Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

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

Name of foundation: HINTZ FAMILY FUND, INC. P13619005

A Employer identification number: 26-3843309

Number and street (or P O. box number if mail is not delivered to street address): 10 S DEARBORN IL1-0117

Room/suite:

B Telephone number (see instructions): 866- 888-5157

City or town, state, and ZIP code: CHICAGO, IL 60603

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 19,296,707.

J Accounting method: ☒ Cash ☐ Accrual ☐ 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)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	2,081,698.			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments				
	4	Dividends and interest from securities	275,662.	275,662.		STMT 1
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	272,408.			
	b	Gross sales price for all assets on line 6a 2,808,219.				
	7	Capital gain net income (from Part IV, line 2)		272,408.		
	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)	7,321.			STMT 2
	12	**Total.** Add lines 1 through 11	2,637,089.	548,070.		
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)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule) STMT 3	88,065.	88,065.		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 4	13,341.	2,336.		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule) STMT 5	490.	309.		181.
	24	**Total operating and administrative expenses.** Add lines 13 through 23	101,896.	90,710.		181.
	25	Contributions, gifts, grants paid	761,600.			761,600.
	26	**Total expenses and disbursements** Add lines 24 and 25	863,496.	90,710.		761,781.
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,773,593.			
	b	**Net investment income** (if negative, enter -0-)		457,360.		
	c	**Adjusted net income** (if negative, enter -0-)				

JSA **For Paperwork Reduction Act Notice, see instructions.**
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Form **990-PF** (2012)

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	2,560,023.	2,322,745.	2,322,745.
	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) STMT 6	4,337,268.	5,187,405.	5,758,234.
	c	Investments - corporate bonds (attach schedule) STMT 7	3,855,237.	4,065,804.	4,148,492.
	11	Investments - land, buildings, and equipment: basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) STMT 8		2,178,265.	2,328,865.
	14	Land, buildings, and equipment. basis ▶			
		Less accumulated depreciation (attach schedule) ▶	1,683,570.		
	15	Other assets (describe ▶ STMT 9)	3,900,000.	4,400,000.	4,738,371.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	16,336,098.	18,154,219.	19,296,707.
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)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)		NONE	
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	16,336,098.	18,154,219.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	16,336,098.	18,154,219.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	16,336,098.	18,154,219.	

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	16,336,098.
2	Enter amount from Part I, line 27a	2	1,773,593.
3	Other increases not included in line 2 (itemize) ▶ PRIOR PERIOD ADJUSTMENT	3	44,528.
4	Add lines 1, 2, and 3	4	18,154,219.
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	18,154,219.

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				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,796,282.		2,525,857.	270,425.
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
	(i) F M.V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				270,425.
b				
c				
d				
e				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	270,425.
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 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	560,037.	15,310,286.	0.036579
2010	470,168.	13,038,598.	0.036060
2009	3,953.	10,339,722.	0.000382
2008			
2007			

2	**Total** of line 1, column (d)	2	0.073021
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	0.024340
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	17,092,575.
5	Multiply line 4 by line 3	5	416,033.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	4,574.
7	Add lines 5 and 6	7	420,607.
8	Enter qualifying distributions from Part XII, line 4	8	761,781.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. . . . Date of ruling or determination letter: _______________ (attach copy of letter if necessary - see instructions)				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b			1	4,574.
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	4,574.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . .			4	NONE
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-			5	4,574.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . .	6a	9,149.		
b	Exempt foreign organizations - tax withheld at source	6b	NONE		
c	Tax paid with application for extension of time to file (Form 8868)	6c	10,000.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	19,149.
8	Enter any **penalty** for underpayment of estimated tax Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** . . . . . ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** . . . . . ▶			10	14,575.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 4,576. **Refunded** ▶			11	9,999.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year. (1) On the foundation. ▶ $ __________ (2) On foundation managers ▶ $ __________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ __________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: ● By language in the governing instrument, or ● By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		X

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

				Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)		11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)		12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?		13	X	
	Website address ▶ N/A				
14	The books are in care of ▶ JPMORGAN CHASE BANK, NA Telephone no ▶ (866)888-5157 Located at ▶ 10 S DEARBORN IL1-0117, CHICAGO, IL ZIP+4 ▶ 60603				
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		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶				

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

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

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

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? **5b**

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

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

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

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

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b**

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 STATEMENT 10		-0-	-0-	-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
NONE		NONE	NONE	NONE

Total number of other employees paid over $50,000 ▶ NONE

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		NONE
Total number of others receiving over $50,000 for professional services ▶		NONE

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 NONE	
2	
3	
4	

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

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

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:				
a	Average monthly fair market value of securities			1a	16,359,278.
b	Average of monthly cash balances			1b	993,590.
c	Fair market value of all other assets (see instructions)			1c	NONE
d	**Total** (add lines 1a, b, and c)			1d	17,352,868.
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	NONE
3	Subtract line 2 from line 1d			3	17,352,868.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	260,293.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	17,092,575.
6	**Minimum investment return.** Enter 5% of line 5			6	854,629.

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	854,629.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,574.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	4,574.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	850,055.
4	Recoveries of amounts treated as qualifying distributions			4	NONE
5	Add lines 3 and 4			5	850,055.
6	Deduction from distributable amount (see instructions)			6	NONE
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	850,055.

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	761,781.
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	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	761,781.
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	4,574.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	757,207.

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				850,055.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			737,822.	
b	Total for prior years 20 10 ,20____,20____		NONE		
3	Excess distributions carryover, if any, to 2012.				
a	From 2007 . . . . . . NONE				
b	From 2008 . . . . . . NONE				
c	From 2009 . . . . . . NONE				
d	From 2010 . . . . . . NONE				
e	From 2011 . . . . . . NONE				
f	**Total** of lines 3a through e	NONE			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 761,781.				
a	Applied to 2011, but not more than line 2a			737,822.	
b	Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c	Treated as distributions out of corpus (Election required - see instructions)	NONE			
d	Applied to 2012 distributable amount				23,959.
e	Remaining amount distributed out of corpus	NONE			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	NONE			NONE
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b	Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d	Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
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				826,096.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	NONE			
10	Analysis of line 9:				
a	Excess from 2008 . . . NONE				
b	Excess from 2009 . . . NONE				
c	Excess from 2010 . . . NONE				
d	Excess from 2011 . . . NONE				
e	Excess from 2012 . . . NONE				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

N/A

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

N/A

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

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

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

SEE STATEMENT 12

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

SEE ATTACHED STATEMENT FOR LINE 2

c Any submission deadlines:

SEE ATTACHED STATEMENT FOR LINE 2

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

SEE ATTACHED STATEMENT FOR LINE 2

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 ATTACHED				
	NONE	PUBLIC	GENERAL	761,600.
Total ▶ **3a**				761,600.
b *Approved for future payment*				
Total ▶ **3b**				

Form **990-PF** (2012)

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	275,662.	
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	272,408.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b DEFERRED REVENUE			14	7,321.	
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)				555,391.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 555,391.

(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.)
	NOT APPLICABLE

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ Edward R.
Signature of officer or trustee

10/30/2013
Date

▶ President
Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
ANDREW HAUBERT	Andrew G Haubert	10/30/13		P00386699

Firm's name ▶ JPMORGAN CHASE BANK, NA
Firm's EIN ▶ 13-4994650

Firm's address ▶ 10 S DEARBORN IL1-0111
CHICAGO, IL 60603
Phone no

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

Schedule of Contributors

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

OMB No. 1545-0047

2012

Name of the organization	**Employer identification number**
HINTZ FAMILY FUND, INC. P13619005	26-3843309

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 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).

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. **Schedule B (Form 990, 990-EZ, or 990-PF) (2012)**

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Name of organization	Employer identification number
HINTZ FAMILY FUND, INC. P13619005	26-3843309

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	HINTZ 2008-2017 NON-GRANTOR CLAT C/O JP MORGAN CHASE BANK, NA CHICAGO, IL 60603	$ 1,166,710.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	HINTZ 2008-2020 NON-GRANTOR CLAT C/O JP MORGAN CHASE BANK, NA CHICAGO, IL 60603	$ 914,988.	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.)

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041.*

OMB No 1545-0092

2012

Name of estate or trust	Employer identification number
HINTZ FAMILY FUND, INC. P13619005	26-3843309

Note: *Form 5227 filers need to complete only Parts I and II.*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a						

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	8,012.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back ▶	5	8,012.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

	(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr.)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a	LONG-TERM CAPITAL GAIN DIVIDENDS					110,688.

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	151,725.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	
9	Capital gain distributions	9	
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back ▶	12	262,413.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Part III Summary of Parts I and II **Caution:** *Read the instructions* ***before*** *completing this part.*		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
13 **Net short-term gain or (loss)**	13			8,012.
14 **Net long-term gain or (loss):**				
a Total for year	14a			262,413.
b Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b			
c 28% rate gain	14c			
15 **Total net gain or (loss).** Combine lines 13 and 14a ▶	15			270,425.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and* ***do not*** *complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the* ***Capital Loss Carryover Worksheet,*** *as necessary.*

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of:
a The loss on line 15, column (3) **or** b $3,000 . . . 16 ( )

Note: *If the loss on line 15, column (3), is more than $3,000,* ***or*** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover.*

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero.

