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

For calendar year 2012 or tax year beginning

, and ending

| | | | | | | | | |
|--|--|--|--|---|--|---|--------------------------------------|--|
| Name of foundation MGN Family Foundation | | A Employer identification number 25-6873635 | | | | | | |
| Number and street (or P O box number if mail is not delivered to street address) Foundation Source 501 Silverside Rd | | Room/suite 123 | | | | | | |
| City or town, state, and ZIP code Wilmington DE 19809-1377 | | | | | | | | |
| G Check all that apply <table style="margin-left: 20px; border: none;"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input type="checkbox"/> Name change</td> </tr> </table> | | <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial return of a former public charity | <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return | <input type="checkbox"/> Address change | <input type="checkbox"/> Name change | |
| <input type="checkbox"/> Initial return | <input type="checkbox"/> Initial return of a former public charity | | | | | | | |
| <input type="checkbox"/> Final return | <input type="checkbox"/> Amended return | | | | | | | |
| <input type="checkbox"/> Address change | <input type="checkbox"/> Name change | | | | | | | |
| H Check type of organization <table style="margin-left: 20px; border: none;"> <tr> <td><input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation</td> </tr> <tr> <td><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust</td> </tr> <tr> <td><input type="checkbox"/> Other taxable private foundation</td> </tr> </table> | | <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation | <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust | <input type="checkbox"/> Other taxable private foundation | | | | |
| <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation | | | | | | | | |
| <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust | | | | | | | | |
| <input type="checkbox"/> Other taxable private foundation | | | | | | | | |
| I Fair market value of all assets at end of year (from Part II, col (c), line 16) ► \$ 1,740,179 | | J Accounting method <table style="margin-left: 20px; border: none;"> <tr> <td><input checked="" type="checkbox"/> Cash</td> <td><input type="checkbox"/> Accrual</td> </tr> <tr> <td colspan="2"><input type="checkbox"/> Other (specify) _____</td> </tr> </table> | <input checked="" type="checkbox"/> Cash | <input type="checkbox"/> Accrual | <input type="checkbox"/> Other (specify) _____ | | | |
| <input checked="" type="checkbox"/> Cash | <input type="checkbox"/> Accrual | | | | | | | |
| <input type="checkbox"/> Other (specify) _____ | | | | | | | | |
| (Part I, column (d) must be on cash basis) | | | | | | | | |

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

| | | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---|--|---|---------------------------|-------------------------|---|
| 1 Contributions, gifts, grants, etc., received (attach schedule) 2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B 3 Interest on savings and temporary cash investments 4 Dividends and interest from securities 5 a Gross rents b Net rental income or (loss) 6 a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a 249,140 7 Capital gain net income (from Part IV, line 2) 8 Net short-term capital gain 9 Income modifications 10 a Gross sales less returns and allowances b Less Cost of goods sold c Gross profit or (loss) (attach schedule) 11 Other income (attach schedule) 12 Total. Add lines 1 through 11 62,959 | 39,048 19,964 19,964 3,947 62,959 | 39,048 -1,749 57,263 0 | | | |
| 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16 a Legal fees (attach schedule) b Accounting fees (attach schedule) c Other professional fees (attach schedule) 17 Interest 18 Taxes (attach schedule) (see instructions) 19 Depreciation (attach schedule) and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses (attach schedule) 24 Total operating and administrative expenses. Add lines 13 through 23 44,670 | 15,156 2,237 27,277 2,618 44,670 | 15,156 2,618 24,524 0 24,524 | | | |
| 25 Contributions, gifts, grants paid 26 Total expenses and disbursements Add lines 24 and 25 100,500 | 100,500 | 100,500 | | | |
| 27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) c Adjusted net income (if negative, enter -0-) | -82,211 | 39,489 | 0 | | |

2013

SCANNED NOV 08 Revenue

Operating and Administrative Expenses

RSOSC

T9

| 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 | | | |
| | 2 | Savings and temporary cash investments | 73,310 | 99,298 | 99,298 |
| | 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 | | | |
| | 10 a | Investments—U S and state government obligations (attach schedule) | | | |
| | b | Investments—corporate stock (attach schedule) | 1,259,021 | 1,239,052 | 1,438,233 |
| | c | Investments—corporate bonds (attach schedule) | | | |
| Liabilities | 11 | Investments—land, buildings, and equipment basis ► | | | |
| | | Less accumulated depreciation (attach schedule) ► | | | |
| | 12 | Investments—mortgage loans | | | |
| | 13 | Investments—other (attach schedule) | 218,251 | 132,021 | 202,648 |
| | 14 | Land, buildings, and equipment basis ► | | | |
| | | Less accumulated depreciation (attach schedule) ► | | | |
| | 15 | Other assets (describe ►) | | | |
| | 16 | Total assets (to be completed by all filers—see the instructions Also, see page 1, item I) | 1,550,582 | 1,470,371 | 1,740,179 |
| Net Assets or Fund Balances | 17 | Accounts payable and accrued expenses | | | |
| | 18 | Grants payable | | | |
| | 19 | Deferred revenue | | | |
| | 20 | Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 | Mortgages and other notes payable (attach schedule) | | | |
| | 22 | Other liabilities (describe ►) | | | |
| | 23 | Total liabilities (add lines 17 through 22) | 0 | 0 | |
| | | Foundations that follow SFAS 117, check here ► <input type="checkbox"/> | | | |
| | | and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 | Unrestricted | | | |
| | 25 | Temporarily restricted | | | |
| | 26 | Permanently restricted | | | |
| | | Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> | | | |
| | | and complete lines 27 through 31. | | | |
| | 27 | Capital stock, trust principal, or current funds | | | |
| | 28 | Paid-in or capital surplus, or land, bldg , and equipment fund | | | |
| | 29 | Retained earnings, accumulated income, endowment, or other funds | 1,550,582 | 1,470,371 | |
| | 30 | Total net assets or fund balances (see instructions) | 1,550,582 | 1,470,371 | |
| | 31 | Total liabilities and net assets/fund balances (see instructions) . | 1,550,582 | 1,470,371 | |

