OF HAWAII CORP	BOH	861	32,088	37,927
W R BERKLEY CORP	WRB	378	8,331	14,266
BIG LOTS INC	BIG	829	24,631	23,593
BLACK BOX CORP DE	BBOX	586	16,635	14,263
BLACK HILLS CORP	BKH	466	9,923	16,934
BOSTON PRIVATE FINL HOLDINGS	BPFH	2,370	12,225	21,354
BRANDYWINE REALTY TR SBI-NEW	BDN	1,695	11,355	20,662
BRINK'S COMPANY	BCO	686	19,455	19,572
BRINKER INTL INC	EAT	693	10,398	21,476
BROCADE COMMUNICATIONS SYSTEMS	BRCD	5,351	31,591	28,521
CATO CORP NEW CL A	CATO	935	13,503	25,647
CEC ENTERTAINMENT INC	CEC	706	21,715	23,432
CHEESECAKE FACTORY INC	CAKE	806	23,617	26,364
CHEMTURA CORP	CHMT	1,417	28,928	30,125
CHICAGO BRIDGE&IRON NV SHS	CBI	1,026	19,122	47,555
CHILDRENS PLACE RETAIL STORES	PLCE	404	12,987	17,893
CIRRUS LOGIC INC	CRUS	1,746	11,262	50,582
COMMUNITY BK SYSTEMS INC	CBU	1,450	28,654	39,672
COMERICA INC	CMA	431	12,337	13,077
COMPUWARE CORP	CPWR	4,310	36,763	46,850
COOPER COS INC NEW	COO	243	8,561	22,473
CVB FINCL CORP	CVBF	998	6,620	10,379
CYTEC INDUSTRIES INC	CYT	637	16,939	43,845
DANA HOLDING CORP	DAN	1,361	18,350	21,245
EAST WEST BANCORP INC	EWBC	2,647	35,103	56,884
EDUCATION REALTY TRUST INC	EDR	1,370	5,915	14,577
EL PASO ELEC CO NEW	EE	1,142	25,285	36,441
ELECTRONICS FOR IMAGING	EFII	995	10,729	18,895
FINISH LINE INC CL A	FINL	1,207	13,038	22,849
FIRST FINANCIAL BANCORP-OHIO	FFBC	1,755	19,559	25,658
FIRST MIDWEST BANCORP INC-DEL	FMBI	1,582	15,325	19,807
FOREST OIL CORP-NEW	FST	1,715	36,054	11,473

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
FULLER H B & COMPANY	FUL	1,072	32,838	37,327
GARDNER DENVER INC	GDI	586	20,437	40,141
GENESCO INC	GCO	243	6,960	13,365
GOVERNMENT PROPERTIES INCOME	GOV	556	10,752	13,327
GUESS INC	GES	334	9,591	8,196
HAEMONETICS CORP MASS	HAE	688	22,319	28,098
HANCOCK HOLDING CO	HBHC	1,287	45,250	40,837
HANESBRANDS INC	HBI	695	24,702	24,895
HARRIS TEETER SUPERMKTS INC	HTSI	947	35,676	36,516
HELIX ENERGY SOLUTIONS GROUP	HLX	2,339	38,518	48,277
HIGHWOODS PROPERTIES INC	HIW	704	14,561	23,549
INDEPENDENT BANK CORP-MASS	INDB	1,332	28,955	38,561
INFINITY PPTY & CAS CORP	IPCC	778	30,774	45,311
JACK IN THE BOX INC	JACK	310	6,767	8,866
KAISER ALUMINUM CORP	KALU	711	28,984	43,862
KIRBY CORP	KEX	412	13,756	25,499
KNOLL INC-NEW	KNL	1,296	18,126	19,907
MATSON INC	MATX	871	10,571	21,531
MENS WEARHOUSE INC	MW	772	13,546	24,053
MEREDITH CORP	MDP	687	19,603	23,667
MERITAGE HOMES CORP	MTH	692	18,846	25,846
N B T BANCORP INC	NBTB	1,854	43,740	37,581
NETSCOUT SYSTEMS INC	NTCT	909	14,924	23,625
NORTHWESTERN CORP	NWE	715	22,355	24,832
OLIN CORPORATION	OLN	774	16,498	16,711
ON SEMICONDUCTOR CORP	ONNN	4,600	32,735	32,430
OWENS & MINOR INC HLDG CO	OMI	822	22,927	23,435
P H GLATFELTER CO	GLT	1,140	15,870	19,927
PARAMETRIC TECHNOLOGY CORP NEW	PMTC	1,680	19,911	37,817
PATTERSON UTI ENERGY INC	PTEN	1,606	30,467	29,920
PLATINUM UNDERWRITERS HOLDINGS LTD	PTP	1,276	46,152	58,696
PREMIERE GLOBAL SERVICES INC	PGI	2,097	19,005	20,509
QAD INC CL A	QADA	520	3,826	7,488
QAD INC CL B	QADB	130	873	1,749
REGAL-BELOIT CORP	RBC	715	34,742	50,386
RENT-A-CENTER INC	RCII	762	22,012	26,182
RF MICRO DEVICES INC	RFMD	3,094	18,153	13,861
S & T BANCORP INC	STBA	808	14,346	14,601
SAIA INC	SAIA	704	9,201	16,276
SELECTIVE INSURANCE GROUP INC	SIGI	2,122	29,227	40,891
SERVICE CORP INTERNATIONAL	SCI	2,293	13,773	31,666
SOUTHWEST GAS CORP	SWX	830	24,684	35,200
STAGE STORES INC NEW	SSI	982	12,026	24,334

