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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

, and ending

Name of foundation

PLOUGHSARES FOUNDATION

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

Room/suite

108 WEST GRAND AVENUE

City or town, state, and ZIP code

CHICAGO, IL 60654-5206

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

▶ \$ **48,989,322.** (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

A Employer identification number

36-3739577

B Telephone number

312-321-9700C If exemption application is pending, check here ☐D 1. Foreign organizations, check here ☐2. Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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			N/A	
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments	116.	116.		STATEMENT 1
4	Dividends and interest from securities	1,552,046.	1,552,046.		STATEMENT 2
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	874,686.			
b	Gross sales price for all assets on line 6a	8,798,049.			
7	Capital gain net income (from Part IV, line 2)		874,686.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less: Cost of goods sold				
c	Gross profit or (loss)				
11	Other income				
12	Total. Add lines 1 through 11	2,426,848.	2,426,848.		
13	Compensation of officers, directors, trustees, etc.	0.	0.		0.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees STMT 3	43,525.	21,763.		0.
b	Accounting fees				
c	Other professional fees STMT 4	143,401.	143,401.		0.
17	Interest				
18	Taxes STMT 5	<13,770.>	22,080.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses STMT 6	25.	0.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	173,181.	187,244.		0.
25	Contributions, gifts, grants paid	2,348,000.			2,348,000.
26	Total expenses and disbursements. Add lines 24 and 25	2,521,181.	187,244.		2,348,000.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	<94,333.>			
b	Net investment income (if negative, enter -0-)		2,239,604.		
c	Adjusted net income (if negative, enter -0-)			N/A	

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

SCANNED MAY 28 2013

Operating and Administrative Expenses

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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			<765.>	<765.>
	2	Savings and temporary cash investments		470,441.	498,487.	498,487.
	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 8		1,296,993.	998,836.	998,836.
	b	Investments - corporate stock STMT 9		27,162,458.	29,163,270.	29,163,270.
	c	Investments - corporate bonds STMT 10		12,465,280.	14,525,602.	14,525,602.
Liabilities	11	Investments - land, buildings, and equipment basis ▶				
		Less: accumulated depreciation ▶				
	12	Investments - mortgage loans				
	13	Investments - other STMT 11		3,655,961.	3,796,892.	3,796,892.
	14	Land, buildings, and equipment: basis ▶				
		Less: accumulated depreciation ▶				
	15	Other assets (describe ▶ STATEMENT 12)		0.	7,000.	7,000.
	16	Total assets (to be completed by all filers)		45,051,133.	48,989,322.	48,989,322.
	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.		
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>					
	and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted		45,051,133.	48,989,322.	
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here ▶ <input type="checkbox"/>					
	and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds				
28	Paid-in or capital surplus, or land, bldg., and equipment fund					
29	Retained earnings, accumulated income, endowment, or other funds					
30	Total net assets or fund balances		45,051,133.	48,989,322.		
31	Total liabilities and net assets/fund balances		45,051,133.	48,989,322.		

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	45,051,133.
2	Enter amount from Part I, line 27a	2	<94,333.>
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7	3	4,032,522.
4	Add lines 1, 2, and 3	4	48,989,322.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	48,989,322.

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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 NORTHERN TRUST - SHORT TERM	P		
b NORTHERN TRUST - LONG TERM	P		
c CAPITAL GAINS DIVIDENDS			
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 1,251,222.		1,239,654.	11,568.
b 7,469,758.		6,683,709.	786,049.
c 77,069.			77,069.
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			11,568.
b			786,049.
c			77,069.
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	874,686.
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	N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	2,259,700.	48,257,342.	.046826
2010	2,044,500.	45,463,320.	.044970
2009	2,412,303.	41,352,578.	.058335
2008	2,832,447.	50,064,164.	.056576
2007	1,696,000.	57,741,165.	.029372

2 Total of line 1, column (d)	2	.236079
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	.047216
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	48,303,835.
5 Multiply line 4 by line 3	5	2,280,714.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	22,396.
7 Add lines 5 and 6	7	2,303,110.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.	8	2,348,000.

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	22,396.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	22,396.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	22,396.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	21,300.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	21,300.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8	13.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	1,109.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a 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
1b 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
1c 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. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 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.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.		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?	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	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> 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	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		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u>	13	X	
14	The books are in care of ► <u>D. M. EPHRAIM</u> Telephone no. ► <u>312-321-9700</u> Located at ► <u>108 W. GRAND AVE., CHICAGO, IL</u> ZIP+4 ► <u>60654-5206</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 <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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/>	1b	X
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? If "Yes," list the years ► _____, _____, _____ <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
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.)	N/A	2b
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	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

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

6b

X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

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

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
DONALD M. EPHRAIM	OFFICER & DIRECTOR			
108 W. GRAND AVE.				
CHICAGO, IL 60654-5206	0.00	0.	0.	0.
ELIOT S. EPHRAIM	OFFICER & DIRECTOR			
108 W. GRAND AVE.				
CHICAGO, IL 60654-5206	0.00	0.	0.	0.
DAVID M. EPHRAIM	OFFICER & DIRECTOR			
108 W. GRAND AVE.				
CHICAGO, IL 60654-5206	0.00	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 VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
THE NORTHERN TRUST COMPANY 50 S. LASALLE ST., CHICAGO, IL 60675	INVESTMENT MANAGEMENT	143,401.

Total number of others receiving over \$50,000 for professional services

0

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
	0.
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.

	Amount
1 N/A	
	0.
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	48,073,693.
b	Average of monthly cash balances	1b	965,733.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	49,039,426.
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	49,039,426.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	735,591.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	48,303,835.
6	Minimum investment return. Enter 5% of line 5	6	2,415,192.

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	2,415,192.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	22,396.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	22,396.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	2,392,796.
4	Recoveries of amounts treated as qualifying distributions	4	2,000.
5	Add lines 3 and 4	5	2,394,796.
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	2,394,796.

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	2,348,000.
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	2,348,000.
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	22,396.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,325,604.

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				2,394,796.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			2,342,083.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 2,348,000.				
a Applied to 2011, but not more than line 2a			2,342,083.	
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				5,917.
e Remaining amount distributed out of corpus	0.			
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:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0.			
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				2,388,879.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0.			
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 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)

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
SEE ATTACHMENT	N/A	ALL ARE PUBLIC CHARITIES	SEE ATTACHMENT	2,348,000.
Total			▶ 3a	2,348,000.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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	116.		
4 Dividends and interest from securities			14	1,552,046.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	874,686.		
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.		2,426,848.		0.
13 Total. Add line 12, columns (b), (d), and (e)						2,426,848.

Part XVI-B Relationship of Activities to the Accomplishment of Exempt Purposes

[illegible]

