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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.

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation 1335 FOUNDATION C/O BROWN & BROWN, LLC		A Employer identification number 36-3701371
Number and street (or P O box number if mail is not delivered to street address) 225 WEST WASHINGTON STREET	Room/suite 1650	B Telephone number 312-849-4546
City or town, state, and ZIP code CHICAGO, IL 60606		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,247,192. (Part I, column (d) must be on cash basis)	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(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					
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		34,323.	34,212.	34,212.	STATEMENT 1
4 Dividends and interest from securities		51,153.	51,153.	51,153.	STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		125,712.			
b Gross sales price for all assets on line 6a		547,372.			
7 Capital gain net income (from Part IV, line 2)			125,712.		
8 Net short-term capital gain				N/A	
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income		16.	16.	16.	STATEMENT 3
12 Total. Add lines 1 through 11		211,204.	211,093.	85,381.	
13 Compensation of officers, directors, trustees, etc		0.	0.	0.	0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees		21,468.	21,468.	0.	0.
17 Interest					
18 Taxes		16,294.	1,294.	0.	0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		1,192.	1,192.	0.	0.
24 Total operating and administrative expenses. Add lines 13 through 23		38,954.	23,954.	0.	0.
25 Contributions, gifts, grants paid		173,000.			173,000.
26 Total expenses and disbursements. Add lines 24 and 25		211,954.	23,954.	0.	173,000.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		<750.>			
b Net investment income (if negative, enter -0-)			187,139.		
c Adjusted net income (if negative, enter -0-)				85,381.	

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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			522,655.	75.	75.
	2 Savings and temporary cash investments				398,389.	398,389.
	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 STMT 7			209,149.	208,768.	216,627.
	b Investments - corporate stock STMT 8			1,183,885.	1,203,159.	1,679,701.
	c Investments - corporate bonds STMT 9			326,686.	438,269.	489,035.
Liabilities	11 Investments - land, buildings, and equipment basis ▶					
	Less accumulated depreciation ▶					
	12 Investments - mortgage loans					
	13 Investments - other STMT 10			448,985.	388,375.	463,365.
	14 Land, buildings, and equipment: basis ▶					
	Less accumulated depreciation ▶					
	15 Other assets (describe ▶)					
	16 Total assets (to be completed by all filers)			2,691,360.	2,637,035.	3,247,192.
	17 Accounts payable and accrued expenses					
	18 Grants payable					
Net Assets or Fund Balances	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.		
Foundations that follow SFAS 117, check here ▶ ☐	24 Unrestricted					
	25 Temporarily restricted					
	26 Permanently restricted					
	Foundations that do not follow SFAS 117, check here ▶ ☒					
	27 Capital stock, trust principal, or current funds			2,691,360.	2,637,785.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds			0.	<750.>	
	30 Total net assets or fund balances			2,691,360.	2,637,035.	
31 Total liabilities and net assets/fund balances			2,691,360.	2,637,035.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,691,360.
2 Enter amount from Part I, line 27a	2	<750.>
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	2,690,610.
5 Decreases not included in line 2 (itemize) ▶ BOOK-TO-TAX TIMING DIFFERENCES	5	53,575.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,637,035.

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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				
b SEE ATTACHED STATEMENT				
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			
b			
c			
d			
e 547,372.		421,634.	125,712.

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

(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			
b			
c			
d			
e			125,712.

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	125,712.
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). If (loss), enter -0- in Part I, line 8	{ }	3	<2,203.>

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	240,000.	3,007,321.	.079805
2010	215,500.	2,704,944.	.079669
2009	226,940.	2,270,353.	.099958
2008	217,750.	2,526,101.	.086200
2007	221,000.	2,668,515.	.082818

2 Total of line 1, column (d)	2	.428450
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	.085690
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,109,912.
5 Multiply line 4 by line 3	5	266,488.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,871.
7 Add lines 5 and 6	7	268,359.
8 Enter qualifying distributions from Part XII, line 4	8	173,000.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	3,743.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		2	0.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		3	3,743.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
3 Add lines 1 and 2		5	3,743.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	9,467.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,500.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	12,967.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	9,224.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☐ 9,224. Refunded ☐ 0.	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? 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.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ☐ \$ 0. (2) On foundation managers. ☐ \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ☐ \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