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
STANCORP FINANCIAL GROUP	SFG	362	11,200	13,275
STERIS CORPORATION	STE	722	25,820	25,075
SYNOPSYS INC	SNPS	1,832	39,604	58,322
TECH DATA CORP	TECD	633	21,772	28,820
TELEFLEX INC	TFX	468	28,794	33,373
TERADYNE INC	TER	2,156	32,971	36,415
TEXAS ROADHOUSE INC	TXRH	309	5,161	5,191
UNITED RENTALS INC	URI	1,841	44,569	83,802
UNIVERSAL HEALTH SERVICES INC	UHS	686	19,141	33,168
UNIVEST CORPORATION OF PA	UVSP	280	5,634	4,788
UNITED STATIONERS INC	USTR	618	12,180	19,152
VALIDUS HOLDINGS LTD	VR	635	15,489	21,958
VALSPAR CORP	UVSP	480	12,330	29,952
VISHAY INTERTECHNOLOGY INC	VSH	4,077	32,394	43,339
WASHINGTON REAL EST INV TR SBI	WRE	781	16,280	20,423
WERNER ENTERPRISES INC	WERN	1,173	27,230	25,419
WESBANCO INC	WSBC	937	16,364	20,820
WHITING PETROLEUM CORP NEW	WLL	1,529	34,708	66,313
WOLVERINE WORLD-WIDE INC	WWW	297	8,779	12,171
TOTAL STOCK AND OPTIONS # 111212			2,008,665	2,754,939

