Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**

**Open to Public Inspection**

**For calendar year 2012 or tax year beginning , 2012, and ending , 20**

Name of foundation: SCAIFE FAMILY FOUNDATION

A Employer identification number: 25-1427015

Number and street (or P O box number if mail is not delivered to street address): PHILLIPS POINT, 777 SOUTH FLAGLER DRIVE WEST TOWER

Room/suite: 903

B Telephone number (see instructions): (561) 659-1188

City or town, state, and ZIP code: WEST PALM BEACH, FL 33401

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 79,224,592.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) ____
*(Part I, column (d) must be on cash basis )*

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

**Part I Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )*

| | Line | Description | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|---|---|---|---|---|---|
| Revenue | 1 | Contributions, gifts, grants, etc , received (attach schedule) | | | | |
| | 2 | Check ▶ ☒ if the foundation is **not** required to attach Sch B | | | | |
| | 3 | Interest on savings and temporary cash investments | | | | |
| | 4 | Dividends and interest from securities | 1,854,055. | 1,854,055. | | ATCH 1 |
| | 5a | Gross rents | | | | |
| | b | Net rental income or (loss) | | | | |
| | 6a | Net gain or (loss) from sale of assets not on line 10 | 1,325,031. | | | |
| | b | Gross sales price for all assets on line 6a 7,021,745. | | | | |
| | 7 | Capital gain net income (from Part IV, line 2) | | 1,325,115. | | ATCH 19 |
| | 8 | Net short-term capital gain | | | | |
| | 9 | Income modifications | | | | |
| | 10a | Gross sales less returns and allowances | | | | |
| | b | Less Cost of goods sold | | | | |
| | c | Gross profit or (loss) (attach schedule) | | | | |
| | 11 | Other income (attach schedule) ATCH 2 | 19,210. | 143,651. | | |
| | 12 | **Total.** Add lines 1 through 11 | 3,198,296. | 3,322,821. | | |
| Operating and Administrative Expenses | 13 | Compensation of officers, directors, trustees, etc | 296,384. | 43,737. | | 252,647. |
| | 14 | Other employee salaries and wages | 61,093. | | | 61,093. |
| | 15 | Pension plans, employee benefits | 87,085. | 10,655. | | 76,430. |
| | 16a | Legal fees (attach schedule) ATCH 3 | 649. | | | 649. |
| | b | Accounting fees (attach schedule) ATCH 4 | 36,263. | 18,131. | | 18,132. |
| | c | Other professional fees (attach schedule) * | 318,119. | 318,119. | | |
| | 17 | Interest | | | | |
| | 18 | Taxes (attach schedule) (see instructions) ATCH 6 | 45,000. | | | |
| | 19 | Depreciation (attach schedule) and depletion ATCH 18 | 1,605. | | | |
| | 20 | Occupancy | 125,213. | 15,320. | | 109,893. |
| | 21 | Travel, conferences, and meetings | 2,957. | | | 2,957. |
| | 22 | Printing and publications | | | | |
| | 23 | Other expenses (attach schedule) ATCH 7 | 29,290. | 4,355. | | 24,935. |
| | 24 | **Total operating and administrative expenses** Add lines 13 through 23 | 1,003,658. | 410,317. | | 546,736. |
| | 25 | Contributions, gifts, grants paid | 4,196,000. | | | 2,751,500. |
| | 26 | Total expenses and disbursements Add lines 24 and 25 | 5,199,658. | 410,317. | 0 | 3,298,236. |
| | 27 | Subtract line 26 from line 12 | | | | |
| | a | Excess of revenue over expenses and disbursements | -2,001,362. | | | |
| | b | **Net investment income** (if negative, enter -0-) | | 2,912,504. | | |
| | c | **Adjusted net income** (if negative, enter -0-) | | | | |

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## Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )

| | | | Beginning of year | End of year | |
|---|---|---|---|---|---|
| | | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| Assets | 1 | Cash - non-interest-bearing | 13,860. | 5,632. | 5,632. |
| | 2 | Savings and temporary cash investments | 4,040,262. | 3,559,685. | 3,590,099. |
| | 3 | Accounts receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 4 | Pledges receivable ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 5 | Grants receivable | | | |
| | 6 | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions) | | | |
| | 7 | Other notes and loans receivable (attach schedule) ▶ | | | |
| | | Less allowance for doubtful accounts ▶ | | | |
| | 8 | Inventories for sale or use | | | |
| | 9 | Prepaid expenses and deferred charges ATCH 8 | 3,693. | 3,725. | 3,725. |
| | 10 a | Investments - U S and state government obligations (attach schedule) | | | |
| | b | Investments - corporate stock (attach schedule) ATCH 9 | 2,670,156. | 2,604,741. | 4,938,826. |
| | c | Investments - corporate bonds (attach schedule) | | | |
| | 11 | Investments - land, buildings, and equipment basis ▶ | | | |
| | | Less accumulated depreciation (attach schedule) ▶ | | | |
| | 12 | Investments - mortgage loans | | | |
| | 13 | Investments - other (attach schedule) ATCH 10 | 59,011,993. | 59,010,925. | 70,683,903. |
| | 14 | Land, buildings, and equipment basis ▶ ATCH 18 250,586. | | | |
| | | Less accumulated depreciation (attach schedule) ▶ ATCH 18 248,179. | 4,013. | 2,407. | 2,407. |
| | 15 | Other assets (describe ▶ ) | | | |
| | 16 | Total assets (to be completed by all filers - see the instructions Also, see page 1, item I) | 65,743,977. | 65,187,115. | 79,224,592. |
| Liabilities | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | 1,398,500. | 2,843,000. | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ▶ ) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 1,398,500. | 2,843,000. | |
| Net Assets or Fund Balances | | **Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31.** | | | |
| | 24 | Unrestricted | 64,345,477. | 62,344,115. | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | **Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ [ ]** | | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 | Total net assets or fund balances (see instructions) | 64,345,477. | 62,344,115. | |
| | 31 | Total liabilities and net assets/fund balances (see instructions) | 65,743,977. | 65,187,115. | |

## 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 | 64,345,477. |
| 2 | Enter amount from Part I, line 27a | 2 | -2,001,362. |
| 3 | Other increases not included in line 2 (itemize) ▶ | 3 | |
| 4 | Add lines 1, 2, and 3 | 4 | 62,344,115. |
| 5 | Decreases not included in line 2 (itemize) ▶ | 5 | |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 | 6 | 62,344,115. |

## Part IV Capital Gains and Losses for Tax on Investment Income

| | (a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo , day, yr ) | (d) Date sold (mo , day, yr ) |
|---|---|---|---|---|
| 1a | SEE PART IV SCHEDULE AND ATTACHMENT 19 | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | (e) Gross sales price | (f) Depreciation allowed (or allowable) | (g) Cost or other basis plus expense of sale | (h) Gain or (loss) (e) plus (f) minus (g) |
|---|---|---|---|---|
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h)) |
|---|---|---|---|---|
| | (i) F M V as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | |
| a | | | | |
| b | | | | |
| c | | | | |
| d | | | | |
| e | | | | |

| | | | |
|---|---|---|---|
| 2 | Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } | 2 | 1,325,115. |
| 3 | Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 | 3 | 0 |

## 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 | 2,614,964. | 74,248,937. | 0.035219 |
| 2010 | 2,858,732. | 68,729,538. | 0.041594 |
| 2009 | 3,103,076. | 60,374,941. | 0.051397 |
| 2008 | 3,512,950. | 75,287,773. | 0.046660 |
| 2007 | 5,408,181. | 87,654,081. | 0.061699 |

| | | | |
|---|---|---|---|
| 2 | **Total** of line 1, column (d) | 2 | 0.236569 |
| 3 | Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years | 3 | 0.047314 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 74,693,978. |
| 5 | Multiply line 4 by line 3 | 5 | 3,534,071. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 29,125. |
| 7 | Add lines 5 and 6 | 7 | 3,563,196. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 3,298,236. |

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

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

| | | | |
|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ________ (attach copy of letter if necessary - see instructions) | | - |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | 1 | 58,250. |
| c | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b) | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 2 | |
| 3 | Add lines 1 and 2 | 3 | 58,250. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) | 4 | 0 |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0- | 5 | 58,250. |
| 6 | Credits/Payments: | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 65,048. | | |
| 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 | 65,048. |
| 8 | Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached | 8 | |
| 9 | **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | 9 | |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | 10 | 6,798. |
| 11 | Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 6,798. **Refunded** ▶ | 11 | |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see 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? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ________ (2) On foundation managers ▶ $ ________ | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________ | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities* | 2 | | 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* | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T* | 5 | | 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? | 6 | 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* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL, PA, | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | 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* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses* | 10 | | X |

**Part VII-A Statements Regarding Activities** *(continued)*

| | | | Yes | No |
|---|---|---|---|---|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions | 11 | | X |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions) | 12 | | X |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application? | 13 | X | |

Website address ▶ WWW.SCAIFEFAMILY.ORG

14 The books are in care of ▶ SCAIFE FAMILY FOUNDATION Telephone no ▶ 561-659-1188

Located at ▶ ATTACHMENT 11 ZIP+4 ▶ 33401

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

| | | | Yes | No |
|---|---|---|---|---|
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? | 16 | | |
| | See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶ | | | |

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

| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | | | Yes | No |
|---|---|---|---|---|---|---|
| 1a | During the year did the foundation (either directly or indirectly) | | | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | ☐ Yes | ☒ No | | | |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | ☐ Yes | ☒ No | | | |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | ☐ Yes | ☒ No | | | |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? STMT 12 & 22 | ☒ Yes | ☐ No | | | |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | ☐ Yes | ☒ No | | | |
| | (6) Agree to pay money or property to a government official? (**Exception** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days ) | ☐ Yes | ☒ No | | | |
| b | If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? | | | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | | | 1c | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)) | | | | | |
| a | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? | ☐ Yes | ☒ No | | | |
| | If "Yes," list the years ▶ ______ , ______ , ______ , ______ | | | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions ) | | | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______ | | | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | ☐ Yes | ☒ No | | | |
| b | If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012 )* | | | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | | | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | | | 4b | | X |

**Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required** *(continued)*

5a During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

*If "Yes," attach the statement required by Regulations section 53 4945-5(d)*

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: 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? **7b** No: X

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

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| ATCH 12 | | 296,384. | 26,440. | 0 |
| | | | | |
| | | | | |
| | | | | |

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

| (a) Name and address of each employee paid more than $50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| ATCH 13 | | 61,093. | 6,825. | 0 |
| | | | | |
| | | | | |
| | | | | |
| | | | | |

**Total** number of other employees paid over $50,000 ▶

**Part VIII** **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** *(continued)*

**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

| (a) Name and address of each person paid more than $50,000 | (b) Type of service | (c) Compensation |
|---|---|---|
| ATCH 14 | | 242,915. |
| | | |
| | | |
| | | |
| | | |
| **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 statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | Expenses |
|---|---|
| 1 NOT APPLICABLE | |
| 2 | |
| 3 | |
| 4 | |

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

| Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2 | Amount |
|---|---|
| 1 NONE | |
| 2 | |
| All other program-related investments See instructions<br>3 NONE | |
| **Total.** Add lines 1 through 3 ▶ | |

**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 | 75,819,151. |
| b | Average of monthly cash balances | 1b | 12,299. |
| c | Fair market value of all other assets (see instructions) | 1c | |
| d | **Total** (add lines 1a, b, and c) | 1d | 75,831,450. |
| e | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) — 1e | | |
| 2 | Acquisition indebtedness applicable to line 1 assets | 2 | |
| 3 | Subtract line 2 from line 1d | 3 | 75,831,450. |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 1,137,472. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 74,693,978. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 3,734,699. |

**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 | 3,734,699. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 58,250. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI ) | 2b | | | |
| c | Add lines 2a and 2b | | | 2c | 58,250. |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | | | 3 | 3,676,449. |
| 4 | Recoveries of amounts treated as qualifying distributions | | | 4 | |
| 5 | Add lines 3 and 4 | | | 5 | 3,676,449. |
| 6 | Deduction from distributable amount (see instructions) | | | 6 | |
| 7 | **Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 | | | 7 | 3,676,449. |

**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 | 3,298,236. |
| b | Program-related investments - total from Part IX-B | 1b | |
| 2 | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes | 2 | |
| 3 | Amounts set aside for specific charitable projects that satisfy the | | |
| a | Suitability test (prior IRS approval required) | 3a | |
| b | Cash distribution test (attach the required schedule) | 3b | |
| 4 | **Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 4 | 3,298,236. |
| 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 | 0 |
| 6 | **Adjusted qualifying distributions.** Subtract line 5 from line 4 | 6 | 3,298,236. |

**Note.** The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

## Part XIII Undistributed Income (see instructions)

| | (a) Corpus | (b) Years prior to 2011 | (c) 2011 | (d) 2012 |
|---|---|---|---|---|
| 1 Distributable amount for 2012 from Part XI, line 7 | | | | 3,676,449. |
| 2 Undistributed income, if any, as of the end of 2012 | | | | |
| a Enter amount for 2011 only | | | | |
| b Total for prior years 20 10 ,20 09 ,20 08 | | | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 . . . 941,887. | | | | |
| b From 2008 . . . | | | | |
| c From 2009 . . . 110,904. | | | | |
| d From 2010 . . . | | | | |
| e From 2011 . . . | | | | |
| f **Total** of lines 3a through e | 1,052,791. | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 3,298,236. | | | | |
| a Applied to 2011, but not more than line 2a | | | | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | | | |
| c Treated as distributions out of corpus (Election required - see instructions) | | | | |
| d Applied to 2012 distributable amount | | | | 3,298,236. |
| e Remaining amount distributed out of corpus | | | | |
| 5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)* | 378,213. | | | 378,213. |
| 6 **Enter the net total of each column as indicated below:** | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 674,578. | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| d Subtract line 6c from line 6b Taxable amount - see instructions | | | | |
| e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions | | | | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | 563,674. | | | |
| 9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a | 110,904. | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 . . . | | | | |
| b Excess from 2009 . . . 110,904. | | | | |
| c Excess from 2010 . . . | | | | |
| d Excess from 2011 . . . | | | | |
| e Excess from 2012 . . . | | | | |

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

| | Tax year | Prior 3 years | | | (e) Total |
|---|---|---|---|---|---|
| | (a) 2012 | (b) 2011 | (c) 2010 | (d) 2009 | |
| 2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed | | | | | |
| b 85% of line 2a | | | | | |
| c Qualifying distributions from Part XII, line 4 for each year listed | | | | | |
| d Amounts included in line 2c not used directly for active conduct of exempt activities | | | | | |
| e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c | | | | | |
| 3 Complete 3a, b, or c for the alternative test relied upon | | | | | |
| a "Assets" alternative test - enter | | | | | |
| (1) Value of all assets | | | | | |
| (2) Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | | |
| b "Endowment" alternative test- enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | | |
| c "Support" alternative test - enter | | | | | |
| (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | | |
| (2) Support from general public and 5 or more exempt organizations as provided in section 4942 (j)(3)(B)(iii) | | | | | |
| (3) Largest amount of support from an exempt organization | | | | | |
| (4) Gross investment income | | | | | |

**Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year - see instructions.)**

1 **Information Regarding Foundation Managers:**

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

N/A

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

N/A

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

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

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

ATTACHMENT 20

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

ATTACHMENT 20

c Any submission deadlines:

ATTACHMENT 20

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

ATTACHMENT 20

**Part XV Supplementary Information** (continued)

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

| Recipient<br>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* | | | | |
| ATCH 15 | | | | |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ 3a | | | | 2,751,500. |
| *b Approved for future payment* | | | | |
| ATCH 16 | | | | |
| **Total** . . . . . . . . . . . . . . . . . . . . . . . . . . . . ▶ 3b | | | | 2,843,000. |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated | Unrelated business income | | Excluded by section 512, 513, or 514 | | (e) Related or exempt function income (See instructions) |
|---|---|---|---|---|---|
| | (a) Business code | (b) Amount | (c) Exclusion code | (d) Amount | |
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 1,854,055. | |
| 5 Net rental income or (loss) from real estate | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 1,325,031. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a | | | | | |
| b ATCH 17 | | | | 19,210. | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | | | 3,198,296. | |

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 3,198,296.

(See worksheet in line 13 instructions to verify calculations )

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

| Line No ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.) |
|---|---|
| | |

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

| | | | Yes | No |
|---|---|---|---|---|
| 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? | | | |
| a | Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| | (1) Cash | 1a(1) | | X |
| | (2) Other assets | 1a(2) | | X |
| b | Other transactions | | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| | (4) Reimbursement arrangements | 1b(4) | | X |
| | (5) Loans or loan guarantees | 1b(5) | | X |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

**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

| (a) Line no | (b) Amount involved | (c) Name of noncharitable exempt organization | (d) Description of transfers, transactions, and sharing arrangements |
|---|---|---|---|
| | N/A | | N/A |

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

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

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|---|---|---|
| | | |

**Sign Here**

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

Signature of officer or trustee: [signature] Date: 11/11/13 Title: President

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| Frank D. Girardi | [signature] | 11/2/13 | | P00532355 |

Firm's name ▶ GRANT THORNTON LLP Firm's EIN ▶ 36-6055558

Firm's address ▶ 2001 MARKET STREET, SUITE 3100 PHILADELPHIA, PA 19103 Phone no 215-561-4200

SCAIFE FAMILY FOUNDATION 25-1427015

# FORM 990-PF - PART IV
# CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

| Kind of Property | | Description | | | | P or D | Date acquired | Date sold |
|---|---|---|---|---|---|---|---|---|
| Gross sale price less expenses of sale | Depreciation allowed/ allowable | Cost or other basis | FMV as of 12/31/69 | Adj basis as of 12/31/69 | Excess of FMV over adj basis | | Gain or (loss) | |
| | | ACCOUNT 7000112<br>PROPERTY TYPE: SECURITIES | | | | P | VAR | VAR |
| 106,509. | | 164,716. | | | | | -58,207. | |
| | | ACCOUNT 8089802<br>PROPERTY TYPE: SECURITIES | | | | P | VAR | VAR |
| 6,767,408. | | 5,531,914. | | | | | 1,235,494. | |
| | | PASSTHROUGH GAINS/(LOSS)<br>PROPERTY TYPE: SECURITIES | | | | P | VAR | VAR |
| 84. | | | | | | | 84. | |
| | | CAPITAL GAIN DISTRIBUTION<br>PROPERTY TYPE: SECURITIES | | | | P | VAR | VAR |
| 147,744. | | | | | | | 147,744. | |
| TOTAL GAIN(LOSS) | | | | | | | 1,325,115. | |

ATTACHMENT 1

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|---|
| DIVIDEND INCOME | | 1,853,394. | 1,853,394. |
| INTEREST INCOME | | 661. | 661. |
| | TOTAL | 1,854,055. | 1,854,055. |

## FORM 990PF, PART I - OTHER INCOME

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|---|
| MISCELLANEOUS INCOME | | 19,210. | 19,210. |
| DISTRIBUTIONS FROM PARTNERSHIPS | | | 124,441. |
| | TOTALS | 19,210. | 143,651. |

## FORM 990PF, PART I - LEGAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| LEGAL FEES | 649. | | | 649. |
| TOTALS | 649. | | | 649. |

ATTACHMENT 4

## FORM 990PF, PART I - ACCOUNTING FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | ADJUSTED NET INCOME | CHARITABLE PURPOSES |
|---|---|---|---|---|
| AUDIT, COMPLIANCE AND TAX SERV | 36,263. | 18,131. | | 18,132. |
| TOTALS | 36,263. | 18,131. | | 18,132. |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME |
|---|---|---|
| FISCAL AGENTS FEES | 75,204. | 75,204. |
| MANAGED ACCOUNT FEES | 242,915. | 242,915. |
| TOTALS | 318,119. | 318,119. |

FORM 990PF, PART I - TAXES

| DESCRIPTION | | REVENUE AND EXPENSES PER BOOKS |
|---|---|---|
| FEDERAL EXCISE TAX | | 45,000. |
| | TOTALS | 45,000. |

ATTACHMENT 7

FORM 990PF, PART I - OTHER EXPENSES

| DESCRIPTION | REVENUE AND EXPENSES PER BOOKS | NET INVESTMENT INCOME | CHARITABLE PURPOSES |
|---|---|---|---|
| INSURANCE | 8,215. | 1,005. | 7,210. |
| OFFICE EXPENSE | 9,688. | 1,185. | 8,503. |
| TELEPHONE | 6,298. | 771. | 5,527. |
| UTILITIES | 1,137. | 1,137. | |
| POSTAGE | 492. | | 492. |
| DUES AND SUBSCRIPTIONS | 419. | | 419. |
| LEASED EQUIPMENT | 2,100. | 257. | 1,843. |
| COMPUTER MAINTENANCE | 941. | | 941. |
| TOTALS | 29,290. | 4,355. | 24,935. |

ATTACHMENT 8

FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| PREPAID INSURANCE | 3,725. | 3,725. |
| TOTALS | 3,725. | 3,725. |

ATTACHMENT 9

FORM 990PF, PART II - CORPORATE STOCK

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| COMMON STOCK<br>SEE ATTACH 23 | 2,604,741. | 4,938,826. |
| TOTALS | 2,604,741. | 4,938,826. |

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

| DESCRIPTION | ENDING BOOK VALUE | ENDING FMV |
|---|---|---|
| MUTUAL FUNDS<br>SEE ATTACH 23 | 56,804,839. | 68,108,730. |
| OTHER EQUITY ASSETS<br>SEE ATTACH 23 | 2,206,086. | 2,575,173. |
| TOTALS | 59,010,925. | 70,683,903. |

ATTACHMENT 11

FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS

777 SOUTH FLAGLER DR WEST TOWER STE 903 WEST PALM BEACH, FL

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|---|---|---|---|---|
| JENNIE K. SCAIFE<br>777 SO. FLAGLER DRIVE<br>SUITE 903 WEST<br>WEST PALM BEACH, FL 33401 | CHAIRMAN/TRUSTEE<br>1.00 | 8,000. | 0 | 0 |
| ELIZABETH H. GENTER<br>777 SO. FLAGLER DRIVE<br>SUITE 903 WEST<br>WEST PALM BEACH, FL 33401 | VP/TRUSTEE<br>1.00 | 10,051. | 0 | 0 |
| MARY T. WALTON<br>PHILLIPS POINT, 777 SOUTH FLAGLER D<br>WEST TOWER 903<br>WEST PALM BEACH, FL 33401 | VP/TRUSTEE<br>1.00 | 8,000. | 0 | 0 |
| BARBARA M. SLOAN<br>PHILLIPS POINT, 777 SOUTH FLAGLER D<br>WEST TOWER 903<br>WEST PALM BEACH, FL 33401 | CO - PRESIDENT/SECRETARY<br>40.00 | 212,000. | 25,440. | 0 |

BARBARA M. SLOAN SERVED AS PRESIDENT FROM 1/1/12 TO 9/17/12 AND CO-PRESIDENT FROM 9/17/12 TO 12/31/12.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

ATTACHMENT 12 (CONT'D)

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|---|---|---|---|---|
| DAVID ZYWIEC<br>777 SO. FLAGLER DRIVE<br>SUITE 903 WEST<br>WEST PALM BEACH, FL 33401 | CO-PRESIDENT<br>40.00 | 58,333. | 1,000. | 0 |
| | GRAND TOTALS | 296,384. | 26,440. | 0 |

DAVID ZYWIEC SERVED AS CO-PRESIDENT 9/17/12 TO 12/31/12. EFFECTIVE 1/1/13
DAVID ZYWIEC WILL SERVE AS THE FOUNDATION'S PRESIDENT.

