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Form **990-PF**

Department of the Treasury  
Internal Revenue Service

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

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

OMB No 1545-0052







**2012**


Open to Public Inspection

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation AMICUS FOUNDATION		<b>A Employer identification number</b>  36-3378462	
Number and street (or P O box number if mail is not delivered to street address) 98 EAST CHICAGO AVENUE ROOM/SUITE 201		Room/suite	
City or town, state, and ZIP code WESTMONT, IL 60559		<b>C</b> If exemption application is pending, check here <input type="checkbox"/>	
<b>G</b> 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		<b>D 1.</b> Foreign organizations, check here <input type="checkbox"/> <b>2.</b> Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>	
<b>H</b> 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		<b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/> <b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
<b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$</b> 16,743,877		<b>J</b> Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) <u>                    </u> (Part I, column (d) must be on cash basis.)	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions) )		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	<b>1</b> Contributions, gifts, grants, etc , received (attach schedule)				
	<b>2</b> Check <input checked="" type="checkbox"/> if the foundation is <b>not</b> required to attach Sch B				
	<b>3</b> Interest on savings and temporary cash investments				
	<b>4</b> Dividends and interest from securities. . . . .	414,759	410,759		
	<b>5a</b> Gross rents . . . . .				
	<b>b</b> Net rental income or (loss) _____				
	<b>6a</b> Net gain or (loss) from sale of assets not on line 10	578,867			
	<b>b</b> Gross sales price for all assets on line 6a _____ 3,565,885				
	<b>7</b> Capital gain net income (from Part IV, line 2) . . . .		578,867		
	<b>8</b> Net short-term capital gain . . . . .				
	<b>9</b> Income modifications . . . . .				
	<b>10a</b> Gross sales less returns and allowances				
Operating and Administrative Expenses	<b>b</b> Less Cost of goods sold . . . . .				
	<b>c</b> Gross profit or (loss) (attach schedule) . . . . .				
	<b>11</b> Other income (attach schedule) . . . . .	-31,457	-31,457		
	<b>12 Total.</b> Add lines 1 through 11 . . . . .	962,169	958,169		
	<b>13</b> Compensation of officers, directors, trustees, etc				
	<b>14</b> Other employee salaries and wages . . . . .				
	<b>15</b> Pension plans, employee benefits . . . . .				
	<b>16a</b> Legal fees (attach schedule) . . . . .				
	<b>b</b> Accounting fees (attach schedule) . . . . .	2,150	1,290		860
	<b>c</b> Other professional fees (attach schedule) . . . . .	102,796	102,796		
	<b>17</b> Interest . . . . .				
	<b>18</b> Taxes (attach schedule) (see instructions)	14,000			
	<b>19</b> Depreciation (attach schedule) and depletion . . .				
	<b>20</b> Occupancy . . . . .				
	<b>21</b> Travel, conferences, and meetings . . . . .				
	<b>22</b> Printing and publications . . . . .				
	<b>23</b> Other expenses (attach schedule) . . . . .	810			115
	<b>24 Total operating and administrative expenses.</b> Add lines 13 through 23 . . . . .	119,756	104,086		975
	<b>25</b> Contributions, gifts, grants paid . . . . .	900,000			900,000
	<b>26 Total expenses and disbursements.</b> Add lines 24 and 25	1,019,756	104,086		900,975
	<b>27</b> Subtract line 26 from line 12				
	<b>a Excess of revenue over expenses and disbursements</b>	-57,587			
	<b>b Net investment income</b> (if negative, enter -0-)		854,083		
	<b>c Adjusted net income</b> (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions )	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing . . . . .	34,418	18,744	18,744
	2	Savings and temporary cash investments . . . . .	1,151,755	971,566	971,566
	3	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	4	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____			
	5	Grants receivable . . . . .			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .			
	7	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____			
	8	Inventories for sale or use . . . . .			
	9	Prepaid expenses and deferred charges . . . . .			
	10a	Investments—U S and state government obligations (attach schedule)		 1,874,391	1,973,781
	b	Investments—corporate stock (attach schedule) . . . . .	9,395,247	 7,400,323	10,388,930
	c	Investments—corporate bonds (attach schedule). . . . .	4,469,681	 2,914,714	3,140,856
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans . . . . .			
	13	Investments—other (attach schedule) . . . . .			
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
15	Other assets (describe ▶ _____)	 699,598	 612,296	 250,000	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	15,750,699	13,792,034	16,743,877	
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	
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 . . . . .	2,171	2,171	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds	15,748,528	13,789,863	
	30	Total net assets or fund balances (see page 17 of the instructions) . . . . .	15,750,699	13,792,034	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions) . . . . .	15,750,699	13,792,034	

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 15,750,699
2	Enter amount from Part I, line 27a . . . . .	2 -57,587
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3 . . . . .	4 15,693,112
5	Decreases not included in line 2 (itemize) ▶ _____ 	5 1,901,078
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	6 13,792,034

Part IV

Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 3,565,885		2,987,018	578,867
b			
c			
d			
e			

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

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			578,867
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	578,867
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	578,867