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if:*

- *Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17 Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34) . . . 17

18 Enter the **smaller** of line 14a or 15 in column (2) but not less than zero . . . 18

19 Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T) . . 19

20 Add lines 18 and 19 . . . 20

21 If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶ 21

22 Subtract line 21 from line 20. If zero or less, enter -0- . . . 22

23 Subtract line 22 from line 17. If zero or less, enter -0- . . . 23

24 Enter the **smaller** of the amount on line 17 or $2,400 . . . 24

25 Is the amount on line 23 equal to or more than the amount on line 24?
☐ **Yes.** Skip lines 25 and 26; go to line 27 and check the "No" box.
☐ **No.** Enter the amount from line 23 . . . 25

26 Subtract line 25 from line 24 . . . 26

27 Are the amounts on lines 22 and 26 the same?
☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22 . . . 27

28 Enter the amount from line 26 (If line 26 is blank, enter -0-) . . . 28

29 Subtract line 28 from line 27 . . . 29

30 Multiply line 29 by 15% (.15) . . . 30

31 Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 31

32 Add lines 30 and 31 . . . 32

33 Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041) . . . 33

34 **Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36) . . . 34

Schedule D (Form 1041) 2012

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SCHEDULE D-1 (Form 1041)

Department of the Treasury
Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*

OMB No 1545-0092

2012

Name of estate or trust: HINTZ FAMILY FUND, INC. P13619005

Employer identification number: 26-3843309

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example· 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a 9099.181 JPMORGAN SHORT DU FUND	01/04/2012	05/15/2012	100,000.00	99,636.00	364.00
33.239 JPMORGAN SHORT DURA FUND	01/04/2012	09/18/2012	366.00	364.00	2.00
1135.332 JPMORGAN SHORT DU FUND	01/04/2012	12/04/2012	12,500.00	12,432.00	68.00
1135.332 JPMORGAN SHORT DU FUND	01/04/2012	12/04/2012	12,500.00	12,432.00	68.00
2829.655 BBH CORE SELECT F	05/15/2012	12/06/2012	50,000.00	45,218.00	4,782.00
6590.51 DOUBLELINE TOTAL R	12/21/2011	12/06/2012	75,000.00	73,221.00	1,779.00
3514.938 DOUBLELINE TOTAL	12/21/2011	12/21/2012	40,000.00	39,051.00	949.00

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b 8,012.00

For Paperwork Reduction Act Notice, see the Instructions for Form 1041. **Schedule D-1 (Form 1041) 2012**

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Name of estate or trust as shown on Form 1041. Do not enter name and employer identification number if shown on the other side.	**Employer identification number**
HINTZ FAMILY FUND, INC. P13619005	26-3843309

Part II **Long-Term Capital Gains and Losses - Assets Held More Than One Year**

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 100000. SG REN SPX REN 2/8	01/20/2011	02/08/2012	106,831.00	100,000.00	6,831.00
50000. BARC BREN EAFE 2/23	02/04/2011	02/23/2012	47,208.00	50,000.00	-2,792.00
50000. GS CONT BUFF EQ SPX	03/01/2011	03/21/2012	53,745.00	50,000.00	3,745.00
50000. GS CONT BUFF EQ SPX	03/01/2011	03/21/2012	53,745.00	50,000.00	3,745.00
6934.813 NUVEEN NWQ VALUE S FUND	02/23/2011	03/21/2012	223,994.00	250,000.00	-26,006.00
6934.813 NUVEEN NWQ VALUE S FUND	02/23/2011	03/21/2012	223,994.00	250,000.00	-26,006.00
8269.819 MANNING & NAPIER	VAR	05/15/2012	148,857.00	140,000.00	8,857.00
6508.925 MANNING & NAPIER	VAR	05/15/2012	117,161.00	110,000.00	7,161.00
19814.013 MANNING & NAPIER	VAR	05/15/2012	356,652.00	290,000.00	66,652.00
2963.59 JPMORGAN STRATEGIC OPPTYS FUND SEL	04/27/2011	09/18/2012	35,000.00	35,682.00	-682.00
2540.22 JPMORGAN STRATEGIC OPPTYS FUND SEL	04/27/2011	09/18/2012	30,000.00	30,584.00	-584.00
6772.569 JPMORGAN SHORT DU FUND	07/01/2009	09/18/2012	74,634.00	72,737.00	1,897.00
50000. BARC MARKET PLUS GO 9/20/12	09/09/2011	09/20/2012	50,000.00	50,000.00	
3762.5 MANNING & NAPIER FU	01/12/2010	10/11/2012	28,031.00	31,379.00	-3,348.00
4689.167 MANNING & NAPIER	01/12/2010	10/11/2012	34,934.00	39,108.00	-4,174.00
13650.264 MANNING & NAPIER	VAR	10/11/2012	101,694.00	89,150.00	12,544.00
50000. HSBC CONT BUFF EQ S	09/30/2011	10/17/2012	60,000.00	50,000.00	10,000.00
50000. HSBC CONT BUFF EQ S	09/30/2011	10/17/2012	60,000.00	50,000.00	10,000.00
100000. HSBC CONT BUFF EQ	09/30/2011	10/17/2012	120,000.00	100,000.00	20,000.00
75000. DB BREN BRENT CRUDE	10/07/2011	10/18/2012	92,211.00	75,000.00	17,211.00
50000. BARC GOLD CPN NOTE	11/19/2010	11/27/2012	62,025.00	50,000.00	12,025.00
2270.663 JPMORGAN SHORT DU FUND	07/01/2009	12/04/2012	25,000.00	24,387.00	613.00
580. ISHARES TR RUSSELL 20	VAR	12/06/2012	47,567.00	32,967.00	14,600.00
4541.326 JPMORGAN SHORT DU FUND	07/01/2009	12/06/2012	50,000.00	48,774.00	1,226.00
3257.329 MANAGERS AMG FUND E	12/04/2009	12/06/2012	50,000.00	37,590.00	12,410.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b . . . .

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side	**Employer identification number**
HINTZ FAMILY FUND, INC. P13619005	26-3843309

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a 3253.09 DREYFUS/LAUREL FDS	04/28/2010	12/21/2012	50,000.00	45,608.00	4,392.00
3636.364 JPMORGAN SHORT DU FUND	07/01/2009	12/21/2012	40,000.00	39,055.00	945.00
1200. VANGUARD EMERGING MA	09/10/2010	12/21/2012	51,945.00	51,482.00	463.00

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b 151,725.00

Schedule D-1 (Form 1041) 2012

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS & INTEREST FROM SECURITIES	275,662.	275,662.
TOTAL	275,662.	275,662.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION		REVENUE AND EXPENSES PER BOOKS
DEFERRED REVENUE		7,321.
	TOTALS	7,321.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INVESTMENT MANAGEMENT FEES	88,065.	88,065.
TOTALS	88,065.	88,065.

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FEDERAL EXCISE TAXES PAID	11,005.	
FOREIGN TAXES	2,336.	2,336.
TOTALS	13,341.	2,336.

HINTZ FAMILY FUND, INC. P13619005 26-3843309

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
CHARITABLE EXPENSES	181.		181.
INVESTMENT EXPENSES	309.	309.	
TOTALS	490.	309.	181.

HINTZ FAMILY FUND, INC. P13619005 26-3843309

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		5,187,405.	5,758,234.
	TOTALS	5,187,405.	5,758,234.

HINTZ FAMILY FUND, INC. P13619005 26-3843309

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION		ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED		4,065,804.	4,148,492.
	TOTALS	4,065,804.	4,148,492.

HINTZ FAMILY FUND, INC. P13619005 26-3843309

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	COST/ FMV C OR F	ENDING BOOK VALUE	ENDING FMV
SEE ATTACHED	C	2,178,265.	2,328,865.
TOTALS		2,178,265.	2,328,865.

FORM 990PF, PART II - OTHER ASSETS
==================================

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
VALUEACT CAPITAL PTRS II, LP	1,000,000.	1,159,343.
BROADWAY GATE OFFSHORE FD, LTD	400,000.	452,254.
CORSAIR CAPITAL INVESTORS, LTD	750,000.	755,188.
SEG PARTNERS OFFSHORE LTD.	750,000.	788,183.
GRAHAM GLOBAL INVESTMENT FD II	1,000,000.	1,099,265.
DEFINITIVE GUARDIAN PARTNERS L	500,000.	484,138.
TOTALS	4,400,000.	4,738,371.

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

OFFICER NAME:
EDWARD R HINTZ
ADDRESS:
270 PARK AVENUE
NEW YORK, NY 10017
TITLE:
PRESIDENT
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
HELEN S HINTZ
ADDRESS:
270 PARK AVENUE
NEW YORK, NY 10017
TITLE:
VP & TREASURER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
VIRGINIA HINTZ REMMEY
ADDRESS:
270 PARK AVENUE
NEW YORK, NY 10017
TITLE:
SECRETARY
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
HUME R STEYER
ADDRESS:
270 PARK AVENUE
NEW YORK, NY 10017
TITLE:
ASST. SECRETARY
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

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

OFFICER NAME:
KATHRYN S HINTZ
ADDRESS:
270 PARK AVENUE
NEW YORK, NY 10017
TITLE:
MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

OFFICER NAME:
ELIZABETH HINTZ
ADDRESS:
270 PARK AVENUE
NEW YORK, NY 10017
TITLE:
MEMBER
AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 1

FORM 990PF, PART XV - LINES 2a - 2d
===================================

RECIPIENT NAME:
  C/O JPMORGAN CHASE BANK, N.A.
ADDRESS:
  270 PARK AVE
  NEW YORK, NY 10017
FORM, INFORMATION AND MATERIALS:
  N/A
SUBMISSION DEADLINES:
  N/A
RESTRICTIONS OR LIMITATIONS ON AWARDS:
  THE ADVISORY COMMITTEE DIRECTS THE TRUSTEES TO MAKE GRANTS TO CHARITABLE ORGANIZATIONS OPERATING EXCLUSIVELY FOR SPECIFIED PURPOSES AND DESCRIBED IN IRC SECTIONS 170(c), 170(b)(1)(A), 2522(a), & 2022(a)

