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EXTENSION GRANTED TO 11/15/2013
Return of Private Foundation
 or Section 4947(a)(1) Nonexempt Charitable Trust
 Treated as a Private Foundation

Form **990-PF**

Department of the Treasury
 Internal Revenue Service

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 MASSEN GREENE FOUNDATION C/O LARRY D. VINCE		A Employer identification number 33-0482555
Number and street (or P.O. box number if mail is not delivered to street address) 30 CORPORATE PARK	Room/suite 309	B Telephone number (949) 622-8128
City or town, state, and ZIP code IRVINE, CA 92606-5131		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶ \$ 4,159,756. (Part I, column (d) must be on cash basis.)	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))</small>	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received	661,277.		N/A	
2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	493.	493.		STATEMENT 1
4 Dividends and interest from securities	65,200.	65,200.		STATEMENT 2
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	<23,488.>			
b Gross sales price for all assets on line 6a	2,229,533.			
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss)				
11 Other income	125,504.	125,504.		STATEMENT 3
12 Total. Add lines 1 through 11	828,986.	191,197.		
13 Compensation of officers, directors, trustees, etc	50,243.	7,536.		42,707.
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees	7,792.	0.		7,792.
b Accounting fees	4,812.	2,406.		2,406.
c Other professional fees	8,031.	8,031.		0.
17 Interest				
18 Taxes	3,035.	15.		2,042.
19 Depreciation and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses	5,209.	347.		4,862.
24 Total operating and administrative expenses. Add lines 13 through 23	79,122.	18,335.		59,809.
25 Contributions, gifts, grants paid	205,000.			205,000.
26 Total expenses and disbursements. Add lines 24 and 25	284,122.	18,335.		264,809.
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	544,864.			
b Net investment income (if negative, enter -0-)		172,862.		
c Adjusted net income (if negative, enter -0-)			N/A	

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12-05-12

LHA For Paperwork Reduction Act Notice, see instructions

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		
		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	122,665.	637,167.	637,167.
	2 Savings and temporary cash investments	473,687.	632,036.	632,036.
	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			
	7 Other notes and loans receivable ▶			
	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			
	b Investments - corporate stock STMT 9	610,560.	655,196.	681,119.
	c Investments - corporate bonds STMT 10	808,833.	808,833.	881,761.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 11	1,368,964.	1,208,176.	1,246,308.	
14 Land, buildings, and equipment: basis ▶ 80,626.				
Less: accumulated depreciation ▶	80,626.	80,626.	80,000.	
15 Other assets (describe ▶ ESCROW DEPOSIT)	1,365.	1,365.	1,365.	
16 Total assets (to be completed by all filers)	3,466,700.	4,023,399.	4,159,756.	
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			
	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 ▶ <input type="checkbox"/>			
	and complete lines 24 through 26 and lines 30 and 31			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	and complete lines 27 through 31			
27 Capital stock, trust principal, or current funds	0.	0.		
28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.		
29 Retained earnings, accumulated income, endowment, or other funds	3,466,700.	4,023,399.		
30 Total net assets or fund balances	3,466,700.	4,023,399.		
31 Total liabilities and net assets/fund balances	3,466,700.	4,023,399.		

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	3,466,700.
2 Enter amount from Part I, line 27a	2	544,864.
3 Other increases not included in line 2 (itemize) ▶ FMV TO COST BASIS ADJUSTMENT	3	11,835.
4 Add lines 1, 2, and 3	4	4,023,399.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,023,399.

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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 FIRST AMERICAN - SEE ATTACHMENT	P	VARIOUS	VARIOUS
b CANTERBURY CONSULTING - SEE ATTACHMENT	P	VARIOUS	VARIOUS
c SALE OF PERSONAL PROPERTY	D	VARIOUS	VARIOUS
d CAPITAL GAINS DIVIDENDS			
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 195,555.		195,168.	387.
b 2,025,800.		2,057,853.	<32,053.>
c 2,500.			2,500.
d 5,678.			5,678.
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			387.
b			<32,053.>
c			2,500.
d			5,678.
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	<23,488.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):		3	N/A

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	263,167.	3,280,948.	.080211
2010	45,746.	1,789,108.	.025569
2009	82,249.	156,379.	.525959
2008	11,313.	111,762.	.101224
2007			

2 Total of line 1, column (d)	2	.732963
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	.183241
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,628,065.
5 Multiply line 4 by line 3	5	664,810.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,729.
7 Add lines 5 and 6	7	666,539.
8 Enter qualifying distributions from Part XII, line 4	8	264,809.

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.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here <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 type="checkbox"/> and enter 1% of Part I, line 27b	1	3,457.
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	3,457.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-	5	3,457.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,200.
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	1,200.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	17.
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed SEE STATEMENT 12	9	2,274.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11	

Part VII-A Statements Regarding Activities

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

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>LARRY D. VINCE</u> Telephone no. ► <u>(949) 622-8128</u> Located at ► <u>30 CORPORATE PARK, SUITE 309, IRVINE, CA</u> ZIP+4 ► <u>92606-5131</u>			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes	No X

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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/> N/A	1b	
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	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. ► _____, _____, _____		
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.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	3b	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

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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)? 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 No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d) N/A

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

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.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 16		50,243.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). 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. 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 ▶ 0

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 N/A	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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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	2,750,537.
b	Average of monthly cash balances	1b	932,778.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	3,683,315.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	3,683,315.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	55,250.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	3,628,065.
6	Minimum investment return. Enter 5% of line 5	6	181,403.