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 | 1,550,582 |
| 2 | Enter amount from Part I, line 27a | 2 | -82,211 |
| 3 | Other increases not included in line 2 (itemize) ► Returned Grant | 3 | 2,000 |
| 4 | Add lines 1, 2, and 3 | 4 | 1,470,371 |
| 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 | 1,470,371 |

Part IV Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.) | | (b) How acquired P—Purchase D—Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|--|---|--|----------------------------------|
| 1a Publicly-traded Securities | | | | |
| b Passthrough K1 Capital Gain | | | | |
| c ARDEN-SAGE MULTI-STRATEGY TEI INSTL FUND | | P | 12/31/2012 | 5/3/2012 |
| d ARDEN-SAGE MULTI-STRATEGY TEI INSTL FUND | | P | 5/4/2012 | 6/14/2012 |
| 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 129,985 | | 120,827 | | 9,158 |
| b | | | | -266 |
| c 113,480 | | 102,408 | | 11,072 |
| d 5,674 | | 5,674 | | 0 |
| e | | | | |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69 | | | (I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h)) | |
| (i) FMV as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col (i) over col (j), if any | | |
| a | | | | 9,158 |
| b | | | | -266 |
| c | | | | 11,072 |
| d | | | | 0 |
| 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 | 19,964 |
| 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 | 98,420 | 1,707,324 | 0.057646 |
| 2010 | 91,439 | 1,660,334 | 0.055073 |
| 2009 | 68,150 | 1,448,066 | 0.047063 |
| 2008 | 75,224 | 1,580,694 | 0.047589 |
| 2007 | 39,500 | 1,447,346 | 0.027291 |

2 Total of line 1, column (d) **2** 0.234662

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** 0.046932

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 **4** 1,673,799

5 Multiply line 4 by line 3 **5** 78,555

6 Enter 1% of net investment income (1% of Part I, line 27b) **6** 395

7 Add lines 5 and 6 **7** 78,950

8 Enter qualifying distributions from Part XII, line 4 **8** 125,024

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1
 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)

5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-

6 Credits/Payments

a 2012 estimated tax payments and 2011 overpayment credited to 2012

b Exempt foreign organizations—tax withheld at source

c Tax paid with application for extension of time to file (Form 8868)

d Backup withholding erroneously withheld

7 Total credits and payments Add lines 6a through 6d

8 Enter any **penalty** for underpayment of estimated tax Check here if Form 2220 is attached

9 **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed**

10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid**

11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ► 400 Refunded ► 11 277

| | |
|----|-------|
| 6a | 1,072 |
| 6b | |
| 6c | |
| 6d | |
| 7 | 1,072 |
| 8 | |
| 9 | 0 |
| 10 | 677 |
| 11 | 277 |

Part VII-A Statements Regarding Activities

1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities

c Did the foundation file Form 1120-POL for this year?

d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year
 (1) On the foundation ► \$ _____ (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

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*

4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?
 b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?
If "Yes," attach the statement required by General Instruction T

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?

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*

8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► VT
 b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? *If "No," attach explanation*

9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*

10 Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*

| | Yes | No |
|----|-----|----|
| 1a | | X |
| 1b | | X |
| 1c | | X |
| 2 | | X |
| 3 | | X |
| 4a | X | |
| 4b | X | |
| 5 | | X |
| 6 | X | |
| 7 | X | |
| 8b | X | |
| 9 | | X |
| 10 | | X |

Part VII-A Statements Regarding Activities (continued)

| | |
|----|---|
| 11 | X |
| 12 | X |
| 13 | X |
| 14 | Telephone no ► (800) 839-1754 Located at ► 501 Silverside Road, Suite 123 Wilmington DE ZIP+4 ► 19809-1377 |
| 15 | ► 15 |
| 16 | Yes X |

Website address ►

The books are in care of ► c/o Foundation Source

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

At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►

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) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| | (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| | (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| | (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| | (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| | (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► | 1b | N/A |
| 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 6 and 6e, Part XIII) for tax year(s) beginning before 2012? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| | If "Yes," list the years ► 20_____, 20_____, 20_____, 20_____ | | |
| b | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions) | 2b | N/A |
| c | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20_____, 20_____, 20_____, 20_____ | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| b | If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012) | 3b | N/A |
| 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 | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (1) | Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (2) | Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | | |
| (3) | Provide a grant to an individual for travel, study, or other similar purposes? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/> | | | 5b | N/A |
| 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? <i>If "Yes," attach the statement required by Regulations section 53.4945–5(d)</i> | <input type="checkbox"/> Yes <input type="checkbox"/> No | | | |
| 6a | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | 6b | X |
| b | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? <i>If "Yes" to 6b, file Form 8870</i> | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | 7b | |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | | 7b | N/A |
| b | If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? | | | | |

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

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

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

| (a) Name and address of each employee paid more than \$50,000 | (b) Title, and average hours per week devoted to position | (c) Compensation | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|------------------|---|---------------------------------------|
| NONE | 00 | | | |
| ----- | 00 | | | |
| ----- | 00 | | | |
| ----- | 00 | | | |
| ----- | 00 | | | |
| ----- | 00 | | | |