Hintz Family Fund, Inc. P13619005
FEIN: 26-3843309
FYE 12/31/2012
Grants Paid

Organization	City	State	Total Grants Paid
American Enterprise Institute	Washington	DC	15,000 00
Bookworm Gardens	Sheboygan	WI	1,000 00
Brookline Community Mental Health Center	Brookline	MA	12,500 00
Cannon School	Concord	NC	3,000.00
Cato Institute	Washington	DC	5,000.00
Center for Individual Rights	Washington	DC	4,000.00
Center for Psychiatric Rehabilitation at Boston University	Boston	MA	15,000.00
Chatham Education Foundation	Chatham	NJ	2,000.00
Chatham United Methodist Church	Chatham	NJ	1,000.00
Citizens Committee for Children of New York	New York	NY	21,000.00
Cooper-Hewitt National Design Museum	New York	NY	2,500.00
Cystic Fibrosis Foundation	Buford	GA	300.00
Davidson United Methodist Church	Davidson	NC	8,000.00
Facing History and Ourselves National Foundation	Brookline	MA	2,000.00
Gillen Brewer School	New York	NY	1,000 00
Harvard Business School	Boston	MA	61,000.00
Heartworks, Inc	Bernardsville	NJ	5,000 00
IMHRO	Rutherford	CA	10,000.00
Jed Foundation, The	New York	NY	3,000 00
Jericho Project, The	New York	NY	86,000 00
Jonathan O. Cold MD Mental Health Consumer Resource Center, Inc.	Belmont	MA	500 00
Liberty Corner Presbyterian Church	Liberty Corner	NJ	4,000.00
Manhattan Institute for Policy Research	New York	NY	30,000.00
McLean Hospital	Belmont	MA	80,000.00
National Foundation for Facial Reconstruction	New York	NY	1,000.00
NC State Foundation	Raleigh	NC	7,500.00
NC State Student Aid Association	Raleigh	NC	5,000.00
New York Historical Society	New York	NY	105,000.00
New York Theatre Ballet	New York	NY	1,000.00
Operation Bling	New Providence	NJ	5,000 00
Operation Smile	Morristown	NJ	10,000.00
Pathways for Children	Gloucester	MA	500 00
Penn State University	University Park	PA	10,000.00
Princeton University	Princeton	NJ	1,000 00
Restoration Project	Concord	MA	250 00
Robin Hood Foundation, The	New York	NY	250 00

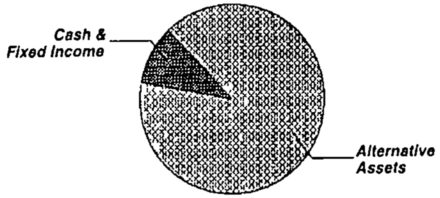
Hintz Family Fund, Inc. P13619005
FEIN: 26-3843309
FYE 12/31/2012
Grants Paid

Organization	City	State	Total Grants Paid
Schlitz Audubon Nature Center	Milwaukee	WI	500.00
Senior Services Center of the Chathams	Chatham	NJ	500.00
Smithsonian Institution	Pittsfield	MA	230,000.00
St. Luke's Roosevelt Hospital	New York	NY	200.00
Susan G. Komen for the Cure New Jersey	Summit	NJ	600 00
Up with People	Denver	CO	1,000.00
Wake Forest Fund for Babcock School, The	Winston-Salem	NC	1,000.00
Woodland Dunes Nature Center and Preserve	Two Rivers	WI	3,000.00
Woods Hole Oceanographic Institute	Woods Hole	MA	500 00
Yale University Track & Field	New Haven	CT	5,000 00
Total			761,600 00

Account Summary

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Alternative Assets	402,060 50	407,149 00	5,088 50		90%
Cash & Fixed Income	33,580 02	44,528 82	10,948 80	4 45	10%
Market Value	**$435,640.52**	**$451,677.82**	**$16,037.30**	**$4.45**	**100%**
Accruals	0 38	0 31	(0 07)		
Market Value with Accruals	**$435,640.90**	**$451,678.13**	**$16,037.23**		

Asset Allocation



Portfolio Activity	Current Period Value	Year-to-Date Value
Beginning Market Value	**435,640.52**	**322,682.86**
Contributions		86,165.87
Withdrawals & Fees		(294 24)
Net Contributions/Withdrawals	**$0.00**	**$85,871.63**
Income & Distributions	2,337.23	30,397 53
Change In Investment Value	13,700 07	12,725 80
Ending Market Value	**$451,677.82**	**$451,677.82**
Accruals	0 31	0 31
Market Value with Accruals	**$451,678.13**	**$451,678.13**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Interest Income	0 38	4 48
Taxable Income	**$0.38**	**$4.48**
Partnership/Alt Asset Distributions	2,336 85	30,393 05
Other Income & Receipts	**$2,336.85**	**$30,393.05**

Cost Summary	Cost
Cash & Fixed Income	44,528.82
Total	**$44,528.82**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Private Investments	402,060.50	407,149 00	5,088 50	90%

Alternative Assets Detail

Fund Strategy/Vintage	Capital Commitment Unfunded Commitment	(Net Capital Called Since Inception) Net Distribution Since Inception	(Net Capital Called)/ Distributed Since Inception	Estimated Capital Account Balance as of date	Net Contribution/ (Distribution) Since Last Capital Account Balance Date	Estimated Value Estimated Profit/ (Loss)
Private Investments						
BLACKSTONE GSO PRIVATE INVESTORS, L P (OFFSHORE) N/O Client 092599-95-0 Mezzanine Debt/2010	500,000 00 106,317 22	(393,682 78) 39,681 98	(354,000 80)	385,415 00 09/30/12	21,734 00	407,149 00 53,148 20

"Unfunded Commitment" is only available for Private Equity Funds denominated in USD "Estimated Profit/(Loss)" is the comparison of your cash adjusted "Estimated Value" to your "(Net Capital Called)/Distributed Since Inception" This is an estimated value and is not intended to be used for the purposes of estimated taxable income nor as a substitute for Schedule K-1
"Vintage Year" refers to the first year in which the private equity fund called capital
Amounts shown above under "Estimated Capital Account Balance" for private equity funds are estimates of your value in the fund and are based on the latest fund-level values provided by the relevant funds as of the date noted below the value, which values may be as of a date (underlying fund value date) prior to the period covered by this statement. Therefore, such "Estimated Capital Account Balance" may not reflect the value of your interest for a specific private equity investment for the similar period For additional information, please contact your J.P Morgan representative.

Amounts shown above under "Estimated Value" for private equity funds are estimates based on the latest fund values received from each underlying fund, which values may be as of a date (underlying fund value date) prior to the period covered by this statement The values provided by the underlying fund have been adjusted for any cash flows between your account and such fund that have occurred subsequent to the underlying fund value date to derive the "Estimated Value". Therefore, such "Estimated Value" may not reflect the value of your interest shown on any fund's actual books and records as of the date of this statement For additional information, please contact your J P Morgan representative
For private equity funds, amounts shown under "Estimated Value" are based on estimates provided by the underlying funds that are generally presented on a US GAAP basis, which records investments at fair value, or "marked-to-market" Most of these underlying funds also present their audited financial statements on a US GAAP basis (i e., "marked-to-market") However, some of these underlying funds present their audited financial statements using the Income Tax Basis of Accounting, which records investments "at cost" based on the accrual basis of accounting for Federal income taxes. Where the underlying fund provides periodic estimates on a "marked-to-market" basis but reflects investments "at cost" in its audited financial statements, the marked-to-market "Estimated Value" shown herein for a private equity fund may be materially different from the value reflected on such fund's audited financial statements (which are also based on the audited financial statements of the underlying fund).

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	33,580.02	44,528 82	10,948 80	10%

Market Value/Cost	Current Period Value
Market Value	44,528 82
Tax Cost	44,528.82
Estimated Annual Income	4 45
Accrued Interest	0 31
Yield	0 01 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	44,528 82	100%

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	44,528 82	100%

[1] The years indicate the number of years until the bond is scheduled to mature based on the statement end date Some bonds may be called, or paid in full, before their stated maturity

Note [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

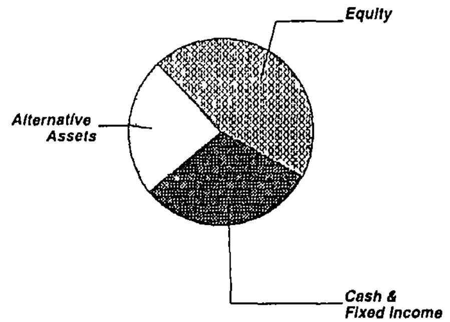
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	44,517.16	44,517.16	44,517 16		4.45	0.01 % [1]
US DOLLAR INCOME	1 00	11.66	11.66	11 66		 0.31	0 01 % [1]
Total Cash			**$44,528.82**	**$44,528.82**	**$0.00**	**$4.45** **$0.31**	**0.01 %**

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	2,557,912 60	2,357,797 87	(200,114 73)	19,129 47	45%
Alternative Assets	1,259,986 38	1,290,993 49	31,007.11		24%
Cash & Fixed Income	1,908,867 79	1,560,630 98	(348,236 81)	79,926 08	31%
Market Value	**$5,726,766.77**	**$5,209,422.34**	**($517,344.43)**	**$99,055.55**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	24,149 87	24,754.46	604 59
Accruals	2,053.37	2,517 99	464 62
Market Value	**$26,203.24**	**$27,272.45**	**$1,069.21**

