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 , and ending

Name of foundation THE ELSA & PETER SODERBERG CHARITABLE FOUNDATION, INC	**A** Employer identification number 27-4360163
Number and street (or P O box number if mail is not delivered to street address) / Room/suite P O BOX 1501, NJ2-130-03-31	**B** Telephone number (see instructions) 609-274-6834
City or town, state, and ZIP code PENNINGTON NJ 08534-1501	**C** If exemption application is pending, check here ▶ ☐
G Check all that apply ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change	**D** 1. Foreign organizations, check here ▶ ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐
H Check type of organization. ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	**E** If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐
I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 3,795,283 / **J** Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) *(Part I, column (d) must be on cash basis)*	**F** If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

	Line	Description	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,531,819			
	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	64,080	63,727		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	273,414			
	b	Gross sales price for all assets on line 6a 1,082,819				
	7	Capital gain net income (from Part IV, line 2)		273,414		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,869,313	337,141	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				13,989
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	2,779	2,501		278
	b	Accounting fees (attach schedule)	2,500			2,500
	c	Other professional fees (attach schedule)	13,989	8,384		5,596
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	3,183	319		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,363	452		911
	24	**Total operating and administrative expenses.** Add lines 13 through 23	23,814	11,656	0	23,274
	25	Contributions, gifts, grants paid	190,000			190,000
	26	**Total expenses and disbursements** Add lines 24 and 25	213,814	11,656	0	213,274
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	1,655,499			
	b	**Net investment income** (if negative, enter -0-)		325,485		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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

		Description	Beginning of year (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1	Cash—non-interest-bearing	4,533	4,780	4,780
	2	Savings and temporary cash investments	169,001	9,776	9,776
	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)		103,996	1,317,988
	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)	1,868,457	2,288,643	2,462,739
	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)	2,041,991	2,407,195	3,795,283
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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	2,041,991	2,407,195	
	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)	2,041,991	2,407,195	
	31	**Total liabilities and net assets/fund balances** (see instructions)	2,041,991	2,407,195	

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	2,041,991
2	Enter amount from Part I, line 27a	2	1,655,499
3	Other increases not included in line 2 (itemize) ▶ FEDERAL EXCISE TAX REFUND	3	35,083
4	Add lines 1, 2, and 3	4	3,732,573
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	1,325,378
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,407,195

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e g , real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo , day, yr)	(d) Date sold (mo , day, yr)
1a See Attached Statement			
b See Attached Statement			
c See Attached Statement			
d See Attached Statement			
e See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

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				0
b				0
c				0
d				0
e				0

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 — 273,414

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 — 3 — 0

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	8,225	1,980,739	0 004152
2010	0	1,973,881	0.000000
2009			0 000000
2008			0.000000
2007			0 000000

2 **Total** of line 1, column (d)	2	0 004152
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 002076
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,363,367
5 Multiply line 4 by line 3	5	4,906
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	3,255
7 Add lines 5 and 6	7	8,161
8 Enter qualifying distributions from Part XII, line 4	8	213,274

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

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

1 a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________________ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b	1	3,255
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	0
3	Add lines 1 and 2	3	3,255
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	3,255
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,864		
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	2,864
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	391
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ | **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1 a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	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
4 a	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	N/A	
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	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
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 ▶ MLTC, A DIVISION OF BANK OF AMERICA, N A. Telephone no ▶ 609-274-6834 Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501			
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 N/A			
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	N/A	
	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 ▶ 20_____ , 20_____ , 20_____ , 20_____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20_____ , 20_____ , 20_____ , 20_____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to
- **(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** N/A

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? N/A ☐ 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** N/A

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
PETER H SODERBERG 255 WHISKEY ROW BOCA GRANDE, FL 3392	PRESIDENT, TREA 1 00			
ELSA A SODERBERG 255 WHISKEY ROW BOCA GRANDE, FL 3392	VICE PRESIDENT, 1 00			

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 ► 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 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 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,249,734
b	Average of monthly cash balances	1b	149,623
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,399,357
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	2,399,357
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	35,990
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,363,367
6	**Minimum investment return.** Enter 5% of line 5	6	118,168

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	118,168
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,255		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,255
3	Distributable amount before adjustments Subtract line 2c from line 1			3	114,913
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	114,913
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	114,913

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	213,274
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	213,274
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	3,255
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	210,019

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				114,913
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			51,946	
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	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 213,274				
a	Applied to 2011, but not more than line 2a			51,946	
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				114,913
e	Remaining amount distributed out of corpus	46,415			
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	46,415			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	46,415			
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 46,415				

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

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

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

	Tax year (a) 2012	Prior 3 years (b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon **a** "Assets" alternative test—enter **(1)** Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter **(1)** Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

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

1 Information Regarding Foundation Managers:

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

PETER H SODERBERG ELSA A SODERBERG

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year* See Attached Statement				
Total			▶ 3a	190,000
b *Approved for future payment* NONE				
Total			▶ 3b	0

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)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
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	64,080	
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	273,411	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		337,491	0

13 Total. Add line 12, columns (b), (d), and (e) 13 337,491

(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
		Not Applicable	

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

Elsa A. Soderberg 5/13/13 Peter H Soderberg

Signature of officer or trustee Date 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
DONALD J ROMAN		5/7/2013		P00364310
Firm's name ► PricewaterhouseCoopers, LLP			Firm's EIN ► 13-4008324	
Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219			Phone no 412-355-6000	

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
THE ELSA & PETER SODERBERG CHARITABLE FOUNDATION, INC	27-4360163

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).