## 990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEES

ATTACHMENT 13

| NAME AND ADDRESS | TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION | COMPENSATION | CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS | EXPENSE ACCT AND OTHER ALLOWANCES |
|---|---|---|---|---|
| JEANNETTE BERIAU<br>777 SO. FLAGLER DRIVE<br>SUITE 903 WEST<br>WEST PALM BEACH, FL 33401 | 40.00 | 61,093. | 6,825. | 0 |
| | TOTAL COMPENSATION | 61,093. | 6,825. | 0 |

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALS

ATTACHMENT 14

| NAME AND ADDRESS | TYPE OF SERVICE | COMPENSATION |
|---|---|---|
| HIRTLE CALLAGHAN & CO.<br>300 BARR HARBOR DRIVE SUITE 500<br>WEST CONSHOHOCKEN, PA 19428 | INVESTMENT | 242,915. |
| TOTAL COMPENSATION | | 242,915. |

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| ATTACHMENT 20 & 24 | | | 2,751,500. |
| | | TOTAL CONTRIBUTIONS PAID | 2,751,500. |

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 16

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|
| ATTACHMENT 20 & 24 | | | 2,843,000. |
| | | TOTAL CONTRIBUTIONS APPROVED | 2,843,000. |

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 17

| DESCRIPTION | BUSINESS CODE | AMOUNT | EXCLUSION CODE | AMOUNT | RELATED OR EXEMPT FUNCTION INCOME |
|---|---|---|---|---|---|
| MISCELLANEOUS INCOME | | | 14 | 19,210. | |
| TOTALS | | | | 19,210. | |

FEDERAL FOOTNOTES

ATTACHMENT 18

PART I, LINE 19- DEPRECIATION
PART II, LINE 14- LAND, BUILDINGS, AND EQUIPMENT
PART II, LINE 14- ACCUMULATED DEPRECIATION

| DESCRIPTION | AMOUNT |
|---|---|
| LEASEHOLD IMPROVEMENTS | 71,374 |
| FURNITURE AND EQUIPMENT | 179,212 |
| SUBTOTAL FIXED ASSETS | 250,586 |
| LESS: ACCUMULATED DEPRECIATION | (248,179) |
| NET FIXED ASSETS | 2,407 |

DEPRECIATION AND AMORTIZATION EXPENSE FOR 12/31/12 WAS $1,605

FEDERAL FOOTNOTES

ATTACHMENT 19

SUMMARY OF CAPITAL GAINS/LOSSES
YEAR END 12/31/2012

| | FAIR MARKET VALUE ACCOUNT 7000112 | ACCOUNT 8089802 | PASSTHROUGH GAINS/(LOSS) | TOTAL: |
|---|---|---|---|---|
| TOTAL PROCEEDS | 106,509 | 6,767,408 | 84 | 6,874,002 |
| LESS: TAX BASIS | (164,716) | (5,531,914) | | (5,696,631) |
| NET REALIZED GAIN/(LOSS) | (58,207) | 1,235,494 | 84 | 1,177,371 |
| CAPITAL GAIN DISTRIBUTION | | 147,744 | | 147,744 |

TOTAL GAIN/(LOSS): 1,325,115

**PLEASE SEE ATTACHED BROKERAGE STATEMENTS FOR ADDITIONAL DETAILS.

FEDERAL FOOTNOTES

ATTACHMENT 20

INFORMATION REGARDING GRANT AND LOAN PROGRAM

SCAIFE FAMILY FOUNDATION GRANT AWARDS WILL SUPPORT AND DEVELOP PROGRAMS THAT STRENGTHEN FAMILIES, ADDRESS ISSUES SURROUNDING THE HEALTH AND WELFARE OF WOMEN AND CHILDREN, PROMOTE ANIMAL WELFARE, AND THAT DEMONSTRATE THE BENEFICIAL INTERACTION BETWEEN HUMANS AND ANIMALS. THE FOUNDATION WILL CONSIDER GRANTS DIRECTED TOWARD EARLY INTERVENTION AND PREVENTION EFFORTS IN THE AREA OF DRUG AND ALCOHOL ADDICTION. CONSIDERATION MAY BE GIVEN TO ORGANIZATIONS THAT ENCOURAGE PRIVATE CONSERVATION. THE FOUNDATION WILL REMAIN FLEXIBLE IN ORDER TO OFFER SUPPORT IN AREAS OF IMPORTANCE AS DETERMINED BY THE TRUSTEES. THE FOUNDATION WILL NOT CONSIDER GRANTS TO INDIVIDUALS. PROPOSALS FOR THE FOLLOWING ARE USUALLY DECLINED: EVENT SPONSORSHIPS, ENDOWMENTS, CAPITAL CAMPAIGNS, RENOVATIONS OR GOVERNMENT AGENCIES.

INITIAL INQUIRIES TO THE FOUNDATION SHOULD BE IN LETTER FORM SIGNED BY THE ORGANIZATION'S PRESIDENT, OR AUTHORIZED REPRESENTATIVE, AND HAVE THE APPROVAL OF THE ORGANIZATION'S BOARD OF DIRECTORS. THE LETTER SHOULD INCLUDE A CONCISE DESCRIPTION OF THE SPECIFIC PROGRAM FOR WHICH FUNDS ARE REQUESTED. ADDITIONAL INFORMATION MUST INCLUDE A BUDGET FOR THE PROGRAM AND FOR THE ORGANIZATION, THE LATEST AUDITED FINANCIAL STATEMENT, ANNUAL REPORT AND BOARD OF DIRECTORS LIST. A COPY OF THE ORGANIZATION'S CURRENT RULING LETTER EVIDENCING TAX EXEMPTION UNDER SECTION 501 (C)(3) OF THE INTERNAL REVENUE SERVICE CODE IS REQUIRED AS IS A COPY OF THE MOST RECENT 990 FILED WITH THE IRS. ADDITIONAL INFORMATION MAY BE REQUESTED IF NEEDED FOR FURTHER EVALUATION.

THE FOUNDATION NORMALLY CONSIDERS GRANTS AT SEMI ANNUAL MEETINGS. HOWEVER, REQUESTS MAY BE SUBMITTED AT ANY TIME AND WILL BE ACTED UPON AS EXPEDITIOUSLY AS POSSIBLE.

GRANT APPLICATION LETTERS SHOULD BE ADDRESSED TO:

MR. DAVID A ZYWIEC, PRESIDENT
SCAIFE FAMILY FOUNDATION
777 SOUTH FLAGLER DRIVE
WEST TOWER, SUITE 903
WEST PALM BEACH, FLORIDA 33401

## FEDERAL FOOTNOTES

ATTACHMENT 21

ALL OF THE GRANTEES SHOWN ON THE ATTACHED STATEMENT OF GRANTS ARE EXEMPT UNDER INTERNAL REVENUE CODE (IRC) SECTION 501 (C ) (3), AND HAVE THE STATUS OF PUBLIC CHARITIES, WITHIN THE MEANING OF IRC SECTION 509 (A) (1), (2) OR (3).

## FEDERAL FOOTNOTES

ATTACHMENT 22

COMPENSATION OF OFFICERS AND EMPLOYEES SALARIES AS WELL AS THE RELATED EMPLOYEE BENEFITS ARE ALLOCATED BASED ON THE TIME SPENT IN CARRYING OUT THE FOUNDATION'S EXEMPT PURPOSE VERSUS TIME SPENT IN THE PRODUCTION OF INCOME. PROFESSIONAL FEES AND OTHER COSTS WHICH CAN BE DIRECTLY ALLOCATED TO A SPECIFIC CATEGORY ARE CLASSIFIED AS SUCH. OTHER COSTS SUCH AS OCCUPANCY EXPENSE ARE ALLOCATED BASED ON THE PERCENTAGE OF TIME SPENT ON EXEMPT FUNCTIONS BY ALL EMPLOYEES VERSUS TIME SPENT ON ALL ACTIVITIES. ACCOUNTING FEES ARE PRORATED 50/50 BASED UPON THE TIME SPENT ON INVESTMENT COMPARED TO PROGRAM BY THE ACCOUNTANTS.

## FEDERAL FOOTNOTES

ATTACHMENT 23

SUMMARY OF INVESTMENTS

| | ACCOUNT 7000112 | ACCOUNT 8089802 | TOTAL |
|---|---|---|---|
| CORPORATE STOCK | 4,938,826 | - | 4,938,826 |
| CASH EQUIVALENTS | 142,748 | 3,447,351 | 3,590,099 |
| MUTUAL FUNDS | | 68,108,730 | 68,108,730 |
| OTHER EQUITY ASSETS | | 2,575,173 | 2,575,173 |
| TOTAL OF INVESTMENTS | 5,081,574 | 74,131,253 | 79,212,828 |

TOTAL FAIR MARKET VALUE OF INVESTMENTS 79,212,828

**PLEASE SEE ATTACHED BROKERAGE STATEMENTS FOR ADDITIONAL DETAIL.

SCAIFE FAMILY FOUNDATION
Schedule of Grants

| | Payable December 31, 2011 | January 1 to December 31, 2012 Approved | Paid | Payable December 31, 2012 |
|---|---|---|---|---|
| Ability Center of Greater Toledo (The),<br>Sylvania, Ohio<br>Program support | 25,000 | | 25,000 | 0 |
| Achievement Centers for Children and Families,<br>Delray Beach, Florida<br>Program support | 20,000 | 20,000 | 20,000 | 20,000 |
| All Creatures Sanctuary,<br>Palm Beach Gardens, Florida<br>Operating support | | 100,000 | 100,000 | 0 |
| Allegheny Land Trust,<br>Sewickley, Pennsylvania<br>Operating support | | 10,000 | 10,000 | 0 |
| Angel of Hope Memorial Gardens of the Palm Beaches,<br>West Palm Beach, Florida<br>Capital support | | 25,000 | | 25,000 |
| Animal adoption Center,<br>Jackson, Wyoming<br>Operating support | | 15,000 | 15,000 | 0 |
| Animal Recovery Mission, Inc.<br>Miami, Florida<br>Operating support | | 250,000 | 100,000 | 150,000 |
| Animal Rescue League of Western Pennsylvania,<br>Pittsburg, Pennsylvania<br>Operating support | | 125,000 | 125,000 | 0 |
| ASPCA.<br>New York, New York<br>Program support | | 40,000 | 40,000 | 0 |
| Bergin University of Canine Studies,<br>Santa Rosa, California<br>Program support | | 30,000 | | 30,000 |

SCAIFE FAMILY FOUNDATION
Schedule of Grants

| | Payable December 31, 2011 | January 1 to December 31, 2012 Approved | Paid | Payable December 31, 2012 |
|---|---|---|---|---|
| Betty Ford Center (The), | | | | |
| Palm Desert, California | | | | |
| Medical student program | 100,000 | 100,000 | 100,000 | 100,000 |
| Children's Program Training Academy program support | 100,000 | 100,000 | 100,000 | 100,000 |
| Medical and Health Professional Educational Initiative | | 1,200,000 | | 1,200,000 |
| Big Brothers Big Sisters of Greater Pittsburgh, | | | | |
| Pittsburgh, Pennsylvania | | | | |
| Program support | 15,000 | | 15,000 | 0 |
| Boys & Girls Clubs of Palm Beach County, | | | | |
| West Palm Beach, Florida | | | | |
| Program support | 50,000 | 50,000 | 50,000 | 50,000 |
| Busch Wildlife Sanctuary, | | | | |
| Jupiter, Florida | | | | |
| Operating support | | 20,000 | 20,000 | 0 |
| Caring Children Clothing Children, Inc., | | | | |
| Stuart, Florida | | | | |
| Program support | | 7,000 | 7,000 | 0 |
| Carnegie Library of Pittsburgh, | | | | |
| Pittsburgh, Pennsylvania | | | | |
| Program support | | 15,000 | 15,000 | 0 |
| Canine Companions for Independence, | | | | |
| Orlando, Florida | | | | |
| Program support | 15,000 | 20,000 | 15,000 | 20,000 |
| CASA of Allegheny County, | | | | |
| Pittsburgh, Pennsylvania | | | | |
| Program support | 60,000 | 60,000 | 60,000 | 60,000 |
| Center for Immigration Studies, | | | | |
| Washington, D.C. | | | | |
| Operating support | | 75,000 | 75,000 | 0 |

SCAIFE FAMILY FOUNDATION
Schedule of Grants

| | Payable December 31, 2011 | January 1 to December 31, 2012 Approved | Paid | Payable December 31, 2012 |
|---|---|---|---|---|
| Center on Addiction and the Family, New York, New York Program support | | 150,000 | 150,000 | 0 |
| Centro Infantil San Pablo, Inc., Laredo, Texas Operating support | 28,000 | | 28,000 | 0 |
| Children's Home Society of Florida, West Palm Beach, Florida Program support | 10,000 | 10,000 | 10,000 | 10,000 |
| Children's Institute, Pittsburgh, Pennsylvania Program support | | 20,000 | 20,000 | 0 |
| Circle Tail, Inc., Pleasant Plain, Ohio Operating support | 20,000 | 20,000 | 20,000 | 20,000 |
| Crisis Center North, Pittsburgh, Pennsylvania Operating support | 15,000 | 15,000 | 15,000 | 15,000 |
| The Crossroads Club, Inc., Delray Beach, Florida Program support | | 7,000 | 7,000 | 0 |
| Delaware Valley Golden Retriever Rescue, Inc., Reinholds Pennsylvania Operating support | 22,000 | 30,000 | 22,000 | 30,000 |
| Dress for Success Pittsburgh, Pittsburgh, Pennsylvania Program support | 15,000 | | 15,000 | 0 |
| Dolphin Research Center Grassy Key, Florida Program support | | 5,000 | 5,000 | 0 |

SCAIFE FAMILY FOUNDATION
Schedule of Grants

| | Payable December 31, 2011 | January 1 to December 31, 2012 Approved | Paid | Payable December 31, 2012 |
|---|---|---|---|---|
| Entrepreneuring Youth, | | | | |
| Pittsburgh, Pennsylvania | | | | |
| Operating support | 75,000 | 75,000 | 75,000 | 75,000 |
| Families First of Palm Beach County, Inc., | | | | |
| West Palm Beach, Florida | | | | |
| Program support | | 10,000 | | 10,000 |
| Family Resources | | | | |
| Pittsburgh, Pennsylvania | | | | |
| Program support | | 26,000 | 26,000 | 0 |
| First Step Recovery Home, Inc., | | | | |
| McKeesport, Pennsylvania | | | | |
| Program support | | 10,000 | | 10,000 |
| Operating support | | 10,000 | | 10,000 |
| Friends of the Needy, Inc., | | | | |
| West Palm Beach, Florida | | | | |
| Elders on the Edge Pet Fund | | 25,000 | 25,000 | 0 |
| Glade Run Foundation, | | | | |
| Zelienople, Pennsylvania | | | | |
| Program support | | 15,000 | 15,000 | 0 |
| Gratitude House | | | | |
| West Palm Beach, Florida | | | | |
| Program support | | 7,000 | 7,000 | 0 |
| Hazelden Foundation, | | | | |
| Center City, Minnesota | | | | |
| Medical student program | 80,000 | 80,000 | 80,000 | 80,000 |
| HealthCorps, Inc., | | | | |
| New York, New York | | | | |
| Operating support | | 25,000 | | 25,000 |
| The Heart and Soul Animal Foundation, | | | | |
| Santa Fe, New Mexico | | | | |
| Operating support | | 50,000 | 50,000 | 0 |

| | Payable December 31, 2011 | January 1 to December 31, 2012 Approved | Paid | Payable December 31, 2012 |
|---|---|---|---|---|
| H.O.R.S.E. of CT, Inc., | | | | |
| Washington, Connecticut | | | | |
| Operating support | 5,000 | 8,000 | 5,000 | 8,000 |
| Horse Haven of Tennessee, Inc., | | | | |
| Knoxville, Tennessee | | | | |
| Operating support | | 8,500 | 8,500 | 0 |
| Horses and the Handicapped of South Florida, Inc., | | | | |
| Boca Raton, Florida | | | | |
| Program support | 6,000 | 6,000 | 6,000 | 6,000 |
| Institute for Research, Education and Training in Addictions (The), | | | | |
| Pittsburgh, Pennsylvania | | | | |
| Medical student program | 56,000 | 64,000 | 56,000 | 64,000 |
| Jack the Bike Man, Inc., | | | | |
| West Palm Beach, Florida | | | | |
| Program support | 10,000 | 20,000 | 10,000 | 20,000 |
| Kelly Anne Dolan Memorial Fund, | | | | |
| Ambler, Pennsylvania | | | | |
| Program support | 5,000 | 5,000 | 5,000 | 5,000 |
| Kody Snodgrass Memorial Foundation, Inc., | | | | |
| Inverness, Florida | | | | |
| Operating support | 5,000 | | 5,000 | 0 |
| Longhopes Donkey Shelter, | | | | |
| Bennett, Colorado | | | | |
| Operating support | | 1,500 | 1,500 | 0 |
| Make-A-Wish Foundation of Greater Pennsylvania and Southern West Virginia, Inc., | | | | |
| Pittsburgh, Pennsylvania | | | | |
| Program support | 39,000 | 39,000 | 39,000 | 39,000 |
| Operating support- Inner Circle | | 10,000 | | 10,000 |

SCAIFE FAMILY FOUNDATION
Schedule of Grants

| | Payable December 31, 2011 | January 1 to December 31, 2012 Approved | Paid | Payable December 31, 2012 |
|---|---|---|---|---|
| McCarthy's Wildlife Sanctuary, Inc., West Palm Beach, Florida | | | | |
| Program support | 5,000 | | 5,000 | 0 |
| National Alliance on Mental Illness - Palm Beach County, Lake Worth, Florida | | | | |
| Operating support | | 15,000 | | 15,000 |
| National Disaster Search Dog Foundation, Ojai, California | | | | |
| Program support | | 50,000 | 50,000 | 0 |
| Capital support | | 250,000 | 250,000 | 0 |
| National Fatherhood Initiative, Germantown, Maryland | | | | |
| Operating support | 30,000 | | 30,000 | 0 |
| National Rural Alcohol and Drug Abuse Network, Inc., Tony, Wisconsin | | | | |
| Medical student program | 35,000 | 43,000 | 35,000 | 43,000 |
| New Horizons Service Dogs, Inc., Orange City, Florida | | | | |
| Program support | 15,000 | | 15,000 | 0 |
| New York-Presbyterian Fund, Inc., New York, New York | | | | |
| Scaife Family Research Fellow | 50,000 | | 50,000 | 0 |
| Numbers USA, Arlington, Virginia | | | | |
| Operating support | 75,000 | 75,000 | 75,000 | 75,000 |
| Operation Warm, Chadds Ford, Pennsylvania | | | | |
| Program support | 8,000 | 8,000 | 8,000 | 8,000 |

| | Payable December 31, 2011 | January 1 to December 31, 2012 Approved | Paid | Payable December 31, 2012 |
|---|---|---|---|---|
| Opportunity, Inc., West Palm Beach, Florida | | | | |
| Operating support | | 5,000 | | 5,000 |
| Palm Beach Island Cats, Inc., Palm Beach, Florida | | | | |
| Operating support | 7,500 | | 7,500 | 0 |
| Paws 4 Liberty, Inc., Lake Worth, Florida | | | | |
| Operating support | 40,000 | 50,000 | 40,000 | 50,000 |
| Pets for the Elderly Foundation (The), Mentor, Ohio | | | | |
| Program support | 20,000 | | 20,000 | 0 |
| Philanthropy Roundtable (The), Washington, D. C. | | | | |
| Operating support | 10,000 | 10,000 | 10,000 | 10,000 |
| Alliance for Charitable Reform support | 10,000 | 10,000 | 10,000 | 10,000 |
| Pittsburgh Botanic Garden, Pittsburgh, Pennsylvania | | | | |
| Program support | | 10,000 | | 10,000 |
| Pittsburgh Symphony Orchestra, Pittsburgh, Pennsylvania | | | | |
| Program support | | 10,000 | 10,000 | 0 |
| Place of Hope, Palm Beach Gardens, Florida | | | | |
| Operating support | 25,000 | 25,000 | 25,000 | 25,000 |
| ProEnglish, Arlington, Virginia | | | | |
| Program support | | 25,000 | 25,000 | 0 |
| Project LIFT, Inc., Stuart, Florida | | | | |
| Operating support | | 10,000 | | 10,000 |

| | Payable December 31, 2011 | January 1 to December 31, 2012 Approved | Paid | Payable December 31, 2012 |
|---|---|---|---|---|
| Puppies Behind Bars,<br>New York, New York<br>Operating support | 100,000 | 125,000 | 100,000 | 125,000 |
| Regents of the University of California (The)<br>La Jolla, California<br>Medical student program | 50,000 | | 50,000 | 0 |
| Rutgers, The State University of New Jersey,<br>Piscataway, New Jersey<br>Medical student program | | 75,000 | | 75,000 |
| Saltworks Theatre Company,<br>Pittsburgh, Pennsylvania<br>Program support | 10,000 | 10,000 | 10,000 | 10,000 |
| Shelter for Abused Women & Children, Inc. (The),<br>Naples, Florida<br>Operating support | 10,000 | 10,000 | 10,000 | 10,000 |
| S.O.S. 4 Paws, Inc.,<br>West Palm Beach, Florida<br>Operating support | 2,000 | | 2,000 | 0 |
| St. Luke's Roosevelt Hospital Center,<br>New York, New York<br>Operating support | | 160,000 | 160,000 | 0 |
| St. Nicholas Russian Orthodox Church,<br>Duquesne, Pennsylvania<br>Operating support | | 10,000 | 10,000 | 0 |
| University of Pittsburgh,<br>Pittsburgh, Pennsylvania<br>Program support | | 20,000 | 20,000 | 0 |
| University of California - San Diego<br>San Diego, California<br>Medical student program | | 60,000 | | 60,000 |

SCAIFE FAMILY FOUNDATION
Schedule of Grants

| | Payable December 31, 2011 | January 1 to December 31, 2012 Approved | Paid | Payable December 31, 2012 |
|---|---|---|---|---|
| University of Utah, | | | | |
| Salt Lake City, Utah | | | | |
| Medical student program | 25,000 | 25,000 | 25,000 | 25,000 |
| Urban Youth Impact, | | | | |
| West Palm Beach, Florida | | | | |
| Program support | 5,000 | 5,000 | 5,000 | 5,000 |
| Variety, The Children's Charity, | | | | |
| Pittsburgh, Pennsylvania | | | | |
| Program support | | 6,000 | 6,000 | 0 |
| Vinceremos Therapeutic Riding Center, Inc., | | | | |
| Loxahatchee, Florida | | | | |
| Program support | 50,000 | 50,000 | 50,000 | 50,000 |
| Capital support | 20,000 | | 20,000 | 0 |
| West Palm Beach Library Foundation, | | | | |
| West Palm Beach, Florida | | | | |
| Program support | 20,000 | | 20,000 | 0 |
| Women's Center & Shelter of Greater Pittsburgh, | | | | |
| Pittsburgh, Pennsylvania | | | | |
| Operating support | | 30,000 | | 30,000 |
| | 1,398,500 | 4,196,000 | 2,751,500 | 2,843,000 |

HAWTHORN
PNC Family Wealth

SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT
Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012



## Total portfolio value

| | |
|---|---|
| Total portfolio value on December 31 | $5,081,573.35 |
| Total portfolio value on January 1 | 4,438,390.61 |
| Total change in value | $643,182.74 |

www.hawthorn.pnc.com

**Your Relationship Managers**
Sharon M Vogel
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One PNC Plaza
Pittsburgh , PA 15222
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Patricia N Cingle
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Pittsburgh , PA 15222
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## Investment policy and market outlook

**Investment objective: Nondiscretionary Acct-No Inv Objective**

## Bulletin board

*Beginning in September 2012, Interactive Data is now providing pricing for taxable fixed income securites held in our clients' portfolios. Our previous pricing vendor for these types of securities was Reuters. If you have any questions about this change, please contact your investment advisor.*

*Enclosed is an insert addressing expense ratios on mutual funds available through PNC Bank, N.A. This enclosure provides important information on fund level compensation paid to PNC and its affiliates. Additional information on these fees is available in each fund's prospectus. To obtain a copy of a prospectus, contact your account officer.*

SH-000519-PHA-PHA40A05

GEORGIA HUCKA
1235 NORTH WESTERN DRIVE
MONROEVILLE PA 15146-4403

***NOTICE OF LIMITATION OF LIABILITY - Trust Accounts***

**An action for breach of trust based on matters disclosed in a trust accounting or other written reports of the trustee - such as this statement - may be subject to a statute of limitations, limiting your right to sue, measured as follows, from either the date the trust accounting, statement or written report is mailed or received. If you have questions regarding your rights, please contact your attorney.**

| | | |
|---|---|---|
| DC: 1 year from mailing | IL: 3 years from receipt | OH: 2 years from mailing |
| DE: 2 years from receipt | MI: 1 year from mailing | PA: 30 months from receipt |
| FL: 6 months from receipt | MO: 1 year from mailing | VA: 1 year from mailing |
| | | WI: 2 years from mailing |

**See pnc.com for the latest updates about our investing strategies.**

*About your account*

The PNC Financial Services Group, Inc ("PNC") uses the service marks "PNC Wealth Management", "PNC Institutional Investments" and "Hawthorn PNC Family Wealth" to provide investment and wealth management, fiduciary services, FDIC-insured banking products and services and lending of funds through its subsidiary, PNC Bank, National Association, which is a **Member FDIC,** and uses the service marks "PNC Wealth Management" and "Hawthorn PNC Family Wealth" to provide certain fiduciary and agency services through its subsidiary, PNC Delaware Trust Company Brokerage and advisory products and services are offered through PNC Investments LLC, a registered broker-dealer and investment adviser and member of FINRA and SIPC. Insurance products and advice may be provided by PNC Insurance Services, LLC, licensed insurance agency affiliates of PNC, or by licensed insurance agencies that are not affiliated with PNC, in either case a licensed insurance affiliate will receive compensation if you choose to purchase insurance through these programs A decision to purchase insurance will not affect the cost or availability of other products or services from PNC or its affiliates PNC does not provide legal, tax or accounting advice.