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 |
|---|---------------------|------------------|
| NONE | | |
| | | |
| | | |
| | | |
| | | |
| | | |
| | | |

Total number of others receiving over \$50,000 for professional services

Part IX-A Summary of Direct Charitable Activities

| List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc | | Expenses |
|---|--|----------|
| 1 | | |
| 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 | | |
| 2 | | |
| All other program-related investments. See instructions | | |
| 3 | | |
| Total. Add lines 1 through 3 | | 0 |

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 | 1,592,302 |
| b | Average of monthly cash balances | 1b | 68,539 |
| c | Fair market value of all other assets (see instructions) | 1c | 38,447 |
| d | Total (add lines 1a, b, and c) | 1d | 1,699,288 |
| 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 | 1,699,288 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions) | 4 | 25,489 |
| 5 | Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 | 5 | 1,673,799 |
| 6 | Minimum investment return. Enter 5% of line 5 | 6 | 83,690 |

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 | 83,690 |
| 2a | Tax on investment income for 2012 from Part VI, line 5 | 2a | 395 |
| b | Income tax for 2012 (This does not include the tax from Part VI) | 2b | 277 |
| c | Add lines 2a and 2b | 2c | 672 |
| 3 | Distributable amount before adjustments Subtract line 2c from line 1 | 3 | 83,018 |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 2,000 |
| 5 | Add lines 3 and 4 | 5 | 85,018 |
| 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 | 85,018 |

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 | 125,024 |
| 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 | 3a | |
| a | Suitability test (prior IRS approval required) | 3b | |
| b | Cash distribution test (attach the required schedule) | 4 | 125,024 |
| 4 | Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4 | 5 | |
| 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) | 6 | 395 |
| 6 | Adjusted qualifying distributions. Subtract line 5 from line 4 | | 124,629 |

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 | | | | 85,018 |
| 2 Undistributed income, if any, as of the end of 2012 | | | 0 | |
| a Enter amount for 2011 only | | | | |
| b Total for prior years 20 ____ , 20 ____ , 20 ____ | | | | |
| 3 Excess distributions carryover, if any, to 2012 | | | | |
| a From 2007 | | | | |
| b From 2008 | | | | |
| c From 2009 | | | | |
| d From 2010 | | | | |
| e From 2011 | 14,086 | | | |
| f Total of lines 3a through e | 14,086 | | | |
| 4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 125,024 | | | | |
| 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 | | | | 85,018 |
| e Remaining amount distributed out of corpus | 40,006 | | | |
| 5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a)) | | | | |
| 6 Enter the net total of each column as indicated below: | | | | |
| a Corpus Add lines 3f, 4c, and 4e Subtract line 5 | 54,092 | | | |
| b Prior years' undistributed income Subtract line 4b from line 2b | | 0 | | |
| c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed | | | | |
| 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 | | | 0 | |
| f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 | | | | 0 |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) | | | | |
| 8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) | | | | |
| 9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a | 54,092 | | | |
| 10 Analysis of line 9 | | | | |
| a Excess from 2008 | | | | |
| b Excess from 2009 | | | | |
| c Excess from 2010 | | | | |
| d Excess from 2011 | 14,086 | | | |
| e Excess from 2012 | 40,006 | | | |

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)**N/A**

| | | | | | | | |
|-----|---|--|--|--|--|--|--|
| 1 a | 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 | | | | <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5) | | |
| 2 a | 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 | | | | 0 | | |
| c | Qualifying distributions from Part XII, line 4 for each year listed | | | | 0 | | |
| d | Amounts included in line 2c not used directly for active conduct of exempt activities | | | | 0 | | |
| e | Qualifying distributions made directly for active conduct of exempt activities | | | | 0 | | |
| | Subtract line 2d from line 2c | | | | 0 | | |
| 3 | Complete 3a, b, or c for the alternative test relied upon | | | | 0 | | |
| a | "Assets" alternative test—enter | | | | 0 | | |
| (1) | Value of all assets | | | | 0 | | |
| (2) | Value of assets qualifying under section 4942(j)(3)(B)(i) | | | | 0 | | |
| b | "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed | | | | 0 | | |
| c | "Support" alternative test—enter | | | | 0 | | |
| (1) | Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties) | | | | 0 | | |
| (2) | Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(ii) | | | | 0 | | |
| (3) | Largest amount of support from an exempt organization | | | | 0 | | |
| (4) | Gross investment income | | | | 0 | | |

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))

