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

2012

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

For calendar year 2012, or tax year beginning , 2012, and ending

FOX RIVER FOUNDATION  
2135 CITYGATE LANE #420  
NAPERVILLE, IL 60563A Employer identification number  
36-4060110B Telephone number (see the instructions)  
331-472-3230C 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 ☐G Check all that apply. ☐ Initial return ☐ Initial return of a former public charity  
☐ Final return ☐ Amended return  
☐ Address change ☐ Name changeH Check type of organization. ☒ Section 501(c)(3) exempt private foundation  
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)  
\$ 949,698.J Accounting method. ☒ Cash ☐ Accrual  
☐ Other (specify) (Part I, column (d) must be on cash basis.)

## Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

1 Contributions, gifts, grants, etc, received (att sch)

72,682.

2 Ck ☐ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities

82.

82.

82.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10

b Gross sales price for all assets on line 6a

7 Capital gain net income (from Part IV, line 2)

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/(loss) (att sch)

11 Other income (attach schedule)

12 Total. Add lines 1 through 11

72,764.

82.

82.

13 Compensation of officers, directors, trustees, etc

0.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule)

b Accounting fees (attach sch)

c Other prof fees (attach sch)

17 Interest

18 Taxes (attach schedule)(see instrs) See Stmt 1

15

15.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule)

See Statement 2

75.

75.

24 Total operating and administrative expenses. Add lines 13 through 23

90.

90.

25 Contributions, gifts, grants paid Part XV

46,760.

46,760.

26 Total expenses and disbursements. Add lines 24 and 25

46,850.

0.

0.

46,850.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements

25,914.

b Net investment income (if negative, enter 0)

82.

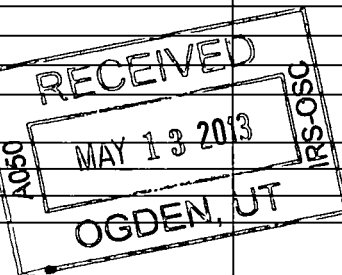
c Adjusted net income (if negative, enter 0)

82.

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REVENUE

ADMINISTRATIVE AND OPERATING EXPENSES



8

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end of year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing		74,859.	136,357.	136,357.
	2	Savings and temporary cash investments				
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U S and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule)				
	c	Investments — corporate bonds (attach schedule)				
	11	Investments — land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule)			848,925.	813,341.	813,341.
14	Land, buildings, and equipment, basis					
	Less: accumulated depreciation (attach schedule)					
15	Other assets (describe )					
16	<b>Total assets</b> (to be completed by all filers — see the instructions Also, see page 1, item i)			923,784.	949,698.	949,698.
LIABILITIES	17	Accounts payable and accrued expenses		5,578.	5,578.	
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe )				
	23	<b>Total liabilities</b> (add lines 17 through 22)			5,578.	5,578.
NET ASSETS OR FUND BALANCES	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.		<input type="checkbox"/>			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.		<input checked="" type="checkbox"/>			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds			918,206.	944,120.
	30	<b>Total net assets or fund balances</b> (see instructions)			918,206.	944,120.
	31	<b>Total liabilities and net assets/fund balances</b> (see instructions)			923,784.	949,698.

## 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	918,206.
2	Enter amount from Part I, line 27a	2	25,914.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	944,120.
5	Decreases not included in line 2 (itemize)	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	944,120.

**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 shares MLC Company)

(b) How acquired  
P — Purchase  
D — Donation(c) Date acquired  
(month, day, year)(d) Date sold  
(month, day, year)

1 a N/A			
b			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

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

(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)

If gain, also enter in Part I, line 7  
If (loss), enter -0- in Part I, line 7

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0-  
in Part I, line 8

3

**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 (column (b) divided by column (c))
2011	101,846.	928,468.	0.109693
2010	124,876.	946,585.	0.131923
2009	40,984.	970,000.	0.042252
2008	1.	972,195.	0.000001
2007	220,200.	1,115,020.	0.197485

2 Total of line 1, column (d)

2

0.481354

3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the  
number of years the foundation has been in existence if less than 5 years

3

0.096271

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4

933,504.

5 Multiply line 4 by line 3

5

89,869.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6

1.

7 Add lines 5 and 6

7

89,870.

8 Enter qualifying distributions from Part XII, line 4

8

46,850.