**The securities in this account, including shares of mutual funds, are not bank deposits. PNC Bank and other banks do not guarantee these securities, the FDIC does not insure them nor does any government agency or government-sponsored agency of the federal government or any state. Securities involve investment risks, including the possible loss of the amount invested.**

**In addition, the shares of any mutual fund in this account are not obligations of any bank, nor are they issued or endorsed by any bank or guaranteed by the FDIC or any other government agency or government-sponsored agency of the federal government or any state.**

DALBAR RATED 2012 COMMUNICATIONS EXCELLENCE

**This statement contains information obtained from sources believed to be reliable. These sources may include other service providers that may also be under contractual obligation to you.**

**Please contact your PNC Relationship Manager via phone or in writing if there have been any changes in your investment objectives, financial situation, risk tolerance, or specific investment restrictions on the management of your account.**

**Investments: Not FDIC Insured. No Bank Guarantee. May Lose Value.**
**Insurance: Not FDIC Insured. No Bank or Federal Government Guarantee. May Lose Value.**

## Table of contents

*Table of contents (continued)*

# Summary

## Portfolio value

| Income | |
|---|---|
| Income on December 31 | $600.00 |
| Income on January 1 | 600.00 |
| Change in value | - |

| Principal | |
|---|---|
| Principal on December 31 | $5,080,973.35 |
| Principal on January 1 | 4,437,790.61 |
| Change in value | $643,182.74 |

| Total | |
|---|---|
| Total portfolio value on December 31 | $5,081,573.35 |
| Total portfolio value on January 1 | 4,438,390.61 |
| Total change in value | $643,182.74 |

## Portfolio value by asset class

| Income | Value Dec. 31 | Value Jan. 1 | Change in value | Tax cost* |
|---|---|---|---|---|
| Cash and cash equivalents | $600.00 | $600.00 | - | $600.00 |

| Principal | Value Dec. 31 | Value Jan. 1 | Change in value | Tax cost* |
|---|---|---|---|---|
| Cash and cash equivalents | $142,147.84 | $134,915.29 | $7,232.55 | $142,147.84 |
| Equities | 4,938,825.51 | 4,302,875.32 | 635,950.19 | 2,840,507.83 |
| Total | $5,081,573.35 | $4,438,390.61 | $643,182.74 | $2,983,255.67 |

* *We use tax cost to calculate the cost of your portfolio. When this information is not available for all assets, your portfolio's tax cost may be understated. To determine if we have tax cost information for all your assets, call Sharon Vogel your Account Advisor.*

*Summary*

## *Change in account value*

| | This period |
|---|---|
| Beginning account value | $4,446,613.76 |
| **Additions** | |
| Investment income | $111,741.32 |
| Other receipts | 24.21 |
| **Disbursements** | |
| Distributions | - $106,667.29 |
| Fees and charges | - 5,074.03 |
| Change in value of investments | 643,158.53 |
| Net accrued income | - 623.72 |
| Ending account value | $5,089,172.78 |

## *Gain/loss summary*

| | Net realized gain/loss This period | Net unrealized gain/loss* Since acquisition |
|---|---|---|
| Equities | - $58,207.23 | $2,098,317.68 |
| Total | - $58,207.23 | $2,098,317.68 |

** All unrealized gain/loss information is based on tax cost When this information is not available for all assets, your portfolio's tax cost may be understated. To determine if we have tax cost information for all your assets, call Sharon Vogel your Account Advisor*

## *Accrued income summary*

| | |
|---|---|
| Accrued income on December 31 | $7,599.43 |
| Accrued income on January 01 | 8,223.15 |
| Net accrued income | - $623.72 |

## *Investment income summary*

| | This period | Estimated annual income | Accrued income this period |
|---|---|---|---|
| Income-cash and cash equivalents | $260.68 | $195.75 | $17.97 |
| Dividends-equities | 111,480.64 | 117,767.24 | 7,581.46 |
| Total | $111,741.32 | $117,962.99 | $7,599.43 |

*Summary*

## *Transaction summary - measured by cash balance*

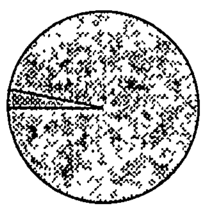
| | Income | Principal |
|---|---|---|
| | This period | This period |
| **Beginning cash balance** | $0.00 | $0.00 |
| **Additions** | | |
| Investment income | $111,741.32 | - |
| Sales and maturities | - | 106,509.28 |
| Other receipts | - | 24.21 |
| **Disbursements** | | |
| Distributions | - $106,667.29 | - |
| Purchases | - | - 106,533.49 |
| Fees and charges | - 5,074.03 | - |
| **Ending cash balance** | $0.00 | $0.00 |
| **Change in cash** | - | - |

## *Transaction summary - measured by tax cost*

| | This period |
|---|---|
| **Beginning tax cost** | $3,041,438.69 |
| **Additions** | |
| Purchases | $106,533.49 |
| Securities received | 115,102.12 |
| **Disbursements** | |
| Sales | - $164,716.51 |
| Securities delivered | - 115,102.12 |
| Change in cash | |
| **Ending tax cost** | $2,983,255.67 |

# Analysis

## *Asset allocation*



| | Dec 31, 2012 |
|---|---|
| **Cash and cash equivalents** | **2.81 %** |
| Mutual funds | 2.81 % |
| **Equities** | **97.19 %** |
| Stock | 91.08 % |
| Etf's | 6.11 % |

## *Equity sectors*

| | Market value | % of equities | % of total portfolio |
|---|---|---|---|
| Industrials | $116,490.40 | 2.52 % | 2.29 % |
| Consumer discretionary | 441,299.00 | 9.54 % | 8.68 % |
| Consumer staples | 1,354,464.11 | 29.26 % | 26.66 % |
| Energy | 796,860.00 | 17.22 % | 15.68 % |
| Financial | 119,363.00 | 2.58 % | 2.35 % |
| Information technology | 1,331,434.00 | 28.77 % | 26 20 % |
| Health care | 352,560.00 | 7.62 % | 6.94 % |
| Telecommunication services | 115,905.00 | 2.50 % | 2.28 % |
| **Total** | **$4,628,375.51** | **100.00 %** | **91.08 %** |

# Detail

## *Portfolio - income*

### Cash and cash equivalents
#### Mutual funds - money market

| Description | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg. tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| FIDELITY MONEY MARKET INSTITUTIONAL CLASS FD #059 | $600.00<br>600 | $600.00<br>$1.0000 | 0 02 % | $600.00<br>$1 00 | | 0.14 % | $0.82 | $1 27 |

## *Portfolio - principal*

### Cash and cash equivalents
#### Mutual funds - money market

| Description | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg. tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| FIDELITY MONEY MARKET INSTITUTIONAL CLASS FD #059 | $134,915.29<br>142,147.840 | $142,147.84<br>$1.0000 | 2.80 % | $142,147.84<br>$1.00 | | 0.14 % | $194 93 | $16.70 |

*Detail*

# Equities

## Stocks

### *Consumer discretionary*

| Description (Symbol) | Market value last period<br>Quantity | Current market value<br>Current price per unit | % of total portfolio | Total tax cost<br>Avg. tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| MCDONALD'S CORP (MCD) | $100,330 00<br>1,000 | $88,210.00<br>$88 2100 | 1 74 % | $52,915 00<br>$52 92 | $35,295 00 | 3 50 % | $3,080 00 | |
| NIKE INC (NKE)<br>CLASS B | 125,281 00<br>2,600 | 134,160.00<br>51 6000 | 2 65 % | 69,863 95<br>26 87 | 64,296 05 | 1.63 % | 2,184 00 | |
| TARGET CORP (TGT) | 189,514 00<br>3,700 | 218,929 00<br>59.1700 | 4 31 % | 137,395 04<br>37 13 | 81,533 96 | 2 44 % | 5,328 00 | |
| **Total consumer discretionary** | | **$441,299.00** | **8.68 %** | **$260,173.99** | **$181,125.01** | **2.40 %** | **$10,592.00** | |

### *Consumer staples*

| Description (Symbol) | Market value last period<br>Quantity | Current market value<br>Current price per unit | % of total portfolio | Total tax cost<br>Avg tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| COCA COLA CO (KO) | $69,970 00<br>2,000 | $72,500 00<br>$36 2500 | 1.43 % | $38,723.20<br>$19 36 | $33,776.80 | 2 82 % | $2,040 00 | |
| COSTCO WHOLESALE CORP (COST) | 83,320.00<br>1,000 | 98,730 00<br>98.7300 | 1 95 % | 58,526 72<br>58 53 | 40,203 28 | 1 12 % | 1,100 00 | |
| GENERAL MILLS INC (GIS) | 161,640 00<br>4,000 | 161,680 00<br>40 4200 | 3 19 % | 90,563 60<br>22 64 | 71,116 40 | 3 27 % | 5,280 00 | |
| KRAFT FOODS GROUP INC (KRFT) | <br>945 | 42,969 15<br>45 4700 | 0 85 % | 19,525 59<br>20 66 | 23,443.56 | 4 40 % | 1,890 00 | 472 50 |
| MONDELEZ INTERNATIONAL (MDLZ) | <br>2,837 | 72,210 16<br>25 4530 | 1.43 % | 36,402 77<br>12 83 | 35,807 39 | 2 05 % | 1,475 24 | 368 81 |
| PHILIP MORRIS INTERNAT-W/I (PM) | 549,360 00<br>7,000 | 585,480 00<br>83 6400 | 11 53 % | 290,729 68<br>41 53 | 294,750.32 | 4 07 % | 23,800.00 | 5,950 00 |
| PROCTER & GAMBLE CO (PG) | 66,710 00<br>1,000 | 67,890.00<br>67.8900 | 1 34 % | 59,571 00<br>59.57 | 8,319 00 | 3 32 % | 2,248 00 | |
| WAL-MART STORES INC (WMT) | 179,280 00<br>3,000 | 204,690 00<br>68 2300 | 4 03 % | 154,880 00<br>51 63 | 49,810 00 | 2 34 % | 4,770 00 | |
| WHOLE FOODS MKT INC (WFM) | <br>530 | 48,314 80<br>91.1600 | 0.96 % | 49,570 90<br>93 53 | - 1,256 10 | 0 88 % | 424 00 | |
| **Total consumer staples** | | **$1,354,464.11** | **26.65 %** | **$798,493.46** | **$555,970.65** | **3.18 %** | **$43,027.24** | **$6,791.31** |

*Detail*

## *Energy*

| Description (Symbol) | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg. tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| NOBLE CORPORATION (NE) | $90,660 00 | $104,460.00 | 2.06 % | $81,577.40 | $22,882 60 | 1.56 % | $1,626 00 | |
| SEDOL: B65Z9D7 | 3,000 | $34 8200 | | $27.19 | | | | |
| ISIN. CH0033347318 | | | | | | | | |
| EXXON MOBIL CORP (XOM) | 678,080.00 | 692,400.00 | 13.63 % | 418,083.99 | 274,316.01 | 2.64 % | 18,240 00 | |
| | 8,000 | 86.5500 | | 52.26 | | | | |
| **Total energy** | | **$796,860.00** | **15.68 %** | **$499,661.39** | **$297,198.61** | **2.49 %** | **$19,866.00** | |

## *Financial*

| Description (Symbol) | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg. tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| EQUITY RESIDENTIAL (EQR) | | $51,003.00 | 1.01 % | $49,730.04 | $1,272 96 | 5.42 % | $2,763 00 | $690.75 |
| SH BEN INT REIT | 900 | $56 6700 | | $55 26 | | | | |
| WELLS FARGO & COMPANY (WFC) | 55,120 00 | 68,360.00 | 1.35 % | 49,538 40 | 18,821 60 | 2.58 % | 1,760 00 | |
| | 2,000 | 34.1800 | | 24 77 | | | | |
| **Total financial** | | **$119,363.00** | **2.35 %** | **$99,268.44** | **$20,094.56** | **3.79 %** | **$4,523.00** | **$690.75** |

## *Health care*

| Description (Symbol) | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| GILEAD SCIENCES INC (GILD) | $196,464 00 | $352,560.00 | 6.94 % | $190,421.04 | $162,138 96 | | | |
| | 4,800 | $73 4500 | | $39 67 | | | | |

## *Industrials*

| Description (Symbol) | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg. tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| CATERPILLAR INC (CAT) | $117,780.00 | $116,490.40 | 2 30 % | $58,207 50 | $58,282.90 | 2.33 % | $2,704.00 | |
| | 1,300 | $89 6080 | | $44.78 | | | | |

*Detail*

## *Information technology*

| Description (Symbol) | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg. tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| APPLE INC (AAPL) | $810,000.00 | $1,064,344 00 | 20.95 % | $399,505 01 | $664,838 99 | 2.00 % | $21,200 00 | |
| | 2,000 | $532.1720 | | $199 75 | | | | |
| MICROSOFT CORP (MSFT) | 259,600.00 | 267,090.00 | 5 26 % | 239,850 00 | 27,240 00 | 3 45 % | 9,200 00 | |
| | 10,000 | 26 7090 | | 23.99 | | | | |
| **Total information technology** | | **$1,331,434.00** | **26.20 %** | **$639,355.01** | **$692,078.99** | **2.28 %** | **$30,400.00** | |

## *Telecommunication services*

| Description (Symbol) | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg. tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| AMERICAN TOWER CORP (AMT) | | $115,905 00 | 2 29 % | $59,160.00 | $56,745 00 | 1.25 % | $1,440 00 | |
| | 1,500 | $77.2700 | | $39 44 | | | | |
| **Total stocks** | | **$4,628,375.51** | **91.08 %** | **$2,604,740.83** | **$2,023,634.68** | **2.43 %** | **$112,552.24** | **$7,482.06** |

## Etf - equity

| Description (Symbol) | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg. tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| ISHARES TR MSCI EMERGING MKTS (EEM) | $265,580 00 | $310,450 00 | 6 11 % | $235,767 00 | $74,683 00 | 1 68 % | $5,215 00 | $99 40 |
| INDEX FD | 7,000 | $44 3500 | | $33 68 | | | | |
| ETF | | | | | | | | |
| **Total equities** | | **$4,938,825.51** | **97.19 %** | **$2,840,507.83** | **$2,098,317.68** | **2.39 %** | **$117,767.24** | **$7,581.46** |
| **Total portfolio** | | **$5,081,573.35** | **100.00 %** | **$2,983,255.67** | **$2,098,317.68** | **2.32 %** | **$117,962.99** | **$7,599.43** |

*Detail*

## *Transaction detail*

| | Income this period | Principal this period |
|---|---|---|
| **Beginning cash balance** | | |

## Additions

### Investment income

| Activity | Description | Payable date | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|---|
| Dividend | NOBLE CORPORATION<br>SEDOL. B65Z9D7<br>ISIN· CH0033347318 | 02/23/12 | | 3,000 | $0 1427 | $428 06 | |
| Dividend | | 05/16/12 | | 3,000 | 0.1393 | 417.87 | |
| Dividend | | 08/16/12 | | 3,000 | 0 1300 | 390 00 | |
| Dividend | | 11/15/12 | | 3,000 | 0.1300 | 390 00 | |
| | | | | | | **$1,625.93** | |
| Dividend | AMERICAN TOWER CORP | 04/25/12 | | 1,500 | 0 2100 | 315.00 | |
| Dividend | | 07/18/12 | | 1,500 | 0.2200 | 330 00 | |
| Dividend | | 10/15/12 | | 1,500 | 0.2300 | 345 00 | |
| Dividend | | 12/31/12 | | 1,500 | 0.2400 | 360 00 | |
| | | | | | | **$1,350.00** | |
| Dividend | APACHE CORPORATION | 02/22/12 | | 700 | 0 1500 | 105 00 | |
| Dividend | | 05/22/12 | | 700 | 0.1700 | 119 00 | |
| Dividend | | 08/22/12 | | 700 | 0.1700 | 119.00 | |
| Dividend | | 11/21/12 | | 700 | 0 1700 | 119 00 | |
| | | | | | | **$462.00** | |
| Dividend | APPLE INC | 08/16/12 | | 2,000 | 2.6500 | 5,300.00 | |
| Dividend | | 11/15/12 | | 2,000 | 2 6500 | 5,300.00 | |
| | | | | | | **$10,600.00** | |
| Dividend | CATERPILLAR INC | 02/18/12 | 02/21/12 | 1,300 | 0.4600 | 598.00 | |
| Dividend | | 05/19/12 | 05/21/12 | 1,300 | 0.4600 | 598 00 | |
| Dividend | | 08/20/12 | | 1,300 | 0 5200 | 676 00 | |
| Dividend | | 11/20/12 | | 1,300 | 0 5200 | 676.00 | |
| Dividend | | 12/31/12 | | 1,300 | 0.5200 | 676 00 | |
| | | | | | | **$3,224.00** | |

*Detail*

## Investment income

| Activity | Description | Payable date | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|---|
| Dividend | COCA COLA CO | 04/01/12 | 04/02/12 | 1,000 | 0 5100 | 510 00 | |
| Dividend | | 07/01/12 | 07/02/12 | 1,000 | 0.5100 | 510.00 | |
| Dividend | | 10/01/12 | | 2,000 | 0 2550 | 510 00 | |
| Dividend | | 12/17/12 | | 2,000 | 0.2550 | 510 00 | |
| | | | | | | $2,040.00 | |
| Dividend | COSTCO WHOLESALE CORP | 02/24/12 | | 1,000 | 0 2400 | 240 00 | |
| Dividend | | 06/08/12 | | 1,000 | 0 2750 | 275 00 | |
| Dividend | | 08/24/12 | | 1,000 | 0 2750 | 275 00 | |
| Dividend | | 11/30/12 | | 1,000 | 0 2750 | 275 00 | |
| Dividend | | 12/18/12 | | 1,000 | 7.0000 | 7,000 00 | |
| | | | | | | $8,065.00 | |
| Dividend | EXXON MOBIL CORP | 03/09/12 | | 8,000 | 0 4700 | 3,760 00 | |
| Dividend | | 06/11/12 | | 8,000 | 0 5700 | 4,560 00 | |
| Dividend | | 09/10/12 | | 8,000 | 0 5700 | 4,560 00 | |
| Dividend | | 12/10/12 | | 8,000 | 0 5700 | 4,560 00 | |
| | | | | | | $17,440.00 | |
| Dividend | GENERAL ELECTRIC CO | 01/25/12 | | 2,500 | 0 1700 | 425 00 | |
| Dividend | | 04/25/12 | | 2,500 | 0 1700 | 425 00 | |
| Dividend | | 07/25/12 | | 2,500 | 0.1700 | 425 00 | |
| Dividend | | 10/25/12 | | 2,500 | 0.1700 | 425 00 | |
| | | | | | | $1,700.00 | |
| Dividend | GENERAL MILLS INC | 02/01/12 | | 4,000 | 0 3050 | 1,220 00 | |
| Dividend | | 05/01/12 | | 4,000 | 0 3050 | 1,220 00 | |
| Dividend | | 08/01/12 | | 4,000 | 0 3300 | 1,320.00 | |
| Dividend | | 11/01/12 | | 4,000 | 0 3300 | 1,320 00 | |
| | | | | | | $5,080.00 | |
| Dividend | ISHARES TR MSCI EMERGING MKTS INDEX FD ETF | 06/28/12 | | 7,000 | 0 4684 | 3,278 50 | |
| Dividend | | 12/27/12 | | 7,000 | 0.2623 | 1,836 29 | |
| | | | | | | $5,114.79 | |
| Dividend | KRAFT FOODS INC - A EXCH 10/02/2012 SEE 50076Q106 & 609207105 | 01/13/12 | | 2,837 | 0 2900 | 822 73 | |
| Dividend | | 04/16/12 | | 2,837 | 0 2900 | 822 73 | |

*Detail*

## Investment income

| Activity | Description | Payable date | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|---|
| Dividend | | 07/16/12 | | 2,837 | 0.2900 | 822 73 | |
| Dividend | | 10/15/12 | | 2,837 | 0.2900 | 822.73 | |
| | | | | | | $3,290.92 | |
| Dividend | MCDONALD'S CORP | 03/15/12 | | 1,000 | 0 7000 | 700 00 | |
| Dividend | | 06/15/12 | | 1,000 | 0.7000 | 700 00 | |
| Dividend | | 09/18/12 | | 1,000 | 0 7000 | 700 00 | |
| Dividend | | 12/17/12 | | 1,000 | 0.7700 | 770.00 | |
| | | | | | | $2,870.00 | |
| Dividend | MICROSOFT CORP | 03/08/12 | | 10,000 | 0.2000 | 2,000 00 | |
| Dividend | | 06/14/12 | | 10,000 | 0.2000 | 2,000.00 | |
| Dividend | | 09/13/12 | | 10,000 | 0.2000 | 2,000 00 | |
| Dividend | | 12/13/12 | | 10,000 | 0.2300 | 2,300.00 | |
| | | | | | | $8,300.00 | |
| Dividend | NIKE INC CLASS B | 01/03/12 | | 1,300 | 0.3600 | 468.00 | |
| Dividend | | 04/02/12 | | 1,300 | 0.3600 | 468 00 | |
| Dividend | | 07/02/12 | | 1,300 | 0 3600 | 468 00 | |
| Dividend | | 10/01/12 | | 1,300 | 0.3600 | 468.00 | |
| Dividend | | 12/26/12 | | 1,300 | 0.4200 | 546 00 | |
| | | | | | | $2,418.00 | |
| Dividend | PHILIP MORRIS INTERNAT-W/I | 01/10/12 | | 7,000 | 0 7700 | 5,390 00 | |
| Dividend | | 04/12/12 | | 7,000 | 0.7700 | 5,390 00 | |
| Dividend | | 07/12/12 | | 7,000 | 0 7700 | 5,390 00 | |
| Dividend | | 10/11/12 | | 7,000 | 0 8500 | 5,950 00 | |
| | | | | | | $22,120.00 | |
| Dividend | PROCTER & GAMBLE CO | 02/15/12 | | 1,000 | 0.5250 | 525.00 | |
| Dividend | | 05/15/12 | | 1,000 | 0 5620 | 562 00 | |
| Dividend | | 08/15/12 | | 1,000 | 0 5620 | 562 00 | |
| Dividend | | 11/15/12 | | 1,000 | 0 5620 | 562 00 | |
| | | | | | | $2,211.00 | |
| Dividend | TARGET CORP | 03/10/12 | 03/12/12 | 3,700 | 0.3000 | 1,110 00 | |
| Dividend | | 06/10/12 | 06/11/12 | 3,700 | 0.3000 | 1,110 00 | |
| Dividend | | 09/10/12 | | 3,700 | 0.3600 | 1,332 00 | |
| Dividend | | 12/10/12 | | 3,700 | 0.3600 | 1,332 00 | |
| | | | | | | $4,884.00 | |

*Detail*

## Investment income

| Activity | Description | Payable date | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|---|
| Dividend | WAL-MART STORES INC | 01/03/12 | | 3,000 | 0.3650 | 1,095.00 | |
| Dividend | | 04/04/12 | | 3,000 | 0 3975 | 1,192.50 | |
| Dividend | | 06/04/12 | | 3,000 | 0 3975 | 1,192 50 | |
| Dividend | | 09/04/12 | | 3,000 | 0 3975 | 1,192 50 | |
| Dividend | | 12/27/12 | | 3,000 | 0 3975 | 1,192 50 | |
| | | | | | | $5,865.00 | |
| Dividend | WELLS FARGO & COMPANY | 03/01/12 | | 2,000 | 0 1200 | 240 00 | |
| Dividend | | 03/30/12 | | 2,000 | 0.1000 | 200 00 | |
| Dividend | | 06/01/12 | | 2,000 | 0 2200 | 440 00 | |
| Dividend | | 09/01/12 | 09/04/12 | 2,000 | 0 2200 | 440 00 | |
| Dividend | | 12/01/12 | 12/03/12 | 2,000 | 0 2200 | 440 00 | |
| | | | | | | $1,760.00 | |
| Dividend | WHOLE FOODS MKT INC | 12/21/12 | | 530 | 2.0000 | 1,060 00 | |
| Dividend | FIDELITY MONEY MARKET INSTITUTIONAL CLASS FD #059 | 12/31/11 | 01/03/12 | 11,694 710 | | 0 97 | |
| Dividend | | 12/31/11 | 01/03/12 | 134,915 290 | | 21 45 | |
| Dividend | | 01/31/12 | 02/01/12 | 8,453 330 | | 1 17 | |
| Dividend | | 01/31/12 | 02/01/12 | 134,915 290 | | 23 97 | |
| Dividend | | 02/29/12 | 03/02/12 | 3,352 120 | | 0 34 | |
| Dividend | | 02/29/12 | 03/02/12 | 134,915.290 | | 23 26 | |
| Dividend | | 03/31/12 | 04/03/12 | 8,016 710 | | 1 00 | |
| Dividend | | 03/31/12 | 04/03/12 | 134,915 290 | | 24 32 | |
| Dividend | | 04/30/12 | 05/01/12 | 9,317.220 | | 1 01 | |
| Dividend | | 04/30/12 | 05/01/12 | 134,915 290 | | 22 57 | |
| Dividend | | 05/31/12 | 06/04/12 | 3,111 670 | | 0 35 | |
| Dividend | | 05/31/12 | 06/04/12 | 134,915 290 | | 22 46 | |
| Dividend | | 06/30/12 | 07/02/12 | 13,769 880 | | 1 05 | |
| Dividend | | 06/30/12 | 07/02/12 | 134,915.290 | | 20 26 | |
| Dividend | | 07/31/12 | 08/01/12 | 8,146 800 | | 0 85 | |
| Dividend | | 07/31/12 | 08/01/12 | 134,915 290 | | 21 03 | |
| Dividend | | 08/31/12 | 09/05/12 | 8,830 820 | | 0 68 | |
| Dividend | | 08/31/12 | 09/05/12 | 134,915 290 | | 19 27 | |
| Dividend | | 09/30/12 | 10/01/12 | 10,398.970 | | 1 07 | |
| Dividend | | 09/30/12 | 10/01/12 | 134,915.290 | | 18 52 | |
| Dividend | | 10/31/12 | 11/01/12 | 8,686 850 | | 0 75 | |

