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 01-01-2012 , and ending 12-31-2012

Name of foundation
Quitiplas Foundation

A Employer identification number
26-1622017

Number and street (or P O box number if mail is not delivered to street address) Room/suite
Foundation Source 501 Silverside Rd

B Telephone number (see instructions)
(800) 839-1754

City or town, state, and ZIP code
Wilmington, DE 198091377

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)* ▶$ 12,057,765

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)	1,510,000			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	614	614		
	4	Dividends and interest from securities	319,363	318,326		
	5a	Gross rents				
	b	Net rental income or (loss) -125,786				
	6a	Net gain or (loss) from sale of assets not on line 10	-529,294			
	b	Gross sales price for all assets on line 6a 5,219,717				
	7	Capital gain net income (from Part IV, line 2)		0		
	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)	52,008	67,623		
	12	**Total.** Add lines 1 through 11	1,352,691	386,563		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	24,551			24,551
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	52,364	48,103		4,261
	17	Interest	80,715	6,312		73,996
	18	Taxes (attach schedule) (see instructions)	32,989			23,395
	19	Depreciation (attach schedule) and depletion	14,181			
	20	Occupancy	7,200			7,200
	21	Travel, conferences, and meetings	1,060	1,060		
	22	Printing and publications				
	23	Other expenses (attach schedule)	118,334	79,544		38,782
	24	**Total operating and administrative expenses.** Add lines 13 through 23	331,394	135,019		172,185
	25	Contributions, gifts, grants paid	1,440,008			1,440,008
	26	**Total expenses and disbursements.** Add lines 24 and 25	1,771,402	135,019		1,612,193
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-418,711			
	b	**Net investment income** (if negative, enter -0-)		251,544		
	c	**Adjusted net income** (if negative, enter -0-)				

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	3,740,250	2,883,787	2,883,787
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	660,945	3,174,507	3,165,554
	c	Investments—corporate bonds (attach schedule)	3,097,060		
	11	Investments—land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	3,301,045	4,553,084	4,671,488
	14	Land, buildings, and equipment basis ▶ 1,351,117 Less accumulated depreciation (attach schedule) ▶ 14,181		1,336,936	1,336,936
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	10,799,300	11,948,314	12,057,765
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)		1,500,000	
	22	Other liabilities (describe ▶)		67,725	
	23	**Total liabilities** (add lines 17 through 22)		1,567,725	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☑ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	10,799,300	10,380,589	
	30	**Total net assets or fund balances** (see page 17 of the instructions)	10,799,300	10,380,589	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	10,799,300	11,948,314	

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	10,799,300
2	Enter amount from Part I, line 27a	2	-418,711
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	10,380,589
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	10,380,589

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)
1 a	Publicly-traded securities			
b	Passthrough K1 Capital Gain			
c	Loss on Futures			
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	5,219,717		5,701,984	-482,267
b				12,050
c				-59,467
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				-482,267
b				12,050
c				-59,467
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	-529,684
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	

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 page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,035,268	10,027,074	000 103247
2010	1,045,593	10,444,073	000 100114
2009	891,815	11,119,347	000 080204
2008	655,333	9,254,261	000 070814
2007			

2	**Total** of line 1, column (d).	2	000 354379
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	000 070876
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	10,735,260
5	Multiply line 4 by line 3.	5	760,872
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	2,515
7	Add lines 5 and 6.	7	763,387
8	Enter qualifying distributions from Part XII, line 4.	8	2,963,310

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 page 18 of the 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	2,515
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	2,515
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,515
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 4,000		
b	Exempt foreign organizations—tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c: 2,000		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	6,000
8	Enter any **penalty** for underpayment of estimated tax Check here ☑ if Form 2220 is attached	8	2
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	3,483
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 3,483 **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		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
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		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	Yes	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	Yes	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA, DE, MD			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶

14 The books are in care of ▶ Telephone no ▶(800) 839-1754

Located at ▶501 Silverside Road Suite 123 Wilmington DE ZIP+4 ▶198091377

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** —Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 |

16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No

See 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? ☑ 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 page 20 of the instructions)?	1b		No
	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		No
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 ▶ 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		
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? ☐ 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		No
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		No

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
	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**		

