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

Name of foundation

John Marshall Family Foundation

Number and street (or P.O. box number if mail is not delivered to street address)

429 Willow Wood Dr.

City or town, state, and ZIP code

Palatine, IL 60074

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) **\$ 1,372,835**
J Accounting method: ☒ Cash ☐ Accrual
☐ Other (specify) _____
(Part I, column (d) must be on cash basis.)

A Employer identification number**26-6107463****B** Telephone number (see instructions)**847-358-4480****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 ☐

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)

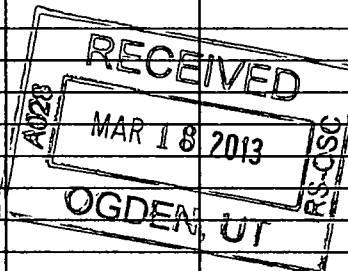
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule)	200,015		
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B			
	3 Interest on savings and temporary cash investments			
	4 Dividends and interest from securities			
	5a Gross rents	30,965	30,965	N/A
	b Net rental income or (loss)			
	6a Net gain or (loss) from sale of assets not on line 10	65,566		
	b Gross sales price for all assets on line 6a 237,775			
	7 Capital gain net income (from Part IV, line 2)		65,566	
	8 Net short-term capital gain			
	9 Income modifications			
	10a Gross sales less returns and allowances			
Operating and Administrative Expenses	b Less: Cost of goods sold			
	c Gross profit or (loss) (attach schedule)			
	11 Other income (attach schedule)			
	12 Total. Add lines 1 through 11	296,546	96,531	
	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)			
	17 Interest			
	18 Taxes (attach schedule) (see instructions)			
	19 Depreciation (attach schedule) and depletion			
	20 Occupancy			
	21 Travel, conferences, and meetings			
	22 Printing and publications			
	23 Other expenses (attach schedule)	35	20	15
	24 Total operating and administrative expenses. Add lines 13 through 23	2035	20	15
	25 Contributions, gifts, grants paid	49,500		49,500
	26 Total expenses and disbursements. Add lines 24 and 25	51,535	20	49,515
	27 Subtract line 26 from line 12:			
	a Excess of revenue over expenses and disbursements	245,011		
	b Net investment income (if negative, enter -0-)		96,511	
	c Adjusted net income (if negative, enter -0-)			

For Paperwork Reduction Act Notice, see instructions.

Cat. No 11289X

Form **990-PF** (2012)

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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	303,208	6913	6913
	2 Savings and temporary cash investments			
	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			
	10a Investments—U.S. and state government obligations (attach schedule)	83,872	83,872	133,483
	b Investments—corporate stock (attach schedule)	168,706	710,014	1,232,439
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment: basis ▶			
Less: accumulated depreciation (attach schedule) ▶				
12 Investments—mortgage loans				
13 Investments—other (attach schedule)				
14 Land, buildings, and equipment: basis ▶				
Less: accumulated depreciation (attach schedule) ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	555,786	800,799	1,372,835	
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)			
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>			
	and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)				
31 Total liabilities and net assets/fund balances (see instructions)	555,786	800,799		

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	555,786
2 Enter amount from Part I, line 27a	2	245,011
3 Other increases not included in line 2 (itemize) ▶ <u>Rounding</u>	3	2
4 Add lines 1, 2, and 3	4	800,799
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	800,799

Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	See schedule attached		various	various
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 237,775		172,209	65,566
b			
c			
d			
e			

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

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

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	65,566
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	

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	42,476	848,158	.0500803
2010	26,669	614,825	.0433766
2009	21,579	421,710	.0511702
2008	12,885	261,130	.04934
2007	0	9684	0

2 Total of line 1, column (d)	2	.1939671
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	.0387934
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,125,945
5 Multiply line 4 by line 3	5	43,679
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	965
7 Add lines 5 and 6	7	44,644
8 Enter qualifying distributions from Part XII, line 4 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.	8	49,515

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b	1	965	
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	965	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	965	
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2221	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d	7	2221	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	1256	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax 1256 Refunded	11		