Part V

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	793,084	15,581,672	0 050899
2010	738,114	14,843,737	0 049726
2009	747,766	12,425,507	0 060180
2008	747,522	14,364,685	0 052039
2007	653,544	14,335,078	0 045591

2 Total of line 1, column (d). . . . .	2	0 258435
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 051687
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5. . . . .	4	16,475,454
5 Multiply line 4 by line 3. . . . .	5	851,567
6 Enter 1% of net investment income (1% of Part I, line 27b). . . . .	6	8,541
7 Add lines 5 and 6. . . . .	7	860,108
8 Enter qualifying distributions from Part XII, line 4. . . . .	8	900,975

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 VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the instructions)

1a		Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1				
		Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)				
b		Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		1	8,541	
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2		
3		Add lines 1 and 2. . . . .		3	8,541	
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	8,541	
6		Credits/Payments				
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	3,550		
b		Exempt foreign organizations—tax withheld at source . . . . .	6b			
c		Tax paid with application for extension of time to file (Form 8868)	6c	9,000		
d		Backup withholding erroneously withheld . . . . .	6d			
7		Total credits and payments Add lines 6a through 6d. . . . .		7	12,550	
8		Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	89	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed . . . . .		9		
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid. . . . .		10	3,920	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax	3,920	Refunded	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		Yes	No
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year? . . . . .	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation  \$ _____ (2) On foundation managers  \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers  \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .	2		No
	If "Yes," attach a detailed description of the activities.			
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .	5		No
	If "Yes," attach the statement required by General Instruction T.			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either			
	• By language in the governing instrument, or			
	• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .	6	Yes	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)  IL _____			
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		No
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

Part VII-A

Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12	Yes	
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of MARY CHRIS FLANNERY Telephone no (630) 929-7900 Located at 98 E CHICAGO AVENUE WESTMONT IL ZIP +4 605591559			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here and enter the amount of tax-exempt interest received or accrued during the year.	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a

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

(1)

Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

YesNo

(2)

Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

YesNo

(3)

Provide a grant to an individual for travel, study, or other similar purposes?

YesNo

(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).

YesNo

(5)

Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

YesNo

5b

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)?

YesNo

Organizations relying on a current notice regarding disaster assistance check here.

YesNo

6a

Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

YesNo

6b

Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

YesNo

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?

YesNo

7b

If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?

YesNo

Part VIII

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

1

List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Additional Data Table				

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.

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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	
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 N/A	
2	
All other program-related investments. See page 24 of the instructions.	
3	
Total. Add lines 1 through 3. . . . .	



Part X

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities. . . . .	1a	15,680,688
b	Average of monthly cash balances. . . . .	1b	795,661
c	Fair market value of all other assets (see instructions). . . . .	1c	250,000
d	Total (add lines 1a, b, and c). . . . .	1d	16,726,349
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	16,726,349
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .	4	250,895
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	16,475,454
6	Minimum investment return. Enter 5% of line 5. . . . .	6	823,773

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	823,773
2a	Tax on investment income for 2012 from Part VI, line 5. . . . .	2a	8,541
b	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	2b	
c	Add lines 2a and 2b. . . . .	2c	8,541
3	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	3	815,232
4	Recoveries of amounts treated as qualifying distributions. . . . .	4	
5	Add lines 3 and 4. . . . .	5	815,232
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	815,232

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	900,975
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	900,975
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	8,541
6	Adjusted qualifying distributions. Subtract line 5 from line 4. . . . .	6	892,434
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				815,232
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only. . . . .			206,302	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007. . . . .				
b From 2008. . . . .				
c From 2009. . . . .				
d From 2010. . . . .				
e From 2011. . . . .				
f Total of lines 3a through e. . . . .				
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 900,975				
a Applied to 2011, but not more than line 2a			206,302	
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. . . . .				694,673
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
d Subtract line 6c from line 6b Taxable amount—see instructions . . . . .				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				120,559
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .				
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .				

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

1a

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

b

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

☐ 4942(j)(3) or ☐ 4942(j)(5)

2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b	85% of line 2a					
c	Qualifying distributions from Part XII, line 4 for each year listed.					
d	Amounts included in line 2c not used directly for active conduct of exempt activities.					
e	Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c.					
3	Complete 3a, b, or c for the alternative test relied upon					
a	"Assets" alternative test—enter					
	(1) Value of all assets					
	(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b	"Endowment" alternative test— enter 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 XVSupplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)

1

Information Regarding Foundation Managers:

a

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

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

2

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

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

a

The name, address, and telephone number of the person to whom applications should be addressed

b

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

c

Any submission deadlines

d

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

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

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions )
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
<b>1</b> Program service revenue					
<b>a</b> _____					
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>f</b> _____					
<b>g</b> Fees and contracts from government agencies					
<b>2</b> Membership dues and assessments. . . .					
<b>3</b> Interest on savings and temporary cash investments					
<b>4</b> Dividends and interest from securities. . . .			14	414,759	
<b>5</b> Net rental income or (loss) from real estate					
<b>a</b> Debt-financed property. . . . .					
<b>b</b> Not debt-financed property. . . . .					
<b>6</b> Net rental income or (loss) from personal property					
<b>7</b> Other investment income. . . . .			18	1,287	
<b>8</b> Gain or (loss) from sales of assets other than inventory			18	578,867	
<b>9</b> Net income or (loss) from special events					
<b>10</b> Gross profit or (loss) from sales of inventory. .					
<b>11</b> Other revenue <b>a</b> VK INDUSTRIAL I _____			16	-32,744	
<b>b</b> _____					
<b>c</b> _____					
<b>d</b> _____					
<b>e</b> _____					
<b>12</b> Subtotal Add columns (b), (d), and (e). .				962,169	
<b>13 Total.</b> Add line 12, columns (b), (d), and (e). . . . .				962,169	