Ploughshares 2012 Donations
Organization

Address

Donation Amount

Purpose

350 org	6930 Carrol Ave , Suite 1000, Tacoma Park MD 20912	5,000	
91 9 FM Radio WUMB University of Massachusetts Boston	100 Morrissey Blvd , Boston, MA 02125-3393	5,000	
A Better Chance c/o Development Office	240 West 35th St 9th Fl, New York, NY 10001-2506	3,000	
Abraham Fund Initiatives	9 East 45th St , New York, NY 10017	5,000	
ACCION International	56 Roland St, Ste 300, Boston, MA 02129	12,000	
Action Against Hunger/USA Donations	247 West 37th St , 10th Floor, New York, NY 10018	5,000	
Africare	440 "R" St NW, Washington, DC 20001-1935	20,000	
AIDS Action Committee	75 Amory St , Roxbury, MA 02119 1051	5,000	
Alliance for Climate Protection d/b/a The Climate Reality Project	901 "E" St , N W , Suite 610, Washington DC 20004	10,000	
Alternatives for Community & Environment (ACE)	2181 Washington Street, Suite 301, Roxbury, MA 02119	1,000	
American Anti-Slavery Group	198 Tremont St #421, Boston, MA 02116	3,000	
American Civil Liberties Union Foundation	125 Broad St, 18th Fl, New York, NY 10004-2400	10,000	
American Friends Service Committee	1501 Cherry Street, Philadelphia, PA 19102-1479	70,000	
American Jewish World Service	45 West 36th St, New York, NY 10018-7904	30,000	Work in Haiti, Democratic Republic of Congo and Sudan
American Red Cross International Response Fund	430 17th Street, NW, Washington, DC 20006	20,000	
American Red Cross	2025 E Street, NW, Washington, DC 20006	40,000	Hurricane Sandy
Americans for Peace Now ("APN")	2100 "M" St , NW, Suite 619, Washington DC 20037	5,000	
Americans for UNFPA	370 Lexington Ave, Ste 702, New York, NY 10017	5,000	
Amnesty International USA	5 Penn Plaza, 16th Floor, New York, NY 10001-1810	40,000	death penalty and violence programs, violence against women, immigrant detention programs
Anti-Defamation League	605 Third Ave, New York, NY 10158-3560	10,000	
Area Interfaith Outreach Capital Fund Campaign	P O Box 113, Rockland, ME 04841	8,000	Food Pantry
Art Aids Art	PO Box 6038, Altadena, CA 91003	1,000	Khayelitsha Township
Arzu Studio Hope	875 N Michigan Ave , #2250, Chicago, IL 60611	1,000	Afghan women/carpets
Aschiana Foundation	P O Box 9512, Washington, DC 20016	4,000	aid for Afgan children & families in refugee camps
ASHOKA	1700 N Moore St , Suite 2000, Arlington, VA 22209-1929	7,000	
Barakat, Inc	552 Massachusetts Ave , Cambridge, MA 02139	6,000	Education Programs for Women and Girls
Beyond Borders/MCLC	Box 2132, Norristown, PA 19404	5,000	\$1,000 for Haiti and \$4,000 for Matenwa Community Learning Center teachers' salaries
Beyond the 11th	PO Box 457, Needham, MA 02494	1,000	
Bill Wilson Center	3490 The Alameda, Santa Clara, CA 95050	3,000	
Black Ministerial Alliance of Greater Boston, Inc	7 Palmer St , Roxbury, MA 02119- 3213	7,000	Antiviolence programs for youth and victory generation (after school) programs
Black Star Project	3509 S King Dr , Suite 2B, Chicago, IL 60653	2,000	

Ploughshares 2012 Donations

Organization	Address	Donation Amount	Purpose
Born This Way Foundation, Inc	c/o Gelfand, Rennert & Feldman, 1880 Century Park E , Suite 1600, Los Angeles CA 90067	1,000	
Boston Affordable Housing Coalition	42 Seaverns Ave , Jamaica Plain, MA 02130	2,000	
Boston Baroque	10 Guest Street, Suite 290, Boston, MA 02135	1,000	
Boston Children's Chorus	112 Shawmut Ave , Ste 5B, Boston, MA 02118	2,000	
Boston Foundation	75 Arlington St, Boston, MA 02116	88,000	\$15,000 for Street Safe Boston, \$10,000 for Family to Family Project, \$55,000 for Youth Services in inner-city Boston and Cambridge
Boston Mobilization	30 Bow St , Cambridge, MA 02138	2,000	
Boston Natural Areas Network	62 Summer St , Boston, MA 02110-1016	5,000	
Boston Singers' Resource	PO Box 811, Georgetown, MA 08133	3,000	
Boston Tenant Coalition	14 Beacon St , Suite 606, Boston, MA 02108	1,000	
Boston Workers Alliance	411 Blue Hill Ave , Dorchester, MA 02121	1,000	
Brady Center to Prevent Gun Violence	1225 "Eye" St , NW, Suite 1100, Washington DC 20005	10,000	
Bread of Life	54 Eastern Ave , Malden, MA 02148	3,000	
Breakthrough Cambridge	PO Box 381486, Cambridge, MA 02238	3,000	
Bridge Over Troubled Waters	47 West St, Boston, MA 02111- 1219	3,000	
Brookline Community Foundation	40 Webster Place, Brookline, MA 02445	20,000	\$10,000 for the Safety Net Program
Brookline Community Mental Health Center	41 Garrison Rd, Brookline, MA 02445	12,000	
Brookline Emergency Food Pantry	15 St Paul St, Brookline, MA 02446	10,000	
St Paul's Episcopal Church	PO Box 470514 Brookline, MA 02447	3,000	
Brookline Greenspace Alliance	361 Washington St, Brookline, MA 02445	12,000	
Brookline Library Foundation	100 Wall St, 2nd Fl, New York, NY 10005	3,000	
C P Y V , The Center to Prevent Youth Violence	P O Box 21404, San Jose, CA 95151-1404	4,000	Breakout Prison Outreach Program
California Youth Outreach	678 Mass Ave , Suite 502, Cambridge MA 02139	6,000	
Cambridge Housing Assistance Fund (CHAF)	4200 Butterworth Place, N W , Washington, DC 20016	5,000	
Capital Interfaith Hospitality Network	151 Ellis St , NE, Atlanta, GA 30303-2440	30,000	\$20,000 for Haiti and Central America
CARE	One Copehill Ave, 453 Freedom Parkway, Atlanta GA 30307	15,000	\$10,000 for Peace Programs and \$5,000 for Health Programs
Carter Center	P O Box 180019, Boston, MA 02118	10,000	
Casa Myrna	228 West Lexington St , Baltimore, MD 21201-3413	20,000	Aid to Haiti, Cuba and Nicaragua
Catholic Relief Services	c/o Chicago Project for Violence Prevention, 1603 Taylor St , M/C 923 Chicago IL 60612	12,000	Cease Fire
Cease Fire, University of Illinois Foundation	1225 Eye St , NW, Suite 307, Washington, DC 20005	2,000	
Center for American Progress	48 Rutland St , Boston, MA 02118	2,000	
Center for Teen Empowerment	P O Box 7209, Bozeman, MT 59771	1,000	
Center for Teen Empowerment			
Central Asia Institute			

Ploughshares 2012 Donations
Organization

Address

Donation Amount

Purpose

Centro Presente	17 Inner Belt Road, Somerville, MA 02143	6,000	
Chanty Water, Inc	200 Varck St , Suite 201, New York NY 10014	10,000	
Chicago Lawyer's Committee for Civil Rights Under Law, Inc	100 N. LaSalle St , Suite 600, Chicago, IL 60602	1,000	
Children of the Night	14530 Sylvan St , Van Nuys, CA 91411	3,000	
Children's Defense Fund	25 "E" St NW, Washington, DC 20001	12,000	
Children's Health Fund	215 West 125th St , Suite 301, New York NY 10027	5,000	SFPCHP Programs in South Bay area/San Francisco
Citizens for Global Solutions Education Fund	420 7th St , S E , Washington, DC 20003	1,000	
City of Cambridge Scholarship Trust Fund	795 Massachusetts Ave , Cambridge, MA 02139	10,000	
City of San Jose/Clean Slate	1694 Adnan Way, San Jose, CA 95122	3,000	
Tattoo Removal Program	539 Tremont St , Boston, MA 02116	2,000	
City Stage Co	4606 N W Grant Place, Vancouver, WA 98663	3,000	
Clean Water for Haiti	One West Street, Cambridge, MA 02139	4,000	
Community Legal Services and Counseling Center Inc	P O Box 555, 79 Washington St , Camden, ME 04843	1,000	
Community School	18 Marbury Terrace, Jamaica Plain MA 02130	2,000	
Community Servings	2101 Van Ness St , San Pablo, CA 94806	2,000	
Community Violence Solutions	62 Summer St , Boston, MA 02110-1016	1,000	
Conservation Law Foundation	5 Third Street, Suite 725, San Francisco, CA 94103	3,000	
Death Penalty Focus	12062 Valley View St , Suite 218, Garden Grove CA 92845	1,000	
Developments in Literacy	27 S La Patera, Santa Barbara, CA 93117	25,000	Primary care and maternal & child health programs
Direct Relief International	333 Seventh Ave , Second Floor, New York, NY 10001-5004	50,000	\$25,000 for Haiti
Doctors Without Borders	2811 Wilshire Blvd, Suite 500, Santa Monica, CA 90403	5,000	
Dr Susan Love Research Foundation	504 Dudley St , Roxbury, MA 02119	5,000	
Dudley St Neighborhood Initiative	801 National Rd West, Richmond, IN 47374	30,000	\$25,000 for student scholarships and \$5,000 for faculty development
Earlham College Office of Development	494 Eighth Ave , Second Floor, New York, NY 10001	3,000	
Echoing Green (Development Dept)	25 Arlington Street, Brighton, MA 02135	1,000	
El Sistema USA/New England Conservatory	P.O Box 300039, Jamaica Plain, MA 02130	10,000	
Elizabeth Stone House	568 Valley Way, Milpitas, CA 95035	2,000	Middle and High School programs
F L Y (Fresh Lifelines for Youth)	16 Hurd Rd, Brookline, MA 02445	4,000	
Facing History and Ourselves	1100 H Street NW, Suite 1000, Washington, DC 20005	3,000	
Families Against Mandatory Minimums	989 Commonwealth Ave , Boston, MA 02215	3,000	"My Life My Choice (MLMC)" project
Family Justice Project (Justice Resource Institute)	14 Beacon St , Suite 202, Boston, MA 02108	1,000	
Family to Family Project, The	100 Montgomery Street, The Presidio, San Francisco, CA 94129	2,000	
Futures Without Violence	16 Museum Street, Rockland, ME 04841	5,000	
Farnsworth Art Museum			