Name of organization	Employer identification number
THE ELSA & PETER SODERBERG CHARITABLE FOUNDATION, INC	27-4360163

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	JON SODERBERG 34 1/2 ACADEMY ST SKANEATELES NY 13152 Foreign State or Province Foreign Country	$ 31,818	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
2	PETER & ELSA SODERBERG 255 WHISKEY ROW BOCA GRANDE FL 33921 Foreign State or Province Foreign Country	$ 1,500,001	Person ☐ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
	Foreign State or Province Foreign Country	$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THE ELSA & PETER SODERBERG CHARITABLE FOUNDATION, INC	27-4360163

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	600 SHS OF STARBUCKS STOCK	$ 31,818	12/31/2012
2	7179 SHS OF JOHNSON&JOHNSON STOCK 3333 SHS OF PATTERSON CO INC STOCK 1300 SHS OF SPDR GOLD TRUST STOCK 9536 SHS OF JOHNSON&JOHNSON STOCK	$ 1,500,001	12/13/2012
		$	
		$	
		$	
		$	

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

Recipient(s) paid during the year

Name				
CHURCH OF SKANEATELES				
Street: 97 E GENESEE ST				
City: SKANEATELES	**State:** NY	**Zip Code:** 13152	**Foreign Country:**	
Relationship: NONE	**Foundation Status:** 501(c)(3)			
Purpose of grant/contribution: GENERAL OPERATING				**Amount:** 40,000

Name				
SKANEATELES RECREATIONAL CHARITABLE TRUST				
Street: 150 N DIVISION ST				
City: AUBURN	**State:** NY	**Zip Code:** 13021	**Foreign Country:**	
Relationship: NONE	**Foundation Status:** 501(c)(3)			
Purpose of grant/contribution: GENERAL OPERATING				**Amount:** 100,000

Name				
PRINCETON AREA COMMUNITY				
Street: 15 PRINCESS RD				
City: LAWRENCEVILLE	**State:** NJ	**Zip Code:** 08648	**Foreign Country:**	
Relationship: NONE	**Foundation Status:** 501(c)(3)			
Purpose of grant/contribution: GENERAL OPERATING				**Amount:** 10,000

Name				
UNITED METHODIST CHURCH OF BOCA GRANDE				
Street: 325 3RD ST W				
City: BOCA GRANDE	**State:** FL	**Zip Code:** 33921	**Foreign Country:**	
Relationship: NONE	**Foundation Status:** 501(c)(3)			
Purpose of grant/contribution: GENERAL OPERATING				**Amount:** 10,000

Name				
JOHANN FUST COMMUNITY LIBRARY RENOV & BLDG				
Street: 1040 10TH ST				
City: BOCA GRANDE	**State:** FL	**Zip Code:** 33921	**Foreign Country:**	
Relationship: NONE	**Foundation Status:** 501(c)(3)			
Purpose of grant/contribution: GENERAL OPERATING				**Amount:** 30,000

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

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Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