[illegible]

<b>1</b> 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?		<b>Yes</b>	<b>No</b>
<b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of			
<b>(1)</b> Cash. . . . .	<b>1a(1)</b>		<b>No</b>
<b>(2)</b> Other assets. . . . .	<b>1a(2)</b>		<b>No</b>
<b>b</b> Other transactions			
<b>(1)</b> Sales of assets to a noncharitable exempt organization. . . . .	<b>1b(1)</b>		<b>No</b>
<b>(2)</b> Purchases of assets from a noncharitable exempt organization. . . . .	<b>1b(2)</b>		<b>No</b>
<b>(3)</b> Rental of facilities, equipment, or other assets. . . . .	<b>1b(3)</b>		<b>No</b>
<b>(4)</b> Reimbursement arrangements. . . . .	<b>1b(4)</b>		<b>No</b>
<b>(5)</b> Loans or loan guarantees. . . . .	<b>1b(5)</b>		<b>No</b>
<b>(6)</b> Performance of services or membership or fundraising solicitations. . . . .	<b>1b(6)</b>		<b>No</b>
<b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees. . . . .	<b>1c</b>		<b>No</b>
<b>d</b> If the answer to any of the above is "Yes," complete the following schedule. Column <b>(b)</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 <b>(d)</b> the value of the goods, other assets, or services received.			

[illegible]

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

**b** If "Yes," complete the following schedule

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

**Sign  
Here**

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

\* \* \* \* \*

2013-08-14

\* \* \* \* \*

Signature of officer or trustee

Date









Title

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

**Paid  
Preparer  
Use Only**

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed <input checked="checked" type="checkbox"/>	PTIN
JOY FULTON	JOY FULTON	2013-08-15		
Firm's name	ZOLLER SWANSON & CO		Firm's EIN	
	137 N OAK PARK AVE STE 320			
Firm's address	OAK PARK, IL 603011339		Phone no (708) 848-3296	

Form 990PF Part VIII Line 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
HUBBARD H ERICKSON  98 E NAPERVILLE RD 98 E NAPERVILLE RD WESTMONT,IL 60559	PRESIDENT/DI 2 00	0	0	0
JOAN C ERICKSON  98 E NAPERVILLE ROAD 98 E NAPERVILLE ROAD WESTMONT,IL 60559	DIRECTOR 2 00	0	0	0
JOHN H ERICKSON  98 E NAPERVILLE RD 98 E NAPERVILLE RD WESTMONT,IL 60559	DIRECTOR 2 00	0	0	0
PETER H ERICKSON  98 E NAPERVILLE ROAD 98 E NAPERVILLE ROAD WESTMONT,IL 60559	TREASURER/DI 5 00	0	0	0
ZACHARY ERICKSON  98 E NAPERVILLE RD 98 E NAPERVILLE RD WESTMONT,IL 60559	SECRETARY/DI 10 00	0	0	0
KAREN CRONIN  98 E NAPERVILLE ROAD 98 E NAPERVILLE ROAD WESTMONT,IL 60559	VICE PRESIDE 2 00	0	0	0
JOANNE SMITH  98 E NAPERVILLE ROAD 98 E NAPERVILLE ROAD WESTMONT,IL 60559	VICE PRESIDE 2 00	0	0	0
MARY CHRISTINE FLANNERY  98 EAST CHICAGO AVENUE 98 EAST CHICAGO AVENUE WESTMONT,IL 60559	ASSISTANT TR 2 00	0	0	0

## TY 2012 Accounting Fees Schedule

**Name:** AMICUS FOUNDATION

**EIN:** 36-3378462

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ACCOUNTING	2,150	1,290		860



**TY 2012 Compensation Explanation****Name:** AMICUS FOUNDATION**EIN:** 36-3378462

Person Name	Explanation
HUBBARD H ERICKSON	
JOAN C ERICKSON	
JOHN H ERICKSON	
PETER H ERICKSON	
ZACHARY ERICKSON	
KAREN CRONIN	
JOANNE SMITH	
MARY CHRISTINE FLANNERY	

# TY 2012 Investments Corporate Bonds Schedule

**Name:** AMICUS FOUNDATION

**EIN:** 36-3378462

Name of Bond	End of Year Book Value	End of Year Fair Market Value
KOVITZ--CORPORATE BONDS	1,487,829	1,558,175
KOVITZ--MORTGAGE BACKED SECURITIES	1,426,885	1,582,681