Ploughshares 2012 Donations

Organization	Address	Donation 'Amount'	Purpose
Feeding America	Suite 2000, 35 E Wacker Dr, Chicago, IL 60601-2200	5,000	
Fenway Community Health	1340 Boylston St , Boston, MA 02215	1,000	
FINCA	1101-14th St NW, Washington, DC 20005	10,000	
First Book	1319 F Street NW, #1000, Washington, DC 20004	1,000	Illiteracy programs
First Nations Development Institute	351 Coffman Street, Suite 200, Longmont CO 80501	5,000	
First Parish in Cambridge	3 Church St, Cambridge, MA 02138	42,000	\$22,000 for Tuesday Meals, \$20,000 for Tuesday Meals Endowment Fund
First Universalist Church	345 Broadway, Rockland, ME 04841	2,000	Knox Interfaith Teen Safe Havens program
Fistula Foundation	1900 The Alameda, Suite 500, San Jose CA 95126	4,000	Programs in Africa
Fonkoze USA	1700 Kalorama Road NW, #102, Washington, DC 20009	1,000	
Food for Free	11 Inman St , Cambridge, MA 02139	5,000	
Food Project	Attn Development, 10 Lewis St , Lincoln, MA 01773	3,000	
Food Runners	2579 Washington St , San Francisco CA 94115	1,000	
Four Corners Action Coalition	367 Washington St , Dorchester, MA 02124	1,000	
Fractured Atlas	248 W 35th St , New York, NY 10001-2505	2,000	Music for Social Change, Musequality and similar programs
Franklin Park Coalition	P O Box 302333, Boston, MA 02130	3,000	
Free the Children USA	P O Box 32099, Hartford, CT 06150-2099	1,000	
Friends of the Children - Boston	555 Amory St , Boston, MA 02130	2,000	
Friends of the Edna Maternity Hospital	P O Box 49146, Blaine, MN 55449	5,000	
Friends of the Western Wind, Inc	263 West 86th St , New York, NY 10024	5,000	Scholarship fund and Arts in Education program
Friends Outside in Santa Clara County	Jail Services Program, 2625 Zanker Road, San Jose, CA 95134- 2130	2,500	Inmate supportive services program
GEMS (Girls Educational and Mentoring Service)	298 W 149th St , New York, NY 10039	3,000	
Georges River Land Trust	8 North Main St St 200, Rockland, ME 04841	7,000	Paulsen Farm Project
Girl's Inc	120 Wall St, New York, NY 10005- 3902	4,000	
Give Us Your Poor, c/o McCormack Graduate School	100 Morrissey Blvd , Boston, MA 02125	3,000	
Global Exchange Foundation	2017 Mission St , Second Floor, San Francisco, CA 94110	4,000	Freedom from Oil Program, Sweat Free Communities and Peace Stop the Next War campaigns
Global Fund for Women	222 Sutter St, Ste 500, San Francisco CA 94108	10,000	
Global Greengrants Fund	2840 Wilderness Place, Ste A, Boulder, CO 80301	5,000	
Global Links	4809 Penn Ave, 2nd Fl, Pittsburgh, PA 15224	15,000	
Global Water Challenge	2900 S Quincy St , #375, Arlington VA 22206	10,000	
Globe Santa Fund Trust	PO Box 55820, Boston, MA 02205- 5820	3,000	
Grassroots International	179 Boylston St , 4th Floor, Jamaica Plain, MA 02130	5,000	
Greater Boston Food Bank	70 South Bay Ave , Boston, MA 02118-2707	25,000	

Ploughshares 2012 Donations
Organization

Address

Donation Amount

Purpose

Greater Boston Legal Services	197 Friends St, Boston, MA 02114	20,000	
Greenpeace Fund	702 "H" St NW, Suite 300, Washington, DC 20001	15,000	
Habitat for Humanity International, Inc	121 Habitat St, Americus, GA 31709-3498	25,000	Jimmy & Rosalynn Carter work project in Haiti
Hand in Hand	P O Box 80102, Portland, OR 97280	7,000	
Handel and Haydn Society	300 Mass Ave , Boston, MA 02115	3,000	Karen and George Levy Educational Outreach Program
Hardy Girls Healthy Women	PO Box 821, Waterville, ME 04903- 0821	2,000	
Harlem Children's Zone	35 East 125th St , New York, NY 10035	4,000	
Haymarket People's Fund	42 Seaverns Ave, Boston, MA 02130	2,000	
HealthRight International	65 Broadway, 19th Floor, New York, NY 10006	10,000	
Heifer Project International	1 World Ave , Little Rock, AR 72202	8,000	
Homeboy Industries	130 West Bruno St , Los Angeles, CA 90012	10,000	
HomeStart, Inc	105 Chauncy St, Suite 502, Boston, MA 02111	2,000	
Horizons for Homeless Children	1705 Columbus Ave, Roxbury, MA 02119	10,000	
Human Rights Watch	350 Fifth Ave , 34th floor, New York, NY 10118-3299	15,000	
Hunger Project	5 Union Square West, New York NY 10003	3,000	
Huntington Theater Company	267 Huntington Ave , Boston, MA 02115	3,000	Summer Theater Institute at Codman Academy Charter School
I Can Fly International	P O Box 62010, Los Angeles, CA 90062	1,000	
Innocence Project	40 Worth St , Suite 701, New York, NY 10013	10,000	
Inquilinos Boricuas en Accion	405 Shawmut Ave, Boston, MA 02118	5,000	
Interactive Youth Core	910 W Van Buren St , 4th Floor, Chicago IL 60607	1,000	
Interfaith Youth Corps	325 North LaSalle St , Suite 775, Chicago, IL 60654	1,000	
International Action	819 "L" Street, SE, Washington, DC 20003	2,000	
International Crisis Group	420 Lexington Ave , #2640, New York NY 10110	6,000	
International Justice Mission	P O Box 58147, Washington, DC 20037	3,000	
International Medical Corp, Attn Development Department	1919 Santa Monica Blvd, Suite 400 Santa Monica, CA 90404	10,000	
International Rescue Committee	122 E 42nd St , New York, NY 10168	60,000	Work in Haiti and Africa
Islamic Relief USA	3655 Wheeler Ave, Alexandria, VA 22304	1,000	Women's programs
Island Institute	386 Main St, PO Box 648, Rockland, ME 04841-0648	8,000	
Jewish Council on Urban Affairs	610 S Michigan Ave , Suite 500, Chicago, IL 60605	5,000	
Jewish Funds for Justice	330 Seventh Ave, Ste 1902, New York, NY 10001	6,000	
Jewish Voice for Peace	1611 Telegraph Ave , Suite 550, Oakland, CA 94612	5,000	
Juvenile Justice Fund, The (now know as youthSpark)	395 Pryor St SW, Suite 1025, Atlanta, GA 30312	2,000	Angela's House
Kim's Project	989 Commonwealth Ave , Brighton, MA 02215	2,000	
KIPP Foundation	135 Main St , Suite 1700, San Francisco, CA 94105	3,000	