	Amount		Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	13,949		Capital Gains/Losses	1,082,819	809,405	273,414
Short Term CG Distributions	0		Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	DREYFUS MUNICIPAL BOND	26201Q104			11/30/2011		3/1/2012	12	11				0	1
2	X	DREYFUS MUNICIPAL BOND	26201Q104			11/30/2011		3/1/2012	82	79				0	3
3	X	DREYFUS MUNICIPAL BOND	26201Q104			11/29/2010		3/1/2012	28,550	0				0	28,550
4	X	DREYFUS MUNICIPAL BOND	26201Q104			9/30/2011		3/1/2012	12	11				0	1
5	X	DREYFUS MUNICIPAL BOND	26201Q104			9/30/2011		3/1/2012	82	79				0	3
6	X	DREYFUS MUNICIPAL BOND	26201Q104			9/30/2011		3/1/2012	82	79				0	3
7	X	DREYFUS MUNICIPAL BOND	26201Q104			10/31/2011		3/1/2012	94	90				0	4
8	X	DREYFUS MUNICIPAL BOND	26201Q104			11/30/2011		3/1/2012	82	79				0	3
9	X	DREYFUS MUNICIPAL BOND	26201Q104			12/2/2010		3/1/2012	28,550	0				0	28,550
10	X	DREYFUS MUNICIPAL BOND	26201Q104			11/30/2011		3/1/2012	12	11				0	1
11	X	DREYFUS MUNICIPAL BOND	26201Q104			10/31/2011		3/1/2012	94	90				0	4
12	X	DREYFUS MUNICIPAL BOND	26201Q104			9/30/2011		3/1/2012	12	11				0	1
13	X	UAM FPA CRESCENT PORT	30254T759			5/16/2011		3/1/2012	7,549	7,533				0	16
14	X	UAM FPA CRESCENT PORT	30254T759			5/16/2011		3/1/2012	4	4				0	0
15	X	FIRST EAGLE	32008F606			1/11/2011		3/1/2012	70,334	66,613				0	3,721
16	X	FIRST EAGLE	32008F606			1/11/2011		3/1/2012	9	8				0	1
17	X	FIRST EAGLE	32008F606			1/11/2011		3/1/2012	14	13				0	1
18	X	IVA WORLDWIDE	45070A206			1/11/2011		3/1/2012	1	1				0	0
19	X	IVA WORLDWIDE	45070A206			1/11/2011		3/1/2012	174,406	178,024				0	-3,618
20	X	IVY ASSET STRATEGY	466001864			1/11/2011		3/1/2012	18	18				0	0
21	X	IVY ASSET STRATEGY	466001864			1/11/2011		3/1/2012	63,478	62,046				0	1,432
22	X	LOOMIS SAYLES INVT GRADE	543487136			2/4/2011		3/1/2012	8	8				0	0
23	X	LOOMIS SAYLES INVT GRADE	543487136			2/4/2011		3/1/2012	502	499				0	3
24	X	LOOMIS SAYLES INVT GRADE	543487136			1/11/2011		3/1/2012	117,855	115,005				0	2,850
25	X	NEUBERGER BERMAN	64122Q705			5/16/2011		3/1/2012	4	5				0	-1
26	X	NEUBERGER BERMAN	64122Q705			5/16/2011		3/1/2012	53,291	64,483				0	-11,192
27	X	NUVEEN TRADEWINDS GLOB	67065W761			1/11/2011		3/1/2012	19	21				0	-2
28	X	NUVEEN TRADEWINDS GLOB	67065W761			1/11/2011		3/1/2012	58,195	62,106				0	-3,911
29	X	NUVEEN TRADEWINDS GLOB	67065W761			1/11/2011		5/2/2012	7	8				0	-1
30	X	NUVEEN TRADEWINDS GLOB	67065W761			1/11/2011		5/2/2012	71,676	87,885				0	-16,209
31	X	PIMCO GLOBAL MULTI	72201P605			1/11/2011		3/1/2012	1	1				0	0
32	X	PIMCO GLOBAL MULTI	72201P605			1/11/2011		3/1/2012	59,426	59,840				0	-414
33	X	PRUDENTIAL JENNISON	74441L832			1/11/2011		3/1/2012	11	10				0	1
34	X	PRUDENTIAL JENNISON	74441L832			1/11/2011		3/1/2012	14,847	14,241				0	606
35	X	T ROWE PRICE NEW HRZN	779562107			12/2/2010		3/1/2012	114,013	0				0	114,013
36	X	T ROWE PRICE NEW HRZN	779562107			11/29/2010		3/1/2012	114,013	0				0	114,013
37	X	WHFIT - TRUST ASSET SALE	78463V107			1/11/2011		1/11/2012	37	31				0	6
38	X	WHFIT - TRUST ASSET SALE	78463V107			1/11/2011		1/11/2012	2	2				0	0
39	X	WHFIT - TRUST ASSET SALE	78463V107			1/11/2011		2/14/2012	35	28				0	7
40	X	WHFIT - TRUST ASSET SALE	78463V107			1/11/2011		2/14/2012	2	2				0	0
41	X	WHFIT - SALE	78463V107			1/11/2011		3/1/2012	6,519	5,244				0	1,275
42	X	WHFIT - TRUST ASSET SALE	78463V107			1/11/2011		3/13/2012	36	30				0	6
43	X	WHFIT - TRUST ASSET SALE	78463V107			1/11/2011		4/10/2012	39	33				0	6
44	X	WHFIT - TRUST ASSET SALE	78463V107			1/11/2011		5/16/2012	42	37				0	5
45	X	WHFIT - TRUST ASSET SALE	78463V107			1/11/2011		6/12/2012	35	31				0	4
46	X	WHFIT - TRUST ASSET SALE	78463V107			1/11/2011		7/6/2012	36	31				0	5
47	X	WHFIT - TRUST ASSET SALE	78463V107			1/11/2011		8/10/2012	36	31				0	5
48	X	WHFIT - TRUST ASSET SALE	78463V107			1/11/2011		9/12/2012	37	29				0	8
49	X	WHFIT - TRUST ASSET SALE	78463V107			1/11/2011		10/8/2012	41	32				0	9
50	X	WHFIT - TRUST ASSET SALE	78463V107			1/11/2011		11/19/2012	38	30				0	8
51	X	WHFIT - TRUST ASSET SALE	78463V107			1/11/2011		12/11/2012	36	29				0	7
52	X	TETON WESTWOOD MIGHTY	88166L652			1/11/2011		3/1/2012	69,490	70,627				0	-1,137
53	X	TETON WESTWOOD MIGHTY	88166L652			1/11/2011		3/1/2012	15	15				0	0
54	X	MARKETFIELD FUND	89833W865			1/11/2011		3/1/2012	0	0				0	0
55	X	MARKETFIELD FUND	89833W865			1/11/2011		3/1/2012	15,049	14,231				0	818

Part I, Line 16a (990-PF) - Legal Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		2,779	2,501	0	278
	Description				
1	LEGAL FEES	2,779	2,501		278

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		2,500	0	0	2,500
1	TAX PREP FEE	2,500			2,500

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

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		13,989	8,384	0	5,596
1	MERRILL LYNCH FEES AS AGENT	13,989	8,384		5,596

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		3,183	319	0	0
	Description				
1	FOREIGN TAX WITHHELD	319	319		
2	ESTIMATED EXCISE PAYMENTS	2,864			