**TY 2012 Investments Corporate  
Stock Schedule**

**Name:** AMICUS FOUNDATION  
**EIN:** 36-3378462

Name of Stock	End of Year Book Value	End of Year Fair Market Value
KOVITZ INVESTMENT	7,400,323	10,388,930

# TY 2012 Investments Government Obligations Schedule

**Name:** AMICUS FOUNDATION

**EIN:** 36-3378462

**US Government Securities - End of  
Year Book Value:**

**US Government Securities - End of  
Year Fair Market Value:**

**State & Local Government  
Securities - End of Year Book  
Value:**

1,874,391

**State & Local Government  
Securities - End of Year Fair  
Market Value:**

1,973,781

TY 2012 Other Assets Schedule

**Name:** AMICUS FOUNDATION

**EIN:** 36-3378462

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
VK INDUSTRIAL I LP	699,598	612,296	250,000

TY 2012 Other Decreases Schedule

**Name:** AMICUS FOUNDATION

**EIN:** 36-3378462

Description	Amount
ADJUST TO BOOK VALUE	1,901,078

**TY 2012 Other Expenses Schedule****Name:** AMICUS FOUNDATION**EIN:** 36-3378462

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
ILLINOIS CHARITABLE TRUST BUR	115			115
NONDEDUCTIBLE EVENT FEE	695			

# TY 2012 Other Income Schedule

**Name:** AMICUS FOUNDATION

**EIN:** 36-3378462

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
CLASS ACTION SETTLEMENT	1,287	1,287	
VK INDUSTRIAL I	-32,744	-32,744	



## TY 2012 Other Professional Fees Schedule

**Name:** AMICUS FOUNDATION

**EIN:** 36-3378462

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
INVESTMENT FEES--KOVITZ	102,796	102,796		

TY 2012 Taxes Schedule

**Name:** AMICUS FOUNDATION

**EIN:** 36-3378462

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FEDERAL EXCISE TAX	14,000			

Kovitz Investment Group, LLC  
**PORTFOLIO APPRAISAL**  
**AMICUS FOUNDATION**  
**ADV-213311 M15**  
December 31, 2012

Quantity	Security Symbol	Security	Date	Adjusted Unit Cost	Total Cost	Price	Market Value	Pct Assets	YTM/ Curr.Yld	Accrued Interest
<b>CASH ACCOUNT</b>										
	cash	MONEY FUNDS			921,565 82		921,565 82	5 59	0 05	
<b>TAXABLE MUNICIPAL BONDS</b>										
65,000	713176q65	PEORIA ILL RFDG 2 350% Due 01-01-13	02-23-11	100 00	65,001 03	100 00	65,000 00	0 39		763 75
85,000	762236dq7	RHODE IS ST ECONOMIC DEV CORP 4 520% Due 05-15-13	05-07-10	100 58	85,496 00	101 35	86,148 35	0 52	0 87	490 92
50,000	968717gv4	*WILL CNTY ILL CMNTY CONS SD #30 ETM 4 375% Due 11-01-13	02-28-11	102 14	51,069 93	102 64	51,319 50	0 31	1 18	364 58
25,000	77316qqz5	ROCKFORD ILL REDEV SALES TAX 5 300% Due 12-15-13	05-21-10	102 51	25,626 44	103 43	25,858 75	0 16	1 66	58 89
35,000	1674855z0	CHICAGO ILL 5 000% Due 01-01-14	04-29-10	101 49	35,521 96	102 95	36,032 85	0 22	2 01	875 00
250,000	79771puc7	SAN FRANCISCO CALIF CITY & CNT TAXABLE T 5 080% Due 08-01-14	05-21-07	99 62	249,055 30	106 23	265,572 50	1 61	1 10	5,291 67
50,000	215723js7	COOK CNTY ILL CMNTY HIGH SD #219 2 700% Due 12-01-14	12-28-11	102 16	51,078 00	103 44	51,721 00	0 31	0 89	112 50
25,000	110331lq6	BRISTOL VA RFDG GO 5 375% Due 07-15-15	05-05-10	104 11	26,026 77	107 18	26,796 25	0 16	2 45	619 62
100,000	392273ak4	GREATER ORLANDO AVIATION AUTH 4 510% Due 10-01-15	05-11-10	101 13	101,130 71	106 55	106,551 00	0 65	2 06	1,127 50
50,000	969078qk3	WILL CNTY ILL CMNTY UNIT SD #365 4 750% Due 11-01-15	02-24-11	101 80	50,898 33	109 92	54,959 00	0 33	1 18	395 83
40,000	262885kg0	DU PAGE CNTY ILL SD #033 3 205% Due 12-01-15	12-10-12	106 43	42,573 09	105 88	42,352 40	0 26	1 15	106 83
250,000	472737cy9	JEFFERSON CNTY COLO SCH DIST N COPS 5 230% Due 12-15-15	02-23-07	99 86	249,653 98	111 36	278,392 50	1 69	1 30	581 11
40,000	038106jn1	APPLETON WIS AREA SCH DIST CBL 3-1-15 5 200% Due 03-01-16	03-10-11	103 44	41,375 42	109 55	43,821 60	0 27	2 08	693 33
25,000	485428x27	KANSAS ST DEV FIN AUTH REV SCI RESH 4 900% Due 10-01-16	11-14-12	111 18	27,795 84	109 78	27,444 25	0 17	2 18	306 25
50,000	969078ql1	WILL CNTY ILL CMNTY UNIT SD #365 5 000% Due 11-01-16	01-17-12	110 98	55,491 05	113 36	56,680 00	0 34	1 41	416 67
30,000	64966hjs0	NEW YORK N Y GO 6 060% Due 04-01-17	11-27-12	117 41	35,223 54	117 35	35,205 60	0 21	1 81	454 50
50,000	64966hyy0	NEW YORK N Y 4 106% Due 06-01-17	12-13-12	108 27	54,133 53	112 48	56,239 00	0 34	1 20	171 08
40,000	64966hms6	NEW YORK N Y GO 4 053% Due 10-01-17	12-30-11	107 06	42,825 67	111 54	44,616 40	0 27	1 53	405 30
50,000	53655vew4	LISLE ILL PK DIST 3 150% Due 12-30-17	01-13-12	104 81	52,403 75	108 37	54,183 00	0 33	1 42	0 00