	PRINCIPAL		INCOME	
Portfolio Activity	Current Period Value	Year-to-Date Value	Current Period Value	Year-to-Date Value
Beginning Market Value	**5,726,766.77**	**5,500,618.33**	**24,149.87**	**163,783.14**
Withdrawals & Fees	(549,155 50)	(788,556 95)	(27,500.00)	(250,630 00)
Net Additions/Withdrawals	**($549,155.50)**	**($788,556.95)**	**($27,500.00)**	**($250,630.00)**
Income			28,104 59	111,601 32
Change In Investment Value	31,811 07	497,360.96		
Ending Market Value	**$5,209,422.34**	**$5,209,422.34**	**$24,754.46**	**$24,754.46**
Accruals	--	--	2,517 99	2,517.99
Market Value with Accruals	**--**	**--**	**$27,272.45**	**$27,272.45**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	28,100 44	110,014 04
Interest Income	4 15	1,587 28
Taxable Income	**$28,104.59**	**$111,601.32**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	26,378 36	55,092.36
ST Realized Gain/Loss	7,510 58	7,876 87
LT Realized Gain/Loss	34,649 73	169,018 08
Realized Gain/Loss	**$68,538.67**	**$231,987.31**

	To-Date Value
Unrealized Gain/Loss	**$378,326.97**

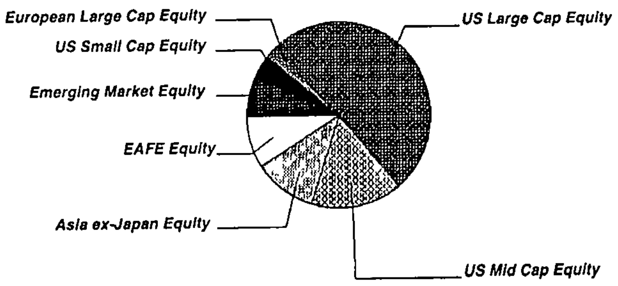
Cost Summary	Cost
Equity	2,009,025 02
Cash & Fixed Income	1,509,179 68
Total	**$3,518,204.70**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	1,263,248 52	1,200,221 83	(63,026 69)	23%
US Mid Cap Equity	436,214 04	381,690 10	(54,523 94)	7%
US Small Cap Equity	129,686 40	84,318 00	(45,368 40)	2%
EAFE Equity	214,962 37	218,727 85	3,765 48	4%
European Large Cap Equity	60,492 00	61,044 00	552 00	1%
Asia ex-Japan Equity	231,405 14	235,456.42	4,051 28	5%
Emerging Market Equity	221,904 13	176,339 67	(45,564 46)	3%
Total Value	**$2,557,912.60**	**$2,357,797.87**	**($200,114.73)**	**45%**

Market Value/Cost	Current Period Value
Market Value	2,357,797 87
Tax Cost	2,009,025 02
Unrealized Gain/Loss	348,772 85
Estimated Annual Income	19,129 47
Accrued Dividends	47 52
Yield	0 81 %

Asset Categories



Equity as a percentage of your portfolio - 45 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
US Large Cap Equity							
BBH FD INC TAX EFFIC EQ N 05528X-60-4 BBTE X	17 35	19,698 505	341,769 06	314,782.11	26,986 95	1,891 05	0 55%
BNP CONT BUFF EQ SPX 10/30/13 80% CONTIN BARRIER- 4 15%CPN 15% CAP INITIAL LEVEL-10/12/12 SPX 1428 59 05574L-AV-0	101 82	100,000 000	101,817 11	100,000 00	1,817 11		
HSBC MARKET PLUS SPX 02/19/13 80% CONTIN BARRIER- 0%CPN ,UNCAPPED INITIAL LEVEL-08/11/11 SPX 1172 64 4042K1-MG-5	119 84	100,000 000	119,840 00	100,000 00	19,840 00		
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23.95	8,832.715	211,543 52	200,000 00	11,543 52	927.43 47 52	0 44%
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22 12	10,543 230	233,216 25	167,908.00	65,308 25	1,781 80	0.76%
LONGLEAF PARTNERS FUND TRUST 543069-10-8 LLPF X	26 39	7,276 843	192,035 89	225,000 00	(32,964 11)	931 43	0 49%
Total US Large Cap Equity			**$1,200,221.83**	**$1,107,690.11**	**$92,531.72**	**$5,531.71** **$47.52**	**0.46%**

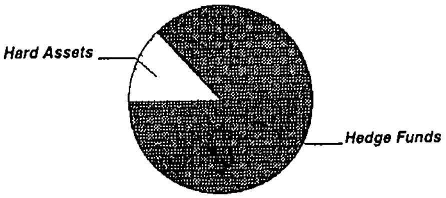
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Mid Cap Equity							
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	113 10	1,627 000	184,013 70	126,288 10	57,725 60	3,338 60	1.81%
MANAGERS AMG FUNDS-TIMESSQUARE MID CAP GROWTH FUND 561709-83-3 TMDP X	14 87	13,293 638	197,676.40	141,329.42	56,346 98		
Total US Mid Cap Equity			**$381,690.10**	**$267,617.52**	**$114,072.58**	**$3,338.60**	**0.87%**
US Small Cap Equity							
ISHARES RUSSELL 2000 INDEX FUND 464287-65-5 IWM	84 32	1,000.000	84,318 00	52,060 00	32,258 00	1,687.00	2.00%
EAFE Equity							
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	34.64	3,397 450	117,687 67	109,150 05	8,537.62	2,537.89	2 16%
MFS INTL VALUE-I 55273E-82-2 MINI X	28 17	3,586 801	101,040 18	100,000 00	1,040 18	1,843 61	1 82%
Total EAFE Equity			**$218,727.85**	**$209,150.05**	**$9,577.80**	**$4,381.50**	**2.00%**

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
European Large Cap Equity							
BARC MARKET PLUS SX5E 03/26/14 80% CONTIN BARRIER- 7 45%CPN ,UNCAPPED INITIAL LEVEL-09/21/12 SX5E 2577 08 06741T-GU-5	101 74	60,000 000	61,044.00	60,000.00	1,044 00		
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24 41	9,645.900	235,456 42	150,000 00	85,456.42	1,948 47	0.83%
Emerging Market Equity							
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44 53	1,457.000	64,880 21	62,507 34	2,372 87	1,420 57	2 19%
VIRTUS INSIGHT TR VIRTUS EMRG FD I 92828T-88-9 HIEM X	10 31	10,810 811	111,459 46	100,000.00	11,459 46	821.62	0.74%
Total Emerging Market Equity			**$176,339.67**	**$162,507.34**	**$13,832.33**	**$2,242.19**	**1.27%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	1,101,076 84	1,113,258 51	12,181 67	21%
Hard Assets	158,909.54	177,734.98	18,825 44	3%
Total Value	**$1,259,986.38**	**$1,290,993.49**	**$31,007.11**	**24%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 24 %

Alternative Assets Detail

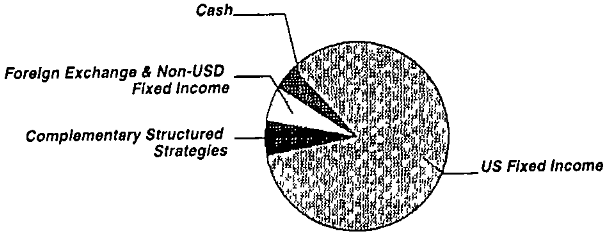
	Price	Quantity	Estimated Value	Cost
Hedge Funds				
GLOBAL ACCESS HEDGE FUND LTD CLASS A LEAD SERIES 2009 N/O Client 47799K-91-1	1,164 62	955 897	1,113,258 51	1,000,000 00

	Price	Quantity	Estimated Value	Cost
Hard Assets				
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13 97	5,646 527	78,881 98	100,000 00
SG BRENT CBEN 10/25/13 LNKD TO CO1 80% BARRIER, 13 75% CPN, 13 75% CAP 10/12/12; INITIAL STRIKE 114 62 78423E-EH-3	99 40	75,000 000	74,550 00	75,000.00
SPDR GOLD TRUST 78463V-10-7 GLD	162 02	150 000	24,303.00	24,632.16
Total Hard Assets			**$177,734.98**	**$199,632.16**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	71,684 97	3,787 69	(67,897 28)	1%
US Fixed Income	1,573,622 52	1,341,918 94	(231,703 58)	26%
Complementary Structured Strategies	100,310 00	100,360 00	50 00	2%
Foreign Exchange & Non-USD Fixed Income	163,250 30	114,564.35	(48,685 95)	2%
Total Value	**$1,908,867.79**	**$1,560,630.98**	**($348,236.81)**	**31%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 31 %

Market Value/Cost	Current Period Value
Market Value	1,560,630.98
Tax Cost	1,509,179 68
Unrealized Gain/Loss	51,451.30
Estimated Annual Income	79,926.08
Accrued Interest	2,470 47
Yield	4 89 %

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	1,460,270 98	94%
1-5 years[1]	100,360.00	6%
Total Value	**$1,560,630.98**	**100%**

[1] The years indicate the number of years until the bond is scheduled to mature based on the statement end date Some bonds may be called, or paid in full, before their stated maturity

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	3,787 69	1%
International Bonds	169,255 40	10%
Mutual Funds	1,287,227 89	83%
Complementary Structure	100,360 00	6%
Total Value	**$1,560,630.98**	**100%**

Note [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account.