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

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		1,363	452	0	911
	Description				
1	INVESTMENT FEES	452	452		
2	STATE AG FEES	61			61
3	OTHER MISC FEES-FORM 1023	850			850

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	FEDERAL EXCISE TAX REFUND	1	35,083
2	Total	2	35,083

Line 5 - Decreases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	4,602
2	EXCESS FMV OVER COST OF ASSETS CONTRIBUTED	2	1,320,569
3	CY LATE POSTING MUTUAL FUNDS	3	207
4	Total	4	1,325,378

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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Amount
Long Term CG Distributions	13,949
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						1,088,870	0	0	809,405	259,465	0	0	0	259,465
1	DREYFUS MUNICIPAL BOND	28201Q104		11/30/2011	3/1/2012	12		0	11	1	0	0	0	1
2	DREYFUS MUNICIPAL BOND	26201Q104		11/30/2011	3/1/2012	82		0	79	3	0	0	0	3
3	DREYFUS MUNICIPAL BOND	26201Q104		11/29/2010	3/1/2012	28,550		0	0	28,550	0	0	0	28,550
4	DREYFUS MUNICIPAL BOND	26201Q104		9/30/2011	3/1/2012	12		0	11	1	0	0	0	1
5	DREYFUS MUNICIPAL BOND	26201Q104		9/30/2011	3/1/2012	82		0	79	3	0	0	0	3
6	DREYFUS MUNICIPAL BOND	26201Q104		9/30/2011	3/1/2012	82		0	79	3	0	0	0	3
7	DREYFUS MUNICIPAL BOND	26201Q104		10/31/2011	3/1/2012	94		0	90	4	0	0	0	4
8	DREYFUS MUNICIPAL BOND	26201Q104		11/30/2011	3/1/2012	82		0	79	3	0	0	0	3
9	DREYFUS MUNICIPAL BOND	26201Q104		12/2/2010	3/1/2012	28,550		0	0	28,550	0	0	0	28 550
10	DREYFUS MUNICIPAL BOND	26201Q104		11/30/2011	3/1/2012	12		0	11	1	0	0	0	1
11	DREYFUS MUNICIPAL BOND	26201Q104		10/31/2011	3/1/2012	94		0	90	4	0	0	0	4
12	DREYFUS MUNICIPAL BOND	26201Q104		9/30/2011	3/1/2012	12		0	11	1	0	0	0	1
13	UAM FPA CRESCENT PORT	30254T759		5/16/2011	3/1/2012	7,549		0	7,533	16	0	0	0	16
14	UAM FPA CRESCENT PORT	30254T759		5/16/2011	3/1/2012	4		0	4	0	0	0	0	0
15	FIRST EAGLE	32008F606		1/11/2011	3/1/2012	70 334		0	66,613	3,721	0	0	0	3,721
16	FIRST EAGLE	32008F606		1/11/2011	3/1/2012	9		0	8	1	0	0	0	1
17	FIRST EAGLE	32008F606		1/11/2011	3/1/2012	14		0	13	1	0	0	0	1
18	IVA WORLDWIDE	45070A206		1/11/2011	3/1/2012	1		0	1	0	0	0	0	0
19	IVA WORLDWIDE	45070A206		1/11/2011	3/1/2012	174,406		0	178,024	-3,618	0	0	0	-3,618
20	IVY ASSET STRATEGY	466001864		1/11/2011	3/1/2012	18		0	18	0	0	0	0	0
21	IVY ASSET STRATEGY	466001864		1/11/2011	3/1/2012	63 478		0	62,046	1 432	0	0	0	1,432
22	LOOMIS SAYLES INVT GRADE	543487136		2/4/2011	3/1/2012	8		0	8	0	0	0	0	0
23	LOOMIS SAYLES INVT GRADE	543487136		2/4/2011	3/1/2012	502		0	499	3	0	0	0	3
24	LOOMIS SAYLES INVT GRADE	543487136		1/11/2011	3/1/2012	117 855		0	115,005	2,850	0	0	0	2 850
25	NEUBERGER BERMAN	64122Q705		5/16/2011	3/1/2012	4		0	5	-1	0	0	0	-1
26	NEUBERGER BERMAN	64122Q705		5/16/2011	3/1/2012	53,291		0	64,483	-11,192	0	0	0	-11 192
27	NUVEEN TRADEWINDS GLOBAL	67065W761		1/11/2011	3/1/2012	19		0	21	-2	0	0	0	-2
28	NUVEEN TRADEWINDS GLOBAL	67065W761		1/11/2011	3/1/2012	58 195		0	62,106	-3,911	0	0	0	-3,911
29	NUVEEN TRADEWINDS GLOBAL	67065W761		1/11/2011	5/2/2012	7		0	8	-1	0	0	0	1
30	NUVEEN TRADEWINDS GLOBAL	67065W761		1/11/2011	5/2/2012	71,676		0	87,885	-16,209	0	0	0	-16,209
31	PIMCO GLOBAL MULTI	72201P605		1/11/2011	3/1/2012	1		0	1	0	0	0	0	0
32	PIMCO GLOBAL MULTI	72201P605		1/11/2011	3/1/2012	59,426		0	59,840	-414	0	0	0	-414
33	PRUDENTIAL JENNISON	74441L832		1/11/2011	3/1/2012	11		0	10	1	0	0	0	1
34	PRUDENTIAL JENNISON	74441L832		1/11/2011	3/1/2012	14,847		0	14,241	606	0	0	0	606
35	T ROWE PRICE NEW HRZN	779562107		12/2/2010	3/1/2012	114,013		0	0	114,013	0	0	0	114,013
36	T ROWE PRICE NEW HRZN	779562107		11/29/2010	3/1/2012	114,013		0	0	114,013	0	0	0	114,013
37	WHFIT - TRUST ASSET SALE	78463V107		1/11/2011	1/11/2012	37		0	31	6	0	0	0	6
38	WHFIT - TRUST ASSET SALE	78463V107		1/11/2011	1/11/2012	2		0	2	0	0	0	0	0
39	WHFIT - TRUST ASSET SALE	78463V107		1/11/2011	2/14/2012	35		0	28	7	0	0	0	7
40	WHFIT - TRUST ASSET SALE	78463V107		1/11/2011	2/14/2012	2		0	2	0	0	0	0	0
41	WHFIT - SALE	78463V107		1/11/2011	3/1/2012	6 519		0	5,244	1,275	0	0	0	1 275
42	WHFIT - TRUST ASSET SALE	78463V107		1/11/2011	3/13/2012	36		0	30	6	0	0	0	6
43	WHFIT - TRUST ASSET SALE	78463V107		1/11/2011	4/10/2012	39		0	33	6	0	0	0	6
44	WHFIT - TRUST ASSET SALE	78463V107		1/11/2011	5/16/2012	42		0	37	5	0	0	0	5
45	WHFIT - TRUST ASSET SALE	78463V107		1/11/2011	6/12/2012	35		0	31	4	0	0	0	4
46	WHFIT - TRUST ASSET SALE	78463V107		1/11/2011	7/6/2012	36		0	31	5	0	0	0	5
47	WHFIT - TRUST ASSET SALE	78463V107		1/11/2011	8/10/2012	36		0	31	5	0	0	0	5
48	WHFIT - TRUST ASSET SALE	78463V107		1/11/2011	9/12/2012	37		0	29	8	0	0	0	8
49	WHFIT - TRUST ASSET SALE	78463V107		1/11/2011	10/8/2012	41		0	32	9	0	0	0	9
50	WHFIT - TRUST ASSET SALE	78463V107		1/11/2011	11/19/2012	38		0	30	8	0	0	0	8
51	WHFIT - TRUST ASSET SALE	78463V107		1/11/2011	12/11/2012	36		0	29	7	0	0	0	7
52	TETON WESTWOOD MIGHTY	88168L652		1/11/2011	3/1/2012	69 490		0	70,627	-1 137	0	0	0	-1,137
53	TETON WESTWOOD MIGHTY	88168L652		1/11/2011	3/1/2012	15		0	15	0	0	0	0	0
54	MARKETFIELD FUND	89833W865		1/11/2011	3/1/2012	0		0	0	0	0	0	0	0
55	MARKETFIELD FUND	89833W865		1/11/2011	3/1/2012	15,049		0	14,231	818	0	0	0	818