Kovitz Investment Group, LLC  
**PORTFOLIO APPRAISAL**  
**AMICUS FOUNDATION**  
**ADV-213311 M15**  
December 31, 2012

Quantity	Security Symbol	Security	Date	Adjusted Unit Cost	Total Cost	Price	Market Value	Pct Assets	YTM/ Curr.Yld	Accrued Interest
25,000	46613cj55	JEA FLA ELEC SYS REV 4 000% Due 10-01-18	07-26-11	102 60	25,649 82	110 98	27,745 50	0 17	1 98	250 00
50,000	677519ws5	OHIO ST TAXABLE D 5 460% Due 10-01-18	05-08-09	100 73	50,364 37	105 61	52,804 00	0 32	4 39	682 50
50,000	172217gv7	CINCINNATI OHIO RFDG VAR PURP 4 330% Due 12-01-18	01-11-12	108 57	54,286 75	112 29	56,144 00	0 34	2 12	180 42
100,000	46263rlg8	IPS MULTI-SCH BLDG CORP IND CBL 11-27-11 4 420% Due 07-15-19	07-29-11	104 23	104,225 03	112 04	112,042 00	0 68	2 43	2,038 11
25,000	48542kx20	KANSAS ST DEV FIN AUTH REV 4 480% Due 11-01-19	01-04-12	108 24	27,061 06	116 97	29,241 75	0 18	1 83	186 67
50,000	214075eg4	COOK CNTY ILL SD #083 RFDG 4 350% Due 12-01-19	07-18-11	101 87	50,935 80	111 15	55,575 00	0 34	2 59	181 25
100,000	787760jc2	ST CHARLES ILL PK DIST CBL 12-15-17 4 450% Due 12-15-19	07-26-11	103 64	103,637 37	109 95	109,947 00	0 67	2 88	197 78
100,000	214471nm2	COOK CNTY ILL SD #104 PRERE 12-1-17 6 125% Due 12-01-27	07-28-11	115 85	115,850 10	121 39	121,388 00	0 74	1 59	510 42
					1,874,390 62		1,973,781 20	11 98		17,462 48
<b>CORPORATE BONDS</b>										
200,000	46625hat7	J P MORGAN CHASE & CO 5 750% Due 01-02-13	04-08-05	100 00	200,007 11	100 00	200,000 00	1 21	2 81	5,718 06
100,000	05565qbf4	BP CAP MKTS P L C 5 250% Due 11-07-13	06-04-10	100 00	100,000 93	104 06	104,061 00	0 63	0 46	787 50
300,000	929903aj1	WACHOVIA CORP NEW 5 250% Due 08-01-14	10-04-05	100 28	300,850 92	106 63	319,902 00	1 94	1 02	6,562 50
50,000	20825cat1	CONOCOPHILLIPS 4 600% Due 01-15-15	06-03-09	101 22	50,609 93	108 07	54,035 00	0 33	0 61	1,060 56
25,000	982526ab1	WRIGLEY WM JR CO SR NT 4 65%15 4 650% Due 07-15-15	11-07-12	106 58	26,645 08	106 72	26,679 00	0 16	1 93	536 04
150,000	38143usc6	GOLDMAN SACHS GROUP INC 3 625% Due 02-07-16	10-04-12	105 98	158,974 79	105 85	158,778 00	0 96	1 68	2,175 00
35,000	25468pce4	DISNEY WALT CO MTNS 5 625% Due 09-15-16	08-03-11	114 09	39,931 68	116 34	40,717 95	0 25	1 11	579 69
50,000	72447xac1	PITNEY BOWES INC GLBL MTN 5 750% Due 09-15-17	06-02-09	100 99	50,496 97	106 91	53,455 50	0 32	4 16	846 53
25,000	369604bc6	GENERAL ELECTRIC CO 5 250% Due 12-06-17	07-25-11	108 87	27,216 30	117 91	29,478 75	0 18	1 47	91 15
200,000	812350ae6	SEARS HLDGS CORP 6 625% Due 10-15-18	01-05-12	79 46	158,927 85	91 00	182,000 00	1 10	8 81	2,797 22
150,000	149123bq3	CATERPILLAR INC DEL 7 900% Due 12-15-18	01-11-12	129 86	194,787 96	135 65	203,469 00	1 24	1 61	526 67