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	3,787.11	3,787 11	3,787.11		1.13 0 99	0.03% [1]
JPM PRIME MM FD - PREMIER FUND 350 7-Day Annualized Yield 01%	1.00	0.58	0 58	0 58			
Total Cash			**$3,787.69**	**$3,787.69**	**$0.00**	**$1.13** **$0.99**	**0.03%**
US Fixed Income							
HARBOR HIGH YIELD BOND FUND - INS 411511-55-3	11 11	18,001 80	200,000 00	200,000 00		11,719.17	5.86%
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 83	9,276 64	109,742 67	100,964 91	8,777 76	3,877.63 380 34	3.53%
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11 33	41,723 24	472,724.28	462,728 47	9,995 81	29,999.00	6.35%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8.14	26,710 68	217,424 97	200,000 00	17,424 97	13,916.26 1,388 96	6 40%

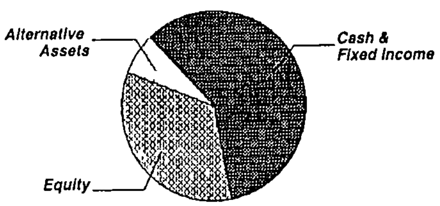
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	4,372 08	48,049.15	46,956 13	1,093 02	612 09 56 84	1 27%
JPMORGAN TR I FLOAT RATE INC 4.24% 48121L-51-0	9 99	10,121 46	101,113.36	100,000.00	1,113 36	4,767 20 536 44	4.71%
RIDGEWORTH FDS SEIX FLRT HI I 76628T-67-8	8.98	21,477.12	192,864 51	187,710 00	5,154 51	9,428.45	4 89%
Total US Fixed Income			**$1,341,918.94**	**$1,298,359.51**	**$43,559.43**	**$74,319.80** **$2,362.58**	**5.54%**
Complementary Structured Strategies							
JPM FLOATING RATE NOTE 7/20/14 INITIAL RATE 3.5% CPN WHERE MAX RATE IS 10% PER ANNUM DD 07/17/09 48123L-3S-1 A+ /AA3	100 36	100,000 00	100,360 00	100,000 00	360 00	3,500 00 106.90	
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11 27	4,884.79	55,051 62	52,640 80	2,410 82	1,274 93	2 32%
DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15 34	3,879 58	59,512 73	54,391 68	5,121 05	830 22	1 40%
Total Foreign Exchange & Non-USD Fixed Income			**$114,564.35**	**$107,032.48**	**$7,531.87**	**$2,105.15**	**1.84%**

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,533,917.45	1,528,547 40	(5,370.05)	18,255 40	34%
Alternative Assets	303,692.30	315,361 19	11,668.89		7%
Cash & Fixed Income	1,485,691 17	2,652,766 33	1,167,075 16	62,004 67	59%
Market Value	**$3,323,300.92**	**$4,496,674.92**	**$1,173,374.00**	**$80,260.07**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	14,971.45	15,478 11	506 66
Accruals	3,101 57	5,035 30	1,933 73
Market Value	**$18,073.02**	**$20,513.41**	**$2,440.39**

	PRINCIPAL		INCOME	
Portfolio Activity	Current Period Value	Year-to-Date Value	Current Period Value	Year-to-Date Value
Beginning Market Value	**3,323,300.92**	**3,293,615.25**	**14,971.45**	**1,485.37**
Additions	1,166,709 88	1,179,834 97		36,874 91
Withdrawals & Fees		(207,625 09)	(15,000 00)	(105,874 91)
Net Additions/Withdrawals	**$1,166,709.88**	**$972,209.88**	**($15,000.00)**	**($69,000.00)**
Income	1,620 75	3,149 70	15,506 66	82,992 74
Change In Investment Value	5,043 37	227,700 09		
Ending Market Value	**$4,496,674 92**	**$4,496,674.92**	**$15,478.11**	**$15,478.11**
Accruals	--	--	5,035 30	5,035 30
Market Value with Accruals	**--**	**--**	**$20,513.41**	**$20,513.41**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	17,118 91	86,022 52
Interest Income	8 50	119 92
Taxable Income	**$17,127.41**	**$86,142.44**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	10,828 78	30,601 37
ST Realized Gain/Loss	68.11	68 11
LT Realized Gain/Loss		(8,258 94)
Realized Gain/Loss	**$10,896.89**	**$22,410.54**

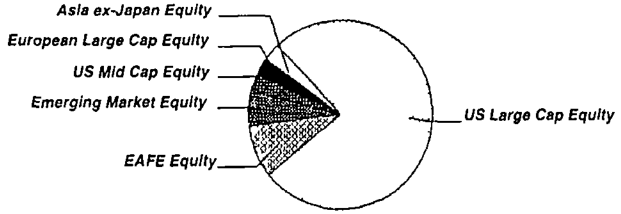
	To-Date Value
Unrealized Gain/Loss	**$77,610.96**

Cost Summary	Cost
Equity	1,450,793 95
Cash & Fixed Income	2,634,494 24
Total	**$4,085,288.19**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	1,187,485 42	1,176,482 96	(11,002 46)	26%
US Mid Cap Equity	45,471 60	46,144.80	673 20	1%
EAFE Equity	119,946 62	121,152 28	1,205 66	3%
European Large Cap Equity	35,287 00	35,609 00	322 00	1%
Asia ex-Japan Equity	61,055 13	62,124 04	1,068 91	1%
Emerging Market Equity	84,671 68	87,034 32	2,362 64	2%
Total Value	**$1,533,917.45**	**$1,528,547.40**	**($5,370.05)**	**34%**

Asset Categories



Market Value/Cost	Current Period Value
Market Value	1,528,547.40
Tax Cost	1,450,793.95
Unrealized Gain/Loss	77,753 45
Estimated Annual Income	18,255 40
Accrued Dividends	2,533 75
Yield	1 19%

Equity as a percentage of your portfolio - 34 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
BBH FD INC TAX EFFIC EQ N 05528X-60-4 BBTE X	17 35	9,386 733	162,859 82	150,000 00	12,859.82	901.12	0 55%
BNP CONT BUFF EQ SPX 10/30/13 80% CONTIN BARRIER- 4 15%CPN 15% CAP INITIAL LEVEL-10/12/12 SPX 1428.59 05574L-AV-0	101 82	50,000 000	50,908 56	50,000 00	908 56		
GS REN SPX 12/04/13 2 XLEV- 9 7%CAP- 19.4%MAXPYMT INITIAL LEVEL-11/16/12 SPX.1359.88 38141G-JF-2	104 21	50,000 000	52,103 50	50,000 00	2,103.50		
HSBC MARKET PLUS SPX 02/19/13 80% CONTIN BARRIER- 0%CPN ,UNCAPPED INITIAL LEVEL-08/11/11 SPX.1172 64 4042K1-MG-5	119 84	50,000 000	59,920 00	50,000 00	9,920 00		
JPM EQUITY INCOME FD - SEL FUND 3128 4812C0-49-8 HLIE X	10 29	47,955 315	493,460 19	475,000 00	18,460 19	10,550.16 2,509 98	2 14%
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23 95	4,418.481	105,822 62	100,000.00	5,822 62	463.94 23.77	0 44%
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22.12	5,385 030	119,116.86	100,000 00	19,116.86	910.07	0 76%

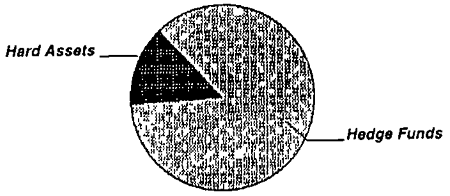
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
LONGLEAF PARTNERS FUND TRUST 543069-10-8 LLPF X	26 39	5,012 937	132,291 41	155,000 00	(22,708 59)	641 65	0 49%
Total US Large Cap Equity			**$1,176,482.96**	**$1,130,000.00**	**$46,482.96**	**$13,466.94** **$2,533.75**	**1.15%**
US Mid Cap Equity							
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	113 10	408 000	46,144.80	34,410 72	11,734 08	837 21	1.81%
EAFE Equity							
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	34 64	1,134 082	39,284 60	41,223 55	(1,938.95)	847 15	2 16%
MFS INTL VALUE-I 55273E-82-2 MINI X	28.17	2,906 201	81,867.68	80,000 00	1,867 68	1,493.78	1 82%
Total EAFE Equity			**$121,152.28**	**$121,223.55**	**($71.27)**	**$2,340.93**	**1.93%**
European Large Cap Equity							
BARC MARKET PLUS SX5E 03/26/14 80% CONTIN BARRIER- 7 45%CPN ,UNCAPPED INITIAL LEVEL-09/21/12 SX5E·2577.08 06741T-GU-5	101 74	35,000.000	35,609 00	35,000 00	609.00		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div	Yield
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24 41	2,545 024	62,124 04	50,000 00	12,124 04	514 09	0.83%
Emerging Market Equity							
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44 53	703 000	31,304.59	30,159 68	1,144.91	685 42	2.19%
VIRTUS INSIGHT TR VIRTUS EMRG FD I 92828T-88-9 HIEM X	10 31	5,405 405	55,729 73	50,000 00	5,729.73	410 81	0 74%
Total Emerging Market Equity			**$87,034.32**	**$80,159.68**	**$6,874.64**	**$1,096.23**	**1.26%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	269,692 30	271,459.69	1,767 39	6%
Hard Assets	34,000 00	43,901.50	9,901 50	1%
Total Value	**$303,692.30**	**$315,361.19**	**$11,668.89**	**7%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 7 %

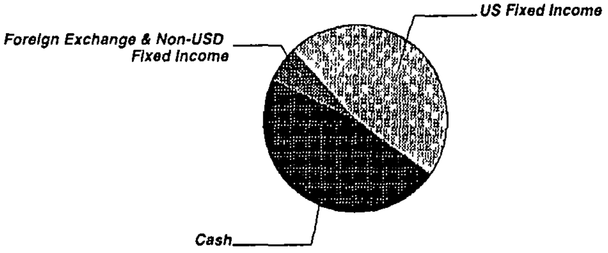
Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
OCH-ZIFF OZOFII PRIVATE INVESTORS OFFSHORE LTD. CLASS G PRIME - NEW ISSUES INELIGIBLE NON-SELF DEALING FIDUCIARY INVESTORS N/O Client 986903-92-0	141 45 11/30/12	1,919 185	271,459 69	250,000 00
Hard Assets				
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13 97	2,272.727	31,750 00	50,000 00
SPDR GOLD TRUST 78463V-10-7 GLD	162 02	75 000	12,151 50	12,316 08
Total Hard Assets			**$43,901.50**	**$62,316.08**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	66,114.88	1,245,458 21	1,179,343 33	28%
US Fixed Income	1,275,675.45	1,262,480 57	(13,194 88)	28%
Foreign Exchange & Non-USD Fixed Income	143,900.84	144,827.55	926.71	3%
Total Value	**$1,485,691.17**	**$2,652,766.33**	**$1,167,075.16**	**59%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 59 %

Market Value/Cost	Current Period Value
Market Value	2,652,766 33
Tax Cost	2,634,494 24
Unrealized Gain/Loss	18,272 09
Estimated Annual Income	62,004 67
Accrued Interest	2,501 55
Yield	2 33%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	2,652,766 33	100%

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	1,245,458.21	48%
International Bonds	249,304 40	9%
Mutual Funds	1,158,003 72	43%
Total Value	**$2,652,766.33**	**100%**

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[1] The years indicate the number of years until the bond is scheduled to mature based on the statement end date Some bonds may be called, or paid in full, before their stated maturity.