NONE

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

NONE

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

www.mgnfamilyfoundation.org

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

See Line 2a

c Any submission deadlines

See Line 2a

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

See Line 2a

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

| Recipient | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount |
|---|---|--------------------------------|--|---------|
| Name and address (home or business) | | | | |
| <i>a Paid during the year</i> | | | | |
| AGRACE HOSPICECARE INCORPORATED 5395 E CHERYL PKWY FITCHBURG, WI 53711 | N/A | 509(a)(1) | Children's Grief and Bereavement Program | 1,000 |
| ANGEL FLIGHT SOARS INC 2000 AIRPORT RD CHAMBLEE, GA 30341 | N/A | 509(a)(1) | Fly A Georgia Child Program | 1,000 |
| BIG BROTHERS BIG SISTERS OF KENTUCKIANA 1519 GARDINER LN LOUISVILLE, KY 40218 | N/A | 509(a)(1) | Project MOMY (Mentoring Our Military Youth) | 1,000 |
| BOYS AND GIRLS CLUB OF BURLINGTON INC 62 OAK ST BURLINGTON, VT 05401 | N/A | 509(a)(1) | Early Promise Bridge to a Better Future Project | 2,000 |
| BREATHING ROOM FOUNDATION 120 S YORK RD NO 7 HATBORO, PA 19040 | N/A | 509(a)(2) | Giving Hope Project | 1,000 |
| BROWARD CNTY CMNTY DEVELOPMENT CORP 305 SE 18TH CT FT LAUDERDALE, FL 33316 | N/A | 509(a)(1) | Home For The Brave Project | 3,000 |
| CARING MINISTRIES OF MORGAN COUNTY INC 216 STATE ST FORT MORGAN, CO 80701 | N/A | 509(a)(1) | Food Pantry Project | 1,000 |
| CENTRAL CHRISTIAN COLLEGE OF THE BIBLE 911 E URBANDALE DR MOBERLY, MO 65270 | N/A | 509(a)(1) | MGN Scholarship for Education Majors | 1,000 |
| CHILD ENRICHMENT INC 2300 WALDEN DR AUGUSTA, GA 30904 | N/A | 509(a)(1) | Child Advocacy Center | 1,000 |
| CHRISTIAN CITY INC 7345 RED OAK RD UNION CITY, GA 30291 | N/A | 509(a)(2) | Well Balanced and Healthy Meals Project | 3,000 |
| COAST TO COAST LEGAL AID OF S FLORIDA INC 491 N STATE RD 7 PLANTATION, FL 33317 | N/A | 509(a)(1) | VALOR - Veteran Advocates Legal Outreach & Rep Project | 2,000 |
| Total | See Attached Statement | | ► 3a | 100,500 |
| <i>b Approved for future payment</i> | | | | |
| Total | | | ► 3b | 0 |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| 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 | 39,048 | |
| 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 | 19,964 | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue a Pass-Through K-1 Inc/Loss | 525990 | 8,253 | 14 | -4,306 | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal Add columns (b), (d), and (e) | | 8,253 | | 54,706 | 0 |
| 13 Total. Add line 12, columns (b), (d), and (e) | | | 13 | | 62,959 |

Part XVI.B. Relationship of Activities to the Accomplishment of Exempt Purposes

Part I, Line 11 (990-PF) - Other Income

| | | 3,947 | -1,749 | 0 |
|-------------|---|--------------------------------|-----------------------|---------------------|
| Description | | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income |
| 1 | K-1 Inc/Loss ARDEN-SAGE MULTI-STRATEGY TEI INSTL FUND | 608 | 608 | |
| 2 | K-1 Inc/Loss CALUMET SPECIALTY PRODUCTS PARTNERS | 3,439 | -4,308 | |
| 3 | K-1 Inc/Loss ENERGY TRANSFER PARTNERS LP | -454 | 29 | |
| 4 | K-1 Inc/Loss EV ENERGY PARTNERS, LP | 354 | 1,922 | |

Part I, Line 16c (990-PF) - Other Professional Fees

| | | 15,156 | 15,156 | 0 | 0 |
|-------------|--------------------------------|--------------------------------|-----------------------|---------------------|---|
| Description | | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes (Cash Basis Only) |
| 1 | Investment Management Services | 15,156 | 15,156 | | 0 |

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

| | | 2,237 | 0 | 0 | 0 |
|-------------|--|--------------------------------|-----------------------|---------------------|---------------------------------------|
| Description | | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
| 1 | Estimated Tax for 2011 | 141 | 0 | | 0 |
| 2 | Estimated Tax for 2012 | 900 | 0 | | 0 |
| 3 | IRS Excise Tax Payment with 1st ext 990-PF | 644 | 0 | | 0 |
| 4 | IRS Excise Tax Payment with 2nd ext 990-PF | 552 | 0 | | 0 |

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

| | | 27,277 | 2,618 | 0 | 24,524 |
|-------------|---|--------------------------------|-----------------------|---------------------|---------------------------------------|
| Description | | Revenue and Expenses per Books | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
| 1 | Administrative Fees | 17,774 | 0 | | 17,774 |
| 2 | Administrative Set-Up Fee | 6,750 | 0 | | 6,750 |
| 3 | K-1 Exp ARDEN-SAGE MULTI-STRATEGY TEI INS | 20 | 20 | | 0 |
| 4 | K-1 Exp CALUMET SPECIALTY PRODUCTS PART | 170 | 35 | | 0 |
| 5 | K-1 Exp ENERGY TRANSFER PARTNERS LP | 6 | 6 | | 0 |
| 6 | K-1 Exp EV ENERGY PARTNERS LP | 2,557 | 2,557 | | 0 |