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?		<input checked="" type="checkbox"/>
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? <i>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.</i>		<input checked="" type="checkbox"/>
c Did the foundation file Form 1120-POL for this year?		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a detailed description of the activities.</i>		<input checked="" type="checkbox"/>
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? <i>If "Yes," attach a conformed copy of the changes</i>		<input checked="" type="checkbox"/>
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		<input checked="" type="checkbox"/>
b If "Yes," has it filed a tax return on Form 990-T for this year?		<input checked="" type="checkbox"/>
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>		<input checked="" type="checkbox"/>
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?	<input checked="" type="checkbox"/>	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col. (c), and Part XV</i>	<input checked="" type="checkbox"/>	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶		
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 <i>General Instruction G</i> ? <i>If "No," attach explanation</i>	<input checked="" type="checkbox"/>	
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)? <i>If "Yes," complete Part XIV</i>		<input checked="" type="checkbox"/>
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>	<input checked="" type="checkbox"/>	

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	
Website address ► none				
14	The books are in care of ► John Marshall	Telephone no. ►	847-358-4480	
	Located at ► 429 Willow Wood Dr., Palatine, IL	ZIP+4 ►	60074-3831	
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here.	15	<input type="checkbox"/>	
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			✓

Statements Regarding Activities for Which Form 4720 May Be Required

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

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

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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ No

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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
John Marshall 429 Willow Wood Dr., Palatine, IL 60074	1/2	0	0	0
Marcia A. Marshall 429 Willow Wood Dr., Palatine, IL 60074	1/2	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				

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services		

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
2	
3	
4	

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1,143,091
b	Average of monthly cash balances	1b	0
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	1,143,091
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,143,091
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	17,146
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,125,945
6	Minimum investment return. Enter 5% of line 5	6	56,297

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	56,297
2a	Tax on investment income for 2012 from Part VI, line 5	2a	965
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	965
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	55,332
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	55,332
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	55,332

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	49,515
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	49,515
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	965
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	48,550

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.

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				55,332
2 Undistributed income, if any, as of the end of 2012:				
a Enter amount for 2011 only			2301	
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 49,515				
a Applied to 2011, but not more than line 2a			2301	
b Applied to undistributed income of prior years (Election required—see instructions)				
c Treated as distributions out of corpus (Election required—see instructions)				
d Applied to 2012 distributable amount				47,214
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5				
b Prior years' undistributed income. Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions				
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount—see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				8,118
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶					N/A	
b Check box to indicate whether the foundation is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)						
2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	Tax year		Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009		
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 $\frac{2}{3}$ 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						

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).)

John Marshall

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

None

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

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

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

N/A

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

N/A

- c** Any submission deadlines:

N/A

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

N/A

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated.

(See worksheet in line 13 instructions to verify calculations.)

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.)

N/A

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) | ✓ |
| | (2) Other assets | 1a(2) | ✓ |
| b | Other transactions: | | |
| | (1) Sales of assets to a noncharitable exempt organization | 1b(1) | ✓ |
| | (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | ✓ |
| | (3) Rental of facilities, equipment, or other assets | 1b(3) | ✓ |
| | (4) Reimbursement arrangements | 1b(4) | ✓ |
| | (5) Loans or loan guarantees | 1b(5) | ✓ |
| | (6) Performance of services or membership or fundraising solicitations | 1b(6) | ✓ |
| c | Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | ✓ |
| 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. | | |

[illegible]

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

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

**Sign
Here**

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

Signature of officer or trustee

3-12-13
Date

Trustee
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

Firm's name ▶

Firm's EIN ▶

Firm's address ►

Phone no.

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

OMB No 1545-0047

2012

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

Name of the organization

Employer identification number

John Marshall Family Foundation

26-6107463

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

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 $\frac{1}{3}$ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

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

Name of organization	Employer identification number
----------------------	--------------------------------

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
	John Marshall 429 Willow Wood Dr. Palatine, IL 60074-3831	\$ 200,015	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
		\$	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)

John Marshall Family Foundation
26-6107463
2012

	<u>Per Books</u>	<u>Investment Income</u>	<u>Charitable Purpose</u>
Part I, Line 4			
William Blair	30,965	30,965	0
Part I, Line 18			
Excise Tax	2000	0	0
Part I, Line 23			
Illinois File Fee	15	0	15
Wire Fee	<u>20</u>	20	0
	35		



Account Number 640-86993-1-9-294
Account Name J MARSHALL & M MARSHALL TTEES
JOHN MARSHALL FAMILY FDN
DTD NOV 15 07

Client Statement

INCOME SUMMARY

	<u>Current Month</u>	<u>Year to Date</u>
Taxable Dividends	4,534.60	29,045.27
Taxable Interest	0.00	1,903.79
Money Market Earnings	0.55	15.85
Total Income	4,535.15	30,964.91

This summary presented for reference only. Please consult Form 1099 issued at year-end for tax reporting purposes.