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	181,403.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,457.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	3,457.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	177,946.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	177,946.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	177,946.

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	264,809.
b	Program-related investments - total from Part IX-B	1b	0.
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	264,809.
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	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	264,809.

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.

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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				177,946.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011	136,438.			
f Total of lines 3a through e	136,438.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	264,809.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				177,946.
e Remaining amount distributed out of corpus	86,863.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:	223,301.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
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		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			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)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	223,301.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011	136,438.			
e Excess from 2012	86,863.			

MASSEN GREENE FOUNDATION

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

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

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

NONE
 b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE
 2 **Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:**
 Check here if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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:

MASSEN GREENE FOUNDATION

Form 990-PF (2012)

C/O LARRY D. VINCE

33-0482555 Page 11

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				
FRIENDS OF THE HORTENSE MILLER GARDEN INC PO BOX 742 LAGUNA BEACH, CA 92652	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PURPOSE.	20,000.
LAGUNA BEACH COMMUNITY FOUNDATION PO BOX 1628 LAGUNA BEACH, CA 92652	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PURPOSE.	70,000.
LAGUNA CANYON FOUNDATION PO BOX 4895 LAGUNA BEACH, CA 92652	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PURPOSE.	100,000.
RANCHO SANTA ANA BOTANIC GARDEN 1500 NORTH COLLEGE AVENUE CLAREMONT, CA 91711	NONE	501(C)(3)	CONTRIBUTION IN FURTHURANCE OF RECIPIENTS EXEMPT PURPOSE.	15,000.
Total				205,000.
b Approved for future payment				
NONE				
Total				0.

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

MASSEN GREENE FOUNDATION
C/O LARRY D. VINCE

Employer identification number

33-0482555

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).

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

Name of organization MASSEN GREENE FOUNDATION C/O LARRY D. VINCE	Employer identification number 33-0482555
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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	MASSEN-GREENE CHARITABLE TRUST 50 SOUTH LA SALLE STREET CHICAGO, IL 60675	\$ <u>442,069.</u>	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	MASSEN-GREENE LAND TRUST 50 SOUTH LA SALLE STREET CHICAGO, IL 60675	\$ <u>219,208.</u>	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.)

Name of organization

**MASSEN GREENE FOUNDATION
C/O LARRY D. VINCE**

Employer identification number

33-0482555

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
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____
	_____ _____ _____	\$ _____	_____

Name of organization MASSEN GREENE FOUNDATION C/O LARRY D. VINCE	Employer identification number 33-0482555
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Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$ _____
 Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	
(e) Transfer of gift			
Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee	

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
BANK OF AMERICA INTEREST INCOME	455.
CANTERBURY CONSULTING INTEREST INCOME	38.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	493.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CANTERBURY CONSULTING	17,058.	239.	16,819.
FIRST AMERICAN	53,820.	5,439.	48,381.
TOTAL TO FM 990-PF, PART I, LN 4	70,878.	5,678.	65,200.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INVESTMENT INCOME	125,504.	125,504.	
TOTAL TO FORM 990-PF, PART I, LINE 11	125,504.	125,504.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	7,792.	0.		7,792.
TO FM 990-PF, PG 1, LN 16A	7,792.	0.		7,792.

FORM 990-PF	ACCOUNTING FEES			STATEMENT 5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	4,812.	2,406.		2,406.
TO FORM 990-PF, PG 1, LN 16B	4,812.	2,406.		2,406.

FORM 990-PF	OTHER PROFESSIONAL FEES			STATEMENT 6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIRST AMERICAN INVESTMENT FEES	8,031.	8,031.		0.
TO FORM 990-PF, PG 1, LN 16C	8,031.	8,031.		0.

FORM 990-PF	TAXES			STATEMENT 7
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CA FRANCHISE TAX BOARD	10.	0.		0.
CA ATTORNEY GENERAL	75.	0.		0.
CANTERBURY FOREIGN TAXES PAID	14.	14.		0.
FIRST AMERICAN FOREIGN TAXES PAID	1.	1.		0.
PROPERTY TAXES -LAND ACQUISITION	2,042.	0.		2,042.
FEDERAL EXCISE TAX	893.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,035.	15.		2,042.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INSURANCE	4,278.	0.		4,278.
DUES	695.	347.		348.
MISCELLANEOUS EXPENSE	104.	0.		104.
UTILITIES	132.	0.		132.
TOTAL TO FORM 990-PF, PG 1, LN 23	5,209.	347.		4,862.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST AMERICAN EQUITIES	502,733.	531,079.
CANTERBURY EQUITIES	152,463.	150,040.
TOTAL TO FORM 990-PF, PART II, LINE 10B	655,196.	681,119.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
FIRST AMERICAN FIXED INCOME	808,833.	881,761.
TOTAL TO FORM 990-PF, PART II, LINE 10C	808,833.	881,761.

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
FIRST AMERICAN OTHER INVESTMENTS	COST	66,770.	71,191.
CANTERBURY MUTUAL FUNDS	COST	1,141,406.	1,175,117.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,208,176.	1,246,308.