MORGAN STANLEY # 111214
STOCK AND OPTIONS
12/31/2012

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
ACORDA THERAPEUTICS INC	ACOR	858	21,920	21,330
ANSYS INC	ANSS	290	11,056	19,529
ARIAD PHARM INC	ARIA	1,525	24,163	29,250
ATLAS AIR WORLDWIDE HLDGS	AAWW	378	20,352	16,753
ATWOOD OCEANICS INC	ATW	308	11,942	14,103
BALLY TECHNOLOGIES INC	BYI	899	17,111	40,194
BIOMARIN PHARMACEUTICAL INC	BMRN	321	5,429	15,793
BJ'S RESTAURANTS INC	BJRI	690	7,394	22,701
BROADSOFT INC	BSFT	357	14,279	12,970
BUFFALO WILD WINGS	BWLD	343	26,158	24,977
CASH AMERICA INTERNATIONAL INC	CSH	606	15,219	24,040
CATAMARAN CORP	CTRX	688	22,844	32,405
CAVIUM INC	CAVM	787	26,940	24,562
CHART INDUSTRIES	GTLS	204	13,255	13,605
CHEMTURA CORP	CHMT	800	13,348	17,008
CHICOS FAS INC	CHS	717	10,576	13,236
COGNEX CORP	CGNX	675	23,315	24,833
COHERENT INC	COHR	736	19,325	37,265
COLFAX CORP	CFX	1,194	39,147	48,178
CONCUR TECHNOLOGIES INC	CNQR	347	15,620	23,429
CONTRA GEO GROUP		1,241	-	-
CUBIST PHARMACEUTICALS INC	CBST	642	23,835	26,996
DEL FRISCOS RESTAURANT	DFRG	777	10,152	12,113
DOMINOS PIZZA INC	DPZ	375	12,718	16,331
DUFF & PHELPS CORP	DUF	939	14,123	14,667
ENSTAR GROUP LTD	ESGR	124	13,332	13,886
EZCHIP SEMICONDUCTOR LTD	EZCH	867	25,460	28,672
FORTINET INC	FTNT	2,637	52,234	55,430
THE FRESH MARKET INC	TFM	762	27,793	36,645
FUSION-IO INC	FIO	1,601	42,157	36,711
GENESCO INC	GCO	1,277	23,942	70,235
GEO GROUP INC	GEO	1,241	28,146	34,996
GEOSPACE TECHNOLOGIES CORP	GEOS	552	8,566	49,056
GLIMCHER REALTY TR	GRT	2,416	25,527	26,793
GULFPORT ENERGY CORP NEW	GPOR	996	27,291	38,067
HERBALIFE LTD	HLF	433	4,502	14,263
HEXCEL CORP NEW	HXL	1,005	22,731	27,095

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
HUNTSMAN CORP	HUN	2,685	14,292	42,692
INTREPID POTASH INC	IPI	771	20,057	16,415
IPG PHOTONICS CORP	IPGP	406	20,612	27,060
JETBLUE AIRWAYS CORP	JBLU	3,160	22,721	18,075
KRATON PERFORMANCE POLYMERS	KRA	683	26,441	16,412
LANDSTAR SYSTEM INC	LSTR	566	29,116	29,168
LIQUIDITY SERVICES INC	LQDT	353	13,928	14,424
LOUISIANA PACIFIC CORP	LPX	3,456	36,103	66,770
LUFKIN INDUSTRIES INC	LUFK	875	14,056	50,864
MEDASSETS INC	MDAS	1,517	27,860	25,440
MEDIDATA SOLUTIONS INC	MDSO	1,186	26,902	46,467
MONSTER WORLDWIDE INC	MWW	5,740	61,106	32,259
MWI VETERINARY SUPPLY INC	MWIV	171	12,434	18,810
NICE SYSTEMS LTD	NICE	42	1,663	1,406
NORTHWEST PIPE CO	NWPX	693	20,642	16,535
OASIS PETROLEUM INC	OAS	896	23,819	27,634
ONYX PHARMACEUTICALS INC	ONXX	638	24,643	48,188
PACIFIC DRILLING SA	PACD	1,260	13,728	11,894
PARAMETRIC TECH CORP	PMTC	596	13,407	13,416
PAREXEL INTL CORP	PRXL	882	19,662	26,098
PINNACLE ENTMT INC	PNK	1,088	11,965	17,223
PROASSURANCE CP	PRA	402	18,070	16,960
QLIK TECHNOLOGIES INC	QLIK	1,137	29,980	24,696
QUAKER CHEMICAL CORP	KWR	322	13,265	17,343
REGAL-BELOIT CORP	RBC	590	29,733	41,577
RIVERBED TECHNOLOGY INC	RVBD	1,703	19,914	33,583
RTI INTL METALS INC	RTI	686	19,340	18,906
RYLAND GROUP INC	RYL	1,089	36,500	39,749
SALIX PHARMACEUTICALS LTD	SLXP	705	25,867	28,533
SAPIENT CORP	SAPE	1,207	14,595	12,746
SEATTLE GENETICS INC	SGEN	678	11,404	15,709
SHFL ENTERTAINMENT INC	SHFL	2,135	8,125	30,958
SIRONA DENTAL SYSTEMS INC	SIRO	887	34,211	57,176
SOTHEBYS DELAWARE	BID	755	9,638	25,383
STEVEN MADDEN LTD	SHOO	980	21,441	41,425
STIFEL FINANCIAL CORP	SF	401	11,771	12,820
TANGER FACTORY OUTLET CENTERS	SKT	746	25,060	25,513
TERADYNE INC	TER	1,617	11,347	27,311
TEREX CP	TEX	1,082	23,504	30,415
TEXAS INDUSTRIES	TXI	329	13,496	16,782
THE PANTRY INC	PTRY	1,089	13,872	13,210
THERMON GROUP HOLDINGS INC	THR	539	13,332	12,144
THORATEC CORP	THOR	769	17,863	28,853