CASH BALANCE SUMMARY

<u>Cash Balances</u>	<u>Current Month</u>	<u>11/30/12</u>
Cash Account	8.80	0.00

Total cash balance as of 12/31/11 was \$35.13

DETAIL

Security Listing

Description	Symbol	Quantity	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Income
Cash & Equivalents								
CASH					1.00	9		
WILLIAM BLAIR FUNDS READY RESERVES FUND	WBRXX	7,404			1.00	7,404		
Total Cash & Equivalents						7,413		
Equities & Options								
Equities & Options								
ABERCROMBIE & FITCH CO-CL A	ANF	600	38.72	23,234	47.97	28,782	5,548	420
AMERICAN ELECTRIC POWER CO INC	AEP	2,310	7.64	17,654	42.68	98,591	80,937	4,343
APPLE INC	AAPL	150	529.95	79,493	532.17	79,826	333	1,590
AT&T INC	T	3,000	3.87	11,611	33.71	101,130	89,519	5,400

William Blair

Account Number 640-88993-1-9-294
 Account Name J MARSHALL & M MARSHALL TTEES
 JOHN MARSHALL FAMILY FDN
 DTD NOV 15 07

Client Statement

Security Listing - continued

Description	Symbol	Quantity	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Income
Equities & Options - cont'd								
Equities & Options								
COMCAST CORP NEW CL A	CMCSA	310	6 64	2,060	37 36	11,582	9,522	202
DEMANDWARE INC	DWRE	1,400	22 03	30,846	27 32	38,248	7,403	
DEVON ENERGY CORPORATION NEW	DVN	44	9 72	428	52 04	2,290	1,862	35
DUKE ENERGY CORPORATION HOLDING COMPANY NEW	DUK	893	12 72	11,367	63 80	56,973	45,606	2,733
EXELON CORPORATION	EXC	1,150	32 07	36,891	29 74	34,201	(2,690)	2,415
FIRSTENERGY CORP	FE	1,167	7 75	9,050	41 76	48,734	39,684	2,567
GREEN MOUNTAIN COFFEE ROASTERS INC (FORMERLY GREEN MOUNTAIN COFFEE INC)	GMCR	1,000	21 58	21,585	41 34	41,340	19,755	
INTERMUNE INC	ITMN	2,200	8 96	19,726	9 69	21,318	1,592	
JPMORGAN CHASE & CO	JPM	396	29 91	11,847	43 97	17,412	5,565	475
MAKO SURGICAL CORP	MAKO	1,500	13 94	20,925	12 85	19,275	(1,650)	
MICROSOFT CORP	MSFT	2,500	27 01	67,525	26 71	66,773	(752)	2,300
MONSANTO CO NEW	MON	500	89 18	44,594	94 65	47,325	2,731	750
NEWMONT MINING CORP HOLDING CO	NEM	79	4 70	372	46 44	3,669	3,297	111
NEXTERA ENERGY INC	NEE	1,500	3 98	5,970	69 19	103,785	97,815	3,600
POLYPORE INTERNATIONAL INC	PPO	1,000	31 49	31,498	46 50	46,500	15,002	



Account Number 640-86993-1-9-294
Account Name J MARSHALL & M MARSHALL TTEES
JOHN MARSHALL FAMILY FDN
DTD NOV 15 07

Client Statement

Security Listing - continued

Description	Symbol	Quantity	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Income
Equities & Options - cont'd								
Equities & Options								
SPDR S&P 500 ETF TR UNIT SER I S&P DEPOSITARY RECEIPT	SPY	800	130.79	104,636	142.41	113,928	9,292	2,482
SPECTRA ENERGY CORP	SE	1,340	6.32	8,482	27.38	36,689	28,207	1,635
XCEL ENERGY INC	XEL	4,000	5.37	21,480	26.71	106,840	85,360	4,320
ZYNGA INC CLASS A	ZNGA	3,500	5.05	17,695	2.36	8,260	(9,435)	
Foreign Equities								
GPO TELEVISIA SAB	GRPFF	9,000	1.43	12,911	5.20	46,800	33,889	
POTASH CORP OF SASKATCHEWAN INC CANADIAN LISTED	POT	1,200	39.86	47,839	40.69	48,828	989	1,008
Other Equities								
FEDERAL NATIONAL MORTGAGE ASSOCIATION 8.25% PFD SER S	FNMAS	2,000	25.14	50,295	1.67	3,340	(46,955)	
Total Equities & Options				710,014		1,232,439	522,426	36,386
Taxable Bonds								