Note [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	1,245,458 21	1,245,458 21	1,245,458 21		373 63 6 08	0 03 % [1]
US Fixed Income							
HARBOR HIGH YIELD BOND FUND - INS 411511-55-3	11.11	9,000.90	100,000 00	100,000.00		5,859.58	5.86 %
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11.83	14,645 65	173,258 07	170,173 36	3,084 71	6,121.88 600.47	3.53 %
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11 33	30,263 28	342,882 96	335,000 00	7,882 96	21,759.29	6.35 %
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 14	13,532 00	110,150.44	110,000 00	150 44	7,050 16 703 66	6.40 %
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	19,428.59	213,520 19	212,171.47	1,348 72	2,720 00 252 57	1.27 %
JPMORGAN TR I FLOAT RATE INC 4.24% 48121L-51-0	9 99	17,712 55	176,948 38	175,000 00	1,948.38	8,342 61 938 77	4 71 %

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Income Accrued Interest	Yield
US Fixed Income							
RIDGEWORTH FDS SEIX FLRT HI I 76628T-67-8	8.98	16,227 23	145,720.53	141,826.00	3,894 53	7,123.75	4 89%
Total US Fixed Income			**$1,262,480.57**	**$1,244,170.83**	**$18,309.74**	**$58,977.27** **$2,495.47**	**4.67%**
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11 27	6,103 04	68,781 22	69,865 20	(1,083 98)	1,592 89	2 32%
DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15.34	4,957.39	76,046.33	75,000 00	1,046 33	1,060 88	1 40%
Total Foreign Exchange & Non-USD Fixed Income			**$144,827.55**	**$144,865.20**	**($37.65)**	**$2,653.77**	**1.84%**

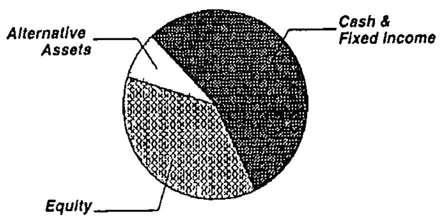
HINTZ FAMILY FD, INC.- 2020 CLAT ACCT. P13619401
For the Period 12/1/12 to 12/31/12

Account Summary

PRINCIPAL

Asset Allocation	Beginning Market Value	Ending Market Value	Change In Value	Estimated Annual Income	Current Allocation
Equity	1,396,391 90	1,391,478 89	(4,913 01)	16,964 88	37%
Alternative Assets	303,692.30	315,361 19	11,668 89		8%
Cash & Fixed Income	1,177,120 98	2,090,214 48	913,093 50	50,081 20	55%
Market Value	**$2,877,205.18**	**$3,797,054.56**	**$919,849.38**	**$67,046.08**	**100%**

Asset Allocation



INCOME

Cash Position	Beginning Market Value	Ending Market Value	Change In Value
Cash Balance	18,124 27	31,432 12	13,307 85
Accruals	2,675 27	4,456.16	1,780 89
Market Value	**$20,799.54**	**$35,888.28**	**$15,088.74**

	PRINCIPAL		INCOME	
Portfolio Activity	Current Period Value	Year-to-Date Value	Current Period Value	Year-to-Date Value
Beginning Market Value	**2,877,205.18**	**2,769,872.40**	**18,124.27**	**11,751.79**
Additions	914,987.50	914,987 50		
Withdrawals & Fees		(90,000 00)		(50,000.00)
Net Additions/Withdrawals	**$914,987.50**	**$824,987.50**	**$0.00**	**($50,000.00)**
Income	1,481.86	2,714 88	13,307.85	69,680 33
Change In Investment Value	3,380 02	199,479 78		
Ending Market Value	**$3,797,054.56**	**$3,797,054.56**	**$31,432.12**	**$31,432.12**
Accruals	--	--	4,456 16	4,456 16
Market Value with Accruals	--	--	**$35,888.28**	**$35,888.28**

Account Summary CONTINUED

Tax Summary	Current Period Value	Year-to-Date Value
Domestic Dividends/Distributions	14,784 07	72,309 09
Interest Income	5 64	86 12
Taxable Income	**$14,789.71**	**$72,395.21**

	Current Period Value	Year-to-Date Value
LT Capital Gain Distributions	9,044 05	24,993 87
ST Realized Gain/Loss	68 11	68 11
LT Realized Gain/Loss		(9,032 92)
Realized Gain/Loss	**$9,112.16**	**$16,029.06**

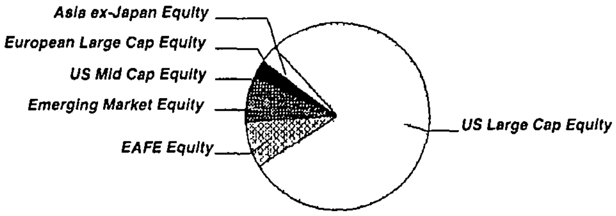
	To-Date Value
Unrealized Gain/Loss	**$66,169.52**

Cost Summary	Cost
Equity	1,319,859 39
Cash & Fixed Income	2,077,249.88
Total	**$3,397,109.27**

Equity Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
US Large Cap Equity	1,097,840 65	1,088,526 99	(9,313.66)	29%
US Mid Cap Equity	42,239 55	42,864 90	625 35	1%
EAFE Equity	99,104 26	99,778 14	673 88	3%
European Large Cap Equity	30,246 00	30,522 00	276.00	1%
Asia ex-Japan Equity	48,844 10	49,699 22	855 12	1%
Emerging Market Equity	78,117.34	80,087 64	1,970 30	2%
Total Value	**$1,396,391.90**	**$1,391,478.89**	**($4,913.01)**	**37%**

Asset Categories



Equity as a percentage of your portfolio - 37 %

Market Value/Cost	Current Period Value
Market Value	1,391,478.89
Tax Cost	1,319,859.39
Unrealized Gain/Loss	71,619 50
Estimated Annual Income	16,964 88
Accrued Dividends	2,533 75
Yield	1 21 %

Equity Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc Accrued Div.	Yield
US Large Cap Equity							
BBH FD INC TAX EFFIC EQ N 05528X-60-4 BBTE X	17.35	7,509.387	130,287 86	120,000 00	10,287.86	720 90	0 55%
BNP CONT BUFF EQ SPX 10/30/13 80% CONTIN BARRIER- 4 15%CPN 15% CAP INITIAL LEVEL-10/12/12 SPX.1428 59 05574L-AV-0	101.82	50,000 000	50,908.56	50,000 00	908 56		
GS REN SPX 12/04/13 2 XLEV- 9.7%CAP- 19 4%MAXPYMT INITIAL LEVEL-11/16/12 SPX.1359.88 38141G-JF-2	104 21	50,000 000	52,103.50	50,000.00	2,103.50		
HSBC MARKET PLUS SPX 02/19/13 80% CONTIN BARRIER- 0%CPN ,UNCAPPED INITIAL LEVEL-08/11/11 SPX 1172 64 4042K1-MG-5	119 84	50,000 000	59,920 00	50,000 00	9,920 00		
JPM EQUITY INCOME FD - SEL FUND 3128 4812C0-49-8 HLIE X	10 29	47,955 315	493,460 19	475,000.00	18,460 19	10,550 16 2,509.98	2.14%
JPM LARGE CAP GROWTH FD - SEL FUND 3118 4812C0-53-0 SEEG X	23 95	4,418 481	105,822 62	100,000 00	5,822 62	463 94 23.77	0 44%
JPM US LRGE CAP CORE PLUS FD - SEL FUND 1002 4812A2-38-9 JLPS X	22 12	4,038 772	89,337 64	75,000.00	14,337 64	682 55	0 76%