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
Thomas M Scruggs Jr 501 Silverside Ste 123 Wilmington, DE 19809	Pres/Sec/Dir 020 00	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
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
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 page 24 of the instructions 3	
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	6,541,598
b	Average of monthly cash balances	1b	2,934,971
c	Fair market value of all other assets (see instructions)	1c	1,523,354
d	**Total** (add lines 1a, b, and c)	1d	10,999,923
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	101,182
3	Subtract line 2 from line 1d	3	10,898,741
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	163,481
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	10,735,260
6	**Minimum investment return.** Enter 5% of line 5	6	536,763

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	536,763
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2,515		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	2,515
3	Distributable amount before adjustments Subtract line 2c from line 1			3	534,248
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	534,248
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	534,248

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26	1a	1,612,193
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	1,351,117
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	2,963,310
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	2,515
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	2,960,795

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					534,248
2 Undistributed income, if any, as of the end of 2012					
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.	236,450				
c From 2009.	342,946				
d From 2010.	530,229				
e From 2011.	543,347				
f **Total** of lines 3a through e.		1,652,972			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 2,963,310					
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.					534,248
e Remaining amount distributed out of corpus		2,429,062			
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		4,082,034			
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					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		4,082,034			
10 Analysis of line 9					
a Excess from 2008. . . .	236,450				
b Excess from 2009. . . .	342,946				
c Excess from 2010. . . .	530,229				
d Excess from 2011. . . .	543,347				
e Excess from 2012. . . .	2,429,062				

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

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 organization 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 organization 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))

Thomas M Scruggs Jr

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 of the person to whom applications should be addressed

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Additional Data Table				
Total . . . . ▶ **3a**				1,440,008
b *Approved for future payment*				
Total . . . . ▶ **3b**				

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)
1 Program service revenue	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
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			14	614	
4 Dividends and interest from securities. . . .	525990	1,037	14	318,326	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.			16	-125,786	
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory	525990	390	18	-529,684	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a Passthrough K-1 Income	525990	-15,615	14	67,623	
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		-14,188		-268,907	

13 Total. Add line 12, columns (b), (d), and (e). 13 -283,095

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-11-15	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☐	PTIN
Jeffrey D Haskell	Jeffrey D Haskell	2013-11-15		
Firm's name	Foundation Source		Firm's EIN	
Firm's address	One Hollow Lane Suite 212 Lake Success, NY 11042		Phone no (800) 839-1754	

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
A J MUSTE MEMORIAL INSTITUTE 339 LAFAYETTE ST NEW YORK, NY 10012	N/A	509a1	General Unrestricted	1,000
A JEWISH VOICE FOR PEACE INC 1611 TELEGRAPH AVE OAKLAND, CA 94612	N/A	509a1	General Unrestricted	1,000
ALLIANCE FOR GLOBAL JUSTICE 1247 E ST SE WASHINGTON, DC 20003	N/A	509a1	Courage to Resist Bradley Manning Support Network	1,000
ALLIANCE FOR GLOBAL JUSTICE 1247 E ST SE WASHINGTON, DC 20003	N/A	509a1	Nicaragua News Service	500
CENTER FOR CUBAN STUDIES INC 231 W 29TH ST 4TH FL NEW YORK, NY 10001	N/A	509a2	General Unrestricted	500
AMERICANS UNITED - SEP OF CHURCH & STATE 1301 K ST NW STE 850E WASHINGTON, DC 20005	N/A	509a1	General Unrestricted	1,000
CENTER FOR ECONOMIC AND POLICY RESEARCH 1611 CONNECTICUT AVE NW NO 400 WASHINGTON, DC 20009	N/A	509a1	General Unrestricted	500,000
CISPES EDUCATION FUND 1525 NEWTON ST NW WASHINGTON, DC 20010	N/A	509a1	General Unrestricted	1,000
COMMON DREAMS INC PO BOX 443 PORTLAND, ME 04112	N/A	509a1	General Unrestricted	1,000
COUNCIL FOR SECULAR HUMANISM INC 3965 RENSCH RD AMHERST, NY 14228	N/A	509a2	General Unrestricted	1,000
CROSSROADS FUND 3411 W DIVERSEY AVE STE 20 CHICAGO, IL 60647	N/A	509a1	General Unrestricted	500
CULTURAL SURVIVAL INC 215 PROSPECT ST CAMBRIDGE, MA 02139	N/A	509a1	Xavante News Dissemination and General Unrestricted	15,000
FOUNDATION FOR NATIONAL PROGRESS 222 SUTTER ST STE 600 SAN FRANCISCO, CA 94108	N/A	509a2	Charitable Event	2,500
FOUNDATION FOR NATIONAL PROGRESS 222 SUTTER ST STE 600 SAN FRANCISCO, CA 94108	N/A	509a2	General Unrestricted	1,000
GLOBAL LEFT FORUM INC 365 5TH AVE STE 6115 NEW YORK, NY 10016	N/A	509a1	General Unrestricted	500