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
TIBCO SOFTWARE INC	TIBX	877	5,822	19,276
TRIUMPH GROUP INC NEW	TGI	894	31,982	58,378
TUMI HOLDINGS INC	TUMI	839	17,258	17,493
TWO HARBORS INVESTMENT CORP	TWO	2,080	22,217	23,046
UMB FINANCIAL CORP	UMBF	305	14,102	13,365
UNITED NATURAL FOODS INC	UNFI	305	12,257	16,345
UNITED THERAPEUTICS CORP	UTHR	866	37,356	46,262
UNIVERSAL ELECTRONICS INC	UEIC	1,039	23,748	20,105
US AIRWAYS GROUP INC	LCC	1,142	13,496	15,417
USG CORPORATION	USG	1,502	25,753	42,161
VEECO INSTRUMENTS INC DEL	VECO	609	20,152	17,959
VITAMIN SHOPPE INC	VSI	1,152	24,078	66,079
WABCO HOLDINGS INC	WBC	609	21,093	39,701
WASTE CONNECTIONS INC	WCN	1,371	28,426	46,326
WEB COM GROUP INC	WWW	781	11,818	11,559
WELLCARE HEALTH PLANS INC	WCG	666	38,605	32,428
ZILLOW INC	Z	374	12,861	10,379
TOTAL STOCK AND OPTIONS # 111214			1,960,411	2,613,438

MORGAN STANLEY # 111213
STOCK AND OPTIONS
12/31/2012

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
ALLSTATE CORP	ALL	2,602	69,443	104,522
AMERICAN ELECTRIC POWER CO INC	AEP	2,526	79,514	107,810
ARCHER-DANIELS-MIDLAND CO	ADM	2,604	69,323	71,324
BANK OF AMERICA CORP	BAC	7,688	79,156	89,258
BEST BUY INC	BBY	2,623	81,124	31,083
CAPITAL ONE FINL CORP	COF	1,602	64,520	92,804
CENTURYLINK INC	CTL	3,390	127,496	132,617
CHEVRON CORP	CVX	1,257	97,803	135,932
CISCO SYS INC	CSCO	4,844	91,960	95,182
CONOCOPHILLIPS	COP	1,770	72,865	102,642
CVS CAREMARK CORP	CVS	2,070	68,867	100,085
DANAHER CORP DE	DHR	1,797	66,666	100,452
DOVER CORP	DOV	1,725	88,721	113,350
ELI LILLY & CO	LLY	1,976	71,430	97,456
EMC CORP-MASS	EMC	1,840	46,988	46,552
ENTERGY CORPORATION-NEW	ETR	1,540	140,398	98,175
EXXON MOBIL CORP	XOM	1,000	77,941	86,550
FIFTH THRID BANK CORP	FITB	6,470	85,188	98,344
FREEPORT MCMORAN COPPER & GOLD	FCX	2,661	78,463	91,006
GENERAL DYNAMICS CORP	GD	1,446	86,786	100,164
GENERAL ELECTRIC CO	GE	4,202	64,444	88,200
GOLDMAN SACHS GROUP INC	GS	768	108,123	97,966
HARTFORD FIN SERS GRP INC	HIG	3,049	54,044	68,420
INTEL CORP	INTC	4,259	106,555	87,821
JOHNSON & JOHNSON	JNJ	1,353	86,227	94,845
JPMORGAN CHASE & CO	JPM	3,172	119,223	139,470
KIMBERLY CLARK CORP	KMB	1,089	58,186	91,944
KOHL'S CORP	KSS	831	44,003	35,716
MARATHON OIL CORP	MRO	3,515	76,277	107,770
MARATHON PETROLEUM CORP	MPC	1,798	56,330	113,274
MCKESSON CORPORATION	MCK	654	36,295	63,412
MERCK & CO INC NEW	MRK	2,253	81,277	92,238
METLIFE INC	MET	3,311	108,441	109,064
MICROSOFT CORP	MSFT	3,607	98,838	96,341
MURPHY OIL CORP	MUR	1,876	118,512	111,716
NATIONAL OILWELL VARCO INC	NOV	1,511	101,635	103,277