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

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										0	0	0
1	PETER H SODERBERG		255 WHISKEY ROW	BOCA GRANDE	FL	33921		PRESIDENT, TREASURE R	1 00		0	0
2	ELSA A SODERBERG		255 WHISKEY ROW	BOCA GRANDE	FL	33921		VICE PRESIDENT SECRETARY	1 00			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

		Date		Amount
1	Credit from prior year return		1	0
2	First quarter estimated tax payment	6/14/2012	2	2,785
3	Second quarter estimated tax payment	12/17/2012	3	79
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	
7	Total		7	2,864

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	51,946
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	51,946

Merrill Lynch Wealth Management
Bank of America Corporation

PRIVATE BANKING & INVESTMENT GROUP

Account Number: 7EG-10780

PRICEWATERHOUSE COOPERS LLP
600 GRANT STREET
47TH FLOOR
PITTSBURGH PA 15219-2706

Net Portfolio Value: **$3,795,283.66**

Your Private Wealth Advisor:
ERDMANN-MCCAW GROUP
2 PICKWICK PLAZA 3RD FLOOR
GREENWICH CT 06830
1-800-838-0489

Trust Officer:
FRANK TIANGA
973-245-4514

SODERBERG FOUNDATION

This account is enrolled in the Personal Investment Advisory Program

December 01, 2012 - December 31, 2012

ASSETS

	December 31	*November 30*
Cash/Money Accounts	**14,555.91**	175,337 67
Fixed Income	-	-
Equities	**1,317,988.09**	-
Mutual Funds	**2,462,739.66**	2,138,676.19
Options	-	-
Other	-	-
Alternative Investments	-	116,401.05
Subtotal (Long Portfolio)	**3,795,283.66**	*2,430,414.91*
TOTAL ASSETS	**$3,795,283.66**	$2,430,414 91

LIABILITIES

Debit Balance	-	-
Short Market Value	-	-
NET PORTFOLIO VALUE	**$3,795,283.66**	$2,430,414 91