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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>GARY HOLZMAN C/O BROWN & BROWN LLC</u> Telephone no. ► <u>312-849-4546</u> Located at ► <u>225 W. WASHINGTON ST., SUITE 1650, CHICAGO, IL</u> ZIP+4 ► <u>60606</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 ► <u>15</u> <u>N/A</u>			
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? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <u>N/A</u>	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? ☐ Yes ☒ No If "Yes," list the years ► _____		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions.) <u>N/A</u>	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? ☐ Yes ☒ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) <u>N/A</u>	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)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

X

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

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?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(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 11		0.	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

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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 2,488,764.
b	Average of monthly cash balances	1b 466,032.
c	Fair market value of all other assets	1c 202,475.
d	Total (add lines 1a, b, and c)	1d 3,157,271.
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 3,157,271.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4 47,359.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5 3,109,912.
6	Minimum investment return. Enter 5% of line 5	6 155,496.

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	1 155,496.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 3,743.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b
c	Add lines 2a and 2b	2c 3,743.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3 151,753.
4	Recoveries of amounts treated as qualifying distributions	4 0.
5	Add lines 3 and 4	5 151,753.
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	7 151,753.

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 173,000.
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	4 173,000.
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	6 173,000.

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				151,753.
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	95,610.			
b From 2008	92,685.			
c From 2009	114,542.			
d From 2010	85,987.			
e From 2011	98,553.			
f Total of lines 3a through e	487,377.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$ 173,000.				
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				151,753.
e Remaining amount distributed out of corpus	21,247.			
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:	508,624.			
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	95,610.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	413,014.			
10 Analysis of line 9:				
a Excess from 2008	92,685.			
b Excess from 2009	114,542.			
c Excess from 2010	85,987.			
d Excess from 2011	98,553.			
e Excess from 2012	21,247.			

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)

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

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 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).)

ELIZABETH K. BROWN

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:

1335 FOUNDATION

Form 990-PF (2012)

C/O BROWN & BROWN, LLC

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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				
ANTI-DEFAMATION LEAGUE 309 W. WASHINGTON, SUITE 750 CHICAGO, IL 60606	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	500.
AURORA MEDICAL CENTER 10400 75TH STREET KENOSHA, WI 53142	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
BOYS AND GIRLS CLUB 1715 52ND STREET KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
CARTHAGE COLLEGE 2001 ALFORD DRIVE KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
CHILDREN'S ASSESSMENT CENTER FOUNDATION 2500 BOLSOVER ST. HOUSTON, TX 77005	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
Total	SEE CONTINUATION SHEET(S)			173,000.
b Approved for future payment				
NONE				
Total				0.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
		(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments				14	34,323.	
4 Dividends and interest from securities				14	51,153.	
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income				14	16.	
8 Gain or (loss) from sales of assets other than inventory				18	125,712.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)			0.		211,204.	0.
13 Total. Add line 12, columns (b), (d), and (e)					211,204.	0.

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

[illegible]

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	(c) Date acquired	(d) Date sold
		P - Purchase D - Donation	(mo., day, yr.)	(mo., day, yr.)
1a	PERSHING LLC - NON-COVERED ST	P	VARIOUS	VARIOUS
b	PERSHING LLC - COVERED LT	P	VARIOUS	VARIOUS
c	PERSHING LLC - NON-COVERED LT	P	VARIOUS	VARIOUS
d	FROM PASS-THROUGH (MARKETABLE SECURITIES LLC)	P	VARIOUS	VARIOUS
e	FROM PASS-THROUGH (MARKETABLE SECURITIES LLC)	P	VARIOUS	VARIOUS
f				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(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 50,113.		50,419.	<306.>
b 149,338.		175,484.	<26,146.>
c 347,921.		195,731.	152,190.
d			<1,897.>
e			1,871.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
(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			** <306.>
b			<26,146.>
c			152,190.
d			** <1,897.>
e			1,871.
f			
g			
h			
i			
j			
k			
l			
m			
n			
o			