Kovitz Investment Group, LLC  
**PORTFOLIO APPRAISAL**  
**AMICUS FOUNDATION**  
**ADV-213311 M15**  
December 31, 2012

Quantity	Security Symbol	Security	Date	Adjusted Unit Cost	Total Cost	Price	Market Value	Pct Assets	YTM/ Curr.Yld	Accrued Interest
125,000	913017bq1	UNITED TECHNOLOGIES CORP 6 125% Due 02-01-19	01-19-12	120 59	150,732 01	124 62	155,778 75	0 95	1 84	3,190 10
25,000	191216am2	COCA COLA CO 4 875% Due 03-15-19	01-03-12	114 59	28,647 95	119 28	29,820 25	0 18	1 60	358 85
					1,487,829 46		1,558,175 20	9 46		25,229 86
<b>INVESTMENT GRADE MORTGAGE-BACKED SECURITIES</b>										
200,000	76112bgn4	RESIDENTIAL ASSET SEC 2004-SL4 7 000% Due 07-25-32	06-01-10	95 15	29,269 87	104 34	32,096 40	0 19	7 76	179 44
30,000	05948x6t3	BA MTG SECS INC 2004-5 5 500% Due 06-25-34	10-23-12	101 61	37,590 66	103 25	38,198 57	0 23	4 57	169 57
300,000	07384ms78	BEAR STEARNS ARM TR 2004-5 3 143% Due 07-25-34	10-03-12	97 34	47,105 18	99 51	48,155 16	0 29	3 88	126 77
250,000	86359bwg2	STRUCTURED ASSET ADJ 2004-8 2 510% Due 07-25-34	09-07-12	94 12	49,790 92	98 52	52,119 08	0 32	4 05	110 65
100,000	12667fq12	CWALT INC 2004-18CB 5 700% Due 09-25-34	08-28-12	101 67	45,412 24	101 83	45,484 25	0 28	3 44	212 17
600,000	863579eg9	STRUCTURED ASSET ADJ 2004-16 2 607% Due 11-25-34	07-18-12	77 44	50,085 61	91 78	59,359 62	0 36	9 00	140 53
750,000	36242dpg2	GSR MTG TR 2004-14 3 133% Due 12-25-34	03-03-10	61 08	34,316 68	87 40	49,106 77	0 30	12 01	146 69
300,000	12669ggj4	CWMBS INC 2004-HYB8 5 052% Due 01-20-35	07-26-12	92 36	51,587 18	96 48	53,892 47	0 33	5 82	235 17
50,000	466247rt2	JP MORGAN ACCEPT 2005-A4 2 348% Due 07-25-35	08-02-12	87 09	43,543 50	98 64	49,318 50	0 30	4 22	97 83
150,000	05952har0	BA MTG TRUST 2007-1 5 625% Due 03-25-37	06-21-12	87 06	39,083 86	94 64	42,483 63	0 26	7 37	210 43
150,000	452550ab2	IMPAC CMB TR 2007-A 0 590% Due 05-25-37	08-23-12	79 60	51,040 78	79 42	50,930 83	0 31	7 40	6 31
550,000	40432baa7	HSI ASSET LN OBL 2007-2 5 500% Due 09-25-37	08-03-11	95 04	89,034 42	100 25	93,923 58	0 57	8 05	429 39
600,000	02660tar4	AMERICAN HOME MTG 2004-1 2 396% Due 04-25-44	08-15-12	78 59	52,786 23	86 31	57,971 10	0 35	7 62	134 13
					620,647 14		673,039 95	4 09		2,199 06
<b>OTHER MORTGAGE-BACKED SECURITIES</b>										
300,000	12669gjz5	CWMBS INC 2004-25 0 580% Due 02-25-35	05-19-10	58 06	23,651 62	62 64	25,515 38	0 15	12 03	3 94
175,000	07386hun9	BEAR STEARNS ALT-A 2005-5 4 441% Due 07-25-35	02-05-10	60 07	42,819 24	75 37	53,722 76	0 33	14 32	263 78
75,000	46630gah8	JP MORGAN MTG TR 2007-A1 2 815% Due 07-25-35	02-26-10	80 08	22,192 43	98 56	27,316 54	0 17	7 34	65 01