*Detail*

## Investment income

| Activity | Description | Payable date | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|---|
| Dividend | | 10/31/12 | 11/01/12 | 134,945.970 | | 18.11 | |
| Dividend | | 11/30/12 | 12/03/12 | 8,546.500 | | 0.56 | |
| Dividend | | 11/30/12 | 12/03/12 | 134,945 970 | | 15.66 | |
| | | | | | | $260.68 | |
| Total investment income | | | | | | $111,741.32 | |

## Sales and maturities

| Activity | Description | Trade date | Settle date | Quantity | Amount per unit | Charges | Income | Principal | Tax cost |
|---|---|---|---|---|---|---|---|---|---|
| Sale | APACHE CORPORATION<br>BROKER: INSTINET | 11/30/12 | 12/05/12 | 700 | $76 8500 | $15.21 | | $53,779.79 | - $74,529.00 |
| Sale | GENERAL ELECTRIC CO<br>BROKER. INSTINET | 11/30/12 | 12/05/12 | 2,500 | 21.1000 | 51.19 | | 52,698 81 | - 90,173 75 |
| Sale | KRAFT FOODS GROUP INC<br>CASH IN LIEU OF .666 FRACTIONAL<br>SHARES/PAR AT 46.0600 PER SHARE/BOND | 10/25/12 | 10/25/12 | 0.666 | 46.0600 | | | 30.68 | - 13.76 |
| Total sales and maturities | | | | | | | | $106,509.28 | - $164,716.51 |

## Other receipts

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Other receipts | BANK OF AMERICA CORP<br>PROCEEDS DUE ON CLASS ACTION SETTLEMENT | 11/30/12 | | | | $24 21 |
| Total additions | | | | | $111,741.32 | $106,533.49 |

*Detail*

## Disbursements

### Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTDY ACCOUNT NUMBER - 12-12-400-8089802 | 01/31/12 | | | - $7,853 33 | |
| Distribution | TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTDY ACCOUNT NUMBER - 12-12-400-8089802 | 02/29/12 | | | - 2,752 12 | |
| Distribution | TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTDY ACCOUNT NUMBER - 12-12-400-8089802 | 03/30/12 | | | - 7,616 71 | |
| Distribution | TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTDY ACCOUNT NUMBER - 12-12-400-8089802 | 04/30/12 | | | - 8,717.22 | |
| Distribution | TRANSFER 100.0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTDY ACCOUNT NUMBER - 12-12-400-8089802 | 05/31/12 | | | - 2,511 67 | |
| Distribution | TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTDY ACCOUNT NUMBER - 12-12-400-8089802 | 06/29/12 | | | - 13,169 88 | |
| Distribution | TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTDY ACCOUNT NUMBER - 12-12-400-8089802 | 07/31/12 | | | - 7,546 80 | |
| Distribution | TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTDY ACCOUNT NUMBER - 12-12-400-8089802 | 08/31/12 | | | - 8,230 82 | |
| Distribution | TRANSFER 100.0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTDY ACCOUNT NUMBER - 12-12-400-8089802 | 09/28/12 | | | - 9,798 97 | |
| Distribution | TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTDY ACCOUNT NUMBER - 12-12-400-8089802 | 10/31/12 | | | - 8,086 85 | |
| Distribution | TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTDY ACCOUNT NUMBER - 12-12-400-8089802 | 11/30/12 | | | - 8,221 50 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | TRANSFER 100.0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTDY ACCOUNT NUMBER - 12-12-400-8089802 | 12/31/12 | | | - 22,161.42 | |
| **Total cash distributions** | | | | | **- $106,667.29** | |

## Purchases

| Activity | Description | Trade date | Settle date | Quantity | Amount per unit | Charges | Income | Principal | Tax cost |
|---|---|---|---|---|---|---|---|---|---|
| Purchase | EQUITY RESIDENTIAL SH BEN INT REIT BROKER: INSTINET | 11/30/12 | 12/05/12 | 900 | $55.2356 | $18 00 | | - $49,730.04 | $49,730 04 |
| Purchase | WHOLE FOODS MKT INC BROKER: INSTINET | 11/30/12 | 12/05/12 | 530 | 93.5100 | 10.60 | | - 49,570 90 | 49,570 90 |
| Purchase | FIDELITY MONEY MARKET INSTITUTIONAL CLASS FD #059 NET INVESTMENT - PURCHASE | 10/31/12 | 10/31/12 | 30.680 | 1.0000 | | | - 30 68 | 30 68 |
| Purchase | FIDELITY MONEY MARKET INSTITUTIONAL CLASS FD #059 NET INVESTMENT - PURCHASE | 11/30/12 | 11/30/12 | 24.210 | 1.0000 | | | - 24 21 | 24 21 |
| Purchase | FIDELITY MONEY MARKET INSTITUTIONAL CLASS FD #059 NET INVESTMENT - PURCHASE | 12/31/12 | 12/31/12 | 7,177.660 | 1.0000 | | | - 7,177.66 | 7,177 66 |
| | | | | | | | | **- $7,232.55** | **$7,232.55** |
| **Total purchases** | | | | | | | | **- $106,533.49** | **$106,533.49** |

## Fees and charges

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|

*Detail*

## Fees and charges

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 12/30/11 | 01/05/12 | | | - $369 82 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 01/31/12 | 02/03/12 | | | - 389 08 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 02/29/12 | 03/05/12 | | | - 416 89 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 03/30/12 | 04/04/12 | | | - 431 33 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 04/30/12 | 05/03/12 | | | - 428 78 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 05/31/12 | 06/05/12 | | | - 408 93 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 06/29/12 | 07/06/12 | | | - 420 24 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 07/31/12 | 08/06/12 | | | - 433.06 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 08/31/12 | 09/10/12 | | | - 445 48 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 09/28/12 | 10/04/12 | | | - 453 47 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 10/31/12 | 11/06/12 | | | - 439 36 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 11/30/12 | 12/06/12 | | | - 437.59 | |
| **Total fees and charges** | | | | | - $5,074.03 | |
| **Total disbursements** | | | | | - $111,741.32 | - $106,533.49 |
| **Ending cash balance** | | | | | $0.00 | |
| **Change in cash** | | | | | - | - |

*Detail*

## *Non-cash transactions*

### Securities received

| Activity | Description | Date | Quantity | Tax cost | Market Value |
|---|---|---|---|---|---|
| Asset exchange | AMERICAN TOWER CORP<br>RECEIVED 1,500.000 PAR/SHARES DUE<br>TO MANDATORY EXCHANGE | 01/03/12 | 1,500 | $59,160 00 | |
| Stock split | COCA COLA CO<br>RECD 1,000.000 SHS 2 FOR 1 STK SPLT | 08/13/12 | 1,000 | | |
| Asset exchange | KRAFT FOODS GROUP INC<br>RECEIVED 945.666 PAR/SHARES DUE<br>TO MANDATORY EXCHANGE | 10/02/12 | 945.666 | 19,539.35 | |
| Asset exchange | MONDELEZ INTERNATIONAL<br>RECEIVED 2,837.000 PAR/SHARES DUE<br>TO MANDATORY EXCHANGE | 10/02/12 | 2,837 | 36,402.77 | |
| Stock split | NIKE INC<br>CLASS B<br>RECD 1,300.000 SHS 2 FOR 1 STK SPLT | 12/26/12 | 1,300 | | |
| **Total securities received** | | | | **$115,102.12** | **$0.00** |

### Securities delivered

| Activity | Description | Date | Quantity | Tax cost | Market Value |
|---|---|---|---|---|---|
| Asset exchange | AMERICAN TOWER CORP CL A<br>EXCH 01/03/12<br>SEE 03027X100<br>DELIVERED 1,500.000 PAR/SHARES DUE<br>TO MANDATORY EXCHANGE | 01/03/12 | 1,500 | - $59,160.00 | |

*Detail*

## Securities delivered

| Activity | Description | Date | Quantity | Tax cost | Market Value |
|---|---|---|---|---|---|
| Asset exchange | KRAFT FOODS INC - A<br>EXCH 10/02/2012 SEE 50076Q106 &<br>609207105<br>DELIVERED 2,837 000 PAR/SHARES DUE<br>TO MANDATORY EXCHANGE | 10/02/12 | 2,837 | - 55,942 12 | |
| **Total securities delivered** | | | | **- $115,102.12** | **$0.00** |
| **Total non-cash transactions** | | | | **$0.00** | **$0.00** |

## *Realized gain/loss detail*

| Description | Quantity | Average tax cost per unit | Total tax cost | Sale date | Sale price per unit | Total proceeds | Net realized gain/loss |
|---|---|---|---|---|---|---|---|
| APACHE CORPORATION | 700 | $106 47000 | - $74,529.00 | 11/30/12 | $76 85 | $53,779 79 | - $20,749 21 |
| GENERAL ELECTRIC CO | 2,500 | 36 06950 | - 90,173 75 | 11/30/12 | 21.10 | 52,698 81 | - 37,474 94 |
| KRAFT FOODS GROUP INC | 0 666 | 20 66066 | - 13 76 | 10/25/12 | 46.06 | 30 68 | 16.92 |
| **Total** | | | **- $164,716.51** | | | **$106,509.28** | **- $58,207.23** |

# PNC Affiliated Compensation Disclosure Grid



Commingled investment vehicles, such as mutual funds and exchange traded funds ("Funds"), are among the types of investments that PNC Bank and PNC Delaware Trust Company ("PNC," "we" or "us") use to manage investment portfolios on behalf of our clients Funds pay fees to various service providers for services rendered to them This Affiliated Compensation Disclosure Grid is sent to you on a semi-annual basis so that we can inform you of the service fees and other revenue earned by PNC, by members of The PNC Financial Services Group[1], or by others considered to be affiliated with us, and which are paid to us or our affiliates by the Funds that may be held in your account or by the Funds' affiliates [2]

We and/or our affiliates may earn compensation for providing services to Funds, including but not limited to acting as investment adviser, providing omnibus record keeping and associated shareholder services Generally, these fees are earned on a percentage-of-assets basis The total expense ratio for each Fund is also shown on this grid The expenses paid by the Funds or their affiliates are separate from, and in addition to any account level fees paid by client accounts to PNC Certain investment vehicles that are included in this grid are not mutual funds or ETFs, but other types of pooled investment vehicles which pay fees to us and/or our affiliates We also refer to these other types of pooled investment vehicles as "Funds" herein for ease of reference If your account is an employee benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended (ERISA), or an individual retirement account (IRA) managed by PNC, certain of the fees described herein may not apply or be charged to your account Please contact your account officer for more information

The Funds' prospectuses or offering documents provide more comprehensive information regarding the specific services we and/or our affiliates provide the Funds and the compensation we or our affiliates receive in connection with those services Therefore, this Affiliated Compensation Disclosure Grid should be read in conjunction with, and is supplemented by, the applicable prospectuses and/or other offering documents Copies of the prospectuses and/or offering documents have been provided to you for the Funds in which your account is invested, additional copies may be obtained by contacting your account officer or by following the instructions set forth in the footnotes following each section of the grid below

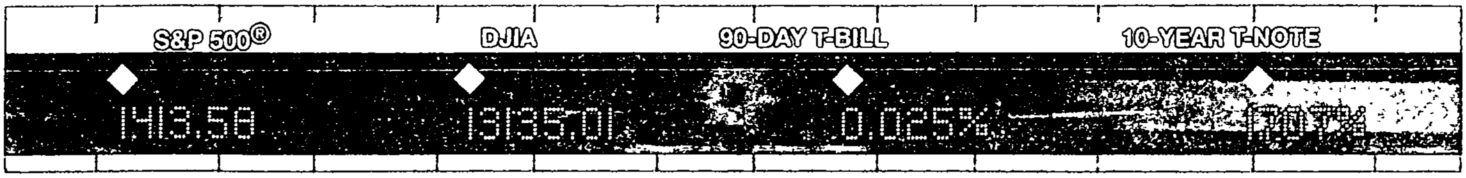
This Affiliated Compensation Disclosure Grid does not constitute an offer for sale of any Fund listed herein

**The Funds are not deposits of or obligations of and are not guaranteed by, PNC or its affiliates or any other bank. Investments in the Funds involve risks, including possible loss of the principal amount invested. The Funds are not insured or guaranteed by the Federal Deposit Insurance Company (FDIC) or by any other governmental agency or government-sponsored agency of the U.S. government or any state.**

## Section 1. BLACKROCK MUTUAL FUNDS[3] INSTITUTIONAL CLASS[4] EXPENSE RATIOS[10]

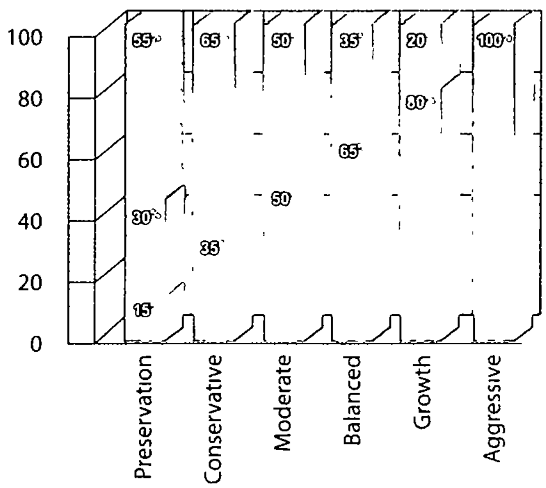
| NAME OF FUND | TOTAL EXPENSE RATIO[6] | TOTAL TO PNC AFFILIATES[5,7,8] |
|---|---|---|
| ACWI ex-U S Index Fund | 0 34% | 0 00% |
| Aggressive Growth Prepared[8] | 0 09% | 0 00% |
| All-Cap Energy & Resources | 0 94% | 0 84% |
| Balanced Capital | 0 58% | 0 43% |
| Basic Value | 0 54% | 0 41% |
| Bond Allocation Target Shares Ser C | 0 01% | 0 00% |
| Bond Allocation Target Shares Ser M | 0 00% | 0 00% |
| Bond Allocation Target Shares Ser S | 0 10% | 0 00% |
| Bond Index | 0 25% | 0 22% |
| California Municipal Bond | 0 63% | 0 53% |
| Capital Appreciation | 0 84% | 0 62% |
| China Fund | 1 65% | 0 00% |
| Commodities Strategies[9] (Fund inception 10/03/11) | 1 30% | 0 63% |
| Conservative Prepared[8] | 0 13% | 0 00% |
| Core Bond | 0 56% | 0 43% |
| CoreAlpha Bond | 0 34% | 0 32% |
| Emerging Market Local Debt (Formerly "Emerging Market Debt") | 0 97% | 0 46% |
| Emerging Markets (Formerly "Global Emerging Markets") | 1 32% | 1 00% |
| Energy and Resources | 0 99% | 0 83% |
| Equity Dividend | 0 68% | 0 55% |
| EuroFund | 1 13% | 0 75% |
| Exchange BlackRock | 0 62% | 0 53% |
| Flexible Equity (Formerly "Mid Cap Value Equity") | 0 97% | 0 72% |
| Floating Rate Income | 0 70% | 0.54% |
| Focus Growth | 1 27% | 0 65% |
| Global Allocation | 0 78% | 0 67% |
| Global Dividend Income | 0 86% | 0 68% |
| Global Long/Short Credit[9] | 1 20% | 0 79% |
| Global Opportunities | 1 06% | 0 79% |
| Global Small-Cap | 1 09% | 0 85% |
| GNMA | 0 55% | 0.41% |
| Growth Prepared[8] | 0 07% | 0 00% |
| Health Sciences Opportunities | 0 98% | 0 81% |
| High-Yield Bond | 0 63% | 0 51% |
| High-Yield Municipal | 0 64% | 0 54% |
| Index Equity | 0 18% | 0 07% |
| India Fund | 1 75% | 0 00% |
| Inflation Protected Bond | 0 42% | 0 30% |
| Intermediate Municipal | 0 60% | 0 50% |
| International | 1 00% | 0 67% |
| International Bond | 0 88% | 0 71% |
| International Index | 0 35% | 0 14% |
| International Opportunities | 1 29% | 1 10% |
| Large-Cap Core | 0 90% | 0 73% |
| Large-Cap Core Plus | 1 50% | 0 94% |
| Large-Cap Growth | 1 23% | 0 95% |
| Large-Cap Value | 0 95% | 0 74% |
| Latin America | 1.31% | 1 00% |
| Lifecycle Prepared 2015[8] | 0 00% | 0 00% |
| Lifecycle Prepared 2020[8] | 0 00% | 0 00% |
| Lifecycle Prepared 2025[8] | 0 00% | 0 00% |
| Lifecycle Prepared 2030[8] | 0 00% | 0 00% |
| Lifecycle Prepared 2035[8] | 0 00% | 0 00% |
| Lifecycle Prepared 2040[8] | 0 00% | 0 00% |
| Lifecycle Prepared 2045[8] | 0 00% | 0 00% |
| Lifecycle Prepared 2050[8] | 0 00% | 0 00% |
| LifePath 2020[8] | 0 58% | 0 57% |
| LifePath 2025[8] | 0 57% | 0 29% |
| LifePath 2030[8] | 0 56% | 0 56% |
| LifePath 2035[8] | 0 56% | 0 16% |
| LifePath 2040[8] | 0 55% | 0 54% |
| LifePath 2045[8] | 0 55% | 0 00% |
| LifePath 2050[8] | 0 54% | 0 51% |
| LifePath 2055[8] | 0 55% | 0 00% |
| LifePath Index 2020[8] | 0 06% | 0 00% |
| LifePath Index 2025[8] | 0 07% | 0.00% |
| LifePath Index 2030[8] | 0 06% | 0.00% |
| LifePath Index 2035[8] | 0.08% | 0.00% |
| LifePath Index 2040[8] | 0 06% | 0 00% |
| LifePath Index 2045[8] | 0 09% | 0 00% |
| LifePath Index 2050[8] | 0 07% | 0 00% |
| LifePath Index 2055[8] | 0 10% | 0 00% |
| LifePath Index Retirement[8] | 0 06% | 0 00% |
| LifePath Retirement[8] | 0.59% | 0 59% |
| Long-Duration | 0 55% | 0 42% |
| Long-Horizon Equity (Formerly "Global Dynamic Equity") | 1 06% | 0 80% |
| Low-Duration Bond | 0 45% | 0 34% |
| Managed Account Global Small-Cap | 0 00% | 0.01% |
| Managed Account Mid-Cap Value Opp | 0 00% | 0.00% |
| Managed Account U S Mortgage | 0 62% | 0 46% |
| Managed Volatility (Formerly "Asset Allocation") | 0 85% | 0 60% |
| Mid-Cap Value Opportunities | 0 84% | 0.65% |
| Mid-Cap Growth Equity | 1.06% | 0.87% |
| Moderate Prepared[8] | 0 09% | 0 00% |
| Money Market | 0 29% | 0 26% |
| Multi-Asset Income | 0 55% | 0 28% |
| Municipal Money Market | 0 22% | 0 09% |
| National Municipal | 0 54% | 0 43% |
| Natural Resources | 0.86% | 0 60% |
| NC Municipal Money Market | 0 17% | 0 02% |
| New Jersey Municipal Bond | 0.78% | 0 52% |
| New York Municipal Bond | 0 71% | 0 55% |
| NJ Municipal Money Market | 0 25% | 0 07% |
| OH Municipal Money Market | 0 19% | 0.07% |
| PA Municipal Money Market | 0.19% | 0.13% |
| Pacific | 0.92% | 0 60% |
| Pennsylvania Municipal Bond | 0 71% | 0 46% |
| Russell 1000 Index Fund | 0 23% | 0 00% |
| S&P 500 Index | 0 32% | 0 20% |
| S&P 500 Stock Fund | 0 18% | 0.17% |
| Science and Technology Opportunities | 1 39% | 0 94% |
| Secured Credit (Formerly "Multi Sector Bond") | 0 70% | 0 00% |
| Short-Term Municipal | 0 41% | 0 24% |
| Small-Cap Growth Equity | 0 82% | 0 64% |
| Small-Cap Growth II | 1 58% | 0 90% |
| Small-Cap Index | 0 29% | 0 00% |
| *Strategic Income Opportunities*[8] | 0 63% | 0.50% |
| Total Return | 0.52% | 0.33% |
| U S Government Bond | 0 62% | 0.49% |
| U S Opportunities | 1 03% | 0 87% |
| U S Treasury Money Market | 0 12% | 0 06% |
| VA Municipal Money Market | 0 20% | 0 00% |
| Value Opportunities | 1 10% | 0 75% |
| World Gold | 1 24% | 0 00% |
| World Income | 1 06% | 0.55% |

As of market close, Friday, December 14, 2012

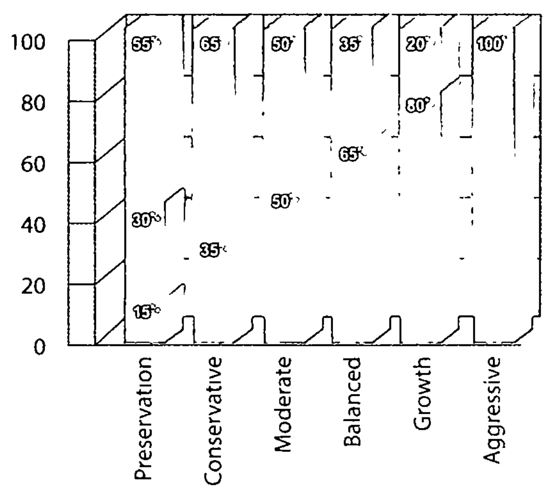



## Asset Allocation Recommendations

### Current Tactical



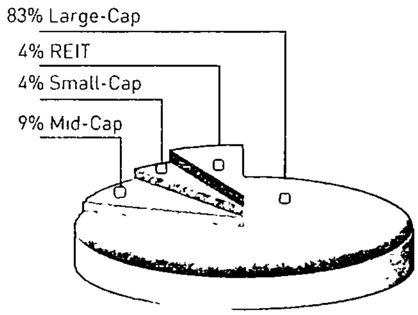

### Baseline




**Stocks** **Bonds** **Cash**

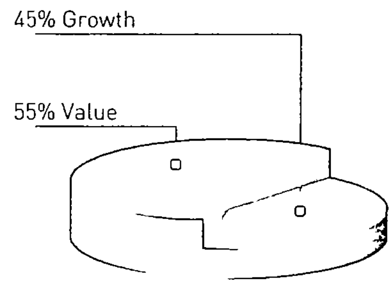
## Equity Allocation

**Capitalization: Baseline Plus Dividend Focus within Large-Cap**



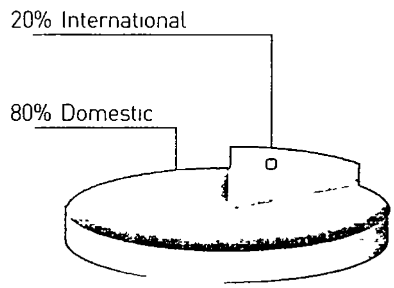

(Baseline is 85LC/10MC/5SC)

**Style: Overweight Value within U.S. Large Cap**




(Baseline is 50/50)

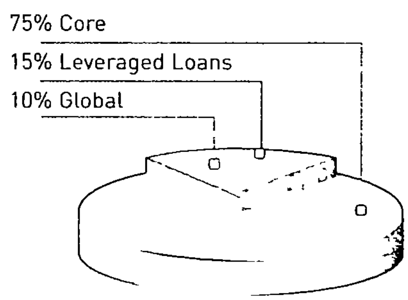
**Global Positioning: Baseline**




(Baseline is 80/20)

## Fixed Income Allocation

**Credit Positioning: Core, Leveraged Loans, and Global**




(Baseline is 100% Core)

For qualified investors, we recommend an allotment to alternative assets of 20% of a balanced allocation to complement the traditional allocation

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# Investment Outlook

January 2013

# Searching for the Clutch: 2013 Outlook Part II

*"There is only one thing in business that is certain and that's change I don't know what tomorrow is going to be like, but I do know this—it's bound to be different from yesterday and today"*