CASH FLOW

	This Statement	*Year to Date*
Opening Cash/Money Accounts	**$175,337.67**	
CREDITS		
Funds Received	-	-
Electronic Transfers	-	-
Other Credits	-	35,083 00
Subtotal	-	35,083.00
DEBITS		
Electronic Transfers	-	-
Other Debits	**(192,579.00)**	(195,364.00)
ML Trust Fees	**(1,206.12)**	(13,991.70)
Non ML Trust Fees	**(132.75)**	(3,689 55)
Bill Payment	-	-
Subtotal	***($193,917.87)***	*($213,045 25)*
Net Cash Flow	**($193,917.87)**	($177,962.25)
Dividends/Interest Income	**33,384.81**	72,898.02
Dividend Reinvestments	**(248.70)**	(248 70)
Security Purchases/Debits	-	(1,122,083 11)
Security Sales/Credits	-	1,068,417.25
Closing Cash/Money Accounts	**$14,555.91**	
Securities You Transferred In/Out	**1,534,701.14**	1,534,572.75

The Private Banking and Investment Group makes available products and services offered by Merrill Lynch, Pierce, Fenner & Smith Incorporated (MLPF&S) and other subsidiaries of Bank of America Corporation. Investment products: **Are Not FDIC Insured | Are Not Bank Guaranteed | May Lose Value**
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Merrill Lynch Wealth Management
Bank of America Corporation

PRIVATE BANKING & INVESTMENT GROUP

SODERBERG FOUNDATION

Account Number: 7EG-10780

ACCOUNT INVESTMENT OBJECTIVE

December 01, 2012 - December 31, 2012

GROWTH: Objective is to accumulate wealth over time through price appreciation rather than current income The investor should be willing to accept the risk of price volatility and principal loss in seeking to achieve growth

If you have changes to your investment objective, please contact your Private Wealth Advisor(s)

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	0 86	0 86		**.86**		
BIF MONEY FUND	589 00	589.00	1 0000	**589.00**		.04
TOTAL		589.86		**589.86**		04

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
JOHNSON AND JOHNSON COM	JNJ	02/03/86	356	5 2378	1,864.68	70.1000	24,955 60	23,090 92	869	3.48
		02/03/86	8,984	5.2378	47,056.93	70 1000	629,778 40	582,721.47	21,921	3.48
		02/03/86	7,179	5.2379	37,603 60	70.1000	503,247.90	465,644.30	17,517	3.48
		2/3/86	196		1,026.63	70 1000	13,739 60		479	3.48
Subtotal			*16,715*		87,551.84		***1,171,721.50***	*1,071,456.69*	***40,786***	3 48
PATTERSON COS INC	PDCO	01/03/94	3,300	3.4859	11,503 50	34.2300	112,959 00	101,455.50	1,849	1.63
		08/31/06	20	30.9800	619.60	34 2300	684 60	65.00	12	1.63
		07/31/08	13	31 4700	409 11	34.2300	444.99	35.88	8	1.63
Subtotal			*3,333*		*12,532 21*		***114,088.59***	*101,556.38*	***1,869***	1.63
STARBUCKS CORP	SBUX	7/1/99	600		3,912	53 6300	**32,178.00**		**504**	1.56
TOTAL					103,996.05		**1,317,988.09**	1,173,013.07	**43,159**	3.27

SODERBERG FOUNDATION

Account Number. 7EG-10780

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
BLACKROCK INFLATION PROTECTED BD FD INST CL SYMBOL· BPRIX Initial Purchase:03/01/12 Fixed Income 100%	2,963	35,140 00	12.0700	**35,763.41**	623.41	35,140	**623**	**640**	1.78
.9940 Fractional Share		11 79	12 0700	**12.00**	21			**1**	1 78
CALAMOS GLOBAL EQUITY FUND CL I SYMBOL· CIGEX Initial Purchase·05/02/12 Equity 100%	5,501	72,503.18	13 2400	**72,833.24**	330.06	72,503	**330**	**247**	33
6430 Fractional Share		8 58	13 2400	**8.51**	(0.07)			**1**	33
COHEN & STEERS GLOBAL REALTY SHARES, INC. CL I SYMBOL: CSSPX Initial Purchase.03/01/12 Equity 100%	866	35,141 21	44 4900	**38,528.34**	3,387 13	35,141	**3,387**	**522**	1 35
2630 Fractional Share		10 67	44.4900	**11.70**	1 03			**1**	1.35
DOUBLELINE TOTAL RETURN BOND FUND CL I SYMBOL: DBLTX Initial Purchase:03/01/12 Fixed Income 100%	10,480	117,165 38	11 3300	**118,738.40**	1,573 02	117,165	**1,573**	**7,178**	6 04
.9080 Fractional Share		10 15	11.3300	**10.29**	.14			**1**	6 04
FIRST EAGLE GLOBAL CLASS I SYMBOL. SGIIX Initial Purchase.01/11/11 Equity 100%	2,392	111,347 60	48.7600	**116,633.92**	5,286 32	111,347	**5,286**	**1,514**	1 29
8240 Fractional Share		38 35	48.7600	**40.18**	1 83			**1**	1.29