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
NUCOR CORPORATION	NUE	1,666	65,500	71,905
ORACLE CORP	ORCL	2,271	56,407	75,670
PFIZER INC	PFE	3,511	56,864	88,053
PUBLIC SERVICE ENTERPRISE GP	PEG	2,356	71,245	72,094
ST JUDE MEDICAL INC	STJ	2,587	98,656	93,494
STANLEY BLACK & DECKER INC	SWK	1,241	87,044	91,797
STAPLES INC	SPLS	5,575	79,454	63,555
STATE STREET CORP	STT	2,346	94,891	110,285
SYSCO CORP	SYU	2,130	61,715	67,436
TRAVELERS COMPANIES INC	TRV	1,394	80,948	100,117
UNITED HEALTH GROUP INC	UNH	1,948	64,378	105,660
V F CORP	VFC	407	32,654	61,445
TOTAL STOCK AND OPTIONS # 111213			3,812,818	4,398,293

MORGAN STANLEY # 111215
STOCK AND OPTIONS
12/31/2012

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
ALLERGAN INC	AGN	478	44,561	43,847
AMAZON COM INC	AMZN	631	125,134	158,299
AMER INTL GP INC	AIG	2,585	90,666	91,251
ANHEUSER BUSCH INBEV	BUD	1,015	87,315	88,721
APPLE INC	AAPL	538	72,582	286,309
ASML HLDG NV NEW YORK REG	ASML	1,514	88,826	97,486
BIOGEN IDEC INC	BIIB	370	42,847	54,157
BOEING CO	BA	666	45,286	50,190
BORG WARNER INC	BWA	578	38,389	41,396
BRISTOL MYERS SQUIBB CO	BMJ	2,741	90,985	89,329
CAMERON INTNL CORP	CAM	404	22,414	22,810
CERNER CORP	CERN	557	40,029	43,173
COCA-COLA CO	KO	3,654	124,547	132,458
CROWN CASTLE INTL	CCI	1,564	86,377	112,858
DANAHER CORP DE	DHR	1,190	64,290	66,521
DISCOVERY COMMUNICATIONS SER	DISCA	801	43,173	50,847
EDWARDS LIFESCIENCES CORP	EW	478	44,396	43,101
EMC CORP-MASS	EMC	3,208	59,096	81,162
EOG RESOURCES INC	EOG	291	33,997	35,150
EXPRESS SCRIPTS HLDG CO	ESRX	1,575	87,358	85,050
FACEBOOK INC	FB	981	32,265	26,114
FAMILY DOLLAR STORES INC	FDO	1,302	77,349	82,560
FEDEX CORP	FDX	466	42,394	42,742
GENERAL ELECTRIC CO	GE	3,072	65,869	64,481
GILEAD SCIENCE	GILD	572	42,126	42,013
GOOGLE INC CLASS A	GOOG	196	113,130	138,646
ILLUMINA INC	ILMN	1,316	65,000	73,156
INTL BUSINESS MACHINES CORP	IBM	391	77,582	74,896
JOHNSON & JOHNSON	JNJ	790	57,256	55,379
JOY GLOBAL INC	JOY	1,209	102,234	77,110
KINDER MORGAN INCORP	KMI	1,794	65,491	63,382
KRAFT FOODS GROUP INC	KRFT	1,229	53,816	55,883
LINKEDIN CORP	LNKD	503	53,416	57,754
MICROSOFT CORP	MSFT	5,642	155,128	150,696
MONDELEZ INTL INC	MDLZ	2,202	56,467	56,048
MONSANTO CO NEW	MON	1,383	102,558	130,901
NEXTERA ENERGY INC	NEE	804	56,628	55,629