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
GREENPEACE FUND INC 702 H ST NW STE 300 WASHINGTON,DC 20001	N/A	509a1	General Unrestricted	1,000
INDEPENDENT MEDIA INSTITUTE 1881 HARMON ST BERKELEY,CA 94703	N/A	509a1	General Unrestricted	1,000
INDEPENDENT WORLD TELEVISION INC 234 HOLLIDAY ST BALTIMORE,MD 21202	N/A	509a1	Support Refurbishing of New Buildings in Baltimore Maryland	237,758
INDEPENDENT WORLD TELEVISION INC 234 HOLLIDAY ST BALTIMORE,MD 21202	N/A	509a1	First of Three Installments for Additional Construction on Baltimore Building	100,000
INDEPENDENT WORLD TELEVISION INC 234 HOLLIDAY ST BALTIMORE,MD 21202	N/A	509a1	General Unrestricted	330,000
INSTITUTE FOR PUBLIC AFFAIRS 2040 N MILWAUKEE 2ND FL CHICAGO,IL 60647	N/A	509a1	General Unrestricted	5,000
INSTITUTE FOR SOCIAL AND CULTURAL COMMUNICATIONS INC 18 MILLFIELD ST WOODS HOLE,MA 02543	N/A	509a1	General Unrestricted	5,000
INSTITUTE FOR THE ADVANCEMENT OF JOURNALISTIC CLARITY dba COUNTER PUNCH PO BOX 228 PETROLIA,CA 95558	N/A	509a1	Save CounterPunch From Being Disappeared	10,000
INSTITUTE FOR THE ADVANCEMENT OF JOURNALISTIC CLARITY dba COUNTER PUNCH PO BOX 228 PETROLIA,CA 95558	N/A	509a1	General Unrestricted	5,000
JUST FOREIGN POLICY 4410 MASSACHUSETTS AVE NW 290 WASHINGTON,DC 20016	N/A	509a1	General Unrestricted	160,000
LEAGUE TO SAVE LAKE TAHOE 2608 LAKE TAHOE BLVD S LAKE TAHOE,CA 96150	N/A	509a2	General Unrestricted	500
MEDIA FREEDOM FOUNDATION PO BOX 571 COTATI,CA 94931	N/A	509a1	General Unrestricted	5,000
MONTHLY REVIEW FOUNDATION 146 W 29TH ST RM 6W NEW YORK,NY 10001	N/A	509a2	General Unrestricted	5,000
NORTH AMERICAN CONGRESS ON LATIN AMERICA 53 WASHINGTON SQ S FL 4W NEW YORK,NY 10012	N/A	509a2	General Unrestricted	30,000
PACIFICA REPORTERS AGAINST CENSORSHIP PO BOX 381 TOLEDO,OR 97391	N/A	509a2	General Unrestricted	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
POSITIVE FUTURES NETWORK 284 MADRONA WAY NE STE 116 BAINBRIDGE IS, WA 98110	N/A	509a1	General Unrestricted	1,000
PROGRESSIVE INC 409 E MAIN ST MADISON, WI 53703	N/A	509a2	General Unrestricted	5,000
PROMETHEUS RADIO PROJECT PO BOX 42158 PHILADELPHIA, PA 19101	N/A	509a2	General Unrestricted	1,000
PUBLIC INTEREST PICTURES INCORPORATED 612 FLOWER AVE VENICE, CA 90291	N/A	509a1	General Unrestricted	1,000
SIERRA CLUB FOUNDATION 85 2ND ST STE 750 SAN FRANCISCO, CA 94105	N/A	509a1	General Unrestricted	1,000
TRUTHOUT PO BOX 276414 SACRAMENTO, CA 95827	N/A	509a1	Culinary Outreach to Past and Potential Donors	250
TRUTHOUT PO BOX 276414 SACRAMENTO, CA 95827	N/A	509a1	General Unrestricted	1,000
TRUTHOUT PO BOX 276414 SACRAMENTO, CA 95827	N/A	509a1	General Unrestricted	1,000
VENEZUELA ANALYSIS 148 HARRISON AVE HARRISON, NY 10528	N/A	509a1	General Unrestricted	5,000
Total . . . . ▶ **3a**				1,440,008