FORM 990-PF

LIST OF SUBSTANTIAL CONTRIBUTORS
PART VII-A, LINE 10

STATEMENT 13

NAME OF CONTRIBUTOR

ADDRESS

MASSEN-GREENE CHARITABLE TRUST

50 SOUTH LA SALLE STREET
CHICAGO, IL 60675

MASSEN-GREENE LAND TRUST

50 SOUTH LA SALLE STREET
CHICAGO, IL 60675

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 16

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
KENNETH O. SOLOMON 30 CORPORATE PARK, SUITE 309 IRVINE, CA 926065131	DIRECTOR & PRESIDENT 1.00	10,260.	0.	0.
LARRY D. VINCE 30 CORPORATE PARK, SUITE 309 IRVINE, CA 926065131	DIRECTOR & C.F.O. 2.00	17,183.	0.	0.
REBECCA C. NELSON 30 CORPORATE PARK, SUITE 309 IRVINE, CA 926065131	DIRECTOR & SECRETARY 1.00	9,000.	0.	0.
JOHN DIFEDERICO 30 CORPORATE PARK, SUITE 309 IRVINE, CA 926065131	DIRECTOR 1.00	9,000.	0.	0.
KENNETH S. ROGERS 30 CORPORATE PARK, SUITE 309 IRVINE, CA 926065131	DIRECTOR 1.00	4,800.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		50,243.	0.	0.


FIRST AMERICAN TRUST, FSB
Realized Gain/Loss Report

Run on 07/09/2013 04:11:34 PM

Start Date: 01/01/2012

End Date: 12/31/2012

Account: 1050762200

Administrator: JODY HUDSON 714-250-8239

**FIRST AMERICAN TRUST, FSB AGENT FOR MASSEN GREENE
 FOUNDATION**

Description	Sold	Acquired	Proceeds	Cost	Gain/Loss Covered
** SHORT TERM CAPITAL GAIN (LOSS)					
.667 SHARES OF WPX ENERGY INC	01/10/2012	06/06/2011	11.27	11.20	0.07 Covered
25 SHARES OF CAMERON INTERNATIONAL CORP	03/15/2012	06/17/2011	1,312.82	1,164.20	148.62 Covered
45 SHARES OF POTASH CORP OF SASKATCHEWAN	03/15/2012	08/08/2011	1,929.41	2,222.08	292.67-Covered
25.000 SHARES OF WPX ENERGY INC	03/15/2012	06/06/2011	476.47	419.96	56.51 Covered
25.000 SHARES OF P G & E CORPORATION	03/15/2012	11/01/2011	1,070.94	1,048.95	21.99 Covered
1 SHARES OF WPX ENERGY INC	03/15/2012	06/06/2011	19.09	16.80	2.29 Covered
5 SHARES OF APACHE CORP	06/14/2012	03/15/2012	429.57	535.25	105.68-Covered
5 SHARES OF FLUOR CORP	06/14/2012	03/15/2012	235.69	310.48	74.79-Covered
15 SHARES OF JOHNSON CONTROLS INC	09/18/2012	11/01/2011	425.32	466.65	41.33-Covered
25 SHARES OF LOWE'S COMPANIES INC	09/18/2012	12/15/2011	723.73	617.00	106.73 Covered
25 SHARES OF DELTA AIR LINES INC	09/18/2012	06/14/2012	223.78	260.90	37.12-Covered
30 SHARES OF MASCO CORP	09/18/2012	03/15/2012	465.98	405.37	60.61 Covered
.595 SHARES OF PENTAIR LTD	10/09/2012	03/15/2012	26.23	23.21	3.02 Covered
130 SHARES OF PULTEGROUP INC	11/08/2012	06/14/2012	2,238.60	1,139.18	1,099.42 Covered
20 SHARES OF ITC HOLDINGS CORP	11/08/2012	06/14/2012	1,540.06	1,386.85	153.21 Covered
95 SHARES OF PULTEGROUP INC	12/17/2012	06/14/2012	1,693.41	832.47	860.94 Covered
25 SHARES OF MASCO CORP	12/17/2012	03/15/2012	406.03	337.80	68.23 Covered
5 SHARES OF STARWOOD HOTELS & RESORTS	12/17/2012	03/15/2012	277.05	281.18	4.13-Covered
10 SHARES OF PNC FINANCIAL SERVICES GROUP	12/17/2012	03/15/2012	577.14	622.91	45.77-Covered
145.517 SHARES OF JPMORGAN MID CAP VALUE-INST	12/19/2012	03/15/2012	4,091.94	3,830.00	261.94 Covered