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
O'REILLY AUTOMOTIVE INC	ORLY	700	65,984	62,594
PFIZER INC	PFE	2,827	64,936	70,899
PHILIP MORRIS INTL INC	PM	638	54,685	53,362
PRECISION CASTPARTS CORP	PCP	623	81,891	118,009
PROCTER & GAMBLE CO	PG	1,366	91,647	92,738
QUALCOMM INC	QCOM	1,669	100,559	103,244
RANGE RESOURCES CORP	RRC	1,622	87,089	101,910
SANDISK CORP	SNDK	881	42,996	38,324
SCHLUMBERGER LTD	SLB	917	71,293	63,547
SHERWIN WILLIAMS COMPANY-OHIO	SHW	314	44,279	48,299
STARBUCKS CORP	SBUX	2,212	82,256	118,630
TERAHATA CORP	TDC	668	45,471	41,343
THE ADT CORP	ADT	990	44,033	46,025
UNILEVER NV NY SH	UN	1,218	45,128	46,649
UNION PACIFIC CORP	UNP	645	64,018	81,089
UNITEDHEALTH GROUP INC	UNH	616	22,696	33,412
V F CORP	VFC	256	20,696	38,648
VERIZON COMMUNICATIONS	VZ	3,720	154,910	160,964
VERTEX PHARMACEUTICALS	VRTX	1,915	100,250	80,239
TOTAL STOCK AND OPTIONS # 111215			3,835,794	4,321,430

MORGAN STANLEY # 25695
STOCK AND OPTIONS
12/31/2012

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
AXA S A.SPONS ADR	AXAHY	1,080	28,275	19,678
BASF SE COMMON STOCK	BASFY	670	49,014	63,650
BHP BILLITON LTD SPONS	BHP	1,240	117,800	97,241
BRITISH AMERICAN TOBACCO	BTI	690	54,275	69,863
BROOKFIELD ASSET MGMT INC	BAM	655	23,761	24,006
BUNGE LIMITED	BG	355	17,575	25,805
CANADIAN NATL RAILWAY CO	CNI	830	47,157	75,538
CANADIAN NATURAL RES LTD	CNQ	1,685	79,114	48,646
CANADIAN PACIFIC RAILWAY	CP	1,090	74,247	110,766
CORE LABORATORIES N V-USD	CLB	350	23,748	38,259
DIAGEO PLC SPON ADR-NEW	DEO	740	60,028	86,269
EATON CORP	ETN	1003	51,810	54,343
ENSIGN ENERGY SVCS INC-CAD	ESVIF	530	11,783	8,189
FINNING INTERNATIONAL INC	FINGF	155	4,029	3,807
FOSTER WHEELER AG	FWLT	210	4,929	5,107
INGERSOLL-RAND PUBLIC LTD	IR	1,525	63,733	73,139
MANULIFE FINANCIAL CORP	MFC	605	23,557	8,222
NABORS INDUSTRIES LTD-USD	NBR	3,525	127,068	50,936
NESTLE S A SPONSORED ADR	NSRGY	1,650	81,224	107,531
NOBLE CORPORATION-CHF	NE	2,605	159,760	90,706
NOVARTIS AG ADR	NVS	925	47,536	58,553
PARTNERRE LTD -BMD	PRE	320	23,745	25,757
POTASH CORP SASK INC-	POT	2,205	84,650	89,721
RIO TINTO PLC-GBP	RIO	1695	164,903	98,463
SCHLUMBERGER LTD	SLB	1,145	120,397	79,347
SUNCOR ENERGY INC NEW	SU	1,870	120,684	51,673
SYNGENTA AG ADR	SYT	275	10,607	22,220
TALISMAN ENERGY INC	TLM	1,020	24,395	11,557
TECK RESOURCES LTD CL B	TCK	945	48,691	34,351
TENARIS S A	TS	1,745	98,705	73,150
TRANSOCEAN LTD SWITZERLAND	RIG	1,000	156,352	44,660
TRICAN WELL SERVICE LTD	TOLWF	225	4,928	2,975
UBS AG (NEW)	UBS	1,910	51,289	30,063
UNILEVER NV NY SHS-NEW	UN	1,580	53,781	60,514
VALE S A SPON ADR	VALE	2,365	93,706	49,570
WEATHERFORD INTERNATIONAL	WFT	3,350	133,319	37,487
YARA INTL ASA-USD	YARIY	55	4,634	2,736
TOTAL STOCK AND OPTIONS # 25695			2,345,206	1,834,498