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	125,712.
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). If (loss), enter "-0-" in Part I, line 8 }	3	<2,203.>

1335 FOUNDATION
C/O BROWN & BROWN, LLC

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Part XV - Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COLUMBIA COLLEGE 600 S. MICHIGAN AVENUE CHICAGO, IL 60605	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
CONNECTICUT COLLEGE 270 MOHEGAN AVENUE NEW LONDON, CT 06320	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	500.
GOODWILL INDUSTRIES 8600 SHERIDAN ROAD KENOSHA, WI 53143	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
GREATER KENOSHA FOUNDATION 600 52ND STREET KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
HOUSTON AREA WOMEN'S CENTER 1010 WAUGH DR. HOUSTON, TX 77019	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	25,000.
KENOSHA ACHIEVEMENT CENTER 1218 79TH STREET KENOSHA, WI 53143	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
KENOSHA COUNTY HISTORICAL SOCIETY 6300 THIRD AVENUE KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
KENOSHA JEWISH WELFARE FUND 3523 14TH STREET KENOSHA, WI 53144	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	15,000.
KENOSHA LITERACY COUNCIL 2424 63RD STREET KENOSHA, WI 53143	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
KENOSHA PUBLIC LIBRARY FOUNDATION PO BOX 1414 KENOSHA, WI 53141	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
Total from continuation sheets				115,500.

Part XV - Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
KENOSHA PUBLIC MUSEUMS 5608 TENTH AVENUE KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	3,000.
NEWSPAPER MANAGEMENT CENTER 1845 SHERIDAN ROAD EVANSTON, IL 60208	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
NORTHWESTERN UNIVERSITY-MEDILL SCHOOL OF JOURNALISM 2020 RIDGE AVENUE EVANSTON, IL 60201	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
PHILLIPS EXETER ACADEMY PHILLIPS EXETER ACADEMY EXETER, NH 03833	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	15,000.
SALVATION ARMY PO BOX 366 KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
SHALVA P.O. BOX 46375 CHICAGO, IL 60646	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
ST. JOSEPH HIGH SCHOOL 2401 69TH STREET KENOSHA, WI 53143	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	3,000.
THE SHALOM CENTER 1713 62ND AVENUE KENOSHA, WI 53143	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
THE WOMEN'S HOME 607 WESTHEIMER RD. HOUSTON, TX 77006	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
UNITED HOSPITAL SYSTEM 6308 EIGHTH AVENUE KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	3,000.
Total from continuation sheets				

Part XV - Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
UNIVERSITY OF WISCONSIN-PARKSIDE 900 WOOD ROAD PO BOX 2000 KENOSHA, WI 53141	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	2,000.
WASHBURN CENTER FOR CHILDREN OF MINNEAPOLIS 2430 NICOLLET AVENUE SOUTH MINNEAPOLIS, MN 55404	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	5,000.
WILLISTON NORTHAMPTON SCHOOL 19 PAYSON AVENUE EASTHAMPTON, MA 01027	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
WOMEN & CHILDREN'S HORIZONS FOUNDATION P.O. BOX 792 KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	1,000.
WOMEN & CHILDREN'S HORIZONS P.O. BOX 792 KENOSHA, WI 53140	NONE	PUBLIC CHARITY	GENERAL OPERATIONS	9,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
BMO HARRIS	20.
MARKETABLE SECURITIES, LLC	42.
MARKETABLE SECURITIES, LLC - TAX EXEMPT	111.
PERSHING	33,695.
PERSHING - ACCRUED INTEREST PURCHASED	<3,704.>
PERSHING - OID	431.
PERSHING - OID ON US TREASURY OBLIGATIONS	1,299.
PERSHING - U.S. GOVERNMENT INTERST	2,429.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	34,323.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MARKETABLE SECURITIES, LLC	4,090.	0.	4,090.
PERSHING	47,063.	0.	47,063.
TOTAL TO FM 990-PF, PART I, LN 4	51,153.	0.	51,153.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FROM PASS THROUGH MARKETABLE SECURITIES	16.	16.	16.
TOTAL TO FORM 990-PF, PART I, LINE 11	16.	16.	16.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	21,468.	21,468.	0.	0.
TO FORM 990-PF, PG 1, LN 16C	21,468.	21,468.	0.	0.