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150,000	07386hc25	BEAR STEARNS ALT-A 2006-1 2 570% Due 02-25-36	02-17-10	60 04	39,127 61	66 79	43,523 55	0 26	12 60	139 56
100,000	17307g4j4	CITIGROUP MTG LN TR 2006-WF1 5 803% Due 03-25-36	02-11-10	54 06	50,577 34	70 96	66,382 44	0 40	19 77	452 43
150,000	45661ecw2	INDYMAC INDX 2006-AR7 2 970% Due 05-25-36	03-09-10	46 05	23,352 73	64 66	32,788 55	0 20	9 51	125 52
175,000	22942jam5	CSMC MTG TRUST 2006-6 0 790% Due 07-25-36	03-03-10	43 04	25,191 11	35 36	20,699 09	0 13	12 49	38 53
125,000	76113lae7	RESIDENTIAL ASSET SECURITIZATION TR 6 500% Due 09-25-36	03-16-10	59 80	26,436 90	78 53	34,715 63	0 21	9 73	239 45
150,000	74922sad0	RALI SERIES TRUST 2006-QS17 6 000% Due 12-25-36	02-19-10	62 82	35,359 35	73 45	41,342 75	0 25	18 63	281 42
200,000	74922kaa3	RALI SERIES TRUST 2007-QS1 6 000% Due 01-25-37	05-06-10	61 04	36,324 43	78 00	46,417 21	0 28	17 42	297 54
100,000	32052daa9	FIRST HORIZON ALT 2006-FA8 6 250% Due 02-25-37	03-01-10	68 06	27,462 63	86 07	34,731 14	0 21	16 73	210 17
110,000	02152abs7	CWALT INC 2007-16CB 6 000% Due 08-25-37	02-23-10	72 08	40,041 80	86 03	47,793 87	0 29	16 37	277 76
125,000	02151abk5	CWALT INC 2007-19 6 000% Due 08-25-37	02-09-10	69 56	50,317 28	80 53	58,251 23	0 35	13 05	361 68
90,000	45670naa1	INDYMAC INDA 2007-AR7 3 206% Due 11-25-37	02-09-10	73 06	25,425 11	87 69	30,514 92	0 19	17 56	92 96
150,000	65538paa6	NOMURA ASSET ALT LN 2007-1 5 995% Due 03-25-47	03-09-10	60 07	18,918 09	61 94	19,509 53	0 12	26 32	31 47
					487,197 69		583,224 59	3 54		2,881 21
<b>SHORT DURATION MORTGAGE-BACKED SECURITIES</b>										
500,000	12668waa5	CWABS INC 2007-4 0 310% Due 02-25-27	01-07-11	96 75	11,926 17	99 66	12,285 00	0 07	4 21	0 64
175,000	46630xac2	JP MORGAN MTG ACQ 2007-CH3 0 270% Due 07-25-29	11-24-10	94 86	6,202 95	99 71	6,519 70	0 04	8 20	0 29
600,000	23246lab5	CWABS INC 2007-BC3 0 250% Due 05-25-32	02-18-11	92 97	76,215 31	94 78	77,700 89	0 47	4 69	3 42
500,000	12669gyl9	CWMBS INC 2005-10 5 500% Due 05-25-35	06-07-11	98 30	33,102 80	100 68	33,904 17	0 21	5 16	154 34
800,000	12669gx48	CWMBS INC 2005-J2 5 000% Due 08-25-35	07-20-11	99 11	27,949 12	100 24	28,267 03	0 17	6 65	117 50
100,000	52520mfj7	LEHMAN MTG TR 2006-1 5 500% Due 02-25-36	11-24-10	97 93	19,122 98	100 30	19,585 34	0 12	11 37	89 50
500,000	16165lac4	CHASEFLEX TRUST 2006-1 5 421% Due 06-25-36	09-20-11	98 16	84,446 08	101 76	87,537 94	0 53	8 60	388 63

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600,000	12670aac5	CWMBS CHL TR 2006-14 6 250% Due 09-25-36	02-16-11	100 53	20,031 09	95 48	19,024 26	0 12	7 50	103 78
400,000	126697ac5	CWABS ASSET BACKED CTFS TR 2007 12 ASSET 0 540% Due 08-25-47	12-07-10	95 35	40,043 84	99 04	41,591 43	0 25	0 60	3 78
					319,040 34		326,415 76	1 98		861 88
<b>COMMON STOCK</b>										
AEROSPACE & DEFENSE										
3,990	ba	BOEING CO COM	12-23-08	39 87	159,073 33	75 36	300,686 40	1 83	2 57	
HUMAN RESOURCE & EMPLOYMENT SERVICES										
8,815	rhi	ROBERT HALF INTL INC COM	10-23-08	22 14	195,146 98	31 82	280,493 30	1 70	2 01	
AIR FREIGHT & LOGISTICS										
5,025	expd	EXPEDITORS INTL WASH COM	05-10-12	38 65	194,225 28	39 55	198,738 75	1 21	1 52	
3,130	ups	UNITED PARCEL SVC INC CL B	01-12-09	50 64	158,510 92	73 73	230,774 90	1 40	3 36	
					352,736 20		429,513 65	2 61		
RESTAURANTS										
765	bh	BIGLARI HLDGS INC COM	05-19-10	315 61	241,442 23	390 02	298,365 30	1 81		
MOVIES & ENTERTAINMENT										
5,840	dis	WALT DISNEY CO	04-04-08	33 55	195,935 15	49 79	290,773 60	1 76	1 51	
DEPARTMENT STORES										
7,615	kss	KOHL'S CORP COM	04-17-12	49 88	379,853 10	42 98	327,292 70	1 99	3 26	
GENERAL MERCHANDISE STORES										
4,980	tgt	TARGET CORP COM	11-11-11	52 88	263,333 45	59 17	294,666 60	1 79	2 91	
HOME IMPROVEMENT RETAIL										
15,850	low	LOWES COS INC COM	05-30-02	21 14	335,011 78	35 52	562,992 00	3 42	2 03	
AUTOMOTIVE RETAIL										
9,200	kmx	CARMAX INC COM	02-04-09	11 08	101,931 14	37 54	345,368 00	2 10		
HOMEFURNISHING RETAIL										
5,460	bbby	BED BATH & BEYOND INC COM	02-04-09	22 94	125,252 94	55 91	305,268 60	1 85		
DRUG RETAIL										
10,855	cvs	CVS CAREMARK CORP COM STK	01-09-09	28 38	308,029 60	48 35	524,839 25	3 19	1 86	