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Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, 990-EZ, or 990-PF.

OMB No 1545-0047

2012

Name of the organization	Employer identification number
Quitiplas Foundation	26-1622017

Organization type (check one)

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☑ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☑ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the $33\frac{1}{3}$% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ____________

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2 of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

Name of organization
Quitiplas Foundation

Employer identification number
26-1622017

Part I **Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Thomas M Scruggs Jr 14 Maybeck Twin Drive Berkeley, CA 94708	$ 1,500,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	Independent World Television Inc 234 Holliday St 605 Baltimore, MD 21202	$ 10,000	Person ☑ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization
Quitiplas Foundation

Employer identification number
26-1622017

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Name of organization	**Employer identification number**
Quitiplas Foundation	26-1622017

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e) and** the following line entry
For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $
Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP 4	Relationship of transferor to transferee

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: Quitiplas Foundation

EIN: 26-1622017

Software ID: 12000057

Software Version: 12.19.1011.1

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
231-235 HOLLIDAY ST - BUILDINGS IMPROVEMENTS	2012-04-30	833,813		Straight-line	3950 0000000000 %	14,181			

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Gain/Loss from Sale of Other Assets Schedule

Name: Quitiplas Foundation

EIN: 26-1622017

Software ID: 12000057

Software Version: 12.19.1011.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
Publicly-traded securities					5,219,717	5,701,984			-482,267	
Passthrough K1 Capital Gain									12,050	
Loss on Futures									-59,467	
Passthrough UBI Capital Gain									390	

TY 2012 General Explanation Attachment

Name: Quıtıplas Foundatıon

EIN: 26-1622017

Software ID: 12000057

Software Version: 12.19.1011.1

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TY 2012 Investments Corporate Stock Schedule

Name: Quitiplas Foundation
EIN: 26-1622017
Software ID: 12000057
Software Version: 12.19.1011.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
490000 shares of ADVANCED CELL TECHNOLOGIES INC ACTC	50,297	27,293
522 shares of AMAZON.COM INC AMZN	100,349	130,954
252 shares of APPLE INC. AAPL	151,152	134,108
48915 shares of CHIMERA INVESTMENT CIM	151,063	127,668
1470 shares of CITIGROUP INC	49,961	58,153
80000 shares of CITIGROUP FUNDING INC CONTIGENT ROS SPX OTC	800,000	812,800
4330 shares of CITIZENS INC CIA	48,852	47,847
2400 shares of IMMUNOCELLULAR THERAPEUTICS IMUC	6,250	4,608
3649 shares of INTEL CORP INTC	100,065	75,242
14721 shares of iSHARES INC ETF EEMA	812,603	847,783
25071 shares of iSHARES TRUST MSCI EURO FINL EUFN	445,517	496,406
101000 shares of LEGEND OIL AND GAS LOGL	99,478	6,060
2550 shares of LOWES COS INC LOW	50,192	90,576
853 shares of NETFLIX.COM INC NFLX	99,982	78,979
28410 shares of RENTECH INC RTK	50,012	74,718
1850 shares of ROCKWOOD HOLDINGS ROC	99,577	91,501
37600 shares of RODINA LITHIUM INC RDNAF	8,906	5,922
1720 shares of US BANCORP USB	50,251	54,936