*—Henry Ford*

***Henry Ford (1863-1947)** — was an American industrialist who developed the assembly line technique, which revolutionized mass production. Ford was the founder of Ford Motor Company and introduced the Model T automobile, which transformed the U.S. transportation system. Ford believed in producing inexpensive goods while paying workers fair wages.*


## Executive Summary

Given a number of indicators, the economy, in our view, can feel like it is on stall speed Our title, Searching for the Clutch, is an allusion to an economy looking for clarity, which could enable growth to shift into a higher gear Given the news coming from all corners of the globe in the final weeks of 2012, it is likely the market is pricing in a certain level of fiscal negotiation in the United States and reduced tail risks from the Eurozone and China Valuations in the United States and the Eurozone also provide some support

Our annual review of historical trends for stocks versus bonds does not predict when stocks will move higher but points to the high probability that stocks will outperform bonds and cash in the coming years The current 10-year trailing returns of stocks relative to bonds and cash remain at relatively extreme levels on the downside Any reversion to more normal levels would portend positive returns for stocks

We are pleased with the success of our 2012 themes Our six themes for 2013 are

- final countdown—the fiscal cliff, debt ceiling, and policy making,
- thirst for yield,
- housing expansion,
- stall speed,
- year of business investment, and
- China and global GDP

PNC's 2013 outlook is for the economy and corporate earnings to provide stability as a backdrop for the markets in the wake of continued risks threatening to derail the sustainability of the recovery PNC projects that the recovery will continue in 2013, but it is likely the recovery will feel like stall speed for the next few quarters

We anticipate a continued trend of rolling crises to roil the markets from time to time—the ongoing Eurozone sovereign debt crisis and U S fiscal debates to name two Economic growth continues to pedal along, with the major bump being the stubborn unemployment rate, which is not expected to improve materially in 2013 Based on this environment and current valuations, future expected long-term real returns from stocks remain attractive, in our opinion, when compared with other assets, such as cash or Treasury bonds

PNC asset allocations currently reflect a baseline allocation in terms of stocks versus bonds and cash while incorporating a number of tactical allocations PNC's six traditional asset allocation profiles are shown on the back page of this outlook



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Managing Director, Investment & Portfolio Strategy
Chief Investment Strategist

**Michael J. Bratus**
Investment Strategist

**Marsella Martino**
Senior Investment Strategist

**Rebekah M. McCahan**
Investment Strategist

**Nicholas M. Srmag**
Fixed Income Analyst

**Paul J. White, PhD, CAIA®**
Director of Portfolio Strategy

HAWTHORN
PNC Family Wealth

HAW200R LOT 03

HAWTHORN
PNC Family Wealth

SCAIFE FAMILY FDN H/C CUSTDY
CUSTODY STATEMENT
Account number 12-12-400-8089802
January 1, 2012 - December 31, 2012



## Total portfolio value

| | |
|---|---|
| Total portfolio value on December 31 | $74,131,254.30 |
| Total portfolio value on January 1 | 67,428,386.95 |
| Total change in value | $6,702,867.35 |

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## Investment policy and market outlook

**Investment objective: Nondiscretionary Acct-No Inv Objective**

## Bulletin board

*Beginning in September 2012, Interactive Data is now providing pricing for taxable fixed income securites held in our clients' portfolios. Our previous pricing vendor for these types of securities was Reuters. If you have any questions about this change, please contact your investment advisor.*

*Enclosed is an insert addressing expense ratios on mutual funds available through PNC Bank, N.A. This enclosure provides important information on fund level compensation paid to PNC and its affiliates. Additional information on these fees is available in each fund's prospectus. To obtain a copy of a prospectus, contact your account officer.*

GEORGIA HUCKA
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MONROEVILLE PA 15146-4403

***NOTICE OF LIMITATION OF LIABILITY - Trust Accounts***

**An action for breach of trust based on matters disclosed in a trust accounting or other written reports of the trustee - such as this statement - may be subject to a statute of limitations, limiting your right to sue, measured as follows, from either the date the trust accounting, statement or written report is mailed or received. If you have questions regarding your rights, please contact your attorney.**

| | | |
|---|---|---|
| **DC: 1 year from mailing** | **IL: 3 years from receipt** | **OH: 2 years from mailing** |
| **DE: 2 years from receipt** | **MI: 1 year from mailing** | **PA: 30 months from receipt** |
| **FL: 6 months from receipt** | **MO: 1 year from mailing** | **VA: 1 year from mailing** |
| | | **WI: 2 years from mailing** |

**See pnc.com for the latest updates about our investing strategies.**

## *About your account*

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DALBAR RATED
COMMUNICATIONS EXCELLENCE
2012

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**Insurance: Not FDIC Insured. No Bank or Federal Government Guarantee. May Lose Value.**

## *Table of contents*

## *Table of contents (continued)*

# Summary

## *Portfolio value*

| Income | |
|---|---|
| Income on December 31 | $883,915.02 |
| Income on January 1 | 753,916.75 |
| Change in value | $129,998.27 |

| Principal | |
|---|---|
| Principal on December 31 | $73,247,339.28 |
| Principal on January 1 | 66,674,470.20 |
| Change in value | $6,572,869.08 |

| Total | |
|---|---|
| Total portfolio value on December 31 | $74,131,254.30 |
| Total portfolio value on January 1 | 67,428,386.95 |
| Total change in value | $6,702,867.35 |

## *Portfolio value by asset class*

| Income | Value Dec. 31 | Value Jan. 1 | Change in value | Tax cost* |
|---|---|---|---|---|
| Cash and cash equivalents | $883,915.02 | $753,916.75 | $129,998.27 | $883,915.02 |

| Principal | Value Dec 31 | Value Jan. 1 | Change in value | Tax cost* |
|---|---|---|---|---|
| Cash and cash equivalents | $2,563,435.57 | $3,150,831.48 | - $587,395.91 | $2,563,435.57 |
| Fixed income | 8,635,336.89 | 8,597,037.11 | 38,299.78 | 8,492,988.12 |
| Equities | 59,473,392.94 | 53,149,152.07 | 6,324,240.87 | 48,076,084.12 |
| Alternative investments | 2,575,173.88 | 1,777,449.54 | 797,724.34 | 2,206,086.36 |
| Total | $74,131,254.30 | $67,428,386.95 | $6,702,867.35 | $62,222,509.19 |

* *We use tax cost to calculate the cost of your portfolio. When this information is not available for all assets, your portfolio's tax cost may be understated. To determine if we have tax cost information for all your assets, call Sharon Vogel your Account Advisor*

*Summary*

## *Change in account value*

| | This period |
|---|---|
| **Beginning account value** | $67,454,005.40 |
| **Additions** | |
| Contributions | $547.22 |
| Investment income | 1,890,060.39 |
| Other receipts | 304,301.44 |
| **Disbursements** | |
| Distributions | - $3,670,701.85 |
| Fees and charges | - 70,130.43 |
| Other disbursements | - 75,793.03 |
| Account to account transfers | 106,667.29 |
| Change in value of investments | 8,460,339.13 |
| Net accrued income | - 3,145.37 |
| Value of non cash transactions | - 242,422.81 |
| Ending account value | $74,153,727.38 |

## *Gain/loss summary*

| | Net realized gain/loss This period | Net unrealized gain/loss* Since acquisition |
|---|---|---|
| Fixed income | $26,741.68 | $142,348.77 |
| Equities | 1,208,752.20 | 11,397,308.82 |
| Alternative inv | - | 369,087.52 |
| Total | $1,235,493.88 | $11,908,745.11 |

** All unrealized gain/loss information is based on tax cost. When this information is not available for all assets, your portfolio's tax cost may be understated. To determine if we have tax cost information for all your assets, call Sharon Vogel your Account Advisor.*

## *Accrued income summary*

| | |
|---|---|
| Accrued income on December 31 | $22,473.08 |
| Accrued income on January 01 | 25,618.45 |
| **Net accrued income** | - $3,145.37 |

## *Investment income summary*

| | This period | Estimated annual income | Accrued income this period |
|---|---|---|---|
| Income-cash and cash equivalents | $114.78 | $1.26 | $27.79 |
| Interest-fixed income | 388,211.24 | 234,364.03 | 22,445.29 |
| Dividends-equities | 1,501,734.37 | 1,181,190.47 | - |
| Total | $1,890,060.39 | $1,415,555.76 | $22,473.08 |

*Summary*

## *Transaction summary - measured by cash balance*

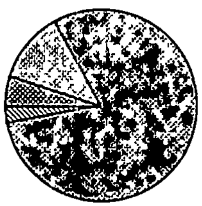
| | Income | Principal |
|---|---|---|
| | This period | This period |
| **Beginning cash balance** | $0.00 | - $30,413.32 |
| **Additions** | | |
| Contributions | $547.22 | - |
| Investment income | 1,742,314.45 | 147,745.94 |
| Sales and maturities | 1,114,086.87 | 8,725,161.39 |
| Transfers within account | 2,127,968.88 | - |
| Other receipts | - | 304,301.44 |
| **Disbursements** | | |
| Distributions | - $3,670,701.85 | - |
| Purchases | - 1,244,085.14 | - 7,049,700.83 |
| Transfers within account | - | - 2,127,968.88 |
| Fees and charges | - 70,130.43 | - |
| Other disbursements | - | - 75,793.03 |
| Account to account transfers | - | 106,667.29 |
| **Ending cash balance** | $0.00 | $0.00 |
| **Change in cash** | - | $30,413.32 |

## *Transaction summary - measured by tax cost*

| | This period |
|---|---|
| **Beginning tax cost** | $62,680,974.37 |
| **Additions** | |
| Purchases | $8,293,785.97 |
| Securities received | 119,999.41 |
| **Disbursements** | |
| Sales | - $8,603,754.38 |
| Securities delivered | - 298,909.50 |
| Change in cash | 30,413.32 |
| **Ending tax cost** | $62,222,509.19 |

# Analysis

## *Asset allocation*



| | Dec. 31, 2012 |
|---|---|
| **Cash and cash equivalents** | 4.65 % |
| Mutual funds | 4.65 % |
| **Fixed income** | 11.65 % |
| Mutual funds | 11.65 % |
| **Equities** | 80.23 % |
| Mutual funds | 80.23 % |
| **Alternative investments** | 3.47 % |
| Private equity | 2.83 % |
| Hedge fund | 0.65 % |

# Detail

## *Portfolio - income*

### Cash and cash equivalents

#### Mutual funds - money market

| Description | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg. tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 | $753,916.75<br>883,915.020 | $883,915 02<br>$1.0000 | 1.20 % | $883,915.02<br>$1.00 | | | $0.32 | $4 05 |

## *Portfolio - principal*

### Cash and cash equivalents

#### Mutual funds - money market

| Description | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 | $3,181,244 80<br>2,563,435 570 | $2,563,435 57<br>$1 0000 | 3.46 % | $2,563,435 57<br>$1 00 | | | $0 94 | $23 74 |

*Detail*

# Fixed income

## Mutual funds - fixed income

| Description (Symbol) | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| HC CAPITAL TRUST (HCASX) US MORTGAGE/ASSET BACKED FIXED INCOME SECURITIES | $2,870,710 17<br>281,814 109 | $2,860,413 21<br>$10 1500 | 3 86 % | $2,861,737 02<br>$10.16 | - $1,323 81 | 3 58 % | $102,298 52 | $9,835 31 |
| HC CAPITAL TRUST (HCXSX) CORPORATE FIXED INCOME SECURITIES | 2,767,514 30<br>239,376 074 | 2,527,811.34<br>10.5600 | 3 41 % | 2,419,943 31<br>10.11 | 107,868 03 | 3 37 % | 84,978 51 | 9,072 35 |
| HC CAPITAL TRUST (HCUSX) US GOVERNMENT FIXED INCOME | 2,958,812 64<br>289,969 983 | 2,954,794 13<br>10 1900 | 3 99 % | 2,911,307 79<br>10 04 | 43,486 34 | 1 34 % | 39,435 92 | 3,537 63 |
| VANGUARD INFLATION PROTECTED (VAIPX) SECURITIES FUND ADMIRAL SHS FD # 5119 | 10,242.404 | 292,318 21<br>28.5400 | 0 40 % | 300,000 00<br>29 29 | - 7,681 79 | 2 62 % | 7,651 08 | |
| **Total mutual funds - fixed income** | | **$8,635,336.89** | **11.65 %** | **$8,492,988.12** | **$142,348.77** | **2.71 %** | **$234,364.03** | **$22,445.29** |
| **Total fixed income** | | **$8,635,336.89** | **11.65 %** | **$8,492,988.12** | **$142,348.77** | **2.71 %** | **$234,364.03** | **$22,445.29** |

# Equities

## Mutual funds - equity

| Description (Symbol) | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| HC CAPITAL TRUST (HCEMX) EMERGING MARKETS PORTFOLIO | $2,478,828 16<br>232,984.404 | $4,620,080 73<br>$19.8300 | 6 24 % | $4,200,000 00<br>$18 03 | $420,080 73 | 0 84 % | $38,442 43 | |
| HC CAPITAL TRUST (HCHYX) FIXED INCOME OPPORTUNITY PORTFOLIO | 3,177,832 66<br>484,557 398 | 3,653,562 78<br>7 5400 | 4 93 % | 3,395,946.89<br>7 01 | 257,615 89 | 6 61 % | 241,309 58 | |
| HCCT COMMODITY SECURITIES (HCCSX) | 2,515,927 99<br>339,384.205 | 3,689,106 31<br>10 8700 | 4 98 % | 3,700,000 00<br>10 90 | - 10,893.69 | 0 81 % | 29,526 43 | |
| HC CAPITAL TRUST (HCVEX) THE VALUE EQUITY PORTFOLIO | 10,304,412 99<br>838,394 285 | 10,790,134 45<br>12 8700 | 14 56 % | 7,382,242 93<br>8 81 | 3,407,891.52 | 2 40 % | 258,225 44 | |

*Detail*

# Equities
## Mutual funds - equity

| Description (Symbol) | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg. tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| HC CAPITAL TRUST (HCCEX) THE SMALL CAP EQUITY PORTFOLIO | 1,935,341.69<br>139,731.448 | 2,034,489.88<br>14.5600 | 2 75 % | 1,777,300.07<br>12.72 | 257,189 81 | 0.56 % | 11,318.25 | |
| HC CAPITAL TRUST (HCIEX) THE INTERNATIONAL EQUITY PORTFOLIO | 18,689,355.18<br>1,975,578 257 | 21,810,383 96<br>11.0400 | 29.43 % | 20,462,329.90<br>10 36 | 1,348,054 06 | 2.05 % | 446,480.69 | |
| HC CAPITAL TRUST (HCEGX) THE GROWTH EQUITY PORTFOLIO | 12,139,235.45<br>692,587.763 | 10,679,703.31<br>15.4200 | 14.41 % | 5,820,095 00<br>8.40 | 4,859,608.31 | 1 13 % | 119,817 68 | |
| SSGA EMERGING MARKETS FUND (SEMSX) CL S FND #1510 | 1,908,217 95<br>105,777 048 | 2,195,931.52<br>20.7600 | 2 97 % | 1,338,169.33<br>12.65 | 857,762.19 | 1 65 % | 36,069 97 | |
| **Total mutual funds - equity** | | **$59,473,392.94** | **80.23 %** | **$48,076,084.12** | **$11,397,308.82** | **1.99 %** | **$1,181,190.47** | |
| **Total equities** | | **$59,473,392.94** | **80.23 %** | **$48,076,084.12** | **$11,397,308.82** | **1.99 %** | **$1,181,190.47** | |

# Alternative investments
## Private equity

| Description (Symbol) | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg. tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| HIRTLE CALLAGHAN () PRIVATE EQUITY OFFSHORE FUND VII LP (MARKET VALUE AS OF 09/30/12) | $1,556,304.98<br>1,914.222 | $2,094,057.41<br>$1,093.9470 | 2 83 % | $1,711,206.20<br>$893.94 | $382,851.21 | | | |

*Detail*

## Hedge funds

| Description (Symbol) | Market value last period / Quantity | Current market value / Current price per unit | % of total portfolio | Total tax cost / Avg. tax cost per unit | Unrealized gain/loss | Current yield | Estimated annual income | Accrued income |
|---|---|---|---|---|---|---|---|---|
| HIRTLE CALLAGHAN PRIVATE EQUITY () OFFSHORE FUND VIII LTD (MARKET VALUE AS OF 03/31/12) | $221,144 56<br>551 049 | $481,116 47<br>$873 0920 | 0.65 % | $494,880 16<br>$898 07 | - $13,763 69 | | | |
| **Total alternative investments** | | **$2,575,173.88** | **3.47 %** | **$2,206,086.36** | **$369,087.52** | | | |
| **Total portfolio** | | **$74,131,254.30** | **100.00 %** | **$62,222,509.19** | **$11,908,745.11** | **1.91 %** | **$1,415,555.76** | **$22,473.08** |

*Detail*

## *Transaction detail*

| | Income this period | Principal this period |
|---|---|---|
| Beginning cash balance | | - $30,413.32 |

## Additions

### Cash contributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Addition to trust | CHECK #209434 FROM MODULAR DOCUMENT SOLUTIONS LLC DTD. 07/12/2012, REFUND FOR OVER PAYMENT; DEPOSIT PER CLIENT REQUEST. | 08/06/12 | | | $175 00 | |
| Addition to trust | CHECK #109054 DTD. 07/19/2012 FROM UNITED HEALTH CARE INSURANCE CO MED LOSS RATIO PREMIUM REBATE CHECK DEP. PER CLIENT REQ | 08/09/12 | | | 372.22 | |
| **Total cash contributions** | | | | | **$547.22** | |

### Investment income

| Activity | Description | Payable date | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|---|
| Dividend | HC CAPITAL TRUST EMERGING MARKETS PORTFOLIO | 12/28/12 | 12/31/12 | 232,984.404 | $0.2570 | $59,879.79 | |
| Dividend | HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO | 03/15/12 | 03/16/12 | 457,242.109 | 0 0888 | 40,588.92 | |
| Dividend | | 06/15/12 | 06/18/12 | 484,557.398 | 0 1318 | 63,840.44 | |
| Dividend | | 09/14/12 | 09/17/12 | 484,557.398 | 0 1212 | 58,750 16 | |
| Dividend | | 12/28/12 | 12/31/12 | 484,557 398 | 0.1555 | 75,356 43 | |
| | | | | | | $238,535.95 | |

*Detail*

## Investment income

| Activity | Description | Payable date | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|---|
| Dividend | HC CAPITAL TRUST US MORTGAGE/ASSET BACKED FIXED INCOME SECURITIES | 01/03/12 | 01/04/12 | 281,718 368 | 0 0406 | 11,424 81 | |
| Dividend | | 02/01/12 | 02/02/12 | 281,718 368 | 0 0221 | 6,222 60 | |
| Dividend | | 03/01/12 | 03/02/12 | 281,718 368 | 0 0276 | 7,767 82 | |
| Dividend | | 04/02/12 | 04/03/12 | 306,228 172 | 0 0312 | 9,553 09 | |
| Dividend | | 05/01/12 | 05/02/12 | 306,228 172 | 0.0278 | 8,518 96 | |
| Dividend | | 06/01/12 | 06/04/12 | 306,228 172 | 0 0290 | 8,868 67 | |
| Dividend | | 07/02/12 | 07/03/12 | 281,814 109 | 0 0341 | 9,612 96 | |
| Dividend | | 08/01/12 | 08/02/12 | 281,814.109 | 0 0248 | 6,988 14 | |
| Dividend | | 09/04/12 | 09/05/12 | 281,814 109 | 0.0395 | 11,143 21 | |
| Dividend | | 10/01/12 | 10/02/12 | 281,814 109 | 0 0271 | 7,638 85 | |
| Dividend | | 11/01/12 | 11/02/12 | 281,814 109 | 0 0292 | 8,224 18 | |
| Dividend | | 12/03/12 | 12/04/12 | 281,814 109 | 0 0303 | 8,526 00 | |
| | | | | | | **$104,489.29** | |
| Dividend | HC CAPITAL TRUST CORPORATE FIXED INCOME SECURITIES | 01/03/12 | 01/04/12 | 267,651.286 | 0 0365 | 9,769.27 | |
| Dividend | | 02/01/12 | 02/02/12 | 267,651.286 | 0 0222 | 5,928 48 | |
| Dividend | | 03/01/12 | 03/02/12 | 267,651 286 | 0 0256 | 6,856.96 | |
| Dividend | | 04/02/12 | 04/03/12 | 267,651 286 | 0 0302 | 8,087 35 | |
| Dividend | | 05/01/12 | 05/02/12 | 267,651.286 | 0 0280 | 7,483.26 | |
| Dividend | | 06/01/12 | 06/04/12 | 267,651.286 | 0 0282 | 7,545 09 | |
| Dividend | | 07/02/12 | 07/03/12 | 239,376 074 | 0 0305 | 7,296 18 | |
| Dividend | | 08/01/12 | 08/02/12 | 239,376 074 | 0 0235 | 5,616 00 | |
| Dividend | | 09/04/12 | 09/05/12 | 239,376.074 | 0 0369 | 8,837 53 | |
| Dividend | | 10/01/12 | 10/02/12 | 239,376.074 | 0.0333 | 7,967 15 | |
| Dividend | | 11/01/12 | 11/02/12 | 239,376.074 | 0 0315 | 7,529 57 | |
| Dividend | | 12/03/12 | 12/04/12 | 239,376.074 | 0 0289 | 6,928 26 | |
| Capital gain distribution | HC CAPITAL TRUST CORPORATE FIXED INCOME SECURITIES SHORT TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/14/12 AT .0927 PER SHARE | 12/14/12 | 12/17/12 | 239,376 074 | 0.0928 | | 22,210 99 |
| Capital gain distribution | HC CAPITAL TRUST CORPORATE FIXED INCOME SECURITIES LONG TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/14/12 AT .1813 PER SHARE | 12/14/12 | 12/17/12 | 239,376 074 | 0.1814 | | 43,419 95 |

*Detail*

## Investment income

| Activity | Description | Payable date | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|---|
| | | | | | | $89,845.10 | $65,630.94 |
| Dividend | HC CAPITAL TRUST US GOVERNMENT FIXED INCOME | 01/03/12 | 01/04/12 | 284,501.215 | 0.0155 | 4,398.96 | |
| Dividend | | 02/01/12 | 02/02/12 | 284,501.215 | 0.0092 | 2,623.10 | |
| Dividend | | 03/01/12 | 03/02/12 | 284,501.215 | 0.0106 | 3,010.31 | |
| Dividend | | 04/02/12 | 04/03/12 | 308,891 459 | 0.0126 | 3,896 05 | |
| Dividend | | 05/01/12 | 05/02/12 | 308,891 459 | 0.0111 | 3,439.51 | |
| Dividend | | 06/01/12 | 06/04/12 | 308,891 459 | 0 0115 | 3,545 77 | |
| Dividend | | 07/02/12 | 07/03/12 | 289,969.983 | 0.0121 | 3,503.13 | |
| Dividend | | 08/01/12 | 08/02/12 | 289,969.983 | 0 0084 | 2,448 22 | |
| Dividend | | 09/04/12 | 09/05/12 | 289,969.983 | 0.0134 | 3,892 85 | |
| Dividend | | 10/01/12 | 10/02/12 | 289,969.983 | 0.0097 | 2,817 93 | |
| Dividend | | 11/01/12 | 11/02/12 | 289,969.983 | 0.0108 | 3,142 69 | |
| Dividend | | 12/03/12 | 12/04/12 | 289,969.983 | 0 0111 | 3,227.08 | |
| Capital gain distribution | HC CAPITAL TRUST US GOVERNMENT FIXED INCOME SHORT TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/14/12 AT .0544 PER SHARE | 12/14/12 | 12/17/12 | 289,969.983 | 0 0545 | | 15,796 98 |
| Capital gain distribution | HC CAPITAL TRUST US GOVERNMENT FIXED INCOME LONG TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/14/12 AT .2171 PER SHARE | 12/14/12 | 12/17/12 | 289,969.983 | 0.2171 | | 62,957.41 |
| | | | | | | $39,945.60 | $78,754.39 |
| Dividend | HCCT COMMODITY SECURITIES | 03/15/12 | 03/16/12 | 239,384.205 | 0 0312 | 7,459.45 | |
| Dividend | | 06/15/12 | 06/18/12 | 339,384.205 | 0.0238 | 8,085.83 | |
| Dividend | | 09/14/12 | 09/17/12 | 339,384.205 | 0.0313 | 10,613.56 | |
| Dividend | | 12/28/12 | 12/31/12 | 339,384.205 | 0 0313 | 10,611.53 | |
| | | | | | | $36,770.37 | |
| Dividend | HC CAPITAL TRUST THE VALUE EQUITY PORTFOLIO | 03/15/12 | 03/16/12 | 889,077.911 | 0.1078 | 95,829.26 | |
| Dividend | | 06/15/12 | 06/18/12 | 838,394.285 | 0.1302 | 109,166 48 | |
| Dividend | | 09/14/12 | 09/17/12 | 838,394.285 | 0.0705 | 59,106.80 | |
| Dividend | | 12/28/12 | 12/31/12 | 838,394.285 | 0.1219 | 102,191.04 | |
| | | | | | | $366,293.58 | |
| Dividend | HC CAPITAL TRUST THE SMALL CAP EQUITY PORTFOLIO | 03/15/12 | 03/16/12 | 153,598.547 | 0.0106 | 1,632.14 | |
| Dividend | | 06/15/12 | 06/18/12 | 146,576.075 | 0.0213 | 3,122 80 | |
| Dividend | | 09/14/12 | 09/17/12 | 146,576 075 | 0.0265 | 3,890 28 | |