Ploughshares 2012 Donations

Organization	Address	Donation 'Amount'	Purpose
LaCasa De Las Madres	Domestic Violence Services, 1663 Mission St , Suite 225, San Francisco CA 94103	2,000	
LearningAlly (f/k/a Recording for The Blind and Dyslexic)	20 Roszel Rd, Princeton, NJ 08540-9983	3,000	
Legal Advocacy and Resource Center	197 Friend St 9th Fl, Boston, MA 02114	3,000	
Lenny Zakim Fund c/o DLA Piper	33 Arch St 26th Fl, Boston, MA 02110-1446	64,000	Youth violence prevention, social justice, human rights and alleviation of poverty and illness
Lionheart Foundation	PO Box 170115, Boston, MA 02117	500	
Longy School of Music, Inc	27 Garden Street, Cambridge, MA 02138	3,000	Student Scholarships
Louis D Brown Peace Institute	1452 Dorchester Ave 2nd Fl, Dorchester, MA 02122	1,000	
Maine Coast Heritage Trust	Suite 201, 1 Bowdoin Mill Island, Topsham, ME 04086	14,000	
Mapendo International, Inc (Refuge Point)	689 Mass Ave , 2nd floor, Cambridge, MA 02139	1,000	
Margaret Fuller Neighborhood House	71 Cherry St , Cambridge, MA 02139	7,000	
Mass Audubon Society	208 South Great Rd, Lincoln, MA 01773	1,000	
Mass Coalition for the Homeless	15 Bubier St, Lynn, MA 01901	5,000	
Massachusetts Alliance on Teen Pregnancy	105 Chauncy St , 8th Fl, Boston, MA 02111	5,000	
Matthew Shepard Foundation	1530 Blake Street, Suite 200, Denver, CO 80202	2,000	
MCADP Fund Inc	P O Box 961201, Boston, MA 02196-1201	10,000	
Mentoring Center, The	672 13th Street, Suite 200, Oakland CA 94612	3,500	
Mercy Corps	45 S W Ankeny St , Portland, OR 97204	63,000	Famine in the horn of Africa, Haiti and education/employment of women post-incarceration
Mid-Coast Health Net DBA The Knox County Health Clinic	22 White St, Rockland, ME 04841	10,000	
Mills College	5000 MacArthur Blvd , Oakland, CA 94613	18,000	Student Scholarships
MPBN (Maine Public Broadcasting Network)	1450 Lisbon St , Lewiston, ME 04240-3595	5,000	
Murder Victims' Families for Reconciliation	2100 "M" St , NW Suite 170-296, Washington, DC 20037	3,000	
Museum of Fine Arts Boston Development Operations	Attn Rita Freed, Curator in Chief, "Art of the Ancient World", 465 Huntington Ave Boston MA 02115	25,000	Egyptian Section, Art of the Ancient World
Mystic Chorale, Inc	106 Lexington St , Burlington, MA 01803	5,000	
NAACP Legal Defense and Educational Fund, Inc	Suite 1600, 99 Hudson St, New York, NY 10013-2897	13,000	\$3000 for criminal justice program
National Alliance on Mental Illness	3803 N Fairfax Drive, Arlington, VA 22203	1,000	
National Geographic Society Development Office	1145 17th St , N W , Washington, DC 20036-4688	10,000	Afghan Children's Fund
National Lawyer's Guild Mass Defense Committee	14 Beacon St , # 407, Boston, MA 02108	4,000	
Natural Resource Defense Council	40 West 20th St, New York, NY 10011	15,000	
Natural Resources Council of Maine	3 Wade St , Augusta, ME 04330	3,000	
Nature Conservancy	4245 North Fairfax Dr Ste 100, Arlington, VA 22203-1606	5,000	
Nature Conservancy of Maine	14 Maine St , Suite 401, Brunswick ME 04011	10,000	
Neighbor to Neighbor	262 Washington St , 3rd Floor, Boston, MA 02108	3,000	
Massachusetts Education Fund			

Ploughshares 2012 Donations

Organization	Address	Donation Amount	Purpose
New England Conservatory of Music	290 Huntington Ave, Boston, MA 02115-9964	15,000	Student Scholarships
New Israel Fund	PO Box 96712, Washington, DC 20077-7438	10,000	
New Orleans Public Library Foundation	938 Lafayette St #102, New Orleans LA 70113	1,000	
Nurse Family Partnership	Fund Dept , 1900 Grant Street, #400, Denver, CO 80203	1,000	First Time Moms
Oakland Street Outreach/Healthy Oakland	City of Oakland, Department of Human Services, 150 Frank Ogawa Plaza, Suite 4340, Oakland CA 94612	2,000	Measure Y violence prevention programs
On The Rise, Inc	341 Broadway, Cambridge, MA 02139	2,000	
Oxfam America, Earthquake Response Fund	226 Causway St 5th Fl, Boston, MA 02114-2206	35,000	
Pachamama Alliance	P O Box 29191, Presidio Bldg #1009, San Francisco, CA 94129-9191	1,000	
Paine Senior Services	3 Church St , Cambridge, MA 02138-3715	5,000	
PANZI Foundation	PO Box 732, Hollidaysburg, PA 16648	2,000	Rape survivors in DRC
Partakers Inc	230 Central Street, Auburndale, MA 02466	5,000	
Partners in Health	888 Commonwealth Ave , 3rd Floor, Boston, MA 02215	50,000	
Peace First	National Office, Mezzanine Level, 280 Summer St , Boston, MA 02210	7,000	
Penquis	P O Box 1162, Bangor, ME 04402-1162	3,000	
Physicians for Human Rights	2 Arrow St , Suite 301, Cambridge, MA 02138	10,000	
Pilot House Shelters, c/o Community Action Committee of Cape Cod & Islands Inc	115 Enterprise Rd, Attn Business Office, Hyannis, MA 02601-2212	1,000	Pilot House
Pine Street Inn	444 Harrison Ave, Boston, MA 02118-2404	5,000	
Planned Parenthood Federation of America	434 W 33rd St , New York, NY 10001	20,000	
Playworks	380 Washington St , Oakland, CA 94607	2,000	
Polans Project	P O Box 53315, Washington, DC 20009	3,000	
Project Bread	145 Border St, East Boston, MA 02128-1903	15,000	
Project Harambee	P O Box 1724, North Riverside, IL 60402	5,000	
Project Place	1145 Washington St , Boston, MA 02118	1,000	
Psychologists for Social Responsibility	258 Harvard St , PMB 282, Brookline MA 02446	3,000	
Rachel Corne Foundation for Peace and Justice	203 E Fourth Ave , Suite 307, Olympia, WA 98501	4,000	
Radio Station WERU-FM, Community Radio	P O Box 170, 1186 Acadia Highway, East Orland, ME 04431	2,000	
Reflect and Strengthen	614 Columbia Road, Dorchester, MA 02125	1,000	
RESPOND, Inc	PO Box 555, Somerville, MA 02143	5,000	
RFK Children's Action Corps	11 Beacon St , Suite 200, Boston, MA 02108	3,000	
Riley Center	c/o St Vincent de Paul Society, 1237 Van Ness Ave, San Francisco CA 94109	2,000	
Roca, Inc	101 Park St, Chelsea, MA 02150	5,000	