William Blair

Account Number 640-88993-1-9-294
Account Name J MARSHALL & M MARSHALL TTEES
JOHN MARSHALL FAMILY FDN
DTD NOV 15 07

Client Statement

Security Listing - continued

Description	Symbol	Quantity	Unit Cost	Total Cost	Market Price	Market Value	Unrealized Gain/Loss	Estimated Income
Government Bonds								
UNITED STATES TREASURY BOND 30 YR INFLATION INDEX DATED DATE 02/18/10 BOOK ENTRY ONLY ORIGINAL ISSUE DISCOUNT DUE 02/15/2040 2 125% FA 15 ADJUSTED AMOUNT = 90,970 INFLATION RATIO = 1 07023	912810QF8	85,000	98 67	83,872	146 73	133,483	49,611	1,933
Total Taxable Bonds		85,000		83,872		133,483	49,611	1,933
Totals for the Account				793,886		1,373,335	572,037	38,319

The security listing may contain unpriced positions (denoted by N/A) due to unavailable price information. Please contact your financial advisor if you need further information. The cost information contained herein has not been verified for accuracy. Total values may not be the exact sum of the individual parts due to rounding. Please refer to your original trade confirmations to verify your cost for tax purposes. Results that cannot be calculated because of insufficient data are not included in summary or total value calculations.

Investment Activity

Settlement Date	Description	Symbol	Trade Date	Activity	Quantity	Price	Total Amount
12/05/12	DEMANDWARE INC WE MAKE A MKT IN THIS SECURITY	DWRE	11/30/12	YOU SOLD	(600)	27 1615	15,996 53
12/13/12	MICROSOFT CORP UNSOLICITED WE MAKE A MKT IN THIS SECURITY	MSFT	12/10/12	YOU BOUGHT	2,500	26 8100	(67,525 00)
12/13/12	POTASH CORP OF SASKATCHEWAN INC CANADIAN LISTED WE MAKE A MKT IN THIS SECURITY	POT	12/10/12	YOU BOUGHT	1,200	39 5990	(47,838 80)

Part XV

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

Recipient	Foundation Status of recipient	Purpose of grant or contribution	Amount
A Safe Place 2710 17th Street, Ste. 100 Zion, IL 60099	Public	Unrestricted	500
Beth Emet Synagogue 1224 Dempster Evanston, IL 60202	Public	Unrestricted	500
Susan G. Komen Attn. Donor Services P O. Box 650309 Dallas, TX 75265-0309	Public	Unrestricted	250
Countryside Association 21154 W Shirley Rd Palatine, IL 60074	Public	Unrestricted	500
National Elopecia Areata Foundation 14 Mitchell Boulevard San Rafael, CA 94903	Public	Unrestricted	500
Salute, Inc 14 N. Bothwell Palatine, IL 60067	Public	Unrestricted	500
Salvation Army 5040 N. Pulaski Rd. Chicago, IL 60630	Public	Unrestricted	2000
Illinois Prosthetics NFP 60 Hazelwood Dr Champaign, IL 61820	Public	Unrestricted	1000
Gridiron Alliance 1215 E. Waverly Pl. Arlington Heights, IL 60004	Public	Unrestricted	500
Doctors Without Borders P O Box 5030 Hagerstown, MD 21741-5030	Public	Unrestricted	500