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10,565	wag	WALGREEN CO COM	06-17-03	31 93	337,325 63	37 01	391,010 65	2 37	3 40	
					645,355 23		915,849 90	5 56		
FOOD DISTRIBUTORS										
6,825	syy	SYSCO CORP COM	04-05-12	29 30	199,965 23	31 66	216,079 50	1 31	3 54	
HYPERMARKETS & SUPER CENTERS										
4,435	wmt	WAL MART STORES INC COM	07-28-09	50 46	223,797 56	68 23	302,600 05	1 84	2 76	
SOFT DRINKS										
4,830	ko	COCA COLA CO COM	02-04-09	21 28	102,773 65	36 25	175,087 50	1 06	3 09	
HEALTH CARE EQUIPMENT										
3,440	bdx	BECTON DICKINSON & CO COM	06-29-10	70 90	243,903 52	78 19	268,973 60	1 63	2 53	
PHARMACEUTICALS										
3,765	abt	ABBOTT LABS COM	04-12-10	51 64	194,409 87	65 50	246,607 50	1 50	0 85	
6,515	jnj	JOHNSON & JOHNSON COM	01-27-00	57 46	374,327 94	70 10	456,701 50	2 77	3 77	
					568,737 82		703,309 00	4 27		
DIVERSIFIED BANKS										
24,600	bac	BANK OF AMERICA CORP	04-25-12	7 97	196,136 02	11 61	285,606 00	1 73	0 34	
13,325	wfc	WELLS FARGO & CO NEW COM	05-08-09	24 29	323,617 33	34 18	455,448 50	2 76	3 51	
					519,753 35		741,054 50	4 50		
CONSUMER FINANCE										
4,390	axp	AMERICAN EXPRESS CO COM	10-07-10	38 37	168,443 32	57 48	252,337 20	1 53	1 60	
ASSET MANAGEMENT & CUSTODY BANKS										
12,515	bk	BANK OF NEW YORK MELLON CORP COM	11-28-11	18 04	225,760 32	25 70	321,635 50	1 95	2 33	
1,810	ben	FRANKLIN RES INC COM	02-04-09	50 20	90,870 10	125 70	227,517 00	1 38	0 92	
					316,630 42		549,152 50	3 33		
INVESTMENT BANKING & BROKERAGE										
1,645	gs	GOLDMAN SACHS GROUP INC COM	05-25-11	112 52	185,095 60	127 56	209,836 20	1 27	1 57	
DIVERSIFIED CAPITAL MARKETS										
15,000	jef	JEFFERIES GROUP INC	11-30-12	16 88	253,134 50	18 57	278,550 00	1 69	1 62	
MULTI-LINE INSURANCE										
5,700	aig	AMERICAN INTL GROUP INC COM NEW	10-23-12	34 88	198,807 53	35 30	201,210 00	1 22		



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PROPERTY & CASUALTY INSURANCE										
1	brk a	BERKSHIRE HATHAWAY INC DEL CL A	10-23-09	100,101 50	100,101 50	134,060 00	134,060 00	0 81		
6,595	brk b	BERKSHIRE HATHAWAY INC DEL CL B NEW	01-12-09	65 50	431,991 90	89 70	591,571 50	3 59		
571	mkl	MARKEL CORP COM	08-08-11	359 72	205,401 05	433 42	247,482 82	1 50		
					737,494 45		973,114 32	5 91		
INTERNET SOFTWARE & SERVICES										
419	goog	GOOGLE INC CL A	08-22-11	497 48	208,444 61	707 38	296,392 22	1 80		
IT CONSULTING & OTHER SERVICES										
4,860	acn	ACCENTURE PLC IRELAND SHS CLASS A	01-12-09	29 83	144,979 01	66 50	323,190 00	1 96	2 44	
DATA PROCESSING & OUTSOURCES SERVICES										
3,550	adp	AUTOMATIC DATA PROCESSING INC COM	02-25-09	34 56	122,688 37	56 93	202,101 50	1 23	3 06	
COMPUTER HARDWARE										
672	aapl	APPLE INC COM	05-23-11	332 66	223,550 38	532 17	357,620 19	2 17	2 29	
					7,413,270 83		10,401,878 33	63 14		
CALL OPTIONS										
-83	99qackd0a	CALL 100 LOWES COS INC EXP 7-20-13 @38	12-03-12	1 90	-15,809 21	1 56	-12,948 00	-0 08		
UNSUPERVISED CASH										
	cash	MONEY FUNDS			50,000 00		50,000 00	0 30	0 05	