Ploughshares 2012 Donations

Organization	Address	Donation Amount	Purpose
Roseland Training Center	235 East 136th Place, Chicago, IL 60827-1816	1,000	
Rosie's Place	889 Harrison Ave, Boston, MA 02118	15,000	
Sabre Foundation	872 Mass Ave , Ste 2-1, Cambridge, MA 02139	4,000	
Salvation Army, Cambridge Office	402 Mass Ave , Cambridge, MA 02139	5,000	Food, shelter and emergency financial assistance for the citizens of Cambridge MA
Samaritans Inc	41 West St , 4th Floor, Boston, MA 02111	2,000	
Save the Children	54 Wilton Road, Westport, CT 06880	50,000	\$25,000 for Haiti, \$25,000 for Africa and the Middle East
Seeds of Peace	370 Lexington Ave, Ste 2103, New York, NY 10017	15,000	
Shared Hope International	PO Box 65337, Vancouver, WA 98665	1,000	
SHOAH Institute for Visual History and Education	USC, 650 West 35th St, Ste 114, Los Angeles CA 90089-2571	1,000	
Sibusiso, Inc	1618 Columbia Rd, #2, South Boston, MA 02127	1,000	
SOIL	124 Church Road, Sherburne, NY 13460	2,000	
Somali Bantu Youth Association of Maine	P O Box 7149, Lewiston, ME 04243	2,000	
Somali Development Center	205 Green St , Jamaica Plain, MA 02130	7,000	
Somerville Homeless Coalition	P O Box 440436, Somerville, MA 02144	3,000	
Southern Poverty Law Center	400 Washington Ave, Montgomery, AL 36104	2,000	Teaching Tolerance project
Sphinx Organization	400 Renaissance Center, Suite 2550, Detroit MI 48243	2,000	
Spontaneous Celebrations	45 Danforth St , Jamaica Plain, MA 02130	2,000	Campaign to end youth violence
St Francis House	c/o Erin O'Connell, Sr Philanthropic Officer, 39 Boylston St Boston MA 02116	15,000	
Stop Handgun Violence	Suite 300, One Bridge Street, Newton, MA 02458	5,000	
Strive c/o Boston Employment Service, Inc	651 Washington St , Dorchester, MA 02124	12,000	
Ten Point Coalition	215 Forest Hills St, Jamaica Plain, MA 02130	15,000	
Tides Center	P O Box 29907, Dsn Francisco, CA 94129-0907	5,000	
TKF (Tanq Khamisa Foundation)	4025 Camino del Rio South, #100, San Diego, CA 92108	8,000	Middle school programs
Transition House	1035 Cambridge St , # B10, Cambridge MA 02141	5,000	
Trust for Public Land	101 Montgomery St , Suite 900, San Francisco CA 94104	2,000	Coastal Maine
U S Association for International Migration ("USAIM")	1752 "N" St , NW, Suite 700, Washington, DC 20036	3,000	
Union of Concerned Scientists	2 Brattle Square, Cambridge, MA 02138	1,000	
Unitarian Universalist Service Committee	689 Mass Ave , Cambridge, MA 02139-3302	60,000	\$5,000 for Standing on the Side of Love program
Unitarian Universalist Urban Ministry	10 Putnam St , Roxbury, MA 02119	20,000	
United Mid-Coast Charities, Inc	P O Box 205, Camden, MA 04843	45,000	\$15,000 for programs for teens, \$5,000 for 5 Town CTC Program
US Fund for UNICEF	125 Maiden Lane, New York, NY 10038	25,000	Haiti
USA for UNHCR	1775 K St, NW, Ste 290, Washington DC 20006-1517	30,000	
UU Church of Tuscon, No More Deaths	P O Box 40782, Tuscon, AZ 85717	5,000	

Ploughshares 2012 Donations

Organization	Address	Donation Amount	Purpose
Valentino Achak Deng Foundation,	849 Valencia St , San Francisco,	1,000	Sudan and Sudanese in the US
The	CA 94110		
V-Day	303 Park Ave South, Suite 1184,	1,000	Women and girls in DRC
	New York. NY 10010-3657		
Violence Policy Center	1730 Rhode Island Ave , NW,	2,000	
	Suite 1014, Washington, DC		
	20036		
Virginians for Alternatives to the	P O Box 4804, Charlottesville, VA	3,000	
Death Penalty	22905		
Vital Voices Global Partnership	1625 Mass Ave NW , Suite 300,	3,500	\$1500 for Dr Hawa Abdi's
	Washington. DC 20036		programs in Somalia
Water org	920 Main St , Suite 1800, Kansas	8,000	
	City. MO 64105		
WBUR Radio Station Fund	890 Commonwealth Ave, Boston,	20,000	\$10,000 for news and special
	MA 02215		coverage
Wellesley Centers for Women	106 Central Street, Wellesley, MA	3,000	
Wellesley College	02481-8203		
WGBH, 89.7 FM Radio Public	1 Guest St , Boston, MA 02135	3,000	Music programs
Broadcasting			
WGBH, TV, Channel 2 Public	1 Guest St , Boston, MA 02135	5,000	
Broadcasting			
White Ribbon Alliance for Safe	1 Thomas Circle, NW, Suite 200,	2,000	
Motherhood	Washington. DC 20005		
Women for Women, International	4455 Connecticut Ave , NW ,	1,000	
	Suite 200. Washington DC 20008		
Women of Means	148 Linden St , Suite 208,	3,000	Free medical care for homeless
	Wellesley. MA 02482		women and children in Boston
Worcester County Food Bank	474 Boston Turnpike, Shrewsbury,	3,000	
	MA 01545-3948		
World Food Program-USA	Suite 900, 1819 L St NW,	25,000	Haiti and East Africa famine relief
	Washington DC 20036		
World Monuments Fund	350 5th Ave , Suite 2412, New	10,000	Fund to Conserve the Temple of
	York. NY 10118-2494		Amonhotep III
Youth Build Boston	504 Dudley St , Roxbury, MA	3,000	
	02119		
Youth Options Unlimited	7 Palmer St , Boston, MA 02119	6,000	
Youth UpRising	8711 MacArthur Blvd , Oakland,	2,000	
	CA 94615		
Young People's Project	99 Bishop Allen Drive, Cambridge,	1,000	
	MA 02139		
Zumix, Inc	260 Sumner St , Boston, MA	2,000	
	02128-2124		
Total		2,348,000	

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

SOURCE	AMOUNT
NORTHERN TRUST BANK OF FLORIDA	25.
THE NORTHERN TRUST COMPANY	91.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	116.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FROM THE NORTHERN TRUST, AGENT EIN:36-7158276	1,629,115.	77,069.	1,552,046.
TOTAL TO FM 990-PF, PART I, LN 4	1,629,115.	77,069.	1,552,046.

FORM 990-PF LEGAL FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EPHRAIM & ASSOCIATES, P.C.	43,525.	21,763.		0.
TO FM 990-PF, PG 1, LN 16A	43,525.	21,763.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
THE NORTHERN TRUST COMPANY	143,401.	143,401.		0.
TO FORM 990-PF, PG 1, LN 16C	143,401.	143,401.		0.

FORM 990-PF	TAXES			STATEMENT	5
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
FOREIGN TAXES ON DIVIDEND INCOME	22,080.	22,080.		0.	
FEDERAL EXCISE TAX REFUND	<35,850.>	0.		0.	
TO FORM 990-PF, PG 1, LN 18	<13,770.>	22,080.		0.	

FORM 990-PF	OTHER EXPENSES			STATEMENT	6
DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES	
ILLINOIS CORPORATE FILINGS	25.	0.		0.	
TO FORM 990-PF, PG 1, LN 23	25.	0.		0.	

FORM 990-PF	OTHER INCREASES IN NET ASSETS OR FUND BALANCES			STATEMENT	7
DESCRIPTION	AMOUNT				
MARKET VALUE CHANGE	4,030,522.				
2011 CONTRIBUTION RETURNED IN 2012	2,000.				
TOTAL TO FORM 990-PF, PART III, LINE 3	4,032,522.				

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	8
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST - SEE ATTACHED	X		998,836.	998,836.
TOTAL U.S. GOVERNMENT OBLIGATIONS			998,836.	998,836.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			998,836.	998,836.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST - SEE ATTACHED	29,163,270.	29,163,270.
TOTAL TO FORM 990-PF, PART II, LINE 10B	29,163,270.	29,163,270.

FORM 990-PF	CORPORATE BONDS	STATEMENT	10
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST - SEE ATTACHED	14,525,602.	14,525,602.
TOTAL TO FORM 990-PF, PART II, LINE 10C	14,525,602.	14,525,602.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	11
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
NORTHERN TRUST - SEE ATTACHED	FMV	3,796,892.	3,796,892.
TOTAL TO FORM 990-PF, PART II, LINE 13		3,796,892.	3,796,892.

FORM 990-PF

OTHER ASSETS

STATEMENT 12

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
RETURNED CONTRIBUTIONS RECEIVABLE	0.	7,000.	7,000.
TO FORM 990-PF, PART II, LINE 15	0.	7,000.	7,000.