Part XV

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

Disabled American Veterans P.O. Box 14301 Cincinnati, OH 45250-0301	Public	Unrestricted	500
St Theresa Church 445 N. Benton Palatine, IL 60067	Public	Unrestricted	250
Adult Downs Syndrome Clinic 1999 Dempster St Park Ridge, IL 60642	Public	Unrestricted	1000
Catholic Charities 721 N. LaSalle Blvd. Chicago, IL 60654	Public	Unrestricted	1000
St Raymond de Penafort 301 S I-Oka Mt Prospect, IL 60056	Public	Unrestricted	2000
Lake County PADS Crisis Services 3001 Green Bay Rd., Bldg. #5 North Chicago, IL 60064	Public	Unrestricted	500
Avon Township Food Pantry 433 E. Washington St. Round Lake Park, IL 60073	Public	Unrestricted	750
Habitat for Humanity Lake County 315 N. Martin Luther King Jr. Ave. Waukegan, IL 60085	Public	Unrestricted	250
St. Theresa School 445 N. Benton St Palatine, IL 60067	Public	Unrestricted	2000
Misericordia 6300 N Ridge Ave. Chicago, IL 60660-1017	Public	Unrestricted	30,000
Annual Catholic Appeal 835 N. Rush Street Chicago, IL 60611-2030	Public	Unrestricted	1000
St Ignatius Bridge of Hope for Children (Nelson/Curnyn Free Eye Clinic) 1206 Reed St. Philadelphia, PA 19147	Public	Unrestricted	1000

Part XV

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

Little Sisters of the Poor St. Joseph's Home for the Elderly 80 W Northwest Hwy. Palatine, IL 60067-3580	Public	Unrestricted	1000
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VOR 836 S Arlington Heights Rd. Elk Grove Village, IL 60007	Public	Unrestricted	1500
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TOTAL			49,500.00
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William Blair & Company, L.L.C.
JOHN MARSHALL FAMILY FDN
REALIZED GAINS AND LOSSES
From 01-01-12 Through 12-31-12

640-86993-19 RR# 294

Parcel Description	Open Date	Close Date	Quantity	Security	Unit Cost	Cost Basis	Amort. or Accretion	Unit Price	Proceeds	Gain Or Loss		
										Short Term	Long Term	
D	01-24-02	07-16-12	0	DUKE ENERGY CORPORATION HOLDING COMPANY NE	12 71	4		65 93	21		17 74	
P	07-18-12	07-25-12	2,500	ROVI CORP	11 01	27,538		12 77	31,949	4,410 68		
D	05-12-81	08-21-12	26	AT&T INC	13 99	363		36 16	940		576 51	
D	02-13-84	08-21-12	603	AT&T INC	3 73	2,249		36 16	21,806		19,557 54	
P	05-21-12	08-21-12	200	SPDR S&P 500 ETF TR	130 79	26,158		141 21	28,242	2,083 98		
P	07-10-12	08-28-12	1,000	UNIT SER I S&P DEPOSIT MAKO SURGICAL CORP	15 15	15,157		15 26	15,261	103 72		
D	02-13-84	08-28-12	133	AT&T INC	3 73	496		36 15	4,808		4,311 94	
P	01-24-02	08-28-12	11	AT&T INC	3 64	40		36 15	397		357 61	
D	01-24-02	08-28-12	307	AT&T INC	1 40	431		36 15	11,098		10,667 26	
D	01-24-02	08-28-12	49	AT&T INC	1 61	79		36 15	1,771		1,692 05	
P	06-11-12	09-12-12	1,000	GREEN MOUNTAIN COFFEE ROASTERS INC (FORMER	21 58	21,584		30 54	30,540	8,955 85		
P	07-10-12	09-20-12	1,000	MAKO SURGICAL CORP	15 15	15,157		19 31	19,319	4,162 13		
P	07-18-12	09-20-12	500	MAKO SURGICAL CORP	13 94	6,974		19 31	9,659	2,684 83		
P	10-02-12	10-03-12	1,000	MSCI INC	25 74	25,748		27 70	27,700	1,952 37		
P	09-12-12	11-26-12	400	ABERCROMBIE & FITCH CO-CL A	38 72	15,489		45 28	18,112	2,623 38		
P	07-25-12	11-30-12	600	DEMANDWARE INC	22 03	13,219		26 66	15,996	2,777 03		
P	09-28-87	12-18-12	28	***ALCATEL-LUCENT SPONSORED ADR	13 66	382		1 39	38		-343 54	
D	01-24-02	12-18-12	66	***ALCATEL-LUCENT SPONSORED ADR	15 88	1,048		1 39	91		-956 65	
D	01-24-02	12-18-12	12	***ALCATEL-LUCENT SPONSORED ADR	7 06	84		1 39	16		-68 02	
TOTAL GAINS											29,753 98	37,180 66
TOTAL LOSSES											0 00	-1,368 21
TOTAL REALIZED GAIN/LOSS											237,775	35,812.45