TY 2012 Investments - Other Schedule

Name: Quıtıplas Foundatıon

EIN: 26-1622017

Software ID: 12000057

Software Version: 12.19.1011.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
ENTERPRISE PRODUCTS PARTNERS LP EPD		127,137	151,091
GREEN LANTERN, INC.		120,000	120,000
OPEN CURRENCY FUTURES		141,360	141,360
SANDRIDGE MISSISSIPPIAN TRUST I SDT		46,435	23,756
UBS GAVEA FUND LLC		1,044,442	1,041,706
REPUBLIC OF ARGENTINA SECUR SER V 8.75 06/02/17		579,380	663,750
REPUBLIC OF VENEZUELA 10.75 Due 09-19-13		1,989,330	2,055,000
GS INVESTMENT PARTNERS LLC		505,000	474,825

TY 2012 Land, Etc. Schedule

Name: Quitiplas Foundation

EIN: 26-1622017

Software ID: 12000057

Software Version: 12.19.1011.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
231-235 HOLLIDAY ST - BUILDINGS	817,543	13,949	803,594	803,594
231-235 HOLLIDAY ST - IMPROVEMENTS	16,269	232	16,037	16,037
231-235 HOLLIDAY ST - LAND	517,305		517,305	517,305

TY 2012 Legal Fees Schedule

Name: Quitiplas Foundation

EIN: 26-1622017

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Legal Fees - Charitable-Use Building Purchase	24,551			24,551

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TY 2012 Mortgages and Notes Payable Schedule

Name: Quitiplas Foundation
EIN: 26-1622017
Software ID: 12000057
Software Version: 12.19.1011.1
Total Mortgage Amount: 1500000

Item No.	1
Lender's Name	ARCADIA FINANCE COMPANY LLC
Lender's Title	
Relationship to Insider	None
Original Amount of Loan	1000000
Balance Due	1000000
Date of Note	2012-04
Maturity Date	2015-04
Repayment Terms	Monthly Interest Payments
Interest Rate	0000000000.070000000000
Security Provided by Borrower	Liens
Purpose of Loan	Building Purchase
Description of Lender Consideration	Cash
Consideration FMV	1000000

Item No.	2
Lender's Name	J FILM LLC
Lender's Title	
Relationship to Insider	None
Original Amount of Loan	500000
Balance Due	500000
Date of Note	2012-04
Maturity Date	2015-04
Repayment Terms	Monthly Interest Payments
Interest Rate	0000000000.070000000000
Security Provided by Borrower	Liens
Purpose of Loan	Building Purchase
Description of Lender Consideration	Cash
Consideration FMV	500000

TY 2012 Other Expenses Schedule

Name: Quitiplas Foundation

EIN: 26-1622017

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Administrative Fees	20,000			20,000
State Filing Fees	25			25
K-1 expenses UBS Gavea Fund LLC	77,417	77,417		
K-1 expenses Sandridge Mississippian Trust I	2,127	2,127		
K-1 expenses Enterprise Products Partners LP	8			
Property Insurance - charitable-use building	8,684			8,684
Other closing expenses	8,803			8,803
Loan payment late fee	292			292
Utilities - charitable-use building	978			978

TY 2012 Other Income Schedule

Name: Quitiplas Foundation

EIN: 26-1622017

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Passthrough K-1 income UBS Gavea Fund LLC	65,558	65,358	
Passthrough K-1 loss Enterprise Products Partners LP	-16,034	-219	
Passthrough K-1 income Sandridge Mississippian Trust I	2,484	2,484	

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TY 2012 Other Liabilities Schedule

Name: Quitiplas Foundation

EIN: 26-1622017

Software ID: 12000057

Software Version: 12.19.1011.1

Description	Beginning of Year - Book Value	End of Year - Book Value
Open Currency Futures		12,600
Open Options		55,125

TY 2012 Other Professional Fees Schedule

Name: Quitiplas Foundation

EIN: 26-1622017

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Investment Management Fees	48,103	48,103		
Appraisal Services	2,700			2,700
Security System Install and Service	1,561			1,561

TY 2012 Taxes Schedule

Name: Quitiplas Foundation

EIN: 26-1622017

Software ID: 12000057

Software Version: 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Excise Tax 2011	4,025			
Excise Tax 2012	4,000			
UBTI Tax 2011	1,569			
Property Taxes - Charitable-Use Building	23,395			23,395