SODERBERG FOUNDATION

Account Number: 7EG-10780

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
IVY ASSET STRATEGY FUND CL I SYMBOL: IVAEX Initial Purchase:01/11/11 Alternative Investments 100%	4,570	114,844.10	26.0700	**119,139.90**	4,295.80	114,844	**4,295**	**3,506**	2.94
.0690 Fractional Share		1 73	26 0700	**1.80**	.07			**1**	2 94
LOOMIS SAYLES STRATEGIC INC FD CL Y SYMBOL: NEZYX Initial Purchase:03/01/12 Fixed Income 100%	7,708	117,160.10	15.4600	**119,165.68**	2,005 58	117,160	**2,005**	**6,506**	5 45
.9840 Fractional Share		14.96	15.4600	**15.21**	25			**1**	5 45
MAINSTAY HIGH YIELD CORPORATE BOND FD CL I SYMBOL. MHYIX Initial Purchase 03/01/12 Fixed Income 100%	19,627	117,172 85	6.1100	**119,920.97**	2,748.12	117,172	**2,748**	**8,538**	7.11
5630 Fractional Share		3 36	6.1100	**3.44**	08			**1**	7.11
MAINSTAY MARKETFIELD FUND CL I SYMBOL: MFLDX Initial Purchase 01/11/11 Alternative Investments 100%	8,086	111,182 50	15.8400	**128,082.24**	16,899 74	111,182	**16,899**		
.7190 Fractional Share		9.89	15.8400	**11.39**	1 50				
METROPOLITAN WEST TOTAL RETURN BOND FD CL I SYMBOL MWTIX Initial Purchase:01/11/11 Fixed Income 100%	11,078	115,213.51	10.8900	**120,639.42**	5,425 91	115,213	**5,425**	**4,885**	4 04

SODERBERG FOUNDATION

Account Number: 7EG-10780

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
.8020 Fractional Share		8.40	10.8900	**8.73**	.33			**1**	4.04
MFS UTILITIES FD CL I SYMBOL. MMUIX Initial Purchase:03/01/12 Equity 100%	5,260	93,732 39	18.6700	**98,204.20**	4,471.81	93,732	**4,471**	**3,135**	3 19
.4510 Fractional Share		8 04	18.6700	**8.42**	.38			**1**	3.19
NEUBERGER BERMAN INTRINSIC VALUE CL INST SYMBOL: NINLX Initial Purchase 05/16/11 Equity 100%	2,827	35,507.12	10.7100	**30,277.17**	(5,229.95)	35,507	**(5,229)**		
.6200 Fractional Share		7 78	10.7100	**6.64**	(1.14)				
PIMCO COMMODITY REAL RETURN STRATEGY FD CL P SYMBOL: PCRPX Initial Purchase:03/01/12 Alternative Investments 100%	11,618	82,023 02	6 6300	**77,027.34**	(4,995 68)	82,023	**(4,995)**	**1,975**	2.56
.0720 Fractional Share		0 51	6.6300	**.48**	(0.03)			**1**	2.56
PIMCO GLOBAL MULTI ASSET FUND CL P SYMBOL: PGAPX Initial Purchase:01/11/11 Alternative Investments 100%	10,242	118,499.94	11.4500	**117,270.90**	(1,229.04)	118,499	**(1,229)**	**2,079**	1 77
.7060 Fractional Share		8 17	11 4500	**8.08**	(0 09)			**1**	1 77
POWERSHARES EXCHANGE TRADED FD TR II S&P 500 LOW VOLATILITY PORT SYMBOL: SPLV Initial Purchase:03/01/12 Equity 100%	3,586	93,725.49	27.6800	**99,260.48**	5,534.99	93,725	**5,534**	**2,984**	3 00

Merrill Lynch Wealth Management
Bank of America Corporation
PRIVATE BANKING & INVESTMENT GROUP

SODERBERG FOUNDATION

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
PRUDENTIAL JENNISON NATURAL RESOURCES INC Z SYMBOL: PNRZX Initial Purchase:03/01/12 Equity 100%	646	35,148 45	46.5100	**30,045.46**	(5,102.99)	35,148	**(5,102)**		
.0760 Fractional Share		4.13	46 5100	**3.53**	(0.60)				
PRUDENTIAL JENNISON EQUITY INCOME FUND CL Z SYMBOL: JDEZX Initial Purchase:01/11/11 Equity 100%	10,123	135,749 43	13 9800	**141,519.54**	5,770.11	135,749	**5,770**	**5,649**	3.99
2450 Fractional Share		3.28	13.9800	**3.43**	15			**1**	3 99
SPDR GOLD TRUST SYMBOL: GLD Initial Purchase:01/15/09 Alternative Investments 100%	2,001	201,567 01	162.0204	**324,202.82**	122,635 81	201,567	**122,635**		
TEMPLETON GLBL BOND FD ADV CL SYMBOL: TGBAX Initial Purchase:03/01/12 Fixed Income 100%	8,797	117,175 98	13.3400	**117,351.98**	176.00	117,175	**176**	**5,208**	4 43
.0380 Fractional Share		0.51	13.3400	**.51**				**1**	4.43
TETON WESTWOOD MIGHTY MITES FUND CL I SYMBOL: WEIMX Initial Purchase:01/11/11 Equity 100%	1,693	29,776 06	18 5200	**31,354.36**	1,578.30	29,776	**1,578**	**59**	18
8303 Fractional Share		14 60	18.5200	**15.38**	.78			**1**	.18
.0007 Fractional Share		N/A	18.5200	**.01**					.18