*Detail*

## Investment income

| Activity | Description | Payable date | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|---|
| Dividend | | 12/28/12 | 12/31/12 | 139,731 448 | 0 0836 | 11,687.00 | |
| | | | | | | **$20,332.22** | |
| Dividend | HC CAPITAL TRUST THE INTERNATIONAL EQUITY PORTFOLIO | 06/15/12 | 06/18/12 | 1,994,182 908 | 0.2021 | 403,054 28 | |
| Dividend | | 12/28/12 | 12/31/12 | 1,975,578 257 | 0 0905 | 178,849 10 | |
| | | | | | | **$581,903.38** | |
| Dividend | HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO | 03/15/12 | 03/16/12 | 832,951.950 | 0.0237 | 19,749 29 | |
| Dividend | | 06/15/12 | 06/18/12 | 738,071 224 | 0 0518 | 38,201 09 | |
| Dividend | | 09/14/12 | 09/17/12 | 692,587 763 | 0 0482 | 33,375 80 | |
| Dividend | | 12/28/12 | 12/31/12 | 692,587 763 | 0 0918 | 63,578.17 | |
| | | | | | | **$154,904.35** | |
| Dividend | SSGA EMERGING MARKETS FUND CL S FND #1510 | 10/31/12 | | 105,777 048 | 0 3451 | 36,503 66 | |
| Dividend | | 12/27/12 | | 105,777.048 | 0 0625 | 6,611 07 | |
| | | | | | | **$43,114.73** | |
| Dividend | VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL SHS FD # 5119 | 09/28/12 | 10/01/12 | 10,242.404 | 0 1320 | 1,352 00 | |
| Dividend | | 12/20/12 | 12/21/12 | 10,242 404 | 0 4720 | 4,834 41 | |
| Capital gain distribution | VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL SHS FD # 5119 LONG TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/20/12 AT .2770 PER SHARE | 12/20/12 | 12/21/12 | 10,242 404 | 0.2770 | | 2,837 15 |
| Capital gain distribution | VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL SHS FD # 5119 SHORT TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/20/12 AT .0510 PER SHARE | 12/20/12 | 12/21/12 | 10,242 404 | 0.0510 | | 522 36 |
| | | | | | | **$6,186.41** | **$3,359.51** |
| Dividend | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 | 12/31/11 | 01/04/12 | 561,947 700 | | 9 55 | |
| Dividend | | 12/31/11 | 01/04/12 | 3,170,150 090 | | 48 72 | |
| Dividend | | 01/31/12 | 02/02/12 | 2,988,772 280 | | 0 09 | |
| Dividend | | 02/29/12 | 03/02/12 | 2,846,735 130 | | 0 08 | |

*Detail*

## Investment income

| Activity | Description | Payable date | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|---|
| Dividend | | 03/31/12 | 04/02/12 | 3,428,505.090 | | 0 09 | |
| Dividend | | 04/30/12 | 05/01/12 | 3,381,737.930 | | 0.09 | |
| Dividend | | 05/31/12 | 06/01/12 | 2,240,328.770 | | 0 07 | |
| Capital gain distribution | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 SHORT TERM CAPITAL GAINS DISTRIBUTION PAYABLE 06/21/12 AT .0000 PER SHARE | 06/21/12 | 06/25/12 | 625,470 920 | | | 0 27 |
| Capital gain distribution | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 SHORT TERM CAPITAL GAINS DISTRIBUTION PAYABLE 06/21/12 AT .0000 PER SHARE | 06/21/12 | 06/25/12 | 1,935,576 190 | | | 0 83 |
| Dividend | | 06/30/12 | 07/02/12 | 603,022 150 | | 0 01 | |
| Dividend | | 06/30/12 | 07/02/12 | 1,935,577 290 | | 0.06 | |
| Dividend | | 07/31/12 | 08/01/12 | 548,691.720 | | 0 03 | |
| Dividend | | 07/31/12 | 08/01/12 | 1,948,786 550 | | 0 06 | |
| Dividend | | 08/31/12 | 09/04/12 | 485,429 930 | | 0.02 | |
| Dividend | | 08/31/12 | 09/04/12 | 1,858,336.530 | | 0 06 | |
| Dividend | | 09/30/12 | 10/01/12 | 581,904 960 | | 0 01 | |
| Dividend | | 09/30/12 | 10/01/12 | 2,581,567.350 | | 0.08 | |
| Dividend | | 10/31/12 | 11/01/12 | 498,560 390 | | 3 03 | |
| Dividend | | 10/31/12 | 11/01/12 | 2,591,435.220 | | 15.13 | |
| Dividend | | 11/30/12 | 12/03/12 | 463,276.620 | | 5 95 | |
| Dividend | | 11/30/12 | 12/03/12 | 2,542,445.790 | | 30 55 | |
| | | | | | | **$113.68** | **$1.10** |
| **Total investment income** | | | | | | **$1,742,314.45** | **$147,745.94** |

## Sales and maturities

| Activity | Description | Trade date | Settle date | Quantity | Amount per unit | Charges | Income | Principal | Tax cost |
|---|---|---|---|---|---|---|---|---|---|
| Sale | HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO BROKER: MUTUAL FUND AGENT | 06/01/12 | 06/04/12 | 41,841.004 | $7.1700 | | | $300,000.00 | - $289,958 16 |

*Detail*

## Sales and maturities

| Activity | Description | Trade date | Settle date | Quantity | Amount per unit | Charges | Income | Principal | Tax cost |
|---|---|---|---|---|---|---|---|---|---|
| Sale | HC CAPITAL TRUST US MORTGAGE/ASSET BACKED FIXED INCOME SECURITIES BROKER MUTUAL FUND AGENT | 06/01/12 | 06/04/12 | 24,414.063 | 10 2400 | | | 250,000 00 | - 247,802 74 |
| Sale | HC CAPITAL TRUST CORPORATE FIXED INCOME SECURITIES BROKER· MUTUAL FUND AGENT | 06/01/12 | 06/04/12 | 28,275 212 | 10 6100 | | | 300,000 00 | - 285,862 39 |
| Sale | HC CAPITAL TRUST US GOVERNMENT FIXED INCOME BROKER: MUTUAL FUND AGENT | 06/01/12 | 06/04/12 | 18,921 476 | 10.5700 | | | 200,000 00 | - 189,593 19 |
| Sale | HC CAPITAL TRUST THE VALUE EQUITY PORTFOLIO BROKER· MUTUAL FUND AGENT | 05/14/12 | 05/15/12 | 24,732 069 | 12 1300 | | | 300,000 00 | - 327,699 91 |
| Sale | BROKER. MUTUAL FUND AGENT | 06/01/12 | 06/04/12 | 25,951 557 | 11 5600 | | | 300,000 00 | - 343,858 13 |
| | | | | | | | | **$600,000.00** | **- $671,558.04** |
| Sale | HC CAPITAL TRUST THE SMALL CAP EQUITY PORTFOLIO BROKER MUTUAL FUND AGENT | 03/23/12 | 03/26/12 | 7,022 472 | 14 2400 | | | 100,000 00 | - 89,325 84 |
| Sale | BROKER MUTUAL FUND AGENT | 09/19/12 | 09/20/12 | 6,844 627 | 14 6100 | | | 100,000 00 | - 87,063 66 |
| | | | | | | | | **$200,000.00** | **- $176,389.50** |
| Sale | HC CAPITAL TRUST THE INTERNATIONAL EQUITY PORTFOLIO BROKER. MUTUAL FUND AGENT | 03/23/12 | 03/26/12 | 95,238 095 | 10 5000 | | | 1,000,000 00 | - 1,170,476 19 |
| Sale | BROKER. MUTUAL FUND AGENT | 09/19/12 | 09/20/12 | 18,604 651 | 10 7500 | | | 200,000 00 | - 228,651 16 |
| | | | | | | | | **$1,200,000.00** | **- $1,399,127.35** |
| Sale | HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO BROKER MUTUAL FUND AGENT | 01/03/12 | 01/04/12 | 73,637 703 | 13 5800 | | | 1,000,000 00 | - 574,374 08 |
| Sale | BROKER: MUTUAL FUND AGENT | 03/23/12 | 03/26/12 | 32,808 399 | 15 2400 | | | 500,000 00 | - 255,905 51 |
| Sale | BROKER MUTUAL FUND AGENT | 05/14/12 | 05/15/12 | 33,783 784 | 14 8000 | | | 500,000 00 | - 263,513 52 |
| Sale | BROKER· MUTUAL FUND AGENT | 06/01/12 | 06/04/12 | 28,288 543 | 14 1400 | | | 400,000 00 | - 220,650 64 |
| Sale | BROKER. MUTUAL FUND AGENT | 09/07/12 | 09/10/12 | 45,483.461 | 15.7200 | | | 715,000 00 | - 354,771 00 |
| | | | | | | | | **$3,115,000.00** | **- $1,669,214.75** |

*Detail*

## Sales and maturities

| Activity | Description | Trade date | Settle date | Quantity | Amount per unit | Charges | Income | Principal | Tax cost |
|---|---|---|---|---|---|---|---|---|---|
| Sale | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE | 01/31/12 | 01/31/12 | 753,916.750 | 1.0000 | | 753,916.75 | | - 753,916.75 |
| Sale | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE | 01/31/12 | 01/31/12 | 186,528.190 | 1.0000 | | | 186,528 19 | - 186,528 19 |
| Sale | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE | 02/29/12 | 02/29/12 | 145,229.360 | 1.0000 | | | 145,229 36 | - 145,229 36 |
| Sale | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE | 04/30/12 | 04/30/12 | 45,666 650 | 1.0000 | | | 45,666 65 | - 45,666 65 |
| Sale | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE | 04/30/12 | 04/30/12 | 54,063.520 | 1.0000 | | 54,063.52 | | - 54,063.52 |
| Sale | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE | 05/31/12 | 05/31/12 | 1,147,614 710 | 1.0000 | | | 1,147,614 71 | - 1,147,614.71 |
| Sale | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE | 05/31/12 | 05/31/12 | 57,886.040 | 1.0000 | | 57,886 04 | | - 57,886 04 |
| Sale | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE | 06/30/12 | 06/30/12 | 294,093.270 | 1.0000 | | | 294,093 27 | - 294,093 27 |
| Sale | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE | 07/31/12 | 07/31/12 | 54,330.430 | 1.0000 | | 54,330 43 | | - 54,330 43 |

*Detail*

## Sales and maturities

| Activity | Description | Trade date | Settle date | Quantity | Amount per unit | Charges | Income | Principal | Tax cost |
|---|---|---|---|---|---|---|---|---|---|
| Sale | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE | 08/31/12 | 08/31/12 | 63,261.790 | 1.0000 | | 63,261 79 | | - 63,261 79 |
| Sale | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE | 08/31/12 | 08/31/12 | 89,766 | 1 0000 | | | 89,766 00 | - 89,766 00 |
| Sale | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE | 10/31/12 | 10/31/12 | 50,240.910 | 1 0000 | | 50,240 91 | | - 50,240 91 |
| Sale | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE | 11/30/12 | 11/30/12 | 80,387.430 | 1.0000 | | 80,387 43 | | - 80,387 43 |
| Sale | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE | 11/30/12 | 11/30/12 | 48,854 780 | 1 0000 | | | 48,854 78 | - 48,854 78 |
| | | | | | | | $1,114,086.87 | $1,957,752.96 | - $3,071,839.83 |
| Sale | TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CANCEL ENTRY DTD 2/1/12 HC PRIVATE EQUITY OFFSHORE FUND VII LP | 02/03/12 | 02/03/12 | 161,788 710 | 1 0000 | | | 161,788 71 | - 161,788 71 |
| Sale | TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CANCEL ENTRY DTD 2/1/12 HC CALLAGHAN PRIVATE EQUITY FUND VII LTD OFFSHORE | 02/06/12 | 02/06/12 | 132,613 700 | 1 0000 | | | 132,613 70 | - 132,613 70 |
| Sale | TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CANCEL ENTRY DTD 05/22/12 HIRTLE CALLAGHAN PRIV EQU OFFSHORE FD VII LP | 05/22/12 | 05/23/12 | 79,140 440 | 1 0000 | | | 79,140 44 | - 79,140 44 |

*Detail*

## Sales and maturities

| Activity | Description | Trade date | Settle date | Quantity | Amount per unit | Charges | Income | Principal | Tax cost |
|---|---|---|---|---|---|---|---|---|---|
| Sale | TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CANCEL ENTRY DTD 8/20/12 HIRTLE CALLAGHAN PRVT EQUITY OFFSHORE FD VII LP | 08/20/12 | 08/23/12 | 85,557.230 | 1 0000 | | | 85,557.23 | - 85,557 23 |
| Sale | TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CANCEL ENTRY DTD 11/19/12 HIRTLE CALLAGHAN PRVT EQUITY OFFSHORE FUND VII | 11/19/12 | 11/20/12 | 40,639.680 | 1.0000 | | | 40,639 68 | - 40,639.68 |
| Sale | TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CANCEL ENTRY DTD 12/17/12 HIRTLE CALLAGHAN PRVT EQUITY OFFSHORE FD VII | 12/17/12 | 12/18/12 | 102,668.670 | 1.0000 | | | 102,668 67 | - 102,668.67 |
| | | | | | | | | $602,408.43 | - $602,408.43 |
| **Total sales and maturities** | | | | | | | $1,114,086.87 | $8,725,161.39 | - $8,603,754.38 |

## Transfers between income and principal

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER GRANT DISBURSEMENTS | 01/03/12 | | | $644,514.36 | |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME OVERDRAFT AND H/C FEES | 01/10/12 | | | 21,120.74 | |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT AND CASH DISBURSEMENT REQUEST | 01/24/12 | | | 16,900 00 | |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT | 01/27/12 | | | 10,548 77 | |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST | 01/31/12 | | | 1,909 00 | |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENTS AND OVERDRAFT DUE TO AUTO PAYROLL DISBURSEMENT | 02/10/12 | | | 24,280 83 | |

*Detail*

## Transfers between income and principal

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST | 02/21/12 | | | 5,000.00 | |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER PAYROLL DISBURSEMENT | 02/27/12 | | | 11,900 00 | |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT | 02/28/12 | | | 10,548 77 | |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST | 03/08/12 | | | 9,082 16 | |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT FROM DISTRIBUTION FOR MONTLHY EXPENSES AND PAYROLL | 03/12/12 | | | 11,900 00 | |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER GRANTS CHECK REQUEST | 05/14/12 | | | 1,353,000.00 | |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST | 06/11/12 | | | 2,264 25 | |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST | 06/14/12 | | | 5,000 00 | |
| **Total transfers between income and principal** | | | | | **$2,127,968.88** | |

## Other receipts

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Other receipts | AOL TIME WARNER INC NAME CHG 10/16/03 SEE 887317105 PROCEEDS DUE ON CLASS ACTION SETTLEMENT FROM ACCT 12124007000104 | 04/19/12 | | | | $85 44 |
| Other receipts | AOL TIME WARNER INC NAME CHG 10/16/03 SEE 887317105 PROCEEDS DUE ON CLASS ACTION SETTLEMENT FROM ACCT· 12124007000104 | 10/17/12 | | | | 31 39 |
| Other receipts | ENRON CORP PROCEEDS DUE ON CLASS ACTION SETTLEMENT FROM ACCT· 12124007000104 | 08/08/12 | | | | 18,379 93 |

*Detail*

## Other receipts

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Other receipts | ROYAL DUTCH PETE CO<br>MERGED 12/21/05 @ $61.8585 P/S<br>PROCEEDS DUE ON CLASS ACTION SETTLEMENT<br>FROM ACCT· 12124007000104 | 07/18/12 | | | | 39 38 |
| Other receipts | SUNRISE SENIOR LIVING INC<br>PROCEEDS DUE ON CLASS ACTION SETTLEMENT<br>FROM ACCT: 12126907000104 | 01/05/12 | | | | 611 35 |
| Other receipts | VERITAS SOFTWARE CORP<br>MERGED 07/01/05<br>SEE 871503108<br>PROCEEDS DUE ON CLASS ACTION SETTLEMENT<br>FROM ACCT: 12124007000104 | 10/17/12 | | | | 37 51 |
| Other receipts | HIRTLE CALLAGHAN<br>PRIVATE EQUITY OFFSHORE FUND<br>VII LP<br>RETURN OF CAPITAL DTD 2/17/12 | 02/17/12 | | | | 36,361.82 |
| Other receipts | HIRTLE CALLAGHAN<br>PRIVATE EQUITY OFFSHORE FUND<br>VII LP<br>RETURN OF CAPITAL DTD 05/22/12 | 05/22/12 | | | | 38,500.75 |
| Other receipts | HIRTLE CALLAGHAN<br>PRIVATE EQUITY OFFSHORE FUND<br>VII LP<br>RETURN OF CAPITAL DTD 08/20/12 | 08/22/12 | | | | 25,667.17 |
| Other receipts | HIRTLE CALLAGHAN<br>PRIVATE EQUITY OFFSHORE FUND<br>VII LP<br>RETURN OF CAPITAL DTD 11/19/12 | 11/19/12 | | | | 21,389 31 |
| Other receipt | HIRTLE CALLAGHAN PRIVATE EQUITY<br>OFFSHORE FUND VIII LTD<br>6,884.00 CREDIT CANCEL CASH PORTION<br>OF SALE POSTED 10/26/11 | 05/25/12 | | | | 6,884 00 |
| Other receipt | HIRTLE CALLAGHAN PRIVATE EQUITY<br>OFFSHORE FUND VIII LTD<br>CREDIT TO OFFSET ENTRIES POSTED 5/29/12 | 05/29/12 | | | | 42,835 66 |

*Detail*

## Other receipts

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Other receipt | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD CASH OFFSET FOR PURCHASES POSTED 5/30/12 | 05/30/12 | | | | 110,956 00 |
| Other receipts | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD CAPITAL CALL DTD 11/16/12 | 11/16/12 | | | | 2,521 73 |
| **Total other receipts** | | | | | | **$304,301.44** |
| **Total additions** | | | | | **$4,984,917.42** | **$9,177,208.77** |

# Disbursements

## Account to account transfers

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Trust transfer | TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112 | 01/31/12 | | | | $7,853 33 |
| Trust transfer | TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112 | 02/29/12 | | | | 2,752 12 |
| Trust transfer | TRANSFER 100.0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112 | 03/30/12 | | | | 7,616 71 |
| Trust transfer | TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112 | 04/30/12 | | | | 8,717 22 |
| Trust transfer | TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112 | 05/31/12 | | | | 2,511 67 |

*Detail*

## Account to account transfers

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Trust transfer | TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112 | 06/29/12 | | | | 13,169 88 |
| Trust transfer | TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112 | 07/31/12 | | | | 7,546 80 |
| Trust transfer | TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112 | 08/31/12 | | | | 8,230 82 |
| Trust transfer | TRANSFER 100.0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112 | 09/28/12 | | | | 9,798.97 |
| Trust transfer | TRANSFER 100.0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112 | 10/31/12 | | | | 8,086 85 |
| Trust transfer | TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112 | 11/30/12 | | | | 8,221.50 |
| Trust transfer | TRANSFER 100.0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112 | 12/31/12 | | | | 22,161 42 |
| **Total account to account transfers** | | | | | | **$106,667.29** |