Part II, Line 10b (990-PF) - Investments - Corporate Stock

| | Description | Num Shares/ Face Value | Book Value Beg of Year | Book Value End of Year | FMV Beg of Year | FMV End of Year |
|----|--------------------------------------|---------------------------|---------------------------|---------------------------|--------------------|--------------------|
| 1 | ALERIAN MLP ETF | 1,000 | | 16,149 | | 15,950 |
| 2 | AMER FIN GRP HLD | 200 | | 7,689 | | 7,904 |
| 3 | AMERICAN CENTURY EQUITY INCOME INS | 16,694 | | 99,853 | | 130,543 |
| 4 | ARTIO GLOBAL HIGH INCOME FUND CLAS | 9,639 | | 98,587 | | 95,816 |
| 5 | ARTIO INTERNATIONAL II - I | 5,808 | | 74,995 | | 62,845 |
| 6 | DODGE & COX INCOME FUND | 7,067 | | 88,505 | | 97,949 |
| 7 | EXELON CORPORATION | 200 | | 6,221 | | 5,948 |
| 8 | GOLDMAN SACHS GRWTH OPPORTUNITIE | 3,253 | | 44,502 | | 80,387 |
| 9 | GOLDMAN SACHS SM CAP VALUE FUND IN | 574 | | 19,541 | | 25,568 |
| 10 | HERSHEY FOODS CORP COMMON | 100 | | 7,033 | | 7,222 |
| 11 | ISHARES TRUST RUSSELL 2000 VALUE IN | 306 | | 14,102 | | 23,106 |
| 12 | LAZARD EMERGING MARKETS EQUITY INS | 5,821 | | 66,634 | | 113,749 |
| 13 | MAINSTAY CONVERTIBLE FUND CL I | 2,433 | | 40,303 | | 35,159 |
| 14 | PIMCO COMMODITY REAL RETURN STRA | 9,132 | | 71,051 | | 60,639 |
| 15 | PIMCO EMERGING LOCAL BOND FUND | 2,745 | | 28,959 | | 30,145 |
| 16 | PIMCO EMERGING MARKETS BOND INSTL | 872 | | 9,142 | | 10,903 |
| 17 | PIMCO FD PAC INV MGMT FOREIGN | 1,459 | | 15,997 | | 15,887 |
| 18 | PIMCO FUNDS FOREIGN BOND FUND INST | 6,243 | | 64,804 | | 67,361 |
| 19 | PIMCO REAL RETURN BOND INSTL | 3,463 | | 40,166 | | 42,493 |
| 20 | PIMCO TOTAL RETURN FUND | 7,166 | | 73,250 | | 80,541 |
| 21 | PRINCIPAL PREFERRED SECURITIES FUN | 3,923 | | 39,506 | | 41,115 |
| 22 | RIDGEWORTH FDS MID-CAP VALUE EQUIT | 6,573 | | 52,425 | | 77,237 |
| 23 | THE JENSEN PORTFOLIO INC CLASS I SHA | 2,818 | | 79,858 | | 83,898 |
| 24 | THORNBURG GLOBAL VALUE FUND CLAS | 2,872 | | 75,640 | | 80,672 |
| 25 | TRAVELERS COMPANIES INC (THE) | 100 | | 6,901 | | 7,182 |
| 26 | VANGUARD GROWTH ETF | 1,247 | | 63,963 | | 88,761 |
| 27 | VANGUARD INDEX TRUST SMALL-CAP GR | 1,968 | | 33,276 | | 49,253 |

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

| | | | 218,251 | 132,021 | 202,648 |
|---|---|--------------------|------------------------|------------------------|-----------------|
| | Asset Description | Basis of Valuation | Book Value Beg of Year | Book Value End of Year | FMV End of Year |
| 1 | CALUMET SPECIALTY PRODUCTS PARTNERS, LP | | | 94,595 | 167,145 |
| 2 | ENERGY TRANSFER PARTNERS LP | | | 12,187 | 12,879 |
| 3 | EV ENERGY PARTNERS, LP | | | 25,239 | 22,624 |

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

| | | | | | | | | 0 | 0 | 0 | Expense Account |
|---|----------------|--|-------------------------------------|------------|----|-------|--|------------|------|---|-----------------|
| 1 | Mark Langan | | Foundation Source 501 Silverside Rd | Wilmington | DE | 19809 | | Dir | 1 00 | 0 | 0 |
| 2 | Jeremy Leonard | | Foundation Source 501 Silverside Rd | Wilmington | DE | 19809 | | Dir | 1 00 | 0 | 0 |
| 3 | Misty Leonard | | Foundation Source 501 Silverside Rd | Wilmington | DE | 19809 | | Dir | 1 00 | 0 | 0 |
| 4 | Marca Nappi | | Foundation Source 501 Silverside Rd | Wilmington | DE | 19809 | | Pres / Dir | 1 00 | 0 | 0 |
| 5 | Robert A Nappi | | Foundation Source 501 Silverside Rd | Wilmington | DE | 19809 | | Trustee | 1 00 | 0 | 0 |
| 6 | Kyle Smith | | Foundation Source 501 Silverside Rd | Wilmington | DE | 19809 | | Dir | 1 00 | 0 | 0 |

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

CONWAY INTERFAITH CLINIC INC

Street

830 N CREEK DR

| City | State | Zip Code | Foreign Country |
|--------|-------|----------|-----------------|
| CONWAY | AR | 72032 | |

| Relationship | Foundation Status |
|--------------|-------------------|
| N/A | 509(a)(2) |

| Purpose of grant/contribution | Amount |
|--------------------------------------|--------|
| Medical and Dental Care for Children | 1,000 |

Name

COOKSON HILLS CHRISTIAN SCHOOL

Street

RR 3 BOX 200

| City | State | Zip Code | Foreign Country |
|--------|-------|----------|-----------------|
| KANSAS | OK | 74347 | |

| Relationship | Foundation Status |
|--------------|-------------------|
| N/A | 509(a)(1) |

| Purpose of grant/contribution | Amount |
|-------------------------------|--------|
| Equine Assisted Psychotherapy | 2,000 |

Name

CRAFTSBURY PUBLIC LIBRARY INC

Street

PO BOX 74

| City | State | Zip Code | Foreign Country |
|---------------|-------|----------|-----------------|
| CRAFTSBURY CM | VT | 05827 | |

| Relationship | Foundation Status |
|--------------|-------------------|
| N/A | 509(a)(1) |

| Purpose of grant/contribution | Amount |
|--|--------|
| Technology Access for Craftsbury Library's Afterschool Program | 5,000 |

Name

DAUFUSKIE ISLAND HISTORICAL FOUNDATION

Street

PO BOX 52

| City | State | Zip Code | Foreign Country |
|--------------|-------|----------|-----------------|
| DAUFUSKIE IS | SC | 29915 | |

| Relationship | Foundation Status |
|--------------|-------------------|
| N/A | 509(a)(1) |

| Purpose of grant/contribution | Amount |
|---------------------------------------|--------|
| Billie Burn Museum Children's Exhibit | 2,000 |