SODERBERG FOUNDATION

Account Number: 7EG-10780

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
TOCQUEVILLE GOLD FUND	440	35,098.22	63.5900	**27,979.60**	(7,118 62)	35,098	**(7,118)**		
SYMBOL: TGLDX Initial Purchase:03/01/12									
Equity 100%									
.6240 Fractional Share		49 78	63 5900	**39.68**	(10.10)				
UAM FPA CRESCENT PORT	4,147	117,443.04	29.2900	**121,465.63**	4,022.59	117,443	**4,022**	**913**	.75
SYMBOL: FPACX Initial Purchase:05/16/11									
Alternative Investments 100%									
.8430 Fractional Share		23.87	29.2900	**24.69**	.82			**1**	.75
VANGUARD MSCI EMERGING	781	35,135 32	44 5300	**34,777.93**	(357 39)	35,135	**(357)**	**762**	2.18
MRKTS ETF									
SYMBOL. VWO Initial Purchase:03/01/12									
Equity 100%									
VANGUARD HIGH DVD YIELD	1,973	93,835 88	49 3800	**97,426.74**	3,590 86	93,835	**3,590**	**3,143**	3.22
ETF									
SYMBOL: VYM Initial Purchase:03/01/12									
Equity 100%									
VANGUARD FTSE ALL WORLD	781	35,142 97	45 7500	**35,730.75**	587.78	35,142	**587**	**1,051**	2 93
EX US									
SYMBOL. VEU Initial Purchase:03/01/12									
Equity 100%									
WASATCH EMERGING MARKETS	31,538	81,442 06	2 8100	**88,621.78**	7,179.72	81,442	**7,179**	**410**	.46
SMALL CAP FUND RETAIL CL									
SYMBOL: WAEMX Initial Purchase:05/16/11									

SODERBERG FOUNDATION

Account Number, 7EG-10780

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
Equity 100%									
.0420 Fractional Share		0.11	2.8100	**.12**	.01				.46
Subtotal (Fixed Income)				631,630.04					
Subtotal (Equities)				943,331.11					
Subtotal (Alternative Investments)				887,235.27					
TOTAL		2,288,111.47		**2,462,196.42**	174,084 94		**174,083**	**60,920**	2 47
TOTAL PRINCIPAL INVESTMENTS		2,387,758.75		**3,780,774.37**	1,347,098.01			**104,079**	2.75

Total Client Investment: Cost of shares directly purchased and still held Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment) Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

Total values exclude N/A items

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	4,779 05	4,779.05		**4,779.05**		
BIF MONEY FUND	9,187 00	9,187 00	1.0000	**9,187.00**	**4**	.04
TOTAL		13,966 05		**13,966.05**	**4**	.04

Merrill Lynch Wealth Management
Bank of America Corporation
PRIVATE BANKING & INVESTMENT GROUP

SODERBERG FOUNDATION

Account Number: 7EG-10780

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return($)	Estimated Annual Income	Current Yield%
CALAMOS GLOBAL EQUITY FUND CL I SYMBOL: CIGEX Initial Purchase:REINV Equity 100%	18	240.11	13 2400	**238.32**	(1 79)	N/A	**238**	**1**	33
METROPOLITAN WEST TOTAL RETURN BOND FD CL I SYMBOL· MWTIX Initial Purchase:01/31/11 Fixed Income 100%	28	291 47	10 8900	**304.92**	13.45	N/A	**304**	**13**	4.04
Subtotal (Fixed Income)				304 92					
Subtotal (Equities)				238 32					
TOTAL		531.58		**543.24**	11.66		**542**	**14**	2.58
TOTAL INCOME INVESTMENTS		14,497 63		**14,509.29**	11 66			**17**	12

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment. Does not apply to income investments "denoted by "N/A".

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment) Provided for Tax Planning purposes only and is not applicable to retirement accounts

Initial Purchase: Date of your initial investment in this fund

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	2,407,195	**3,795,283.66**	1,347,109.67		**104,097**	2.74

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SODERBERG FOUNDATION

Account Number: 7EG-10780

YOUR TRUST MANAGEMENT ACCOUNT TRANSACTIONS

December 01, 2012 - December 31, 2012

DIVIDENDS/INTEREST INCOME TRANSACTIONS

Date	Transaction Type	Quantity	Description	Reinvestment	Income Cash	Principal Cash	Income Year To Date
	Subtotal (Tax-Exempt Dividends)						352.89
12/03	Dividend		DOUBLELINE TOTAL RETURN BOND FUND CL I DIVIDEND PAY DATE 11/30/2012		531 74		
12/03	Dividend		METROPOLITAN WEST TOTAL RETURN BOND FD CL I DIVIDEND PAY DATE 11/30/2012		348.50		
12/03	Dividend		MAINSTAY HIGH YIELD CORPORATE BOND FD CL I DIVIDEND PAY DATE 11/30/2012		712 48		
12/03	Dividend		BLACKROCK INFLATION PROTECTED BD FD INST CL DIVIDEND PAY DATE 11/30/2012		156.45		
12/04	Dividend		MFS UTILITIES FD CL I DIVIDEND PAY DATE 12/03/2012		283.12		
12/05	Dividend		MAINSTAY HIGH YIELD CORPORATE BOND FD CL I DIVIDEND PAY DATE 12/04/2012		712 48		
12/10	*Lg Tm Cap Gain		* MAINSTAY MARKETFIELD FUND CL I LONG TERM CAPITAL GAIN PAY DATE 12/07/2012			579.58	
12/12	*Lg Tm Cap Gain		* MFS UTILITIES FD CL I LONG TERM CAPITAL GAIN			39.61	