** TOTAL SHORT TERM CAPITAL GAIN (LOSS)		18,174.53	15,932.44	2,242.09	
** LONG TERM CAPITAL GAIN (LOSS)					
350 SHARES OF GOLDMAN SACHS COMMODITY STGY-I	03/15/2012 02/14/2011	2,219.00	2,222.50	3.50- Non Covered	
60 SHARES OF CAMERON INTERNATIONAL CORP	03/15/2012 02/14/2011	3,150.76	3,540.91	390.15- Covered	
5.000 SHARES OF MICROSOFT CORP	03/15/2012 02/14/2011	164.21	136.00	28.21 Covered	
25 SHARES OF POTASH CORP OF SASKATCHEWAN	03/15/2012 03/10/2011	1,071.90	1,357.04	285.14- Covered	
30 SHARES OF EMERSON ELECTRIC CO	03/15/2012 02/14/2011	1,555.73	1,855.50	299.77- Covered	
165 SHARES OF JPMORGAN MID CAP VALUE-INST	06/14/2012 06/06/2011	4,238.85	4,050.75	188.10 Non Covered	
1975 SHARES OF GOLDMAN SACHS COMMODITY STGY-I	06/14/2012 02/14/2011	10,270.00	12,541.25	2,271.25- Non Covered	
260 SHARES OF COLUMBIA INTL VALUE FUND-Z	06/14/2012 02/14/2011	2,995.20	3,892.20	897.00- Non Covered	
25 SHARES OF HARBOR INTERNATIONAL-INST	06/14/2012 02/14/2011	1,344.25	1,555.00	210.75- Non Covered	
125.000 SHARES OF AT&T INC	06/14/2012 02/14/2011	4,411.12	3,569.94	841.18 Covered	
25.000 SHARES OF PEPSICO INC	06/14/2012 02/14/2011	1,721.25	1,585.66	135.59 Covered	
20.000 SHARES OF SCHLUMBERGER LTD	06/14/2012 02/14/2011	1,299.18	1,831.31	532.13- Covered	
25.000 SHARES OF CHECK POINT SOFTWARE TECH	06/14/2012 02/14/2011	1,279.62	1,250.78	28.84 Covered	
15.000 SHARES OF DEERE & CO	06/14/2012 02/14/2011	1,112.36	1,430.41	318.05- Covered	
20.000 SHARES OF HONEYWELL INTERNATIONAL INC	06/14/2012 02/14/2011	1,108.73	1,150.25	41.52- Covered	
85.000 SHARES OF GENERAL ELECTRIC CO	06/14/2012 02/14/2011	1,660.88	1,832.60	171.72- Covered	
45.000 SHARES OF JPMORGAN CHASE & CO	06/14/2012 02/14/2011	1,539.02	2,102.15	563.13- Covered	
20.000 SHARES OF UNITED PARCEL SERVICE - CLASS B	06/14/2012 02/14/2011	1,538.60	1,497.47	41.13 Covered	
5.000 SHARES OF GOOGLE INC-CL A	06/14/2012 02/14/2011	2,815.25	3,144.15	328.90- Covered	
30 SHARES OF APACHE CORP	06/14/2012 02/14/2011	2,577.41	3,651.82	1,074.41- Covered	
30 SHARES OF FLUOR CORP	06/14/2012 02/14/2011	1,414.14	2,230.50	816.36- Covered	
30 SHARES OF NEXTERA ENERGY INC	06/14/2012 03/10/2011	2,012.83	1,675.18	337.65 Covered	

1000 SHARES OF JPM CAP 8.0% SERIES 8.0% SERIES PREFERRED CALLABLE AT 25.00 05/15/2013 DTD 05/14/2008	07/12/2012 03/15/2011	25,000.00	26,679.90	1,679.90-Covered
15 SHARES OF METLIFE INC	09/18/2012 03/10/2011	526.20	685.33	159.13-Covered
15 SHARES OF BECTON DICKINSON & CO	09/18/2012 02/14/2011	1,190.19	1,218.76	28.57-Covered
15 SHARES OF PRUDENTIAL FINANCIAL INC	09/18/2012 02/14/2011	863.34	961.30	97.96-Covered
15 SHARES OF WALT DISNEY COMPANY/THE	09/18/2012 02/14/2011	778.19	648.23	129.96 Covered
25 SHARES OF COMCAST CORP - CL A	09/18/2012 02/14/2011	867.98	593.50	274.48 Covered
20 SHARES OF JUNIPER NETWORKS INC	09/18/2012 02/14/2011	377.45	872.10	494.65-Covered
40 SHARES OF MICROSOFT CORP	09/18/2012 02/14/2011	1,245.57	1,088.00	157.57 Covered
25 SHARES OF ORACLE CORP	09/18/2012 02/14/2011	825.99	837.25	11.26-Covered
30 SHARES OF PFIZER INC	09/18/2012 02/14/2011	720.58	567.30	153.28 Covered
35 SHARES OF AMERICAN EXPRESS CO	09/18/2012 06/06/2011	2,053.55	1,716.22	337.33 Covered
40 SHARES OF GENERAL ELECTRIC CO	09/18/2012 02/14/2011	884.87	862.40	22.47 Covered
20 SHARES OF JPMORGAN CHASE & CO	09/18/2012 02/14/2011	820.78	934.29	113.51-Covered
10 SHARES OF BLACKROCK INC	09/18/2012 02/14/2011	1,831.32	2,060.09	228.77-Covered
210 SHARES OF AES CORP	09/18/2012 03/10/2011	2,337.28	2,766.50	429.22-Covered
20 SHARES OF PROCTER & GAMBLE CO/THE	09/18/2012 02/14/2011	1,388.88	1,290.47	98.41 Covered
25 SHARES OF WILLIAMS COS INC	09/18/2012 06/06/2011	852.02	617.52	234.50 Covered
30 SHARES OF MARVELL TECHNOLOGY GROUP LTD	09/18/2012 02/14/2011	304.79	599.81	295.02-Covered
60 SHARES OF CISCO SYSTEMS INC	09/18/2012 02/14/2011	1,142.37	1,135.20	7.17 Covered
29.67 SHARES OF COHEN & STEERS REALTY SHARES	09/20/2012 03/14/2011	2,052.25	1,799.78	252.47 Non Covered
82.779 SHARES OF JPMORGAN MID CAP VALUE-INST	09/20/2012 06/06/2011	2,321.11	2,032.22	288.89 Non Covered
81 SHARES OF GOLDMAN SACHS GRTH OPP-I	09/20/2012 02/14/2011	2,132.74	2,088.18	44.56 Non Covered
128.836 SHARES OF ROYCE VALUE PLUS FUND-SV	09/20/2012 02/14/2011	1,792.11	1,838.49	46.38-Non Covered
67.739 SHARES OF STRATTON SMALL CAP VALUE	09/20/2012 02/14/2011	3,834.05	3,561.04	273.01 Non Covered
23.467 SHARES OF HARBOR INTERNATIONAL-INST	09/20/2012 02/14/2011	1,417.90	1,459.65	41.75-Non Covered
88.537 SHARES OF	09/20/2012 02/14/2011	2,489.65	2,319.67	169.98 Non