FORM 990-PF	TAXES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID-MARKETABLE	202.	202.	0.	0.
FOREIGN TAXES PAID-PERSHING	1,092.	1,092.	0.	0.
FEDERAL TAXES PAID	15,000.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	16,294.	1,294.	0.	0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FROM PASS THROUGH MARKETABLE SECURITIES	1,167.	1,167.	0.	0.
ANNUAL REPORT FEES	25.	25.	0.	0.
TO FORM 990-PF, PG 1, LN 23	1,192.	1,192.	0.	0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	7
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
50,000 U.S. TREASURY NOTES 2/15/12	X		0.	0.
50,000 US TREASURY DUE 7/15/14	X		56,120.	64,748.
50,000 MONONA WIS RFDG 10/01/15		X	50,903.	50,623.
50,000 ILLINOIS ST PENSION 6/1/14		X	51,735.	51,460.
50,000 FNMA 0.75% DUE 12/27/18	X		50,010.	49,796.
TOTAL U.S. GOVERNMENT OBLIGATIONS			106,130.	114,544.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS			102,638.	102,083.
TOTAL TO FORM 990-PF, PART II, LINE 10A			208,768.	216,627.

FORM 990-PF	CORPORATE STOCK	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
2,300 SHS PENTAIR INC	0.	0.
1,000 SHS WALTER ENERGY INC	0.	0.
900 SHS DIEGO PLC SPONS ADR	37,880.	104,922.
1,750 SHS NESTLE SA SPONS ADR	42,049.	113,946.
1,060 SHS PEPSICO	0.	0.
3,500 SHS LEGGETT & PLATT	53,504.	95,270.
1,600 SHS COVIDIEN	59,069.	92,384.
1,500 SHS ILLINOIS TOOL WORKS	50,184.	91,215.
3,000 SHS INTEL	46,335.	61,860.
1,500 SHS SNAP-ON	46,929.	118,485.
2,500 SHS CENOVUS ENERGY INC	71,342.	83,850.
2,000 SHS CARNIVAL CORP PAIRED CTF	77,912.	73,540.
1,100 SHS FEDEX CORP	90,427.	100,892.
2,000 SHS GREIF INC.	113,992.	89,000.
3,400 SHS HNI CORP.	86,190.	102,204.
1,800 SHS RANGE RES CORP.	88,156.	113,094.
3,000 SHS REPUBLIC SVCS INC.	0.	0.
2,600 SHS TEXAS INSTRUMENTS INC.	0.	0.
1,200 SHS VISA INC.	91,522.	181,896.
1,800 SHS BAKER HUGHES	76,696.	73,526.
1,800 SHS DAIMLER ADR	88,536.	98,057.
3,000 SHS PRINCIPAL FINANCIAL	82,436.	85,560.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,203,159.	1,679,701.

FORM 990-PF	CORPORATE BONDS	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
50,000 SHS BROADRIDGE FINL SOLUTIONS, INC	37,750.	56,250.
50,000 SHS PARTNERRE FINANCIAL	49,350.	60,706.
50,000 SHS ALLIANT TECH SYSTEMS	0.	0.
50,000 SHS YUM BRAND	46,949.	60,786.
50,000 SHS MARTIN MARIETTA	46,510.	55,355.
50,000 SHS BEST BUY 5.50% DUE 3/15/21	47,982.	42,375.
50,000 SHS WOOLWORTH CORP DEB N/C 1998	51,635.	54,750.
50,000 SHS CONCHO RESOURCES 5.5% DUE 10/1/22	49,385.	52,750.
50,000 SHS DENBURY RESOURCES	56,135.	53,000.
50,000 SHS HEALTH NET	52,573.	53,063.
TOTAL TO FORM 990-PF, PART II, LINE 10C	438,269.	489,035.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
12,464.88 SHS OAKMARK INTL FUND	COST	182,995.	260,890.
.2611050% INTEREST IN MARKETABLE	COST	205,380.	202,475.
TOTAL TO FORM 990-PF, PART II, LINE 13		388,375.	463,365.