FORM 990-PF

GRANT APPLICATION SUBMISSION INFORMATION
PART XV, LINES 2A THROUGH 2D

STATEMENT 13

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

DONALD M. EPHRAIM
108 W. GRAND AVE.
CHICAGO, IL 60654-5206

TELEPHONE NUMBER

312-321-9700

FORM AND CONTENT OF APPLICATIONS

ALL APPLICATIONS MUST BE IN WRITTEN FORM. THEY MUST INCLUDE A DESCRIPTION OF THE ORGANIZATION WHICH IS SUBMITTING THE APPLICATION, THE GRANT AMOUNT(S) REQUESTED BY SUCH ORGANIZATION AND THE USE WHICH THE SUBMITTING ORGANIZATION INTENDS TO MAKE OF ANY GRANT(S) THAT MAY BE RECEIVED FROM THIS FOUNDATION. ALL APPLICATIONS MUST, IN ADDITION, INCLUDE A COPY OF THE SUBMITTING ORGANIZATION'S IRS DETERMINATION LETTER EVIDENCING QUALIFICATION AS A SECTION 501(C)(3) ORGANIZATION, TOGETHER WITH A COPY OF THE SUBMITTING ORGANIZATION'S MOST RECENTLY FILED IRS FORM 990.

ANY SUBMISSION DEADLINES

NO

RESTRICTIONS AND LIMITATIONS ON AWARDS

NO

Account Statement

December 1, 2012 - December 31, 2012

Account Number
PLOUGHSHARES FOUNDATION -D-

Portfolio Details

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - Large Cap									
AIR PRODUCTS AND CHEMICALS, INC., COMMON STOCK, \$1 PAR (APD)	\$84.020	1,648.00	\$138,464.96	\$147,716.17	(\$9,251.21)	\$1,054.72	\$4,218.88	3.0%	0.5%
AMERICAN EXPRESS CO., COMMON STOCK, \$.60 PAR (AXP)	57.480	7,055.00	405,521.40	337,317.03	68,204.37		5,644.00	1.4%	1.4%
APPLE INC COM STK (AAPL)	533.030	1,861.00	991,968.83	262,023.75	729,945.08		19,726.60	2.0%	3.4%
COCA COLA CO COM (KO)	36.250	9,865.00	357,606.25	343,471.06	14,135.19		10,062.30	2.8%	1.2%
COSTCO WHOLESALE CORP NEW COM (COST)	98.770	5,227.00	516,270.79	326,484.05	189,786.74		5,749.70	1.1%	1.8%
COVIDIEN PLC USD0.20(P0ST CONSOLIDATION) (COV)	57.740	8,999.00	519,602.26	470,689.70	48,912.56		9,358.96	1.8%	1.8%
CVS CAREMARK CORP COM STK (CVS)	48.350	6,731.00	325,443.85	301,457.75	23,986.10		6,057.90	1.9%	1.1%
DANAHER CORP, COMMON STOCK \$01 PAR (DHR)	55.900	11,863.00	663,141.70	403,210.55	259,931.15		1,186.30	0.2%	2.3%
DUPONT E I DE NEMOURS & CO COM STK (DD)	44.970	6,005.00	270,044.85	253,930.92	16,113.93		10,328.60	3.8%	0.9%
EATON CORP PLC COM USD0.50 (ETN)	54.200	5,381.00	291,650.20	277,955.56	13,694.64		8,179.12	2.8%	1.0%
EMC CORP COM (EMC)	25.300	18,149.00	459,169.70	397,705.73	61,463.97				1.6%
EMERSON ELECTRIC CO COM (EMR)	52.960	5,100.00	270,096.00	264,406.65	5,689.35		8,364.00	3.1%	0.9%
FRANKLIN RES INC, COMMON STOCK, (BEN)	125.700	2,740.00	344,418.00	307,140.95	37,277.05		3,178.40	0.9%	1.2%
GENERAL ELECTRIC CO (GE)	20.990	15,947.00	334,727.53	360,719.18	(25,991.65)	3,029.93	12,119.72	3.6%	1.1%
GOOGLE INC CL A CL A (GOOG)	709.370	894.00	634,176.78	396,921.15	237,255.63				2.2%

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Account Statement

December 1, 2012 - December 31, 2012

Account Number
PLOUGHSHARES FOUNDATION -D-

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
HOME DEPOT INC., COMMON STOCK, \$.05 PAR (HD)	61.850	8,043.00	497,459.55	360,456.74	137,002.81		9,329.88	1.9%	1.7%
INTEL CORP COM (INTC)	20.630	8,441.00	174,137.83	234,105.06	(59,967.23)		7,596.90	4.4%	0.6%
INTERNATIONAL BUSINESS MACHS CORP COM (IBM)	191.550	1,735.00	332,339.25	233,343.04	98,996.21		5,899.00	1.8%	1.1%
JOHNSON CONTROLS INC., COMMON STOCK \$2.50 PAR (JCI)	30.700	8,505.00	261,103.50	233,597.46	27,506.04		6,463.80	2.5%	0.9%
JPMORGAN CHASE & CO COM (JPM)	43.970	10,314.00	453,506.58	358,648.62	94,857.96		12,376.80	2.7%	1.6%
MC DONALDS CORP., COMMON STOCK, NO PAR (MCD)	88.210	4,303.00	379,567.63	369,584.28	9,983.35		13,253.24	3.5%	1.3%
NIKE INC CL B CL B (NKE)	51.600	6,306.00	325,389.60	207,480.46	117,909.14		2,648.52	0.8%	1.1%
NORFOLK SOUTHN CORP COM (NSC)	61.840	4,835.00	298,996.40	326,385.21	(27,388.81)		9,670.00	3.2%	1.0%
NUCOR CORP COMMON STOCK, \$.40 PAR (NUE)	43.180	3,375.00	145,732.50	152,348.85	(6,616.35)	1,240.31	4,961.25	3.4%	0.5%
OMNICOM GROUP INC., COMMON STOCK \$.50 PAR (OMC)	49.960	5,662.00	282,873.52	261,486.29	21,387.23		6,794.40	2.4%	1.0%
ORACLE CORPORATION COM (ORCL)	33.320	12,360.00	411,835.20	343,286.22	68,548.98		2,472.00	0.6%	1.4%
PRECISION CASTPARTS CORP COM (PCP)	189.420	1,205.00	228,251.10	202,979.95	25,271.15		144.60	0.1%	0.8%
PROCTER & GAMBLE COM NPV (PG)	67.890	5,307.00	360,292.23	287,417.21	72,875.02		11,930.14	3.3%	1.2%
QUALCOMM INC COM (QCOM)	62.020	7,437.00	461,242.74	406,695.99	54,546.75		7,437.00	1.6%	1.6%
SIMON PROPERTY GROUP INC COM (SPG)	158.090	4,008.00	633,624.72	384,203.05	249,421.67		17,635.20	2.8%	2.2%
STARBUCKS CORP COM (SBUX)	53.620	5,149.00	276,089.38	233,708.39	42,380.99		4,325.16	1.6%	0.9%

Continued on next page.



Northern Trust

Account Statement

December 1, 2012 - December 31, 2012

Account Number
PLOUGHSHARES FOUNDATION -D-

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
UNITED TECHNOLOGIES CORP COM (UTX)	82.010	4,655.00	381,756.55	324,105.29	57,651.26		9,961.70	2.6%	1.3%
US BANCORP (USB)	31.940	10,140.00	323,871.60	244,002.50	79,869.10	1,977.30	7,909.20	2.4%	1.1%
V. F. CORP. - COMMON STOCK NO PAR (VFC)	150.970	3,505.00	529,149.85	367,746.88	161,402.97		12,197.40	2.3%	1.8%
VERIZON COMMUNICATIONS COM (VZ)	43.270	3,973.00	171,911.71	150,469.42	21,442.29		8,184.38	4.8%	0.6%
WALT DISNEY CO (DIS)	49.790	9,958.00	495,808.82	329,936.62	165,872.20		7,468.50	1.5%	1.7%
WELLS FARGO & CO NEW COM STK (WFC)	34.180	12,831.00	438,563.58	371,971.19	66,592.39		11,291.28	2.6%	1.5%
Total Large Cap			\$14,385,806.94	\$11,235,108.92	\$3,150,698.02	\$7,302.26	\$284,124.83	2.0%	49.3%

Equity Securities - Mid Cap

AMERICAN WTR WKS CO INC NEW COM (AWK)	\$37.130	4,352.00	\$161,589.76	\$145,361.70	\$16,228.06		\$4,352.00	2.7%	0.6%
CITRIX SYS INC COMMON STOCK (CTXS)	65.750	2,199.00	144,584.25	116,895.23	27,689.02				0.5%
INTERCONTINENTAL EXCHANGE INC COM (ICE)	123.810	1,531.00	189,553.11	193,800.84	(4,247.73)				0.7%
MFB NORTHERN MULTI-MANAGER MID CAP FUND (NMMACX)	11.890	153,032.49	1,819,556.30	1,132,821.54	686,734.76		14,844.15	0.8%	6.2%
ST JUDE MED INC COM (STJ)	36.140	4,698.00	169,785.72	201,433.77	(31,648.05)	1,080.54	4,322.16	2.5%	0.6%
Total Mid Cap			\$2,485,049.14	\$1,790,313.08	\$694,736.06	\$1,080.54	\$23,518.31	0.9%	8.5%

Equity Securities - Small Cap

MFC SHARES TR RUSSELL 2000 INDEX FD (RWM)	\$84.290	16,804.00	\$1,416,409.16	\$881,731.18	\$534,677.98		\$28,348.35	2.0%	4.9%
Total Small Cap			\$1,416,409.16	\$881,731.18	\$534,677.98		\$28,348.35	2.0%	4.9%

Continued on next page.