MFS INTL VALUE-I					Covered
68.536 SHARES OF	09/20/2012	02/14/2011	897.13	1,025.98	128.85- Non
COLUMBIA INTL VALUE FUND-Z					Covered
50.82 SHARES OF	09/20/2012	02/14/2011	298.82	322.71	23.89- Non
GOLDMAN SACHS COMMODITY STGY-I					Covered
107.023 SHARES OF	09/20/2012	02/14/2011	1,355.98	1,297.12	58.86 Non
PIMCO ALL ASSET FUND-INST					Covered
24.664 SHARES OF	09/20/2012	02/14/2011	556.42	570.97	14.55- Non
JPMORGAN EMERG MRKT EQ-INST					Covered
43.742 SHARES OF	09/20/2012	02/14/2011	1,186.71	1,290.39	103.68- Non
THORNBURG INTL VALUE FD-I					Covered
35 SHARES OF	11/08/2012	02/14/2011	2,235.98	1,610.48	625.50 Covered
ABBOTT LABORATORIES					
55 SHARES OF	11/08/2012	02/14/2011	1,598.03	1,496.00	102.03 Covered
MICROSOFT CORP					
50 SHARES OF	11/08/2012	06/06/2011	1,622.02	1,235.03	386.99 Covered
WILLIAMS COS INC					
40 SHARES OF	11/08/2012	02/14/2011	840.38	862.40	22.02- Covered
GENERAL ELECTRIC CO					
20 SHARES OF	12/17/2012	12/15/2011	715.47	493.60	221.87 Covered
LOWE'S COMPANIES INC					
45 SHARES OF	12/17/2012	02/14/2011	1,681.22	1,068.30	612.92 Covered
COMCAST CORP - CL A					
20 SHARES OF	12/17/2012	06/06/2011	1,407.29	1,113.79	293.50 Covered
NEXTERA ENERGY INC					
40 SHARES OF	12/17/2012	06/06/2011	2,216.38	2,339.07	122.69- Covered
STARWOOD HOTELS & RESORTS					
25 SHARES OF	12/17/2012	03/10/2011	1,442.86	1,558.37	115.51- Covered
PNC FINANCIAL SERVICES GROUP					
25 SHARES OF	12/17/2012	11/01/2011	1,442.87	1,295.54	147.33 Covered
PNC FINANCIAL SERVICES GROUP					
75 SHARES OF	12/17/2012	11/01/2011	3,071.08	3,146.84	75.76- Covered
P G & E CORPORATION					
1124.115 SHARES OF	12/19/2012	06/06/2011	31,610.11	27,597.03	4,013.08 Non
JPMORGAN MID CAP VALUE-INST					Covered
140.232 SHARES OF	12/19/2012	09/26/2011	3,943.32	3,047.25	896.07 Non
JPMORGAN MID CAP VALUE-INST					Covered
443.007 SHARES OF	12/19/2012	02/14/2011	5,674.93	6,631.82	956.89- Non
COLUMBIA INTL VALUE FUND-Z					Covered
.482 SHARES OF	12/19/2012	03/10/2011	6.17	7.17	1.00- Non
COLUMBIA INTL VALUE FUND-Z					Covered
155.835 SHARES OF	12/19/2012	02/14/2011	2,025.85	1,888.72	137.13 Non
PIMCO ALL ASSET FUND-INST					Covered
** TOTAL LONG TERM CAPITAL GAIN (LOSS)			177,380.47	179,235.15	1,854.68-

** SHORT TERM CAPITAL GAINS
DIVIDENDS

974.233 BASIS SHARES OF GOLDMAN SACHS GRTH OPP-I			204.00
6741.286 BASIS SHARES OF GOLDMAN SACHS HIGH YIELD-I			84.94
267.229 BASIS SHARES OF COHEN & STEERS REALTY SHARES			446.27
5177.206 BASIS SHARES OF TEMPLETON GLOBAL BOND-ADV			8.80
** TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	0.00	0.00	744.01