Name

DAYTON CHILDRENS HOSPITAL

Street

1 CHILDRENS PLZ

| City | State | Zip Code | Foreign Country |
|--------|-------|----------|-----------------|
| DAYTON | OH | 45404 | |

| Relationship | Foundation Status |
|--------------|-------------------|
| N/A | 509(a)(1) |

| Purpose of grant/contribution | Amount |
|---------------------------------------|--------|
| Care and Comfort for Children Program | 2,000 |

Name

DISABLED SPORTS USA

Street

PO BOX 139

| City | State | Zip Code | Foreign Country |
|------------|-------|----------|-----------------|
| KILLINGTON | VT | 05751 | |

| Relationship | Foundation Status |
|--------------|-------------------|
| N/A | 509(a)(2) |

| Purpose of grant/contribution | Amount |
|-------------------------------|--------|
| PEAK Lodge Project | 4,000 |

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

EDUCATION FOUNDATION FOR THE COLORADO NATIONAL GUARD

Street

PO BOX 440889

| | | | |
|---------------------|---------------------------------------|-------------------|-----------------|
| City AURORA | State CO | Zip Code 80044 | Foreign Country |
| Relationship N/A | Foundation Status 509(a)(1) | | |

| | |
|--|------------------------|
| Purpose of grant/contribution Tuition Assistance to Colorado Air and Army National Guard | Amount 1,000 |
|--|------------------------|

Name

FEED MY LAMBS INC

Street

PO BOX 91

| | | | |
|-------------------|-------------|-------------------|-----------------|
| City WADESBORO | State NC | Zip Code 28170 | Foreign Country |
|-------------------|-------------|-------------------|-----------------|

| | | | |
|---|---------------------------------------|--|--|
| Relationship N/A | Foundation Status 509(a)(2) | | |
| Purpose of grant/contribution Food Expense and Salary Program | Amount 1,000 | | |

Name

FRESH START SURGICAL GIFTS

Street

2011 PALOMAR AIRPORT RD 206

| | | | |
|------------------|-------------|-------------------|-----------------|
| City CARLSBAD | State CA | Zip Code 92011 | Foreign Country |
|------------------|-------------|-------------------|-----------------|

| | | | |
|---|---------------------------------------|--|--|
| Relationship N/A | Foundation Status 509(a)(1) | | |
| Purpose of grant/contribution Surgery Weekend Program | Amount 1,000 | | |

Name

GIRL SCOUTS OF GREATER CHICAGO & NORTHWEST INDIANA

Street

20 S CLARK ST

| | | | |
|-----------------|-------------|-------------------|-----------------|
| City CHICAGO | State IL | Zip Code 60603 | Foreign Country |
|-----------------|-------------|-------------------|-----------------|

| | | | |
|---|---------------------------------------|--|--|
| Relationship N/A | Foundation Status 509(a)(2) | | |
| Purpose of grant/contribution GirlSpace Project | Amount 1,000 | | |

Name

GREENE LAMP INCORPORATED

Street

309 SUMMIT AVE

| | | | |
|-----------------|-------------|-------------------|-----------------|
| City KINSTON | State NC | Zip Code 28501 | Foreign Country |
|-----------------|-------------|-------------------|-----------------|

| | | | |
|---|---------------------------------------|--|--|
| Relationship N/A | Foundation Status 509(a)(1) | | |
| Purpose of grant/contribution Storytelling Time Project | Amount 2,000 | | |

Name

HIMALAYAN CATARACT PROJECT INC

Street

PO BOX 55

| | | | |
|-------------------|-------------|-------------------|-----------------|
| City WATERBURY | State VT | Zip Code 05676 | Foreign Country |
|-------------------|-------------|-------------------|-----------------|

| | | | |
|--|---------------------------------------|--|--|
| Relationship N/A | Foundation Status 509(a)(1) | | |
| Purpose of grant/contribution South-South Training Project | Amount 4,000 | | |

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

HORSES HELP FOUNDATION

Street

PO BOX 71005

City

PHOENIX

State

AZ

Zip Code

85050

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Horses Help - Summer Enrichment Program

Amount

5,000

Name

HOSPICE OF THE VALLEY

Street

4850 UNION AVE

City

SAN JOSE

State

CA

Zip Code

95124

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Enhancing End of Life Care - Transitions Program

Amount

1,000

Name

LOWCOUNTRY FOOD BANK INC

Street

2864 AZALEA DR

City

CHARLESTON

State

SC

Zip Code

29405

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

Backpack Buddies Project

Amount

1,000

Name

MARRIAGE MANAGEMENT CONSULTANTS INC

Street

3061 SW CR 0018

City

CORSICANA

State

TX

Zip Code

75110

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Military Marriage Enrichment Project

Amount

2,000

Name

MEDICAL MISSIONS FOR CHILDREN INC

Street

35 GETTY AVE BLDG 400

City

PATERSON

State

NJ

Zip Code

07503

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(2)

Purpose of grant/contribution

The Giggles Children's Theater at St. Joseph's Children's Hospital

Amount

2,000

Name

MORTGAGE MIRACLES FOR KIDS INC

Street

3002 DOW AVE STE 502

City

TUSTIN

State

CA

Zip Code

92780

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Grant Program

Amount

4,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

MOUNT EVANS HOSPICE INC

Street

3081 BERGEN PEAK DR

| | | | |
|-------------------|-------------|-------------------|-----------------|
| City EVERGREEN | State CO | Zip Code 80439 | Foreign Country |
|-------------------|-------------|-------------------|-----------------|

| | |
|---------------------|--------------------------------|
| Relationship N/A | Foundation Status 509(a)(2) |
|---------------------|--------------------------------|

| | |
|---|-----------------|
| Purpose of grant/contribution Camp Comfort Grief Project | Amount 1,000 |
|---|-----------------|