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | CHILDREN'S HOME SOCIETY GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT | 01/03/12 | | | - $10,000 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | CIRCLE TAIL, INC GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF OPERATING SUPPORT | 01/03/12 | | | - 20,000 00 | |
| Distribution | CRISIS CENTER NORTH GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 01/03/12 | | | - 15,000 00 | |
| Distribution | DELAWARE VALLEY GOLDEN GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR CAPITAL SUPPORT | 01/03/12 | | | - 22,000 00 | |
| Distribution | DRESS FOR SUCCESS PITTSBURGH GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT | 01/03/12 | | | - 15,000 00 | |
| Distribution | ENTREPRENEURING YOUTH GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 01/03/12 | | | - 75,000 00 | |
| Distribution | HAZELDEN FOUNDATION GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR MEDICAL STUDENT PROGRAM | 01/03/12 | | | - 80,000 00 | |
| Distribution | H. O R. S E OF CT, INC. GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 01/03/12 | | | - 5,000 00 | |
| Distribution | INSTITUTE FOR RESEARCH, GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR MEDICAL STUDENT PROGRAM | 01/03/12 | | | - 56,000 00 | |
| Distribution | JACK THE BIKE MAN, INC. GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 01/03/12 | | | - 10,000 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | KELLY ANNE DOLAN<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT | 01/03/12 | | | - 5,000 00 | |
| Distribution | KODY SNODGRASS MEMORIAL<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>OPERATING SUPPORT | 01/03/12 | | | - 5,000.00 | |
| Distribution | MAKE-A-WISH FOUNDATION OF<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT | 01/03/12 | | | - 39,000 00 | |
| Distribution | MCCARTHY'S WILDLIFE<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>OPERATING SUPPORT | 01/03/12 | | | - 5,000.00 | |
| Distribution | NATIONAL FATHERHOOD INITIATIVE<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>OPERATING SUPPORT | 01/03/12 | | | - 30,000 00 | |
| Distribution | NEW HORIZONS SERVICE<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT | 01/03/12 | | | - 15,000.00 | |
| Distribution | NEW YORK-PRESBYTERIAN FUND, INC.<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT - SCAIFE RESEARCH FELLOW | 01/03/12 | | | - 50,000.00 | |
| Distribution | NUMBERSUSA<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>OPERATING SUPPORT | 01/03/12 | | | - 75,000 00 | |
| Distribution | OPERATION WARM<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT | 01/03/12 | | | - 8,000.00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | PALM BEACH ISLAND CATS, INC<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>OPERATING SUPPORT | 01/03/12 | | | - 7,500 00 | |
| Distribution | PAWS 4 LIBERTY, INC<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>OPERATING SUPPORT | 01/03/12 | | | - 40,000.00 | |
| Distribution | PETS FOR THE ELDERLY FOUNDATION<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT | 01/03/12 | | | - 20,000 00 | |
| Distribution | PHILANTHROPHY ROUNDTABLE<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>OPERATING SUPPORT | 01/03/12 | | | - 10,000 00 | |
| Distribution | PHILANTHROPHY ROUNDTABLE<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR SUPPORT OF<br>ALLIANCE FOR CHARITABLE REFORM | 01/03/12 | | | - 10,000 00 | |
| Distribution | PLACE OF HOPE<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>OPERATING SUPPORT | 01/03/12 | | | - 25,000 00 | |
| Distribution | PUPPIES BEHIND BARS<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>OPERATING SUPPORT | 01/03/12 | | | - 100,000 00 | |
| Distribution | SALTWORKS THEATRE COMPANY<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT | 01/03/12 | | | - 10,000 00 | |
| Distribution | ABILITY CENTER OF GREATER TOLEDO<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>ASSISTANCE DOGS PROGRAMS | 01/03/12 | | | - 25,000 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | ACHIEVEMENT CENTER FOR CHILDREN<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT | 01/03/12 | | | - 20,000.00 | |
| Distribution | BETTY FORD CENTER FOUNDATION<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR CHILDREN'S<br>PROGRAM TRAINING ACADEMY | 01/03/12 | | | - 100,000 00 | |
| Distribution | BETTY FORD CENTER FOUNDATION<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>MEDICAL STUDENT PROGRAM | 01/03/12 | | | - 100,000 00 | |
| Distribution | BIG BROTHERS BIG SISTERS OF<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT | 01/03/12 | | | - 15,000 00 | |
| Distribution | BOYS AND GIRLS CLUBS OF<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT | 01/03/12 | | | - 50,000 00 | |
| Distribution | CENTRO INFANTIL SAN PABLO, INC.<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>OPERATING SUPPORT | 01/03/12 | | | - 28,000 00 | |
| Distribution | SHELTER FOR ABUSED WOMEN &<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>OPERATING SUPPORT | 01/03/12 | | | - 10,000 00 | |
| Distribution | S. O S. 4 PAWS, INC<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>OPERATING SUPPORT | 01/03/12 | | | - 2,000.00 | |
| Distribution | THE REGENTS OF THE<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>MEDICAL STUDENT PROGRAM | 01/03/12 | | | - 50,000.00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | UNIVERSITY OF UTAH<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>MEDICAL STUDENT PROGRAM | 01/03/12 | | | - 25,000 00 | |
| Distribution | URBAN YOUTH IMPACT<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT | 01/03/12 | | | - 5,000 00 | |
| Distribution | VINCEREMOS THERAPEUTIC RIDING<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT | 01/03/12 | | | - 50,000 00 | |
| Distribution | VINCEREMOS THERAPEUTIC RIDING<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>CAPITAL SUPPORT | 01/03/12 | | | - 20,000 00 | |
| Distribution | WEST PALM BEACH<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT | 01/03/12 | | | - 20,000 00 | |
| Distribution | HORSES AND THE HANDICAPPED<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT | 01/03/12 | | | - 6,000 00 | |
| Distribution | NATIONAL RURAL ALCOHOL AND<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>MEDICAL STUDENT PROGRAM | 01/03/12 | | | - 35,000 00 | |
| Distribution | CANINE COMPANIONS<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT | 01/03/12 | | | - 15,000 00 | |
| Distribution | CASA OF ALLEGHENY COUNTY<br>GRANT APPROVED AT ANNUAL MTG OF 11/17/11<br>FULL PAYMENT OF GRANT FOR<br>PROGRAM SUPPORT | 01/03/12 | | | - 60,000 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Wire transfer out | CHARLES SCHWAB<br>WIRE CITIBANK NA ABA #021000089<br>A/C 4055-3953 SCHWAB & CO F/C/C<br>JEANNETTE BERIAU A/C 3096-3294 4TH QTR<br>2011 PENSION CONTRIBUTION<br>REPEAT CODE IN90733 | 01/04/12 | | | - 1,684.17 | |
| Wire transfer out | CHARLES SCHWAB<br>WIRE CITIBANK NA ABA #021000089<br>A/C 4055-3953 CHARLES SCHWAB & CO F/F/C<br>BARBARA SLOAN A/C 1133-9467 4TH QTR<br>2011 PENSION CONTRIBUTION<br>REPEAT CODE IN90734 | 01/04/12 | | | - 6,360.00 | |
| Distribution | GRANT THORNTON LLP<br>PREPARATION AND REVIEW OF 4TH QTR<br>ESTIMATED EXCISE TAX FOR Y/E 12/31/11 | 01/05/12 | | | - 1,000 00 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN<br>TRANSFER TO PNC ACCOUNT# 1015805447<br>FOR PAYMENT OF BI-MONTHLY PAYROLL<br>AND RELATED EXPENSES | 01/09/12 | | | - 11,900 00 | |
| Wire transfer out | HIRTLE CALLAGHAN & CO LLC<br>HIRTLE CALLAGHAN & CO LLC, WIRE FUNDS<br>TO BANK OF AMERICA ABA 026009593 I/N/O<br>HIRTLE CALLAGHAN & CO LLC, AC<br>#383008583916; DEC 2011 MNGT FEES<br>AS PROVIDED BY H/C; REPEAT CODE IN90294 | 01/10/12 ✓ | | | - 20,202 48 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN<br>TRANSFER TO PNC ACCOUNT #1015805447<br>FOR PAYMENT OF BI-MONTHLY PAYROLL<br>AND RELATED EXPENSES | 01/23/12 | | | - 11,900 00 | |
| Distribution | FUNDS TRANSFERRED TO SCAIFE FAMILY<br>FDN EXPENSE CHECKING ACCOUNT<br>#1014816961 FOR GENERAL OFFICE<br>EXPENSES | 01/24/12 | | | - 5,000 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | COLONNADE PHILLIPS POINT LLC<br>FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC<br>JP MORGAN PRIVATE BANK #021000021<br>A/C #695-233-528 FOR PMT OF MONTHLY RENT | 01/25/12 | | | - 10,548 77 | |
| Distribution | CT CORPORATION<br>FL #9200163983 -$284<br>PA #9200166337 $365<br>03/01/2012 - 02/28/2013 | 01/31/12 | | | - 649 00 | |
| Distribution | GEORGIA HUCKA<br>PAYMENT FOR SERVICES RENDERED<br>PREPARATION OF DECEMBER 2011 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS | 01/31/12 ✓ | | | - 1,260 00 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN<br>TRANSFER TO PNC ACCOUNT# 1015805447<br>FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 02/08/12 | | | - 11,900 00 | |
| Wire transfer out | HIRTLE CALLAGHAN CO LLC<br>HIRTLE CALLAGHAN & CO LLC, WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/C HIRTLE CALLAGHAN & CO LLC; AC #383008583916; JAN 2012 MNGT FEES AS PROVIDED BY H/C, REPEAT CODE IN90294 | 02/10/12 ✓ | | | - 20,383 70 | |
| Distribution | GRANT THORNTON LLP<br>PREPARATION AND REVIEW OF FORMS 1099-MISC AND FORM 1096 FOR YEAR ENDING 12/31/11 | 02/10/12 ✓ | | | - 1,000 00 | |
| Transfer to checking | FUNDS TRANSFERRED TO SCAIFE FAMILY FDN EXPENSE CHECKING ACCOUNT #1014816961 FOR GENERAL OFFICE EXPENSES | 02/21/12 | | | - 5,000 00 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN<br>TRANSFER TO PNC ACCOUNT #1015805447<br>FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 02/23/12 | | | - 11,900 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | COLONNADE PHILLIPS POINT LLC<br>FUNDS TRANSFERRED TO COLONNADE<br>PHILLIPS POINT LLC<br>JP MORGAN PRIVATE BANK #021000021<br>A/C #695-233-528 FOR PMT OF MONTHLY RENT | 02/27/12 | | | - 10,548.77 | |
| Distribution | GEORGIA HUCKA<br>PAYMENT FOR SERVICES RENDERED<br>PREPARATION OF DECEMBER 2011 ACCOUNTING<br>RECORDS AND FINANCIAL STATEMENTS | 03/06/12 ✓ | | | - 1,260 00 | |
| Wire transfer out | HIRTLE CALLAGHAN & CO LLC<br>HIRTLE CALLAGHAN & CO LLC; WIRE FUNDS<br>TO BANK OF AMERICA ABA 026009593 I/N/O<br>HIRTLE CALLAGHAN & CO LLC, AC<br>#383008583916; FEB 2012 MNGT FEES | 03/08/12 ✓ | | | - 19,450 99 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN<br>TRANSFER TO PNC ACCOUNT# 1015805447<br>FOR PAYMENT OF BI-MONTHLY PAYROLL<br>AND RELATED EXPENSES | 03/08/12 | | | - 11,900 00 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN<br>TRANSFER TO PNC ACCOUNT #1015805447<br>FOR PAYMENT OF BI-MONTHLY PAYROLL<br>AND RELATED EXPENSES | 03/23/12 | | | - 11,900 00 | |
| Distribution | COLONNADE PHILLIPS POINT LLC<br>FUNDS TRANSFERRED TO COLONNADE<br>PHILLIPS POINT LLC<br>JP MORGAN PRIVATE BANK #021000021<br>A/C #695-233-528 FOR PMT OF MONTHLY RENT | 03/26/12 | | | - 10,548.77 | |
| Distribution | GEORGIA HUCKA<br>PAYMENT FOR SERVICES RENDERED<br>PREPARATION OF FEBRUARY 2012 ACCOUNTING<br>RECORDS AND FINANCIAL STATEMENTS | 03/27/12 ✓ | | | - 1,260 00 | |
| Distribution | WIRE CITIBANK NA ABA #021000089<br>A/C 4055-3953 SCHWAB & CO F/F/C<br>JEANNETTE BERIAU A/C 3096-3294 1ST QTR<br>2012 PENSION CONTRIBUTION<br>REPEAT CODE IN90733 | 04/02/12 | | | - 1,684 17 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | WIRE CITIBANK NA ABA #021000089 A/C 4055-3953 SCHWAB & CO F/F/C BARBARA SLOAN A/C 1133-9467 1ST QTR 2012 PENSION CONTRIBUTION REPEAT CODE IN90734 | 04/02/12 | | | - 6,360 00 | |
| Wire transfer out | HIRTLE CALLAGHAN CO LLC HIRTLE CALLAGHAN & CO LLC, WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC; AC #383008583916, JAN 2012 MNGT FEES AS PROVIDED BY H/C, REPEAT CODE IN90294 | 04/05/12 | | | - 20,904 71 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT# 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 04/09/12 | | | - 11,900 00 | |
| Transfer to checking | FUNDS TRANSFERRED TO SCAIFE FAMILY FDN EXPENSE CHECKING ACCOUNT #1014816961 FOR GENERAL OFFICE EXPENSES | 04/19/12 | | | - 5,000.00 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 04/23/12 | | | - 11,900 00 | |
| Distribution | GEORGIA HUCKA PAYMENT FOR SERVICES RENDERED PREPARATION OF MARCH 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS | 04/24/12 | | | - 1,260 00 | |
| Distribution | COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT | 04/25/12 | | | - 10,548 77 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Wire transfer out | HIRTLE CALLAGHAN CO LLC<br>HIRTLE CALLAGHAN & CO LLC, WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC; AC #383008583916; APRIL 2012 MNGT FEES AS PROVIDED BY H/C; REPEAT CODE IN90294 | 05/04/12 | | | - 20,167 36 | |
| Transfer to checking | FIRST QUARTER 2012 FEDERAL INVESTMENT INCOME EXCISE PAYMENT | 05/07/12 | | | - 5,000 00 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN<br>TRANSFER TO PNC ACCOUNT# 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 05/08/12 | | | - 11,900 00 | |
| Wire transfer out | JENNIE K. SCAIFE<br>ATTENDANCE FEE FOR BOARD MEETING HELD 05/10/12 | 05/11/12 | | | - 4,000.00 | |
| Distribution | MARY T. WALTON<br>ATTENDANCE FEE FOR BOARD MEETING HELD 05/10/12 | 05/11/12 | | | - 4,000.00 | |
| Distribution | ELIZABETH H. GENTER<br>ATTENDANCE FEE FOR BOARD MEETING HELD 05/10/12 | 05/11/12 | | | - 4,000 00 | |
| Distribution | ALL CREATURES SANCTUARY<br>FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 05/14/12 | | | - 100,000.00 | |
| Distribution | ALLEGHENY LAND TRUST<br>FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 05/14/12 | | | - 10,000 00 | |
| Distribution | ANIMAL ADOPTION CENTER<br>FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 05/14/12 | | | - 15,000 00 | |
| Distribution | ANIMAL RESCUE LEAGUE OF<br>FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 05/14/12 | | | - 125,000.00 | |
| Distribution | BUSCH WILDLIFE SANCTUARY<br>FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 05/14/12 | | | - 20,000 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | CARING CHILDREN CLOTHING FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 05/14/12 | | | - 7,000 00 | |
| Distribution | CENTER FOR IMMIGRATION STUDIES FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 05/14/12 | | | - 75,000 00 | |
| Distribution | CENTER ON ADDICTION AND FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT | 05/14/12 | | | - 150,000 00 | |
| Distribution | THE CHILDREN'S INSTITUTE FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT | 05/14/12 | | | - 20,000 00 | |
| Distribution | THE CROSSROADS CLUB INC. FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT | 05/14/12 | | | - 7,000.00 | |
| Distribution | DOLPHIN RESEARCH CENTER FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT | 05/14/12 | | | - 5,000 00 | |
| Distribution | FAMILY RESOURCES FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT | 05/14/12 | | | - 26,000 00 | |
| Distribution | FRIENDS OF THE NEEDY, INC FULL PAYMENT OF GRANT FOR ELDERS ON THE EDGE PET FUND | 05/14/12 | | | - 25,000 00 | |
| Distribution | GLADE RUN FOUNDATION FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT | 05/14/12 | | | - 15,000 00 | |
| Distribution | GRATITUDE HOUSE FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT | 05/14/12 | | | - 7,000.00 | |
| Distribution | THE HEART AND SOUL FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 05/14/12 | | | - 50,000 00 | |
| Distribution | HORSE HAVEN OF TENNESSEE, INC FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 05/14/12 | | | - 8,500 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | LONGHOPES DONKEY SHELTER, INC. FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 05/14/12 | | | - 1,500 00 | |
| Distribution | NATIONAL DISASTER SEARCH FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT | 05/14/12 | | | - 50,000 00 | |
| Distribution | NATIONAL DISASTER SEARCH FULL PAYMENT OF GRANT FOR CAPITAL SUPPORT | 05/14/12 | | | - 250,000.00 | |
| Distribution | PITTSBURGH SYMPHONY ORCHESTRA FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT | 05/14/12 | | | - 10,000.00 | |
| Distribution | PROENGLISH FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 05/14/12 | | | - 25,000 00 | |
| Distribution | ST LUKE'S ROOSEVELT HOSPITAL FULL PAYMENT OF GRANT FOR OPERATING SUPPORT | 05/14/12 | | | - 160,000.00 | |
| Distribution | ANIMAL RECOVERY MISSION, INC FIRST PAYMENT OF A TWO-YEAR $250,000 GRANT FOR OPERATING SUPPORT | 05/14/12 | | | - 100,000.00 | |
| Distribution | UNIVERSITY OF PITTSBURGH FULL PAYMENT OF GRANT FOR STANDING FIRM PROGRAM | 05/14/12 | | | - 20,000 00 | |
| Distribution | ST NICHOLAS RUSSIAN FULL PAYMENT OF GRANT OF OPERATING SUPPORT | 05/14/12 | | | - 10,000 00 | |
| Distribution | VARIETY, THE CHILDREN'S CHARITY FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT | 05/14/12 | | | - 6,000.00 | |
| Distribution | CARNEGIE LIBRARY OF PITTSBURGH FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT | 05/15/12 | | | - 15,000 00 | |
| Distribution | AMERICAN SOCIETY FOR THE FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT | 05/15/12 | | | - 40,000 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | ELIZABETH H GENTER<br>TRAVEL EXPENSES FOR BOARD MEETING HELD<br>05/10/12 IN WEST PALM BEACH | 05/21/12 | | | - 1,173 19 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN<br>TRANSFER TO PNC ACCOUNT #1015805447<br>FOR PAYMENT OF BI-MONTHLY PAYROLL<br>AND RELATED EXPENSES | 05/23/12 | | | - 11,900 00 | |
| Distribution | COLONNADE PHILLIPS POINT LLC<br>FUNDS TRANSFERRED TO COLONNADE<br>PHILLIPS POINT LLC<br>JP MORGAN PRIVATE BANK #021000021<br>A/C #695-233-528 FOR PMT OF MONTHLY RENT | 05/25/12 | | | - 9,176 58 | |
| Distribution | SIMPSON & MCCRADY LLC<br>FOR CHUBB GROUP POLICY #7170-92-96<br>WORKERS' COMPENSATION POLICY<br>6/1/12 - 6/1/13 | 06/01/12 ✓ | | | - 712.00 | |
| Distribution | SIMPSON & MCCRADY LLC<br>FOR CHUBB GROUP POLICY #353-22-78 ECE<br>COMMERCIAL PACKAGE 6/1/12 - 6/1/13 | 06/01/12 ✓ | | | - 3,948 91 | |
| Distribution | GEORGIA HUCKA<br>PAYMENT FOR SERVICES RENDERED<br>PREPARATION OF APRIL 2012 ACCOUNTING<br>RECORDS AND FINANCIAL STATEMENTS | 06/05/12 ✓ | | | - 1,260.00 | |
| Wire transfer out | HIRTLE CALLAGHAN CO LLC<br>HIRTLE CALLAGHAN & CO LLC; WIRE FUNDS<br>TO BANK OF AMERICA ABA 026009593 I/N/O<br>HIRTLE CALLAGHAN & CO LLC; AC<br>#383008583916, MAY 2012 MNGT FEES<br>AS PROVIDED BY H/C; REPEAT CODE IN90294 | 06/06/12 ✓ | | | - 19,920 57 | |
| Distribution | SIMPSON & MCCRADY LLC<br>CHUBB GROUP POLICY #6800-9628<br>D&O POLICY 7/01/12 - 7/01/13 | 06/06/12 ✓ | | | - 3,565.77 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN<br>TRANSFER TO PNC ACCOUNT# 1015805447<br>FOR PAYMENT OF BI-MONTHLY PAYROLL<br>AND RELATED EXPENSES | 06/08/12 | | | - 11,900 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Transfer to checking | SECOND QUARTER 2012 FEDERAL INVESTMENT INCOME EXCISE PAYMENT | 06/11/12 | | | - 5,000 00 | |
| Transfer to checking | FUNDS TRANSFERRED TO SCAIFE FAMILY FDN EXPENSE CHECKING ACCOUNT #1014816961 FOR GENERAL OFFICE EXPENSES | 06/14/12 | | | - 5,000.00 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 06/25/12 | | | - 11,900 00 | |
| Distribution | COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT | 06/25/12 | | | - 10,548.77 | |
| Wire transfer out | CHARLES SCHWAB WIRE CITIBANK NA ABA #021000089 A/C 4055-3953 SCHWAB & CO F/F/C JEANNETTE BERIAU A/C 3096-3294 2ND QTR 2012 PENSION CONTRIBUTION REPEAT CODE IN90733 | 07/02/12 | | | - 1,684.17 | |
| Wire transfer out | CHARLES SCHWAB WIRE CITIBANK NA ABA #021000089 A/C 4055-3953 SCHWAB & CO F/F/C BARBARA SLOAN A/C 1133-9467 2ND QTR 2012 PENSION CONTRIBUTION REPEAT CODE IN90734 | 07/02/12 | | | - 6,360 00 | |
| Distribution | GRANT THORNTON LLP PREP AND REVIEW OF 1ST AND 2ND QTR 2012 ESTIMATED FEDERAL EXCISE TAX PAYMENTS | 07/03/12 | | | - 2,000 00 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT# 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 07/09/12 | | | - 11,900 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Wire transfer out | HIRTLE CALLAGHAN & CO LLC<br>HIRTLE CALLAGHAN & CO LLC, WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC, AC #383008583916, JUNE 2012 MNGT FEES AS PROVIDED BY H/C, REPEAT CODE IN90294 | 07/11/12 | | | - 19,662 99 | |
| Transfer to checking | FUNDS TRANSFERRED TO SCAIFE FAMILY FDN EXPENSE CHECKING ACCOUNT #1014816961 FOR GENERAL OFFICE EXPENSES | 07/18/12 | | | - 5,000 00 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN<br>TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 07/23/12 | | | - 11,900 00 | |
| Distribution | COLONNADE PHILLIPS POINT LLC<br>FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC<br>JP MORGAN PRIVATE BANK #021000021<br>A/C #695-233-528 FOR PMT OF MONTHLY RENT | 07/25/12 | | | - 10,548 77 | |
| Wire transfer out | HIRTLE CALLAGHAN & CO LLC<br>HIRTLE CALLAGHAN & CO LLC, WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC, AC #383008583916, JULY 2012 MNGT FEES AS PROVIDED BY H/C; REPEAT CODE IN90294 | 08/03/12 ✓ | | | - 20,415 40 | |
| Wire transfer out | GEORGIA L HUCKA<br>PAYMENT FOR SERVICES RENDERED PREPARATION OF MAY AND JUNE 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS | 08/07/12 ✓ | | | - 2,520 00 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN<br>TRANSFER TO PNC ACCOUNT# 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 08/08/12 | | | - 11,900 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | SIMPSON & MCCRADY LLC<br>ADDITIONAL PREMIUM FOR CHUBB GROUP POLICY #71709296<br>WORKERS' COMPENSATION AUDIT<br>6/1/11 - 6/01/12 | 08/09/12 ✓ | | | - 20 00 | |
| Distribution | CALER, DONTEN, LEVINE, COHEN,<br>INTERIM BILLING THRU 8/31/12 - AUDIT OF SFF FINANCIAL STATEMENTS FOR Y/E 12/31/11 | 08/17/12 ✓ | | | - 9,105 00 | |
| Distribution | ALL-STATE INTERNATIONAL, INC<br>ENVELOPES AND LETTERHEAD - TWO BOXES EACH | 08/21/12 | | | - 444 00 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN<br>TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 08/23/12 | | | - 11,900.00 | |
| Distribution | FUNDS TRANSFERRED TO SCAIFE FAMILY FDN EXPENSE CHECKING ACCOUNT #1014816961 FOR GENERAL OFFICE EXPENSES | 08/24/12 | | | - 5,000.00 | |
| Distribution | COLONNADE PHILLIPS POINT LLC<br>FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC<br>JP MORGAN PRIVATE BANK #021000021<br>A/C #695-233-528 FOR PMT OF MONTHLY RENT | 08/27/12 | | | - 10,548 77 | |
| Wire transfer out | GEORGIA L. HUCKA<br>PREPARATION OF JULY 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS | 08/29/12 ✓ | | | - 1,260.00 | |
| Transfer to checking | THIRD QUARTER 2012 FEDERAL ESTIMATED EXCISE TAX PAYMENT | 09/10/12 | | | - 23,000 00 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN<br>TRANSFER TO PNC ACCOUNT# 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 09/10/12 | | | - 11,900 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Wire transfer out | HIRTLE CALLAGHAN & CO LLC<br>HIRTLE CALLAGHAN & CO LLC; WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC; AC #383008583916, AUGUST 2012 MNGT FEES AS PROVIDED BY H/C, REPEAT CODE IN90294 | 09/11/12 | | | - 20,577 84 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN<br>TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 09/24/12 | | | - 20,000 00 | |
| Distribution | COLONNADE PHILLIPS POINT LLC<br>FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC<br>JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT | 09/25/12 | | | - 10,548 77 | |
| Wire transfer out | GEORDIA L HUCKA<br>PREPARATION OF AUGUST 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS | 09/28/12 | | | - 1,260 00 | |
| Wire transfer out | CHARLES SCHWAB<br>WIRE CITIBANK NA ABA #021000089<br>A/C 4055-3953 SCHWAB & CO F/F/C<br>JEANNETTE BERIAU A/C 3096-3294 3RD QTR 2012 PENSION CONTRIBUTION<br>REPEAT CODE IN90733 | 10/01/12 | | | - 1,772.78 | |
| Wire transfer out | CHARLES SCHWAB<br>WIRE CITIBANK NA ABA #021000089<br>A/C 4055-3953 SCHWAB & CO F/F/C<br>BARBARA SLOAN A/C 1133-9467 3RD QTR 2012 PENSION CONTRIBUTION<br>REPEAT CODE IN90734 | 10/01/12 | | | - 6,360 00 | |
| Wire transfer out | CHARLES SCHWAB<br>WIRE CITIBANK NA ABA #021000089<br>A/C 4055-3953 SCHWAB & CO F/F/C<br>DAVID Z ZYWIEC A/C 3887-2935 3RD QTR 2012 PENSION CONTRIBUTION | 10/01/12 | | | - 1,000 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Wire transfer out | HIRTLE CALLAGHAN & CO LLC, WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC; AC #383008583916; SEPT 2012 MNGT FEES AS PROVIDED BY H/C; REPEAT CODE IN90294 | 10/05/12 ✓ | | | - 20,198 28 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT# 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 10/09/12 | | | - 20,000.00 | |
| Distribution | GRANT THORNTON LLP PREPARATION AND REVIEW OF 3RD QUARTER 2012 ESTIMATED FEDERAL EXCISE TAX PAYMENTS FOR Y/E 12/31/12 | 10/10/12 ✓ | | | - 1,000 00 | |
| Distribution | TRANSFER TO SCAIFE FAMILY FOUNDATION C/A #1014816961 FOR GENERAL OFFICE EXPENSES | 10/16/12 | | | - 15,000.00 | |
| Wire transfer out | GEORGIA L. HUCKA PREPARATION OF SEPTEMPER 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENT | 10/23/12 ✓ | | | - 1,260.00 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 10/23/12 | | | - 20,000.00 | |
| Distribution | COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT | 10/25/12 | | | - 10,548.77 | |
| Distribution | GRANT THORTON LLP FIRST PROGRESS BILLING FOR PREPARATION AND REVIEW OF 2011 FORM 990-PF | 10/31/12 ✓ | | | - 3,400 00 | |
| Wire transfer out | HIRTLE CALLAGHAN & CO LLC HIRTLE CALLAGHAN & CO LLC; WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC; AC #383008583916; OCTOBER 2012 MNGT FEES AS PROVIDED BY H/C; REPEAT CODE IN90294 | 11/07/12 ✓ | | | - 20,801.05 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT# 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 11/08/12 | | | - 20,000 00 | |
| Distribution | ALL-STATE INTERNATIONAL, INC BUSINESS CARDS FOR DAZ - PRESIDENT AND JB - OFFICE MANAGER | 11/14/12 | | | - 108 25 | |
| Transfer to checking | FUNDS TRANSFERRED TO SCAIFE FAMILY FDN EXPENSE CHECKING ACCOUNT #1014816961 FOR GENERAL OFFICE EXPENSES | 11/15/12 | | | - 5,000 00 | |
| Wire transfer out | GEORGIA L HUCKA PREPARATION OF OCTOBER 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENT SCAIFE FAMILY FDN C/O B SLOAN | 11/20/12 | | | - 1,260.00 | |
| Distribution | SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 11/23/12 | | | - 20,000 00 | |
| Distribution | COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT | 11/26/12 | | | - 10,548 77 | |
| Distribution | GRANT THORNTON LLP FINAL BILLING FOR PREPARATION AND REVIEW OF 2011 FORM 990-PF AND 990-T SCAIFE FAMILY FDN C/O B SLOAN | 11/29/12 | | | - 3,638 00 | |
| Wire transfer out | JENNIE K SCAIFE ATTENDANCE FEE FOR ANNUAL BOARD MEETING HELD 11/29/12 SCAIFE FAMILY FDN C/O B SLOAN | 11/30/12 | | | - 4,000.00 | |
| Distribution | MARY T. WALTON ATTENDANCE FEE FOR ANNUAL BOARD MEETING HELD 11/29/12 SCAIFE FAMILY FDN C/O B SLOAN | 11/30/12 | | | - 4,000 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | ELIZABETH H. GENTER<br>ATTENDANCE FEE FOR ANNUAL BOARD<br>MEETING HELD 11/29/12<br>SCAIFE FAMILY FDN C/O B SLOAN | 11/30/12 | | | - 4,000 00 | |
| Distribution | ELIZABETH H. GENTER<br>TRAVEL EXPENSES FOR BOARD MEETING<br>HELD 11/29/12 IN WEST PALM BEACH, FL<br>SCAIFE FAMILY FDN C/O D ZYWIEC | 12/05/12 | | | - 878.07 | |
| Distribution | ELIZABETH H. GENTER<br>REIMBURSEMENT OF BRACELET PURCHASED<br>FOR BMS RETIREMENT GIFT FROM SFF<br>SCAIFE FAMILY FDN C/O D ZYWIEC | 12/05/12 | | | - 3,638 00 | |
| Wire transfer out | HIRTLE CALLAGHAN & CO LLC<br>HIRTLE CALLAGHAN & CO LLC, WIRE FUNDS<br>TO BANK OF A ABA 026009593 I/N/O HIRTLE<br>CALLAGHAN & CO LLC; AC #383008583916<br>NOV 2012 MNGT FEES, REPEAT CODE IN9029<br>SCAIFE FAMILY FDN C/O D ZYWIEC | 12/07/12 | | | - 20,229.70 | |
| Transfer to checking | 4TH QUAARTER 2012 FEDERAL INVESTMENT<br>INCOME EXCISE TAX PAYMENT<br>SCAIFE FAMILY FDN C/O D ZYWIEC | 12/10/12 | | | - 12,000 00 | |
| Distribution | SCAIFE FAMILY FDN C/O D ZYWIEC<br>TRANSFER TO PNC ACCOUNT# 1015805447<br>FOR PAYMENT OF BI-MONTHLY PAYROLL<br>AND RELATED EXPENSES | 12/10/12 | | | - 20,000 00 | |
| Distribution | ALL-STATE INTERNATIONAL, INC<br>OUTSTANDING BALANCE FOR DAZ<br>BUSINESS CARDS - INVOICE 355833<br>SCAIFE FAMILY FDN C/O D ZYWIEC | 12/11/12 | | | - 108 25 | |
| Transfer to checking | FUNDS TRANSFERRED TO SCAIFE FAMILY<br>FDN EXPENSE CHECKING ACCOUNT<br>#1014816961 FOR GENERAL OFFICE<br>SCAIFE FAMILY FDN C/O D ZYWIEC | 12/13/12 | | | - 5,000.00 | |
| Wire transfer out | GEORGIA L. HUCKA<br>PREPAARATION OF NOVEMBER 2012 ACCOUNTING<br>RECORDS AND FINANCIAL STATEMENTS<br>SCAIFE FAMILY FDN C/O D ZYWIEC | 12/20/12 | | | - 1,260 00 | |