Account Statement

December 1, 2012 - December 31, 2012

Account Number
PLOUGHSHARES FOUNDATION -D-

Portfolio Details (continued)

	Market Price	Shares	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Equity Securities - International Developed									
BHP BILLITON LTD SPONSORED ADR (BHP)	\$78.440	3,635.00	\$285,129.40	\$283,987.18	\$1,142.22		\$7,997.00	2.8%	1.0%
Total Australia - USD			\$285,129.40	\$283,987.18	\$1,142.22		\$7,997.00	2.8%	1.0%
MFC ISHARES TR MSCI EAFE INDEX FD (EFA)	56.820	117,890.00	6,698,509.80	7,185,516.93	(487,007.13)		207,368.51	3.1%	23.0%
Total Europe, Australia, and Far East Region - USD			\$6,983,639.20	\$7,185,516.93	(\$487,007.13)		\$207,368.51	3.1%	23.0%
Total International Developed			\$6,983,639.20	\$7,469,504.11	(\$485,864.91)		\$215,365.51	3.1%	24.0%
Equity Securities - International Emerging									
MF8 NORTHERN FDS MULTI-MANAGER EMERGING MKTS EQUITY FD (NMIMEX)	\$19.180	202,500.65	\$3,883,962.46	\$2,578,561.40	\$1,305,401.06		\$46,170.15	1.2%	13.3%
Total Emerging Markets Region - USD			\$3,883,962.46	\$2,578,561.40	\$1,305,401.06		\$46,170.15	1.2%	13.3%
Total International Emerging			\$3,883,962.46	\$2,578,561.40	\$1,305,401.06		\$46,170.15	1.2%	13.3%
Total Equity Securities			\$29,154,886.90	\$23,955,218.69	\$5,199,668.21	\$8,382.80	\$597,527.14	2.0%	100.0%

Fixed Income Securities - Corporate/ Government

2013 AVERY DENNISON CORP 4.875% DUE 01-15-2013/01-14-2013 BEQ	\$100.159	15,000.00 Baa2	\$15,023.85	\$14,922.75	\$101.10	\$337.18	\$731.25	4.9% 1.0%	0.1%
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Account Statement

December 1, 2012 - December 31, 2012

Account Number
PLOUGHSHARES FOUNDATION -D-

Portfolio Details (continued)

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
BECTON DICKINSON & CO 4.55% DUE 04-15-2013/04-09-2003 BEO	101.150	30,000.00 A3	30,345.00	29,918.40	426.60	288.16	1,365.00	4.5% 0.6%	0.2%
BRANCH BKG & TR CO WILSON N C MEDIUM TERM SR BK NTS BOOK ENTRY 4.875% DUE 01-15-2013 BEO	100.150	30,000.00 A2	30,044.88	29,864.40	180.48	674.37	1,462.50	4.9% 1.2%	0.2%
CREDIT SUISSE FIRST BOSTON USA INC 5.5% DUE 08-15-2013 BEO	103.154	250,000.00 A1	257,883.75	253,995.00	3,888.75	5,194.44	13,750.00	5.3% 0.4%	1.7%
GENERAL ELEC CO 5.0% DUE 02-01-2013 BEO	100.381	55,000.00 Aa3	55,209.55	54,794.30	415.25	1,145.83	2,750.00	5.0% 0.6%	0.4%
UNITED STATES TREAS NTS DTD 3.875 DUE 02-15-2013 REG	100.453	710,000.00 Aaa	713,217.01	721,794.54	(8,577.53)	10,391.94	27,512.50	3.9% 0.2%	4.6%
2014									
BOTTLING GROUP LLC 6.95% DUE 03-15-2014/10-24-2008 REG	107.528	500,000.00 Aa3	537,642.00	509,215.00	28,427.00	10,231.94	34,750.00	6.5% 0.7%	3.5%
COCA COLA ENTERPRISES INC 7.375% DUE 09-03-2014/11-03-2008 REG	107.948	250,000.00 NR	269,871.00	254,092.50	15,778.50	6,043.40	18,437.50	6.8% 0.6%	1.7%
DUPONT E I DE NEMOURS & CO 5.875% DUE 01-15-2014/12-12-2008 BEO	105.542	42,000.00 A2	44,327.80	41,895.42	2,432.38	1,137.79	2,467.50	5.6% 0.5%	0.3%
EMERSON ELEC CO 5.0% DUE 12-15-2014/12-14-2014 BEO	108.433	20,000.00 A2	21,686.68	19,820.20	1,866.48	44.44	1,000.00	4.6% 0.7%	0.1%
GENERAL ELEC CAP CORP MEDIUM TERM NTS BOOK ENTRY TRANCHE # TR 00838 2.1% DUE 01-07-2014 (MTN1)	101.641	250,000.00 A1	254,103.00	250,142.50	3,960.50	2,537.50	5,250.00	2.1% 0.5%	1.6%
MERRILL LYNCH & CO INC MEDIUM TERM NTS BRANCHE # TR 00432 5.45% DUE 07-15-2014 REG	105.963	250,000.00 Baa2	264,908.25	245,190.00	19,718.25	6,282.63	13,625.00	5.1% 1.5%	1.7%

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Portfolio Details (continued)

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
MORGAN STANLEY 4.75% DUE 04-01-2014 BEO	103.548	250,000.00 Baa2	258,868.75	240,045.00	18,823.75	2,968.75	11,875.00	4.6% 1.9%	1.7%
PROCTER & GAMBLE CO 4.95% DUE 08-15-2014/08-10-2004 BEO	107.407	500,000.00 Aa3	537,035.50	490,580.00	46,455.50	9,350.00	24,750.00	4.6% 0.4%	3.5%
WAL-MART STORES INC 1.625% DUE 04-15-2014 REG	101.656	100,000.00 Aa2	101,655.60	100,180.00	1,475.60	343.05	1,625.00	1.6% 0.3%	0.7%
2015 AMERICAN EXPRESS CR CORP MEDIUM TERM NSTRANCHE # TR 00048 5.3% DUE 12-02-2015 BEO	112.622	500,000.00 A2	563,110.00	498,555.00	64,555.00	2,134.72	26,500.00	4.7% 0.9%	3.7%
BERKSHIRE HATHAWAY FIN CORP 2.45% DUE 12-15-2015 REG	105.128	250,000.00 Aa2	262,819.00	248,867.50	13,951.50	272.22	6,125.00	2.3% 0.7%	1.7%
COMMONWEALTH EDISON CO 4.7% DUE 04-15-2015/04-14-2015 BEO	108.684	40,000.00 A3	43,473.68	39,861.20	3,612.48	396.88	1,880.00	4.3% 0.9%	0.3%
2016 WACHOVIA BK NATL ASSN MEDIUM TERM SUB BKNTS BOOK ENTRY TRANCHE # SB 00005 5.6% DUE 03-15-2016 (MINI)	112.540	500,000.00 A1	562,701.00	502,842.50	59,858.50	8,244.44	28,000.00	5.0% 1.6%	3.6%
2017 CISCO SYS INC 3.15% DUE 03-14-2017 REG	108.617	250,000.00 A1	271,542.25	255,407.50	16,134.75	2,340.62	7,875.00	2.9% 1.0%	1.8%
FHLMC GOLD E91320 5.5 09-01-2017 (GOLD1)	107.549	11,218.53 Aaa	12,065.41	11,501.61	563.80	51.41	617.02	5.1% 3.7%	0.1%
FNMA POOL #630926 5.5% DUE 02-01-2017 REG (FNMA)	107.713	11,247.44 Aaa	12,114.95	11,739.50	375.45	51.55	618.61	5.1% 3.5%	0.1%
FNMA POOL #657411 5.0% DUE 11-01-2017 REG (FNMA)	108.674	26,660.27 Aaa	28,972.78	27,076.83	1,895.95	111.08	1,333.01	4.6% 3.1%	0.2%