Name

NEW JERSEY AUDUBON SOCIETY

Street

9 HARDSCRABBLE RD

| | | | |
|-----------------------|-------------|-------------------|-----------------|
| City BERNARDSVILLE | State NJ | Zip Code 07924 | Foreign Country |
|-----------------------|-------------|-------------------|-----------------|

| | |
|---------------------|--------------------------------|
| Relationship N/A | Foundation Status 509(a)(1) |
|---------------------|--------------------------------|

| | |
|--|-----------------|
| Purpose of grant/contribution Support the Good Neighbor Fund to Provide Camp Scholarships | Amount 1,000 |
|--|-----------------|

Name

NEWARK BOYS CHORUS SCHOOL

Street

1016 BROAD ST

| | | | |
|----------------|-------------|-------------------|-----------------|
| City NEWARK | State NJ | Zip Code 07102 | Foreign Country |
|----------------|-------------|-------------------|-----------------|

| | |
|---------------------|--------------------------------|
| Relationship N/A | Foundation Status 509(a)(1) |
|---------------------|--------------------------------|

| | |
|--|-----------------|
| Purpose of grant/contribution NBCS Scholarship Fund | Amount 4,000 |
|--|-----------------|

Name

NORTHWEST HARVEST E M M

Street

PO BOX 12272

| | | | |
|-----------------|-------------|-------------------|-----------------|
| City SEATTLE | State WA | Zip Code 98102 | Foreign Country |
|-----------------|-------------|-------------------|-----------------|

| | |
|---------------------|--------------------------------|
| Relationship N/A | Foundation Status 509(a)(1) |
|---------------------|--------------------------------|

| | |
|---|-----------------|
| Purpose of grant/contribution Three Squares Children's Food BackPack Program | Amount 1,000 |
|---|-----------------|

Name

PALM BEACH HABILITATION CENTER INC

Street

4522 S CONGRESS AVE

| | | | |
|--------------------|-------------|-------------------|-----------------|
| City LAKE WORTH | State FL | Zip Code 33461 | Foreign Country |
|--------------------|-------------|-------------------|-----------------|

| | |
|---------------------|--------------------------------|
| Relationship N/A | Foundation Status 509(a)(1) |
|---------------------|--------------------------------|

| | |
|---|-----------------|
| Purpose of grant/contribution Food Service Employment Training Program | Amount 1,000 |
|---|-----------------|

Name

PATRIOT KIDS MINISTRIES

Street

10208 CEDAR KNOB CHURCH RD

| | | | |
|----------------|-------------|-------------------|-----------------|
| City SALADO | State TX | Zip Code 76571 | Foreign Country |
|----------------|-------------|-------------------|-----------------|

| | |
|---------------------|--------------------------------|
| Relationship N/A | Foundation Status 509(a)(1) |
|---------------------|--------------------------------|

| | |
|---|-----------------|
| Purpose of grant/contribution Life-Skills Series Camps | Amount 2,000 |
|---|-----------------|

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year****Name**

PURDUE UNIVERSITY-CALUMET

Street

2200 169TH ST

| | | | |
|------------------------|--------------------|--------------------------|------------------------|
| City HAMMOND | State IN | Zip Code 46232 | Foreign Country |
|------------------------|--------------------|--------------------------|------------------------|

| | | |
|----------------------------|---------------------------------------|--|
| Relationship N/A | Foundation Status 509(a)(1) | |
|----------------------------|---------------------------------------|--|

| | |
|--|------------------------|
| Purpose of grant/contribution Evidence-Based Practice Nurses' Fellowship Project | Amount 4,000 |
|--|------------------------|

Name

RENEWAL COALITION INC

Street

88 W RIVERSIDE DR

| | | | |
|------------------------|--------------------|--------------------------|------------------------|
| City JUPITER | State FL | Zip Code 33469 | Foreign Country |
|------------------------|--------------------|--------------------------|------------------------|

| | | |
|----------------------------|---------------------------------------|--|
| Relationship N/A | Foundation Status 509(a)(1) | |
|----------------------------|---------------------------------------|--|

| | |
|---|------------------------|
| Purpose of grant/contribution Renewal Coalition Project | Amount 4,000 |
|---|------------------------|

Name

SARASOTA-MANATEE ASSOCIATION FOR RIDING THERAPY INC

Street

4640 CR 675

| | | | |
|--------------------------|--------------------|--------------------------|------------------------|
| City BRADENTON | State FL | Zip Code 34211 | Foreign Country |
|--------------------------|--------------------|--------------------------|------------------------|

| | | |
|----------------------------|---------------------------------------|--|
| Relationship N/A | Foundation Status 509(a)(1) | |
|----------------------------|---------------------------------------|--|

| | |
|--|------------------------|
| Purpose of grant/contribution Horses for Heroes Kids Project | Amount 1,000 |
|--|------------------------|

Name

SHELBYNE FARMS

Street

1611 HARBOR RD

| | | | |
|-------------------------|--------------------|--------------------------|------------------------|
| City SHELBYNE | State VT | Zip Code 05482 | Foreign Country |
|-------------------------|--------------------|--------------------------|------------------------|

| | | |
|----------------------------|---------------------------------------|--|
| Relationship N/A | Foundation Status 509(a)(2) | |
|----------------------------|---------------------------------------|--|

| | |
|--|------------------------|
| Purpose of grant/contribution Shelburne Farms Youth Program Scholarships | Amount 5,000 |
|--|------------------------|