** LONG TERM CAPITAL GAINS
DIVIDENDS

296.899 BASIS SHARES OF COHEN & STEERS REALTY SHARES			26.42
974.233 BASIS SHARES OF GOLDMAN SACHS GRTH OPP-I			1,402.12
6741.286 BASIS SHARES OF GOLDMAN SACHS HIGH YIELD-I			810.98
331.558 BASIS SHARES OF STRATTON SMALL CAP VALUE			593.43
267.229 BASIS SHARES OF COHEN & STEERS REALTY SHARES			673.95
1409.864 BASIS SHARES OF JPMORGAN MID CAP VALUE-INST			308.35
5177.206 BASIS SHARES OF TEMPLETON GLOBAL BOND-ADV			879.61
** TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	0.00	0.00	4,694.86

SUMMARY

Description	Amount
** SUMMARY OF CAPITAL GAINS AND LOSSES **	
TOTAL SHORT TERM CAPITAL GAIN (LOSS)	2,242.09
TOTAL SHORT TERM CAPITAL GAINS DIVIDENDS	744.01
NET SHORT TERM CAPITAL GAIN (LOSS)	2,986.10
TOTAL LONG TERM CAPITAL GAIN (LOSS)	1,854.68-
TOTAL LONG TERM CAPITAL GAINS DIVIDENDS	4,694.86
TOTAL 28% RATE CAPITAL GAINS DIVIDENDS	0.00
TOTAL SEC 1250 CAPITAL GAINS DIVIDENDS	0.00

744.01 +
4,694.86 =

5,438.87 *

TOTAL SEC 1202 CAPITAL GAINS DIVIDENDS	0.00
NET LONG TERM CAPITAL GAIN (LOSS)	2,840.18
NET CAPITAL GAIN (LOSS)	5,826.28
TOTAL GAIN/LOSS FROM SALES WITH UNKNOWN COST/ACQUISITION DATE	0.00

2012 SUMMARY

Account Number: 5143-9053
 MASSEN GREENE FOUNDATION

Realized Gain/Loss

is information is provided for courtesy purposes only. Each individual taxpayer should consult with a Tax Advisor as to any additional reporting requirements or adjustments. THIS INFORMATION IS NOT VERIFIED OR GUARANTEED BY FIRST CLEARING, LLC TO BE ACCURATE FOR EACH TAXPAYER'S UNIQUE REPORTING REQUIREMENTS. THEREFORE, YOU SHOULD NEVER ASSUME THIS STATEMENT IS ACCURATE IN LIEU OF COMPLETING YOUR TAX RETURN AND CONSULTING WITH YOUR TAX ADVISOR.

Federal tax reporting requirements will create differences between the information presented here and what appears on your Form 1099-B, including but not limited to the following situations:

* Cost basis for many fixed income tax lots has been amortized (for securities purchased at a premium) or accreted (for securities purchased at a discount), when possible, for applicable securities. For securities that were purchased at an Original Issue Discount (OID), only those positions whose cost basis has been adjusted will reflect the impacts of the OID accruals on the original cost basis. The original issue discount amount reported on your Form 1099-OID is not adjusted for market discount, acquisition premium or bond premium. Therefore, the amortization and accretion adjustments used on this statement may not be consistent with the Form 1099-OID amount because the reporting requirements on the Form 1099-OID are different.

* The Original Price represents the unadjusted price of the security. The Original Price can be used to calculate the original unadjusted cost of the security.

* Long-term capital gains reported by a RIC or REIT appear on Form 1099-DIV only, as noted in the instructions for that form.

* Lots closed due to transfers or journals will not be reflected in the Realized Gain/Loss Statement, or on the Form 1099-B.

	COVERED SECURITIES	NONCOVERED SECURITIES	TOTAL
Short term	-\$14,162.01	\$3,708.06	-\$10,453.95
Long term	\$0.00	-\$21,599.10	-\$21,599.10
Unknown term	Not applicable	\$0.00	\$0.00
Flex options	Not applicable	\$0.00	\$0.00
Total - Realized Gain/Loss	-\$14,162.01	-\$17,891.04	-\$32,053.05

Realized Gain/Loss Detail

SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES									
Description	Share Quantity	Adjusted Price/Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/Original Cost	Gain or Loss Amount		
BANK OF AMERICA CORP CUSIP 060505104	6,000.00000	9.4082	10/23/12	11/01/12	56,558.73	56,499.50	59.23		
CBRE GROUP INC CLASS A CUSIP 12504L109	3,000.00000	18.4782	01/30/12	02/03/12	57,975.67	55,514.78	2,460.89		
	3,000.00000	18.2746	02/08/12	03/01/12	56,289.89	54,928.86	1,361.03		
	3,500.00000	17.7578	03/07/12	03/08/12	63,114.55	62,257.62	856.93		