Lillian S. Wells Foundation, Inc.

**Form 990-PF
For the year ended December 31, 2012**

**Appendix B
Open End Mutual Funds
Mortgage and Asset Backed Securities**

NOTE: totals may differ slightly from the amounts
reported in the body of the Form 990-PF due to
the rounding of each line item to whole dollars.

MORGAN STANLEY # 25692
OPEN END MUTUAL FUNDS
12/31/2012

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
SPDR GOLD TR GOLD SHS	GLD	916	87,313	148,411
TOTAL OPEN MUTUAL FUNDS # 25692			87,313	148,411

MORGAN STANLEY # 111207
OPEN END MUTUAL FUNDS
12/31/2012

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
PIA MBS Bond Fund	PMTGX	30,059.32	300,304	299,090
PIA BBB Bond Fund	PBBBX	62,821.60	575,115	633,242
TOTAL OPEN MUTUAL FUNDS # 111207			875,419	932,332

MORGAN STANLEY # 111216
OPEN END MUTUAL FUNDS
12/31/2012

Description	Symbol	Quantity	Cost or Other Basis	Current Market Value
ALLIANZ FX INC SHRS: SERIES C	FXICX	91,260	1,129,741	1,232,010
ALLIANZ FIX INC SHS: SERIES M	FXIMX	110,555	1,020,411	1,240,427
TOTAL OPEN MUTUAL FUNDS # 111216			2,150,152	2,472,437

MORGAN STANLEY # 111216
MORTGAGE AND ASSET BACKED SECURITIES
12/31/2012

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
FNMA PL#735893 DTD 09/01/2005	31402RRN1	293,000	75,332	75,134
FNMA PL#AB1389 DTD 07/01/2010	31416WRK0	244,000	112,921	120,405
FNMA PL#AH5583 DTD 02/01/2011	3138A7FZ6	168,000	115,668	124,592
FHLMC PL#A97047 DTD 02/01/2011	312945ZL5	38,000	24,818	26,604
FNMA PL#AB4115 DTD 11/01/2011	31417ASD2	250,000	187,127	189,991
FNMA PL#AB4297 DTD 12/01/2011	31417AX38	148,000	127,404	131,839
FNMA PL#AL1948 DTD 06/01/2012	3138EJEW4	195,000	203,843	204,910
FNMA PL#AB5472 DTD 05/01/2012	31417CCJ2	164,000	153,561	156,413
FNMA PL#AB5670 DTD 06/01/2012	31417CJQ9	77,000	79,771	79,710
FNMA PL#AP0495 DTD 07/01//2012	3138M3RR7	174,000	184,086	184,482
FNMA PL#AB7079 DTD 11/01/2012	31417D2M4	163,000	171,420	170,589

TOTAL MORTGAGE AND ASSET BACKED SECURITIES # 111216

1,435,951	1,464,669
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Lillian S. Wells Foundation, Inc.

**Form 990-PF
For the year ended December 31, 2012**

**Appendix C
Corporate and Foreign Bonds
Other Securities and U.S. Obligations**

NOTE: totals may differ slightly from the amounts
reported in the body of the Form 990-PF due to
the rounding of each line item to whole dollars.