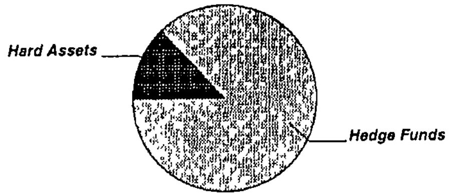
	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Inc. Accrued Div.	Yield
US Large Cap Equity							
LONGLEAF PARTNERS FUND TRUST 543069-10-8 LLPF X	26 39	4,042 691	106,686.62	125,000 00	(18,313.38)	517.46	0 49%
Total US Large Cap Equity			**$1,088,526.99**	**$1,045,000.00**	**$43,526.99**	**$12,935.01** **$2,533.75**	**1.19%**
US Mid Cap Equity							
ISHARES RUSSELL MIDCAP INDEX FUND 464287-49-9 IWR	113 10	379 000	42,864 90	31,964 86	10,900 04	777 70	1 81%
EAFE Equity							
DODGE & COX INTERNATIONAL STOCK 256206-10-3 DODF X	34 64	662.889	22,962.47	24,427 46	(1,464.99)	495 17	2.16%
MFS INTL VALUE-I 55273E-82-2 MINI X	28.17	2,726 861	76,815.67	75,000.00	1,815 67	1,401.60	1 82%
Total EAFE Equity			**$99,778.14**	**$99,427.46**	**$350.68**	**$1,896.77**	**1.90%**
European Large Cap Equity							
BARC MARKET PLUS SX5E 03/26/14 80% CONTIN BARRIER- 7 45%CPN ,UNCAPPED INITIAL LEVEL-09/21/12 SX5E 2577 08 06741T-GU-5	101 74	30,000.000	30,522.00	30,000.00	522 00		

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est Annual Inc. Accrued Div	Yield
Asia ex-Japan Equity							
MATTHEWS PACIFIC TIGER INSTL FUND 577130-83-4 MIPT X	24 41	2,036 019	49,699 22	40,000 00	9,699 22	411 27	0 83%
Emerging Market Equity							
VANGUARD MSCI EMERGING MARKETS ETF 922042-85-8 VWO	44.53	547 000	24,357.91	23,467 07	890.84	533 32	2 19%
VIRTUS INSIGHT TR VIRTUS EMRG FD I 92828T-88-9 HIEM X	10 31	5,405.405	55,729 73	50,000 00	5,729 73	410 81	0 74%
Total Emerging Market Equity			**$80,087.64**	**$73,467.07**	**$6,620.57**	**$944.13**	**1.18%**

Alternative Assets Summary

Asset Categories	Beginning Estimated Value	Ending Estimated Value	Change In Value	Current Allocation
Hedge Funds	269,692 30	271,459.69	1,767.39	7%
Hard Assets	34,000 00	43,901.50	9,901 50	1%
Total Value	**$303,692.30**	**$315,361.19**	**$11,668.89**	**8%**

Asset Categories



Alternative Assets as a percentage of your portfolio - 8 %

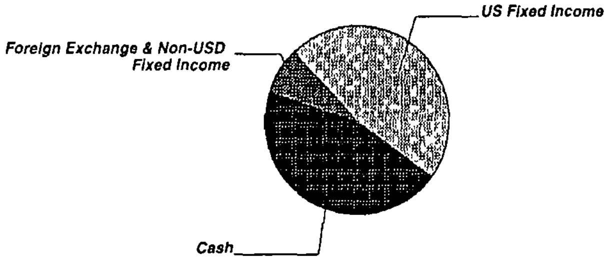
Alternative Assets Detail

	Price	Quantity	Estimated Value	Cost
Hedge Funds				
OCH-ZIFF OZOFII PRIVATE INVESTORS OFFSHORE LTD CLASS G PRIME - NEW ISSUES INELIGIBLE NON-SELF DEALING FIDUCIARY INVESTORS N/O Client 986903-92-0	141 45 11/30/12	1,919 185	271,459 69	250,000 00
Hard Assets				
HIGHBRIDGE DYNAMIC COMM STRG FD -SEL 48121A-67-0 HDCS X	13.97	2,272 727	31,750 00	50,000 00
SPDR GOLD TRUST 78463V-10-7 GLD	162 02	75 000	12,151 50	12,316 08
Total Hard Assets			**$43,901.50**	**$62,316.08**

Cash & Fixed Income Summary

Asset Categories	Beginning Market Value	Ending Market Value	Change In Value	Current Allocation
Cash	24,705 68	950,403 01	925,697 33	25%
US Fixed Income	1,013,665 70	1,000,148 92	(13,516.78)	26%
Foreign Exchange & Non-USD Fixed Income	138,749.60	139,662.55	912 95	4%
Total Value	**$1,177,120.98**	**$2,090,214.48**	**$913,093.50**	**55%**

Asset Categories



Cash & Fixed Income as a percentage of your portfolio - 55 %

Market Value/Cost	Current Period Value
Market Value	2,090,214 48
Tax Cost	2,077,249 88
Unrealized Gain/Loss	12,964 60
Estimated Annual Income	50,081 20
Accrued Interest	1,922 41
Yield	2 39%

SUMMARY BY MATURITY

Cash & Fixed Income	Market Value	% of Bond Portfolio
0-6 months[1]	2,090,214 48	100%

SUMMARY BY TYPE

Cash & Fixed Income	Market Value	% of Bond Portfolio
Cash	950,403 01	46%
International Bonds	189,533.67	9%
Mutual Funds	950,277.80	45%
Total Value	**$2,090,214.48**	**100%**

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[1] The years indicate the number of years until the bond is scheduled to mature based on the statement end date. Some bonds may be called, or paid in full, before their stated maturity.

Note· [1] This is the Annual Percentage Yield (APY) which is the rate earned if balances remain on deposit for a full year with compounding, there is no change in the interest rate and all interest is left in the account

Cash & Fixed Income Detail

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
Cash							
US DOLLAR PRINCIPAL	1 00	950,403 01	950,403.01	950,403 01		285 12 4 45	0 03%[1]
US Fixed Income							
HARBOR HIGH YIELD BOND FUND - INS 411511-55-3	11 11	9,000.90	100,000 00	100,000 00		5,859.58	5 86%
JPM STR INC OPP FD FUND 3844 4812A4-35-1	11 83	9,593.18	113,487 34	111,805 73	1,681.61	4,009 95 393 32	3 53%
DOUBLELINE FDS TR TTL RTN BD I 258620-10-3	11.33	25,762 83	291,892 86	285,000 00	6,892.86	18,523.47	6 35%
JPM HIGH YIELD FD - SEL FUND 3580 4812C0-80-3	8 14	12,266.17	99,846.64	100,000 00	(153.36)	6,390 67 637 84	6 40%
JPM SHORT DURATION BOND FD - SEL FUND 3133 4812C1-33-0	10 99	16,634 44	182,812 48	181,715 24	1,097.24	2,328 82 216.25	1.27%
JPMORGAN TR I FLOAT RATE INC 4.24% 48121L-51-0	9 99	12,651 82	126,391 70	125,000 00	1,391 70	5,959 00 670 55	4 71%

	Price	Quantity	Value	Adjusted Tax Cost Original Cost	Unrealized Gain/Loss	Est. Annual Income Accrued Interest	Yield
US Fixed Income							
RIDGEWORTH FDS SEIX FLRT HI I 76628T-67-8	8 98	9,545.42	85,717 90	83,427 00	2,290 90	4,190 44	4.89%
Total US Fixed Income			$1,000,148.92	$986,947.97	$13,200.95	$47,261.93 $1,917.96	4.73%
Foreign Exchange & Non-USD Fixed Income							
JPM INTL CURRENCY INCOME FD 4812A3-29-6	11 27	5,644 74	63,616 22	64,898 90	(1,282 68)	1,473 27	2 32%
DREYFUS LAUREL EMG MKT DEBT LOC C-1 261980-49-4	15 34	4,957 39	76,046.33	75,000.00	1,046.33	1,060.88	1.40%
Total Foreign Exchange & Non-USD Fixed Income			$139,662.55	$139,898.90	($236.35)	$2,534.15	1.82%

[redacted]

Additional Information

	This Period	Year-to-Date
Securities Bought and Sold	-$834.06	-$5,049.79

Summary of Gains and Losses

	Realized		
	This Period	Year-to-Date	Unrealized
Short-Term Gain/Loss	0.00	166.06	2,175.45
Long-Term Gain/Loss	0.00	1,814.75	70,507.57
Net Gain/Loss	**0.00**	**1,980.81**	**72,683.02**

This summary excludes transactions where cost basis information is not available.

Client Service Information

Your Investment Advisor: RUS	Contact Information
GARDNER RUSSO & GARDNER 223 EAST CHESTNUT STREET LANCASTER PA 17602-2705	**Telephone Number:** (717) 299-1385 **Fax Number:** (717) 399-3170

Default Tax Lot Disposition Method for Mutual Funds : HIGH COST
Default Tax Lot Disposition Method for Stocks in a Dividend Reinvestment Plan: HIGH COST
Default Tax Lot Disposition Method for All Other Securities: HIGH COST

As you requested, copies of this statement have been sent to:
MASSEY, QUICK & CO LLC

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 1.00% of Portfolio									
Cash Balance				0 00	50.00				
Money Market									
DREYFUS TREASURY PRIME INV SH									
2,737.750	12/01/12	0000024022	12/31/12	1,990.40	2,737.75	0.00	0.00	0.00%	0.00%
Total Money Market				**$1,990.40**	**$2,737.75**	**$0.00**	**$0.00**		
Total Cash, Money Funds, and Bank Deposits				**$1,990.40**	**$2,787.75**	**$0.00**	**$0.00**		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 99.00% of Portfolio								
Common Stocks								
ALTRIA GROUP INC COM CUSIP. 02209S103			**Security Identifier:** MO					
525.000	04/29/11	26.9040	14,124.65	31.4400	16,506.00	2,381.35	924.00	5.59%

[redacted]