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)**

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	2.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	2.
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	2.
6 Credits/Payments.			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	990.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d	7	990.	
8 Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	988.	
11 Enter the amount of line 10 to be. Credited to 2013 estimated tax	11	0.	
	988.	Refunded	

**Part VII-A Statements Regarding Activities**

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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.</i>		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? <i>If 'Yes,' attach a detailed description of the activities.</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a 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?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T.</i>		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? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a 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? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		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>STEVEN ANDERSON</u> Telephone no <u>331-472-3230</u> Located at <u>2135 CITYGATE LANE NAPERVILLE IL</u> ZIP + 4 <u>60563</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 — Check here <u>N/A</u> 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?	16		X
See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>				

**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
1 a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check 'No' if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is 'Yes' to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1 b	N/A
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?	1 c	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 <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>	<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.)	2 b	N/A
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. <u>20</u> , <u>20</u> , <u>20</u> , <u>20</u>		
3 a 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.)	3 b	N/A
4 a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a	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?	4 b	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)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5b N/A

Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is 'Yes' to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?N/A ☐ Yes ☐ No

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

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No

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? ☐ Yes ☒ No

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 (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOSEPH J. RITCHIE 2135 CITYGATE LANE STE 420 NAPERVILLE, IL 60565	Director 0	0.	0.	0.
SHARON M. RITCHIE 2135 CITYGATE LANE STE 420 NAPERVILLE, IL 60563	Director 0	0.	0.	0.
EUGENE A. FROST JR 2135 CITYGATE LANE STE 420 NAPERVILLE, IL 60563	Director 0	0.	0.	0.
STEVEN W. ANDERSON 2135 CITYGATE LANE STE 420 NAPERVILLE, IL 60563	Vice Preside 0	0.	0.	0.

**2** Compensation of five highest-paid employees (other than those included on line 1 — see instructions). If none, enter 'NONE.'

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
None				

Total number of other employees paid over \$50,000

0

**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter 'NONE.'**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None		

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

0

**Part IX-A Summary of Direct Charitable Activities**

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

	Expenses
1 N/A	
2	
3	
4	

**Part IX-B Summary of Program-Related Investments** (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments See 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.)

<b>1</b> Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
<b>a</b> Average monthly fair market value of securities	<b>1 a</b>	822,794.
<b>b</b> Average of monthly cash balances	<b>1 b</b>	124,926.
<b>c</b> Fair market value of all other assets (see instructions)	<b>1 c</b>	
<b>d Total</b> (add lines 1a, b, and c)	<b>1 d</b>	947,720.
<b>e</b> Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	<b>1 e</b>	0.
<b>2</b> Acquisition indebtedness applicable to line 1 assets	<b>2</b>	0.
<b>3</b> Subtract line 2 from line 1d	<b>3</b>	947,720.
<b>4</b> Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	<b>4</b>	14,216.
<b>5 Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4	<b>5</b>	933,504.
<b>6 Minimum investment return.</b> Enter 5% of line 5	<b>6</b>	46,675.

**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.)

<b>1</b> Minimum investment return from Part X, line 6	<b>1</b>	46,675.
<b>2a</b> Tax on investment income for 2012 from Part VI, line 5	<b>2 a</b>	2.
<b>b</b> Income tax for 2012. (This does not include the tax from Part VI.)	<b>2 b</b>	
<b>c</b> Add lines 2a and 2b	<b>2 c</b>	2.
<b>3</b> Distributable amount before adjustments. Subtract line 2c from line 1	<b>3</b>	46,673.
<b>4</b> Recoveries of amounts treated as qualifying distributions	<b>4</b>	
<b>5</b> Add lines 3 and 4	<b>5</b>	46,673.
<b>6</b> Deduction from distributable amount (see instructions)	<b>6</b>	
<b>7 Distributable amount</b> as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	<b>7</b>	46,673.

**Part XII Qualifying Distributions** (see instructions)

<b>1</b> Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes.		
<b>a</b> Expenses, contributions, gifts, etc. — total from Part I, column (d), line 26	<b>1 a</b>	46,850.
<b>b</b> Program-related investments — total from Part IX-B	<b>1 b</b>	
<b>2</b> Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	<b>2</b>	
<b>3</b> Amounts set aside for specific charitable projects that satisfy the		
<b>a</b> Suitability test (prior IRS approval required)	<b>3 a</b>	
<b>b</b> Cash distribution test (attach the required schedule)	<b>3 b</b>	
<b>4 Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	46,850.
<b>5</b> Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	<b>5</b>	
<b>6 Adjusted qualifying distributions.</b> Subtract line 5 from line 4	<b>6</b>	46,850.