MORGAN STANLEY # 111207
TREASURY SECURITIES
12/31/2012

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
UNITED STATES TREASURY NOTE	912828JZ4	198,000.00	201,136	201,303
UNITED STATES TREASURY NOTE	912828EE6	364,000.00	397,198	401,055
UNITED STATES TREASURY NOTE	912828FY1	390,000 00	445,455	451,304
UNITED STATES TREASURY NOTE	912828MP2	348,000.00	368,140	406,617
UNITED STATES TREASURY NOTE	912828SV3	148,000.00	149,683	149,283
TOTAL TRESURY SECURITIES # 111207			1,561,612	1,609,562

MORGAN STANLEY # 111207
MORTGAGE AND ASSET BACKED SECURITIES
12/31/2012

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
FED HOME LN MTG CORP MED TERM NOTE	3137EACV9	396,000.00	400,393	401,124
FED NATL MTG ASSN	31398AZV7	380,000.00	395,599	396,956
FED HOME LN MTG CORP	3137EACH0	336,000 00	354,116	354,013
TOTAL MORTGAGE AND ASSET BACKED SECURITIES # 111207			1,150,108	1,152,093

MORGAN STANLEY # 111216
TREASURY SECURITIES
12/31/2012

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
US TREASURY NOTE	912828TWO	674,000	676,489	676,211
US TREASURY NOTE	912828SH4	171,111	170,198	175,236
US TREASURY NOTE-INFLATION INDEXED	912828TEO	382,000	418,076	417,127
US TREASURY BOND- INFLATION INDEXED	912810PZ5	129,000	199,666	198,229
TOTAL TREASURY SECURITIES # 111216			1,464,429	1,466,803

MORGAN STANLEY # 111207
CORPORATE BONDS
12/31/2012

Description	CUSIP #	Quantity	Cost or Other Basis	Current Market Value
VERIZON COMMUNICATIONS	92343VBD5	147,000	146,924	152,135
CONCOCO PHILLIPS	20825CAT1	139,000	142,557	150,217
JP MORGAN CHASE & CO	46625HCE8	139,000	146,830	149,956
GENERAL ELECTRIC CAPITAL CORP	36962G2G8	132,000	128,421	151,813
WACHOVIA CORP	92976WBH8	129,000	150,264	154,547
GOLDMAN SACHS GROUP	38141GFM1	141,000	152,279	165,643
UNITED TECHNOLOGIES CORP	913017BV0	140,000	150,161	148,259
AT&T	00206RAM4	126,000	129,393	151,991
TOTAL CORPORATE BONDS # 111207			1,146,829	1,224,561

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Type or print	Name of exempt organization or other filer, see instructions LILLIAN S. WELLS FOUNDATION, INC.	Employer identification number (EIN) or 23-7433827
File by the due date for filing your return. See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 600 SAGAMORE ROAD	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions FORT LAUDERDALE, FL 33301	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

J. PALMIERI

- The books are in the care of ► **600 SAGAMORE ROAD - FORT LAUDERDALE, FL 33301**

Telephone No ► **954-712-9912**

FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for.
- ☒ calendar year **2012** or
- ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason. ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 36,139.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 79,253.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c	\$ 0.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return See instructions	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	LILLIAN S. WELLS FOUNDATION, INC.	23-7433827
	Number, street, and room or suite no. If a P.O. box, see instructions.	Social security number (SSN)
	600 SAGAMORE ROAD	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	FORT LAUDERDALE, FL 33301	

Enter the Return code for the return that this application is for (file a separate application for each return)

04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

J. PALMIERI

- The books are in the care of ☒ 600 SAGAMORE ROAD - FORT LAUDERDALE, FL 33301

Telephone No. ☒ 954-712-9912

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

4 I request an additional 3-month extension of time until NOVEMBER 15, 2013.

5 For calendar year 2012, or other tax year beginning , and ending .

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

7 State in detail why you need the extension

THE FOUNDATION IS REQUESTING AN ADDITIONAL 3 MONTH EXTENSION DUE TO THE
THE RETURN NOT BEING REVIEWED AND APPROVED BY THE FOUNDATION'S LEGAL
TEAM AND THE FOUNDATION'S BOARD OF DIRECTORS.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	36,139.
b	If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	52,193.
c	Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature [Signature] Date 7/29/13

CERTIFIED PUBLIC ACCOUNTANT

Form 8868 (Rev. 1-2013)