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PLOUGHSHARES FOUNDATION -D-

Portfolio Details (continued)

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
2018									
FNMA POOL #689409 4.5% DUE 05-01-2018 BEO (FNMA)	107.846	7,818.65 Aaa	8,432.10	7,842.48	589.62	29.31	351.84	4.2% 2.9%	0.1%
2019									
MCDONALDS CORP MEDIUM TERM NTS BOOK ENTRANCHE # TR 001111 1.875% DUE 05-29-2019 (MTN1)	101.753	100,000.00 A2	101,753.00	100,932.00	821.00	166.66	1,875.00	1.8% 1.6%	0.7%
2020									
WAL-MART STORES INC 4.125% DUE 02-01-2019 REG	113.784	250,000.00 Aa2	284,461.00	260,450.00	24,011.00	4,296.87	10,312.50	3.6% 1.7%	1.8%
2021									
UNITED STATES TREAS NTS 2.625% DUE 11-15-2020 REG	109.750	250,000.00 Aaa	274,375.00	237,618.19	36,756.81	852.03	6,562.50	2.4% 1.3%	1.8%
2022									
BLACKROCK INC 4.25% DUE 05-24-2021 REG	112.800	150,000.00 A1	169,199.85	149,395.50	19,804.35	655.20	6,375.00	3.8% 2.5%	1.1%
GEN ELEC CAP CORP 4.625% DUE 01-07-2021	113.430	250,000.00 A1	283,574.00	248,027.50	35,546.50	5,588.54	11,562.50	4.1% 2.7%	1.8%
2023									
WELLS FARGO & COMPANY 4.6% MTN TRANCHE #SR 00116 DUE 04-01-2021 USD 1000 (MTN1)	115.024	250,000.00 A2	287,560.25	249,897.50	37,662.75	2,875.00	11,500.00	4.0% 2.6%	1.9%
2024									
PEPSICO INC 2.75% DUE 03-05-2022 REG	102.731	250,000.00 Aa3	256,828.00	249,025.00	7,803.00	2,215.27	6,875.00	2.7% 2.4%	1.7%
2025									
PNC FDG CORP 3.3% DUE 03-08-2022 REG	105.421	250,000.00 A3	263,553.50	249,007.50	14,546.00	2,589.58	8,250.00	3.1% 2.6%	1.7%
2026									
FNMA POOL #670402 6.5% DUE 06-01-2032 BEO (FNMA)	113.912	5,327.19 Aaa	6,068.28	5,570.17	498.11	28.85	346.27	5.7% 5.3%	0.0%

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PLOUGHSHARES FOUNDATION -D-

Portfolio Details (continued)

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
2033									
ALABAMA PWR CO 5.7% DUE 02-15-2033/02-19-2003 BEC	125.347	65,000.00 A2	81,475.29	64,621.05	16,854.24	1,399.66	3,705.00	4.5% 3.9%	0.5%
Funds									
MFB NORTHERN HIGH YIELD FIXED INCOME FUND (NHFX)	7.550	878,062.60	6,629,372.63	5,961,612.62	667,760.01		461,860.93	7.0%	43.0%
Total Corporate/ Government			\$13,795,274.59	\$12,636,301.16	\$1,158,973.43	\$91,271.31	\$763,876.42	5.5%	89.4%
Fixed Income Securities - International Developed									
2016									
BANK N S HALIFAX 2.9% DUE 03-29-2016 REG	\$105.987	250,000.00 Aa1	\$264,967.25	\$250,427.50	\$14,539.75	\$1,852.77	\$7,250.00	2.7% 1.0%	1.7%
Total Canada - USD			\$264,967.25	\$250,427.50	\$14,539.75	\$1,852.77	\$7,250.00	2.7%	1.7%
2021									
HSBC HOLDINGS PLC 5.1% DUE 04-05-2021 REG	118.088	250,000.00 Aa3	295,220.25	251,692.50	43,527.75	3,045.83	12,750.00	4.3% 2.6%	1.9%
Total United Kingdom - USD			\$295,220.25	\$251,692.50	\$43,527.75	\$3,045.83	\$12,750.00	4.3%	1.9%
Total International Developed			\$560,187.50	\$502,120.00	\$58,067.50	\$4,898.60	\$20,000.00	3.6%	3.6%
Fixed Income Securities - Other Bonds									
Funds									
MFC FLEXSHARES TR IBOX 3 YR TARGET DURATION TIPS INDEX FD TR IBOX 3 YR TARGET DURATION TIPS INDEX FD (TDIT)	\$25.520	20,800.00	\$530,816.00	\$530,616.00	\$200.00	\$134.99	\$11,980.80	2.3%	3.4%

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PLOUGHSHARES FOUNDATION -D-

Portfolio Details (continued)

	Market Price	Par Value/ Rating	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
MFC FLEXSHARES TR IBOXX 5 YR TARGET DURATION TIPS INDEX FD IBOXX 5 YR TARGET DURATION TIPS INDEX FD\ (TDTF)	26.300	20,525.00	539,807.50	539,378.54	428.96	2,047.77	12,150.80	2.3%	3.5%
Total Other Bonds			\$1,070,623.50	\$1,069,994.54	\$628.96	\$2,182.76	\$24,131.60	2.3%	6.9%
Total Fixed Income Securities			\$15,426,085.59	\$14,208,415.70	\$1,217,669.89	\$98,352.67	\$808,008.02	5.2%	100.0%
Commodities - Commodities									
MFC SPDR GOLD TR GOLD SHS (GLD)	\$162.010	18,246.00	\$2,956,034.46	\$2,001,460.06	\$954,574.40				79.1%
Total Global Region - USD			\$2,956,034.46	\$2,001,460.06	\$954,574.40		\$0.00	0.0%	79.1%
Funds									
MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL (PCRUX)	6.640	117,834.27	782,419.55	711,249.12	71,170.43		20,738.83	2.7%	20.9%
Total Commodities			\$3,738,454.01	\$2,712,709.18	\$1,025,744.83		\$20,738.83	0.6%	100.0%
Total Commodities			\$3,738,454.01	\$2,712,709.18	\$1,025,744.83		\$20,738.83	0.6%	100.0%

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PLOUGHSHARES FOUNDATION -D-

Portfolio Details (continued)

	Market Price	Units	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield	% of Assets
Other Assets - Other Assets									
ESC MINLEHMAN BRTHRS HLDGR 4.500%	\$0.234	250,000.00	\$58,437.50	\$0.00 *					100.0%
D07130SM072610GL ESCROW									
Total Other Assets			\$58,437.50	\$0.00	\$0.00				100.0%
Total Other Assets			\$58,437.50	\$0.00	\$0.00				100.0%

Cash and Short Term Investments - Cash

Available cash balances are invested daily in MFB NORTHERN FUNDS U S GOVT MONEY MKT FDUS GOVT MONEY MARKET FUND .

PRINCIPAL CASH	\$1.000	(511,111.21)	(\$511,111.21)	(\$511,111.21)	\$0.00				
INCOME CASH	1.000	988,225.77	988,225.77	988,225.77	0.00				
Total Cash			\$477,114.56	\$477,114.56	\$0.00	\$14.54	\$47.71	0.0%	
Total Cash and Short Term Investments			\$477,114.56	\$477,114.56	\$0.00	\$14.54	\$47.71	0.0%	

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Northern Trust

Account Statement

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PLOUGHSHARES FOUNDATION -D-

Portfolio Details (continued)

	Market Price	Market Value	Cost	Unrealized Gain/(Loss)	Accrual	Estimated Annual Income	Yield/ YTM	% of Assets
Total Portfolio		\$48,854,978.56	\$41,353,458.13	\$7,443,082.93	\$106,750.01	\$1,426,321.71	2.9%	
Total Accrual		\$106,750.01						
Total Value		\$48,961,728.57						

* Complete cost information not available