FORM 990-PF

PART VIII - LIST OF OFFICERS, DIRECTORS
TRUSTEES AND FOUNDATION MANAGERS

STATEMENT 11

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN- SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
ELIZABETH K. BROWN 6926 2ND AVENUE KENOSHA, WI 53143	PRESIDENT/TREASURER 0.00	0.	0.	0.
LUCILLE BROWN MINN 7 OVERHOLT PASS EDINA, MN 55439	DIRECTOR 0.00	0.	0.	0.
STEVEN MINN 7 OVERHOLT PASS EDINA, MN 55439	DIRECTOR 0.00	0.	0.	0.
SARAH BROWN RUSS 3765 FARBAR STREET HOUSTON, TX 77005	DIRECTOR 0.00	0.	0.	0.
MARK RUSS 3765 FARBAR STREET HOUSTON, TX 77005	DIRECTOR 0.00	0.	0.	0.
AMY BROWN TUCHLER 2983 TECHNY NORTHBROOK, IL 60062	DIRECTOR 0.00	0.	0.	0.
JAMES TUCHLER 2983 TECHNY NORTHBROOK, IL 60062	DIRECTOR 0.00	0.	0.	0.
GARY HOLZMAN 225 W. WASHINGTON ST. CHICAGO, IL 60606	ASST. SECRETARY/ASST. TREA 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

1335 FOUNDATION
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HARRIS ASSOCIATES L.P.
REALIZED GAINS AND LOSSES
1335 FOUNDATION
PF 2986-901071 CSM/LHM DSFIXB
From 01-01-12 Through 12-31-12

Open Date	Close Date	Quantity	Security	Cost Basis	Amort. or Accretion	Proceeds	Gain Or Loss	
							Short Term	Long Term
01-16-07	02-15-12	50,000	US Treasury Note 4 875% Due 02-15-12	50,390 86	-390 86	50,000 00		0 00
10-23-06	04-03-12	300 00	Pentair	9,037 11		13,976 88		4,939 77
10-23-06	04-04-12	400.00	Pentair	12,049.48		18,376 86		6,327.38
10-23-06	04-04-12	1,600.00	Pentair	48,197 92		73,420 19		25,222.27
05-17-12	05-17-12	113 35	Delphi litigation **Consult Tax**	0 00		113 35	113 35	
02-17-11	06-21-12	3,000.00	Republic Services	90,026 70		77,406 06		-12,620 64
06-03-09	09-07-12	50,000 00	Alliant Techsystems CD12@102 25 6 750% Due 04-01-16	46,510.00	1,434 17	51,125 00		3,180 83
12-24-08	10-03-12	1,000.00	Walter Energy	13,980.00		31,242 09		17,262 09
07-05-11	10-24-12	2,600.00	Texas Instruments	85,457 06		71,931 68		-13,525.38
07-14-03	12-14-12	300 00	Diageo ADR	12,626 61		35,356.35		22,729 74
07-15-83	12-14-12	1,060 00	PepsiCo	1,896.13		74,424 11		72,527 98
02-13-12	12-21-12	50,000	Fedl Farm Cr Bks CD12 1 900% Due 12-21-17	50,486 56	-67 99	50,000 00	-418 57	
TOTAL GAINS							113 35	152,190 06
TOTAL LOSSES							-418 57	-26,146 02
				420,658.43	975.32	547,372.57	-305.22	126,044.04
TOTAL SUPERVISED REALIZED GAIN/LOSS 125,738.82								
NO CAPITAL GAINS DISTRIBUTIONS								

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