Investment
Account Statement

Statement Period: 12/01/2012 - 12/31/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
ANHEUSER BUSCH INBEV SA NV SPONSORED ADR ISIN#US03524A1088 CUSIP: 03524A108			**Security Identifier:** BUD					
200.000	04/29/11	63.8660	12,773.12	87.4100	17,482.00	4,708.88	258.54	1.47%
25.000	12/22/11	59.7110	1,492.78	87.4100	2,185.25	692.47	32.32	1.47%
25.000	01/10/12	61.3220	1,533.05	87 4100	2,185 25	652.20	32.32	1.47%
15.000	09/13/12	85.3570	1,280.36	87.4100	1,311.15	30.79	19.39	1.47%
265.000	**Total Covered**		**17,079.31**		**23,163.65**	**6,084.34**	**342.57**	
265.000	**Total**		**$17,079.31**		**$23,163.65**	**$6,084.34**	**$342.57**	
BERKSHIRE HATHAWAY INC DEL CL B NEW CUSIP· 084670702			**Security Identifier:** BRK B					
525.000	04/29/11	83.4620	43,817.71	89.7000	47,092.50	3,274.79		
BRITISH AMERICAN TOBACCO PLC ORD SHS ISIN#GB0002875804 CUSIP. G1510J102			**Security Identifier:** BTAFF					
350.000	05/03/11	43.8120	15,334.37	50.7256	17,753.97	2,419.60		
BROWN FORMAN CORP CL A CUSIP· 115637100			**Security Identifier:** BF A					
225 000	04/29/11	46.8710	10,546.05	61.5000	13,837.50	3,291.45	229.50	1.65%
CIE FINANCIERE RICHE MONT AG ZUG ISIN#CH0045039655 CUSIP H25662158			**Security Identifier:** CFRHF					
425 000	05/02/11	65.3410	27,769.92	76.5000	32,512.50	4,742.58		
25.000	12/16/11	48.3850	1,209.62	76.5000	1,912.50	702.88		
25.000	12/20/11	49.6720	1,241.80	76.5000	1,912.50	670 70		
475.000	**Total Covered**		**30,221.34**		**36,337.50**	**6,116.16**		
475.000	**Total**		**$30,221.34**		**$36,337.50**	**$6,116.16**	**$0.00**	
COMCAST CORP NEW CL A SPL CUSIP: 20030N200			**Security Identifier:** CMCSK					

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
COMCAST CORP NEW CL A SPL *(continued)*								
325.000	04/29/11	24.4740	7,954.21	35 9200	11,674.00	3,719.79	211.25	1.80%
DIAGEO PLC ORD SHS ISIN#GB0002374006 CUSIP. G42089113			**Security Identifier: DGEAF**					
600.000	05/03/11	20.3940	12,236.49	29 0441	17,426.47	5,189 98		
HASBRO INC COM CUSIP 418056107			**Security Identifier: HAS**					
75.000	04/29/11	46.7650	3,507.38	35.9000	2,692.50	-814.88	108.00	4.01%
HEINEKEN HLDG NV SHS ISIN#NL0000008977 CUSIP: N39338194			**Security Identifier: HKHHF**					
525.000	05/02/11	53.1260	27,891.03	54.6196	28,675.30	784.27		
25.000	08/24/11	40.5380	1,013.46	54.6196	1,365.49	352.03		
25.000	12/19/11	38.8210	970 53	54.6196	1,365.49	394.96		
50 000	06/07/12	40.8030	2,040.13	54 6196	2,730.98	690.85		
25.000	08/02/12	45 6620	1,141.56	54.6196	1,365.49	223.93		
650.000	**Total Covered**		**33,056.71**		**35,502.75**	**2,446.04**		
650.000	**Total**		**$33,056.71**		**$35,502.75**	**$2,446.04**	**$0.00**	
MARTIN MARIETTA MATLS INC COM CUSIP 573284106			**Security Identifier: MLM**					
125.000	04/29/11	91.4000	11,425.00	94.2800	11,785.00	360.00	200.00	1.69%
MASTERCARD INC CL A COM CUSIP: 57636Q104			**Security Identifier: MA**					
55.000	04/29/11	274.5140	15,098.25	491.2800	27,020.40	11,922.15	66.00	0.24%
1.000	08/06/12	423 1600	423.16	491 2800	491 28	68 12	1.20	0 24%
1.000	08/23/12	419.7200	419.72	491.2800	491.28	71.56	1.20	0 24%
57.000	**Total Covered**		**15,941.13**		**28,002.96**	**12,061.83**	**68.40**	
57.000	**Total**		**$15,941.13**		**$28,002.96**	**$12,061.83**	**$68.40**	
NESTLE SA SPONSORED ADR REPSTG REG SHS ISIN#US6410694060 CUSIP· 641069406			**Security Identifier: NSRGY**					
700.000	04/29/11	62.2420	43,569 54	65.1120	45,578.40	2,008 86	1,240.35	2.72%
25.000	06/07/12	57.3160	1,432.89	65.1120	1,627.80	194.91	44.30	2.72%
25.000	07/30/12	61.1460	1,528.65	65.1120	1,627.80	99.15	44.30	2.72%
25.000	08/16/12	62 0240	1,550.59	65.1120	1,627.80	77 21	44.29	2.72%

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
NESTLE SA SPONSORED ADR REPSTG *(continued)*								
775.000	**Total Covered**		**48,081.67**		**50,461.80**	**2,380.13**	**1,373.24**	
775.000	**Total**		**$48,081.67**		**$50,461.80**	**$2,380.13**	**$1,373.24**	
PERNOD RICARD ORD SHS ISIN#FR0000120693 CUSIP. F72027109			**Security Identifier:** PDRDF					
250.000	05/02/11	101.8860	25,471.61	115.2634	28,815.86	3,344.25		
5.000	10/06/11	82.1060	410.53	115.2634	576.32	165.79		
5.000	09/11/12	111.3840	556.92	115.2634	576.31	19.39		
260.000	**Total Covered**		**26,439.06**		**29,968.49**	**3,529.43**		
260.000	**Total**		**$26,439.06**		**$29,968.49**	**$3,529.43**	**$0.00**	
PHILIP MORRIS INTL INC COM CUSIP: 718172109			**Security Identifier:** PM					
550.000	04/29/11	69.4590	38,202.50	83.6400	46,002.00	7,799.50	1,870.00	4.06%
SABMILLER PLC SHS ISIN#GB0004835483 CUSIP. G77395104			**Security Identifier:** SBMRF					
725.000	05/03/11	37.3280	27,062.80	45.8836	33,265.61	6,202.81		
SCRIPPS NETWORKS INTERACTIVE INC CL A CUSIP 811065101			**Security Identifier:** SNI					
150.000	04/29/11	51.2440	7,686.65	57.9200	8,688.00	1,001.35	72.00	0.82%
UNILEVER NV NEW YORK SHS NEW CUSIP 904784709			**Security Identifier:** UN					
525 000	04/29/11	33.0160	17,333.40	38.3000	20,107.50	2,774.10	547.10	2.72%
WASHINGTON POST CO CL B CUSIP: 939640108			**Security Identifier:** WPO					
10.000	04/29/11	440.8250	4,408.25	365.2100	3,652.10	-756.15	98.00	2.68%

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Common Stocks *(continued)*								
WELLS FARGO & CO NEW COM CUSIP: 949746101			**Security Identifier:** WFC					
625.000	04/29/11	29.1020	18,188.44	34.1800	21,362.50	3,174.06	550.00	2.57%
25.000	01/17/12	29.9680	749.19	34.1800	854.50	105.31	22.00	2.57%
25 000	04/17/12	33.7210	843.02	34.1800	854.50	11.48	22.00	2.57%
25.000	08/03/12	34.3840	859.60	34.1800	854.50	-5.10	22.00	2.57%
50.000	10/08/12	35.8760	1,793.79	34.1800	1,709.00	-84.79	44.00	2.57%
25.000	12/13/12	33 3620	834.06	34.1800	854.50	20.44	22.00	2.57%
775.000	**Total Covered**		**23,268.10**		**26,489.50**	**3,221.40**	**682.00**	
775.000	**Total**		**$23,268.10**		**$26,489.50**	**$3,221.40**	**$682.00**	
Total Common Stocks			**$407,726.78**		**$480,409.80**	**$72,683.02**	**$6,726.06**	
Total Equities			**$407,726.78**		**$480,409.80**	**$72,683.02**	**$6,726.06**	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$410,514.53**	**$483,197.55**	**$72,683.02**	**$0.00**	**$6,726.06**

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the Internal Revenue Code of 1986, as amended ("IRC") (incorporating amendments enacted by P.L.110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered " noncovered," under the new cost basis reporting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the new cost basis reporting rules. Securities which are "covered" under the new cost basis *reporting rules are defined as securities* which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed.

Reporting requirements generally *will be phased in over a three-year period, as follows:*

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares *acquired on or after January 1,* 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2013, or later, as determined by the Secretary of the Treasury.

Disclosures and Other Information

Pricing

This section includes the net market value of the securities in your account on a settlement date basis, including short positions, at the close of the statement period. The market prices have been obtained from quotation services, which we believe to be reliable. Securities for which a price is not available are marked "N/A" and are omitted from the Total.

The estimated annual income (EAI) and estimated current yield (ECY) figures are estimates and for informational purposes *only. These figures are not considered to be a forecast or guarantee of future results.* These figures are computed using information from providers believed to be reliable; however, no assurance can be made as to the accuracy. Since interest and dividend rates are subject to change at any time, and may be affected by current and future economic, political, and business conditions, they should not be relied on for making investment, *trading, or tax decisions. These figures assume that the position* quantities, interest and dividend rates, and prices remain constant. A capital gain or return of principal may be included in the figures for certain securities, thereby overstating them. Refer to www.pershing com/business_continuity.html for specific details as to formulas used to calculate the figures. Accrued interest represents interest earned but not yet received.

The Estimated Price as of Date only appears *when the price date does not equal* the statement date and the price indicated is estimated since it is not reflective of a last trade price on a recognized exchange.