2012 SUMMARY



Account Number: 5143-9053
 MASSEN GREENE FOUNDATION

Realized Gain/Loss

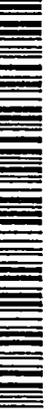
Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES							
ENERGYSOLUTIONS INC CUSIP 292756202	9,500.00000				177,380.11	172,701.26	4,678.85
Subtotal							
	2,500.00000	2.4057	06/11/12	08/15/12	5,663.40	6,026.75	-363.35
	7,500.00000	2.4057	06/11/12	08/17/12	18,896.19	18,080.25	815.94
	2,500.00000	1.8419	07/05/12	08/17/12	6,298.74	4,644.80	1,653.94
Subtotal	12,500.00000				30,858.33	28,751.80	2,106.53
FUSION-IO INC CUSIP 36112J107	500.00000	26.2700	12/13/11	01/24/12	14,832.21	13,190.00	1,642.21
GOLDCORP INC CUSIP 380956409	1,000.00000	44.8157	03/14/12	03/27/12	45,893.40	44,870.73	1,022.67
	1,000.00000	45.4953	03/27/12	04/02/12	45,693.26	45,545.37	147.89
	1,000.00000	43.8513	04/03/12	06/01/12	38,844.75	43,916.30	-5,071.55
	0.92200	41.4963	04/20/12	08/23/12	28.17	38.25	-10.08
	1.01700	37.6646	05/25/12	08/23/12	31.07	38.29	-7.22
	0.00200	37.0448	06/22/12	08/23/12	0.06	0.07	-0.01
	0.00200	36.3154	07/27/12	08/23/12	0.07	0.07	0.00
Subtotal	3,001.94300				130,490.78	134,409.08	-3,918.30
HALLIBURTON COMPANY CUSIP 406216101	1,500.00000	28.8942	06/06/12	07/20/12	46,168.53	43,386.41	2,782.12
JPMORGAN CHASE & CO CUSIP 46625H100	1,500.00000	35.6837	07/16/12	08/09/12	55,455.19	53,595.55	1,859.64
KB HOME CUSIP 48666K109	5,000.00000	9.8033	03/26/12	03/27/12	49,082.47	49,066.60	15.87
	2,500.00000	9.7495	03/27/12	04/24/12	19,287.57	24,393.83	-5,106.26
	2,500.00000	9.7495	03/27/12	06/29/12	23,245.98	24,393.82	-1,147.84
	1,500.00000	8.0254	05/16/12	06/29/12	13,947.59	12,056.85	1,890.74

2012 SUMMARY

Account Number: 5143-9053
 MASSEN GREENE FOUNDATION

Realized Gain/Loss

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
	2,500.00000	8.0254	05/16/12	07/03/12	24,069.46	20,094.75	3,974.71
	8.12600	7.6909	05/17/12	08/08/12	81.93	62.50	19.43
	4,991.87400	10.0376	07/24/12	08/08/12	50,335.54	50,176.77	158.77
	8.12600	10.0376	07/24/12	08/09/12	85.31	81.68	3.63
	4,991.87400	10.0029	08/08/12	08/09/12	52,408.56	49,973.46	2,435.10
	8.12600	10.0029	08/08/12	08/17/12	88.34	81.34	7.00
	4,991.87400	10.3833	08/15/12	08/17/12	54,272.74	51,882.20	2,390.54
	8.12600	10.3833	08/15/12	08/23/12	78.91	84.45	-5.54
	12.10600	10.3420	08/16/12	08/23/12	117.57	125.20	-7.63
Subtotal	29,020.23200				287,101.97	282,473.45	4,628.52
LINN CO LLC COM SHS RPSTG LTD LIABILITY INTS CUSIP 535782106	2,000.00000	38.6985	10/19/12	11/01/12	78,523.28	77,442.14	1,081.14
ELA SCIENCES INC JSIP 55277R100	500.00000	6.3083	10/24/11	01/19/12	2,076.46	3,161.15	-1,084.69
	750.00000	6.1817	10/25/11	01/19/12	3,114.69	4,655.78	-1,541.09
	1,750.00000	6.1817	10/25/11	05/01/12	7,877.17	10,863.47	-2,986.30
	750.00000	5.4992	11/01/11	05/01/12	3,375.93	4,139.40	-763.47
	1,250.00000	5.4992	11/01/11	05/16/12	3,746.18	6,899.00	-3,152.82
	1,250.00000	4.7058	02/23/12	05/16/12	3,746.18	5,905.65	-2,159.47
	2,500.00000	4.7058	02/23/12	05/21/12	6,390.17	11,811.29	-5,421.12
Subtotal	8,750.00000				30,326.78	47,435.74	-17,108.96
MGM RESORTS INTERNATIONAL CUSIP 552953101	1,400.00000	10.6000	07/10/12	09/26/12	14,757.67	14,886.67	-129.00