*Detail*

## Cash distributions

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Distribution | SCAIFE FAMILY FDN C/O D ZYWIEC TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES | 12/24/12 | | | - 20,000 00 | |
| Distribution | COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT | 12/26/12 | | | - 10,548 77 | |
| **Total cash distributions** | | | | | **- $3,670,701.85** | |

## Purchases

| Activity | Description | Trade date | Settle date | Quantity | Amount per unit | Charges | Income | Principal | Tax cost |
|---|---|---|---|---|---|---|---|---|---|
| Purchase | HC CAPITAL TRUST EMERGING MARKETS PORTFOLIO BROKER MUTUAL FUND AGENT | 01/03/12 | 01/04/12 | 28,216 704 | $17 7200 | | | - $500,000 00 | $500,000 00 |
| Purchase | BROKER· MUTUAL FUND AGENT | 05/14/12 | 05/15/12 | 28,074.116 | 17 8100 | | | - 500,000 00 | 500,000 00 |
| Purchase | BROKER: MUTUAL FUND AGENT | 06/01/12 | 06/04/12 | 32,993.401 | 16 6700 | | | - 550,000 00 | 550,000 00 |
| | | | | | | | | **- $1,550,000.00** | **$1,550,000.00** |
| Purchase | HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO BROKER MUTUAL FUND AGENT | 03/23/12 | 03/26/12 | 69,156.293 | 7 2300 | | | - 500,000 00 | 500,000 00 |
| Purchase | HC CAPITAL TRUST US MORTGAGE/ASSET BACKED FIXED INCOME SECURITIES BROKER MUTUAL FUND AGENT | 03/23/12 | 03/26/12 | 24,509 804 | 10 2000 | | | - 250,000 00 | 250,000 00 |
| Purchase | HC CAPITAL TRUST US GOVERNMENT FIXED INCOME BROKER MUTUAL FUND AGENT | 03/23/12 | 03/26/12 | 24,390 244 | 10 2500 | | | - 250,000 00 | 250,000 00 |
| Purchase | HCCT COMMODITY SECURITIES BROKER: MUTUAL FUND AGENT | 06/01/12 | 06/04/12 | 100,000 | 9.5000 | | | - 950,000 00 | 950,000 00 |

*Detail*

## Purchases

| Activity | Description | Trade date | Settle date | Quantity | Amount per unit | Charges | Income | Principal | Tax cost |
|---|---|---|---|---|---|---|---|---|---|
| Purchase | HC CAPITAL TRUST THE INTERNATIONAL EQUITY PORTFOLIO BROKER: MUTUAL FUND AGENT | 06/01/12 | 06/04/12 | 60,175.055 | 9.1400 | | | - 550,000 00 | 550,000 00 |
| Purchase | VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL SHS FD # 5119 BROKER· MUTUAL FUND AGENT | 09/19/12 | 09/20/12 | 10,242 404 | 29.2900 | | | - 300,000 00 | 300,000 00 |
| Purchase | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE | 03/31/12 | 03/31/12 | 141,550.290 | 1.0000 | | - 141,550 29 | | 141,550.29 |
| Purchase | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE | 03/31/12 | 03/31/12 | 586,634 550 | 1.0000 | | | - 586,634.55 | 586,634 55 |
| Purchase | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE | 06/30/12 | 06/30/12 | 573,421.420 | 1.0000 | | - 573,421 42 | | 573,421 42 |
| Purchase | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE | 07/31/12 | 07/31/12 | 7,586.180 | 1.0000 | | | - 7,586.18 | 7,586 18 |
| Purchase | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE | 09/30/12 | 09/30/12 | 724,798.970 | 1 0000 | | | - 724,798 97 | 724,798 97 |
| Purchase | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE | 09/30/12 | 09/30/12 | 96,475 030 | 1 0000 | | - 96,475.03 | | 96,475.03 |
| Purchase | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE | 10/31/12 | 10/31/12 | 8,155 750 | 1.0000 | | | - 8,155.75 | 8,155 75 |

*Detail*

## Purchases

| Activity | Description | Trade date | Settle date | Quantity | Amount per unit | Charges | Income | Principal | Tax cost |
|---|---|---|---|---|---|---|---|---|---|
| Purchase | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE | 12/31/12 | 12/31/12 | 12,768 280 | 1 0000 | | | - 12,768 28 | 12,768 28 |
| Purchase | BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE | 12/31/12 | 12/31/12 | 432,638 400 | 1.0000 | | - 432,638 40 | | 432,638 40 |
| | | | | | | | - $1,244,085.14 | - $1,339,943.73 | $2,584,028.87 |
| Purchase | TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CAPITAL CALL DTD 2/1/12 HC PRIVATE EQUITY OFFSHORE FUND VII LP | 02/01/12 | 02/01/12 | 161,788.710 | 1 0000 | | | - 161,788 71 | 161,788 71 |
| Purchase | TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CAPITAL CALL DTD 2/1/12 HC CALLAGHAN PRIVATE EQUITY FUND VII LTD OFFSHORE | 02/01/12 | 02/03/12 | 132,613 700 | 1.0000 | | | - 132,613 70 | 132,613 70 |
| Purchase | TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CAPITAL CALL DTD 05/22/12 HIRTLE CALLAGHAN EQUITY VII OFFSHORE | 05/22/12 | 05/22/12 | 79,140 440 | 1 0000 | | | - 79,140 44 | 79,140 44 |
| Purchase | TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CAPITAL CALL DTD 08/20/12 HIRTLE CALLAGHAN PVT EQ OFFSHORE FUND VII LP | 08/20/12 | 08/22/12 | 85,557.230 | 1 0000 | | | - 85,557 23 | 85,557 23 |
| Purchase | TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CAPITAL CALL DTD 11/19/12 HIRTLE CALLAGAHAN PVT EQ OFFSHORE FD VII LP | 11/19/12 | 11/19/12 | 40,639 680 | 1.0000 | | | - 40,639 68 | 40,639 68 |
| Purchase | TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CAPITAL CALL DTD 12/17/12 HIRTLE CALLAGHAN PVT EQ OFFSHORE FUND VII LP | 12/17/12 | 12/17/12 | 102,668 670 | 1 0000 | | | - 102,668 67 | 102,668 67 |

*Detail*

## Purchases

| Activity | Description | Trade date | Settle date | Quantity | Amount per unit | Charges | Income | Principal | Tax cost |
|---|---|---|---|---|---|---|---|---|---|
| | | | | | | | | - $602,408.43 | $602,408.43 |
| Purchase | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP BROKER - COMPANY/AGENT 129.465 UNITS PURCHASED 2/1/12 @ $1024 32086 PER UNIT | 02/01/12 | 02/06/12 | 129.465 | 1,024.3209 | | | - 132,613.70 | 132,613.70 |
| Purchase | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP BROKER - COMPANY/AGENT 78.423 UNITS PURCHASED 5/22/12 @ $1,009.1484 | 05/22/12 | 05/23/12 | 78 423 | 1,009 1484 | | | - 79,140.44 | 79,140 44 |
| Purchase | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP BROKER - COMPANY/AGENT 79 099 UNITS PURCHASED 8/20/12 @ $1081.64743 PER UNIT | 08/20/12 | 08/23/12 | 79.099 | 1,081.6474 | | | - 85,557.23 | 85,557 23 |
| Purchase | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP BROKER - COMPANY/AGENT 37 806 UNITS PURCHASED 11/19/12 @ $ 1,074 9532 | 11/19/12 | 11/20/12 | 37 806 | 1,074.9532 | | | - 40,639.68 | 40,639.68 |
| Purchase | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP BROKER - COMPANY/AGENT 95.566 UNITS PURCHASED 12/17/12 @ $ 1,74.32214 PER UNIT | 12/17/12 | 12/18/12 | 95 566 | 1,074 3221 | | | - 102,668 67 | 102,668 67 |
| | | | | | | | | - $440,619.72 | $440,619.72 |
| Purchase | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD PURCH 62 538 SHARES ON 04/19/12 @ 870 9794 | 04/19/12 | 04/19/12 | 62 538 | 870 9794 | | | - 54,469 31 | 54,469 31 |

*Detail*

## Purchases

| Activity | Description | Trade date | Settle date | Quantity | Amount per unit | Charges | Income | Principal | Tax cost |
|---|---|---|---|---|---|---|---|---|---|
| Purchase | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD BROKER - COMPANY/AGENT PURCH 62 538 SHARES ON 04/19/12 @ 870.9794 | 04/19/12 | 05/30/12 | 62 538 | 870 9794 | | | - 54,469 31 | 54,469 31 |
| Purchase | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD BROKER - COMPANY/AGENT PURCH 64 855 SHARES ON 05/11/12 @ 870 9689 | 05/11/12 | 05/30/12 | 64 855 | 870.9689 | | | - 56,486 69 | 56,486 69 |
| Purchase | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD PURCH 64 697 SHARES ON 08/16/12 @ 873 0959 | 08/16/12 | 08/16/12 | 64 697 | 873 0960 | | | - 56,486 69 | 56,486 69 |
| Purchase | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD PURCH 46.466 SHARES ON 11/16/12 @ 868 3260 | 11/16/12 | 11/16/12 | 46 466 | 868.3261 | | | - 40,347 64 | 40,347 64 |
| Purchase | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD PURCH 63 105 SHARES ON 12/07/12 @ 863.1563 | 12/07/12 | 12/07/12 | 63 105 | 863 1564 | | | - 54,469 31 | 54,469 31 |
| | | | | | | | | - $316,728.95 | $316,728.95 |
| Total purchases | | | | | | | - $1,244,085.14 | - $7,049,700.83 | $8,293,785.97 |

## Transfers between income and principal

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER GRANT DISBURSEMENTS 12-12-400-8089802 | 01/03/12 | | | | - $644,514 36 |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME OVERDRAFT AND H/C FEES 12-12-400-8089802 | 01/10/12 | | | | - 21,120.74 |

*Detail*

## Transfers between income and principal

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT AND CASH DISBURSEMENT REQUEST 12-12-400-8089802 | 01/24/12 | | | | - 16,900 00 |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT 12-12-400-8089802 | 01/27/12 | | | | - 10,548.77 |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST 12-12-400-8089802 | 01/31/12 | | | | - 1,909.00 |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENTS AND OVERDRAFT DUE TO AUTO PAYROLL DISBURSEMENT 12-12-400-8089802 | 02/10/12 | | | | - 24,280 83 |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST 12-12-400-8089802 | 02/21/12 | | | | - 5,000 00 |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER PAYROLL DISBURSEMENT 12-12-400-8089802 | 02/27/12 | | | | - 11,900.00 |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT 12-12-400-8089802 | 02/28/12 | | | | - 10,548 77 |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST 12-12-400-8089802 | 03/08/12 | | | | - 9,082 16 |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT FROM DISTRIBUTION FOR MONTLHY EXPENSES AND PAYROLL 12-12-400-8089802 | 03/12/12 | | | | - 11,900 00 |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER GRANTS CHECK REQUEST 12-12-400-8089802 | 05/14/12 | | | | - 1,353,000 00 |
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST 12-12-400-8089802 | 06/11/12 | | | | - 2,264 25 |

*Detail*

## Transfers between income and principal

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Cash transfer | TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST 12-12-400-8089802 | 06/14/12 | | | | - 5,000 00 |
| **Total transfers between income and principal** | | | | | | **- $2,127,968.88** |

## Fees and charges

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 12/30/11 | 01/05/12 | | | - $5,556 51 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 01/31/12 | 02/03/12 | | | - 5,771 40 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 02/29/12 | 03/05/12 | | | - 6,006 34 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 03/30/12 | 04/04/12 | | | - 6,042 45 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 04/30/12 | 05/03/12 | | | - 6,010 73 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 05/31/12 | 06/05/12 | | | - 5,517 33 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 06/29/12 | 07/06/12 | | | - 5,686 84 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 07/31/12 | 08/06/12 | | | - 5,748 29 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 08/31/12 | 09/10/12 | | | - 5,848 63 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 09/28/12 | 10/04/12 | | | - 5,980 76 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 10/31/12 | 11/06/12 | | | - 5,945 96 | |
| Asset value fee | HAWTHORN PRINCIPAL COMPENSATION THRU 11/30/12 | 12/06/12 | | | - 6,015 19 | |

*Detail*

## Fees and charges

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| **Total fees and charges** | | | | | - $70,130.43 | |

## Other disbursements

| Activity | Description | Post date | Quantity | Amount per unit | Income | Principal |
|---|---|---|---|---|---|---|
| Other disbursement | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD CAPITAL CALL DTD 5-11-12 | 05/14/12 | | | | - $56,486 69 |
| Other receipt | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD OFFSET CORRECTING ENTRY POSTED 5/22/12 | 05/23/12 | | | | - 19,306.34 |
| **Total other disbursements** | | | | | | - $75,793.03 |
| **Total disbursements** | | | | | - $4,984,917.42 | - $9,146,795.45 |
| **Ending cash balance** | | | | | $0.00 | |
| **Change in cash** | | | | | - | $30,413.32 |

## *Non-cash transactions*

*Detail*

## Securities received

| Activity | Description | Date | Quantity | Tax cost | Market Value |
|---|---|---|---|---|---|
| Cost adjustment | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD COST BASIS ADJUSTMENT | 12/31/12 | | $119,999 41 | |

## Securities delivered

| Activity | Description | Date | Quantity | Tax cost | Market Value |
|---|---|---|---|---|---|
| Adjustment | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP REDUCE CARRYING VALUE DUE TO RETURN OF CAPITAL | 02/17/12 | | - $36,361 82 | - $36,361 82 |
| Adjustment | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP REDUCE CARRYING VALUE DUE TO RETURN OF CAPITAL | 05/22/12 | | - 38,500 75 | - 38,500 75 |
| Adjustment | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP REDUCE CARRYING VALUE DUE TO RETURN OF CAPITAL | 08/22/12 | | - 25,667.17 | - 25,667 17 |
| Adjustment | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP REDUCE CARRYING VALUE DUE TO RETURN OF CAPITAL | 11/19/12 | | - 21,389 31 | - 21,389.3 |
| Adjustment | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD 54,469 31 CARRYING VALUE & TAX DECREASE TO CANCEL PORTION OF PURCHASE 4/19/12 | 05/25/12 | | - 54,469 31 | - 54,469 31 |

*Detail*

## Securities delivered

| Activity | Description | Date | Quantity | Tax cost | Market Value |
|---|---|---|---|---|---|
| Adjustment | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD 56,486 69 CARRYING VALUE & TAX DECREASE TO CANCEL ENTRIES POSTED 5/11/12 | 05/25/12 | | - 56,486 69 | - 56,486.69 |
| Adjustment | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD 7,026.03 CARRYING VALUE DECREASE | 05/25/12 | | - 7,026 03 | - 7,026 03 |
| Adjustment | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD REDUCE CARRYING VALUE DUE TO RETURN OF CAPITAL | 11/16/12 | | - 2,521 73 | - 2,521.73 |
| Cost adjustment | HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD COST BASIS ADJUSTMENT | 12/31/12 | | - 56,486 69 | |
| **Total securities delivered** | | | | **- $298,909.50** | **- $242,422.81** |
| **Total non-cash transactions** | | | | **- $178,910.09** | **- $242,422.81** |

## *Realized gain/loss detail*

| Description | Quantity | Average tax cost per unit | Total tax cost | Sale date | Sale price per unit | Total proceeds | Net realized gain/loss |
|---|---|---|---|---|---|---|---|
| HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO | 41,841.004 | $6.93000 | - $289,958 16 | 06/01/12 | $7 17 | $300,000 00 | $10,041.84 |
| HC CAPITAL TRUST US MORTGAGE/ASSET BACKED FIXED INCOME SECURITIES | 24,414 063 | 10.15000 | - 247,802.74 | 06/01/12 | 10 24 | 250,000 00 | 2,197.26 |
| HC CAPITAL TRUST CORPORATE FIXED INCOME SECURITIES | 28,275.212 | 10.11000 | - 285,862 39 | 06/01/12 | 10.61 | 300,000 00 | 14,137 61 |
| HC CAPITAL TRUST US GOVERNMENT FIXED INCOME | 18,921.476 | 10.02000 | - 189,593.19 | 06/01/12 | 10 57 | 200,000.00 | 10,406.81 |

*Detail*

| Description | Quantity | Average tax cost per unit | Total tax cost | Sale date | Sale price per unit | Total proceeds | Net realized gain/loss |
|---|---|---|---|---|---|---|---|
| HC CAPITAL TRUST THE VALUE EQUITY PORTFOLIO | 24,732.069 | 13 25000 | - 327,699 91 | 05/14/12 | 12.13 | 300,000 00 | - 27,699 91 |
| HC CAPITAL TRUST THE VALUE EQUITY PORTFOLIO | 25,951.557 | 13 25000 | - 343,858 13 | 06/01/12 | 11 56 | 300,000 00 | - 43,858 13 |
| HC CAPITAL TRUST THE SMALL CAP EQUITY PORTFOLIO | 7,022 472 | 12 72000 | - 89,325 84 | 03/23/12 | 14.24 | 100,000 00 | 10,674 16 |
| HC CAPITAL TRUST THE SMALL CAP EQUITY PORTFOLIO | 6,844.627 | 12 72000 | - 87,063 66 | 09/19/12 | 14 61 | 100,000 00 | 12,936 34 |
| HC CAPITAL TRUST THE INTERNATIONAL EQUITY PORTFOLIO | 95,238.095 | 12 29000 | - 1,170,476 19 | 03/23/12 | 10 50 | 1,000,000 00 | - 170,476 19 |
| HC CAPITAL TRUST THE INTERNATIONAL EQUITY PORTFOLIO | 18,604 651 | 12.29000 | - 228,651 16 | 09/19/12 | 10 75 | 200,000 00 | - 28,651 16 |
| HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO | 73,637.703 | 7 80000 | - 574,374 08 | 01/03/12 | 13 58 | 1,000,000.00 | 425,625.92 |
| HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO | 32,808 399 | 7.80000 | - 255,905 51 | 03/23/12 | 15 24 | 500,000.00 | 244,094 49 |
| HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO | 33,783 784 | 7 80000 | - 263,513 52 | 05/14/12 | 14 80 | 500,000 00 | 236,486 48 |
| HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO | 28,288 543 | 7 80000 | - 220,650 64 | 06/01/12 | 14 14 | 400,000 00 | 179,349 36 |
| HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO | 45,483 461 | 7 80000 | - 354,771 00 | 09/07/12 | 15 72 | 715,000 00 | 360,229 00 |
| TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS | 161,788.710 | 1.00000 | - 161,788 71 | 02/03/12 | 1 00 | 161,788 71 | |
| TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS | 132,613 700 | 1 00000 | - 132,613.70 | 02/06/12 | 1 00 | 132,613 70 | |
| TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS | 79,140 440 | 1 00000 | - 79,140 44 | 05/22/12 | 1 00 | 79,140 44 | |
| TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS | 85,557 230 | 1 00000 | - 85,557 23 | 08/20/12 | 1 00 | 85,557 23 | |

*Detail*

| Description | Quantity | Average tax cost per unit | Total tax cost | Sale date | Sale price per unit | Total proceeds | Net realized gain/loss |
|---|---|---|---|---|---|---|---|
| TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS | 40,639 680 | 1.00000 | - 40,639 68 | 11/19/12 | 1.00 | 40,639.68 | |
| TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS | 102,668.670 | 1.00000 | - 102,668.67 | 12/17/12 | 1.00 | 102,668.67 | |
| Total | | | - $5,531,914.55 | | | $6,767,408.43 | $1,235,493.88 |

HAWTHORN
PNC Family Wealth

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

# 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 . . . . . . . . . . . . . . . . . . ▶ [X]
- 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*

**Enter filer's identifying number, see instructions**

| | | |
|---|---|---|
| **Type or print** | Name of exempt organization or other filer, see instructions<br>SCAIFE FAMILY FOUNDATION | Employer identification number (EIN) or<br>25-1427015 |
| 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<br>PHILLIPS POINT, 777 SOUTH FLAGLER DRIVE | Social security number (SSN) |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions<br>WEST PALM BEACH, FL 33401 | |

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . . . . . . . . . [0 4]

| **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 |

- The books are in the care of ▶ SCAIFE FAMILY FOUNDATION

Telephone No ▶ 561 659-1188 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 08/15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for

▶ [X] calendar year 20 12 or

▶ [ ] tax year beginning ______, 20 ___, and ending ______, 20 ___

**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** | $ 55,760. |
| **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** | $ 65,048. |
| **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** | $ |

**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.

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

**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**<br>File by the due date for filing your return See instructions | Name of exempt organization or other filer, see instructions<br>SCAIFE FAMILY FOUNDATION | Employer identification number (EIN) or<br>25-1427015 |
| | Number, street, and room or suite no If a P O box, see instructions<br>PHILLIPS POINT, 777 SOUTH FLAGLER DRIVE | Social security number (SSN) |
| | City, town or post office, state, and ZIP code For a foreign address, see instructions<br>WEST PALM BEACH, FL 33401 | |

Enter the Return code for the return that this application is for (file a separate application for each return) . . . . . . . . . . . . 0 4

| 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.**

- The books are in the care of ▶ SCAIFE FAMILY FOUNDATION

 Telephone No ▶ 561 659-1188 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 11/15, 20 13

5 For calendar year 2012, or other tax year beginning ______, 20 ___, and ending ______, 20 ___

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 ADDITIONAL TIME NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

| | | | |
|---|---|---|---|
| 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 | $ 55,760. |
| 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 | $ 65,048. |
| 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 | $ |

## 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] Title ▶ Tax Preparer Date ▶ 8/12/13