Name

SHELBYNE MUSEUM INCORPORATED

Street

PO BOX 10

| | | | |
|-------------------------|--------------------|--------------------------|------------------------|
| City SHELBYNE | State VT | Zip Code 05482 | Foreign Country |
|-------------------------|--------------------|--------------------------|------------------------|

| | | |
|----------------------------|---------------------------------------|--|
| Relationship N/A | Foundation Status 509(a)(1) | |
|----------------------------|---------------------------------------|--|

| | |
|---|------------------------|
| Purpose of grant/contribution Campaign for the Center for Art and Education at Shelburne Museum | Amount 5,000 |
|---|------------------------|

Name

SMITH FARM LTD

Street

1632 U ST NW

| | | | |
|---------------------------|--------------------|--------------------------|------------------------|
| City WASHINGTON | State DC | Zip Code 20009 | Foreign Country |
|---------------------------|--------------------|--------------------------|------------------------|

| | | |
|----------------------------|---------------------------------------|--|
| Relationship N/A | Foundation Status 509(a)(1) | |
|----------------------------|---------------------------------------|--|

| | |
|--|------------------------|
| Purpose of grant/contribution Healing Wounded Warriors The Military Hospital Artist-in-Residence Program | Amount 1,000 |
|--|------------------------|

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

SOLDIERS PROJECT

Street

4605 LANKERSHIM BLVD STE 221

| | | | |
|----------------------------|---------------------------------------|--------------------------|------------------------|
| City N HOLLYWOOD | State CA | Zip Code 91602 | Foreign Country |
| Relationship N/A | Foundation Status 509(a)(1) | | |

| | |
|--|------------------------|
| Purpose of grant/contribution Operation Safe Haven Project | Amount 2,000 |
|--|------------------------|

Name

SPEYER LEGACY SCHOOL

Street

15 W 86TH ST

| | | | |
|-------------------------|--------------------|--------------------------|------------------------|
| City NEW YORK | State NY | Zip Code 10024 | Foreign Country |
|-------------------------|--------------------|--------------------------|------------------------|

| | | |
|----------------------------|---------------------------------------|------------------------|
| Relationship N/A | Foundation Status 509(a)(1) | Amount 2,000 |
|----------------------------|---------------------------------------|------------------------|

Name

TANNERY POND COMMUNITY CENTER ASSOCIATION

Street

PO BOX 54

| | | | |
|----------------------------|--------------------|--------------------------|------------------------|
| City NORTH CREEK | State NY | Zip Code 12853 | Foreign Country |
|----------------------------|--------------------|--------------------------|------------------------|

| | | |
|----------------------------|---------------------------------------|------------------------|
| Relationship N/A | Foundation Status 509(a)(1) | Amount 1,000 |
|----------------------------|---------------------------------------|------------------------|

| | |
|---|------------------------|
| Purpose of grant/contribution TPCCA Art & Nature Camp | Amount 1,000 |
|---|------------------------|

Name

THE SHELTERING ARMS

Street

385 CENTENNIAL OLYMPIC PARK

| | | | |
|------------------------|--------------------|--------------------------|------------------------|
| City ATLANTA | State GA | Zip Code 30313 | Foreign Country |
|------------------------|--------------------|--------------------------|------------------------|

| | | |
|----------------------------|---------------------------------------|------------------------|
| Relationship N/A | Foundation Status 509(a)(1) | Amount 1,000 |
|----------------------------|---------------------------------------|------------------------|

| | |
|---|------------------------|
| Purpose of grant/contribution 2012 Scholarship Fund | Amount 1,000 |
|---|------------------------|

Name

UNITED THROUGH READING

Street

11750 SORRENTO VALLEY RD STE 100

| | | | |
|--------------------------|--------------------|--------------------------|------------------------|
| City SAN DIEGO | State CA | Zip Code 92121 | Foreign Country |
|--------------------------|--------------------|--------------------------|------------------------|

| | | |
|----------------------------|---------------------------------------|------------------------|
| Relationship N/A | Foundation Status 509(a)(1) | Amount 2,000 |
|----------------------------|---------------------------------------|------------------------|

| | |
|--|------------------------|
| Purpose of grant/contribution United Through Reading Project | Amount 2,000 |
|--|------------------------|

Name

VALLEY VETERANS SERVICE CENTER

Street

103 BEDFORD ST STE 102

| | | | |
|-------------------------|--------------------|--------------------------|------------------------|
| City HAMILTON | State MT | Zip Code 59840 | Foreign Country |
|-------------------------|--------------------|--------------------------|------------------------|

| | | |
|----------------------------|---------------------------------------|------------------------|
| Relationship N/A | Foundation Status 509(a)(1) | Amount 2,500 |
|----------------------------|---------------------------------------|------------------------|

| | |
|---|------------------------|
| Purpose of grant/contribution General Support Project | Amount 2,500 |
|---|------------------------|

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

WASHINGTON & LEE UNIVERSITY

Street

204 W WASHINGTON ST

City

LEXINGTON

State

VA

Zip Code

24450

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Weekend Backpack Snack Program

Amount

1,000

Name

WEST BERGEN MENTAL HEALTHCARE INC

Street

120 CHESTNUT ST

City

RIDGEWOOD

State

NJ

Zip Code

07450

Foreign Country**Relationship**

N/A

Foundation Status

509(a)(1)

Purpose of grant/contribution

Asperger's Services Project

Amount

1,000

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount****Name****Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**