2012 SUMMARY



Account Number: 5143-9053
 MASSEN GREENE FOUNDATION

Realized Gain/Loss

Description	Share Quantity	Adjusted Price/ Original Price	Acquisition Date	Open Date/ Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount	Continued	
								Date of Sale or Exchange	Gain or Loss Amount
SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES									
	100.00000	10.6000	07/10/12	09/26/12	1,054.38	1,063.33	-8.95		
Subtotal	1,500.00000				15,812.05	15,950.00	-137.95		
OCZ TECHNOLOGY GROUP INC									
CUSIP 67086E303	1,000.00000	5.6099	09/05/12	10/08/12	2,994.93	5,623.24	-2,628.31		
	1,000.00000	5.6099	09/05/12	10/12/12	1,434.97	5,623.23	-4,188.26		
	1,000.00000	5.6099	09/05/12	10/16/12	1,270.31	5,623.23	-4,352.92		
Subtotal	3,000.00000				5,700.21	16,869.70	-11,169.49		
PATRIOT COAL CORP									
CUSIP 70336T104	2,500.00000	8.6833	01/09/12	01/23/12	19,349.71	21,733.25	-2,383.54		
	2,500.00000	8.6833	01/09/12	03/16/12	17,079.52	21,733.25	-4,653.73		
	500.00000	6.3814	03/12/12	03/16/12	3,415.91	3,203.24	212.67		
	1,500.00000	6.3814	03/12/12	04/12/12	9,347.02	9,609.70	-262.68		
	5,000.00000	5.9575	04/04/12	04/12/12	31,156.77	29,842.70	1,314.07		
Subtotal	12,000.00000				80,348.93	86,122.14	-5,773.21		
PULTE GROUP INC									
CUSIP 745867101	2,500.00000	10.7800	07/18/12	07/26/12	27,054.69	26,991.67	63.02		
	500.00000	10.7800	07/18/12	07/27/12	6,032.31	5,398.33	633.98		
Subtotal	3,000.00000				33,087.00	32,390.00	697.00		
SEADRILL LTD									
CUSIP G7945E105	2,000.00000	35.5614	05/22/12	07/10/12	71,513.60	71,197.82	315.78		
SEAGATE TECHNOLOGY PLC									
CUSIP G7945M107	4,000.00000	15.8320	12/28/11	01/10/12	73,701.77	63,378.32	10,323.45		
	1,000.00000	16.5654	01/03/12	01/10/12	18,425.44	16,605.41	1,820.03		
	2,000.00000	17.9769	01/05/12	01/10/12	36,850.89	36,003.80	847.09		
	2,000.00000	27.8359	03/14/12	04/02/12	54,956.43	55,736.92	-780.49		
	2,000.00000	26.6882	03/15/12	04/02/12	54,956.43	53,456.56	1,499.87		

2012 SUMMARY

Account Number: 5143-9053
 MASSEN GREENE FOUNDATION

Realized Gain/Loss

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES							
	2,000.00000	23.5677	06/21/12	06/29/12	48,532.91	47,180.56	1,352.35
Subtotal	13,000.00000				287,423.87	272,361.57	15,062.30
STANDARD PAC CORP NEW							
CUSIP 86375C101	7,500.00000	4.8466	06/01/12	06/15/12	38,584.88	36,404.65	2,180.23
	7,500.00000	6.2687	07/10/12	07/12/12	46,403.84	47,095.93	-692.09
Subtotal	15,000.00000				84,988.72	83,500.58	1,488.14
STEC INC							
CUSIP 784774101	5,000.00000	9.8404	02/29/12	03/01/12	49,349.91	49,252.40	97.51
VIVUS INC							
CUSIP 928551100	2,000.00000	20.8898	03/22/12	03/23/12	42,246.84	41,829.60	417.24
	2,000.00000	22.3516	04/10/12	04/20/12	44,923.41	44,753.20	170.21
Subtotal	4,000.00000				87,170.25	86,582.80	587.45
WESTPORT INNOVATIONS INC							
CUSIP 960908309	1,000.00000	40.5500	04/02/12	05/07/12	27,459.48	40,600.00	-13,140.52
TOTAL SHORT TERM GAINS OR LOSSES FOR COVERED SECURITIES					\$1,650,549.93	\$1,664,711.94	-\$14,162.01

Description	Share Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Adjusted Cost/ Original Cost	Gain or Loss Amount
SHORT TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
FORD MOTOR CO DEL WTS	7,500.00000	1.0600	07/02/12	07/03/12	8,249.84	7,990.00	259.84
EXP 01/01/13							
CUSIP 345370134							
FORTRESS INVSTMNT GROUP							
CL A							
CUSIP 34958B106	2,700.00000	3.6332	10/31/11	09/26/12	11,613.43	9,836.64p	1,776.79
	2,214.00000	3.6332	10/31/11	09/26/12	9,525.23	8,066.05p	1,459.18
	86.00000	3.6332	10/31/11	09/26/12	370.00	313.31p	56.69
	65.78100	3.8005	03/15/12	09/26/12	283.01	250.00p	33.01



2012 SUMMARY

Account Number: 5143-9053
 MASSEN GREENE FOUNDATION

Realized Gain/Loss

Description	Quantity	Adjusted Price/ Original Price	Open Date/ Acquisition Date	Date of Sale or Exchange	Proceeds	Continued	
						Adjusted Cost/ Original Cost	Gain or Loss Amount
JNG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES							
	402.15100	36.5200	03/14/11	11/14/12	14,557.55	14,715.92	-158.37
	670.60100	37.2800	05/11/11	11/14/12	24,275.23	25,080.00	-804.77
	31.00100	35.3800	06/10/11	11/14/12	1,122.22	1,101.43	20.79
Subtotal	2,549.67500				89,880.00	93,861.43	-3,981.43
TOTAL LONG TERM GAINS OR LOSSES FOR NONCOVERED SECURITIES						\$344,575.00	-\$21,599.10

p Cost may be inaccurate due to adjustments reported by the partnerships to you on schedule K-1