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				46,673.
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only			0.	
<b>b</b> Total for prior years 20 __, 20 __, 20 __		0.		
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007	165,582.			
<b>b</b> From 2008				
<b>c</b> From 2009	41,000.			
<b>d</b> From 2010	77,559.			
<b>e</b> From 2011	55,431.			
<b>f</b> Total of lines 3a through e	339,572.			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4. ► \$ 46,850.				
<b>a</b> Applied to 2011, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required — see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required — see instructions)	0.			
<b>d</b> Applied to 2012 distributable amount				46,673.
<b>e</b> Remaining amount distributed out of corpus	177.			
<b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	339,749.			
<b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b		0.		
<b>c</b> 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.		
<b>d</b> Subtract line 6c from line 6b. Taxable amount — see instructions		0.		
<b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount — see instructions			0.	
<b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	165,582.			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	174,167.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008				
<b>b</b> Excess from 2009	41,000.			
<b>c</b> Excess from 2010	77,559.			
<b>d</b> Excess from 2011	55,431.			
<b>e</b> Excess from 2012	177.			

BAA

Form 990-PF (2012)



**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
<i>a Paid during the year</i>				
WHEATON CHRISTIAN GRAMMAR SCH 530 EAST HARRISON WHEATON, IL 60187	NONE	501C-3	GENERAL	7,000.
WHEATON ACADEMY 900 Prince Crossing Rd. WHEATON, IL 60185	NONE	501C-3	GENERAL	12,500.
KIDS ALIVE INTERNATIONAL 2507 CUMBERLAND DR. VALPARAISON, IN 46383	NONE	501C3	GENERAL	1,260.
IMPACT INDIA 360 TROY, MI 48007	NONE	501C-3	GENERAL	18,000.
CHURCH OF THE RESURRECTION 935 W. UNION AVE. WHEATON, IL 60187	NONE	501C-3	GENERAL	8,000.
<b>Total</b>			<b>► 3a</b>	<b>46,760.</b>
<i>b Approved for future payment</i>				
<b>Total</b>			<b>► 3b</b>	





**Schedule B**  
**(Form 990, 990-EZ,**  
**or 990-PF)**

Department of the Treasury  
Internal Revenue Service

**Schedule of Contributors**

► **Attach to Form 990, Form 990-EZ, or Form 990-PF**

OMB No 1545 0047

**2012**

Name of the organization

**FOX RIVER FOUNDATION**

Employer identification number

**36-4060110**

**Organization type** (check one).

**Filers of:**

Form 990 or 990-EZ

**Section:**

- ☐ 501(c)( \_\_\_\_ ) (enter number) organization  
☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation  
☐ 527 political organization

Form 990-PF

- ☒ 501(c)(3) exempt private foundation  
☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation  
☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**

**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.

**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. (Complete Parts I and II.)

**Special Rules**

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33-1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ► \$ \_\_\_\_\_

**Caution:** An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF) but it **must** answer 'No' on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.**

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Employer identification number
--------------------------------

36-4060110

## Part I

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	JOHN T HUNT ----- ----- -----, CA	\$ 33,225.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
2	WARREN DEMAIO ----- 217 ADAMS ----- HINSDALE, IL 60521	\$ 39,457.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)
(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
---	----- ----- ----- -----	\$ -----	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution.)



Name of organization

Employer identification number

FOX RIVER FOUNDATION

36-4060110

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
	N/A		
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	

BAA

Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Employer identification number

36-4060110

### Part III

► \$ N/A

Use duplicate copies of Part III if additional space is needed.

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

2012

## Federal Statements

Page 1

FOX RIVER FOUNDATION

36-4060110

**Statement 1**  
**Form 990-PF, Part I, Line 18**  
**Taxes**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ANNUAL REPORTS	\$ 15.			\$ 15.
Total	<u>\$ 15.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 15.</u>

**Statement 2**  
**Form 990-PF, Part I, Line 23**  
**Other Expenses**

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BANK CHARGES	\$ 75.			\$ 75.
Total	<u>\$ 75.</u>	<u>\$ 0.</u>	<u>\$ 0.</u>	<u>\$ 75.</u>

# Morgan Stanley

## Corporate Tax Statement Tax Year 2012

DONALD F AND BARBARA L NEWMAN  
FAMILY FOUNDATION  
17122 ISLAND PASSAGE NORTH  
JUPITER FL 33477

Morgan Stanley Smith Barney Holdings LLC  
Harborside Financial Center  
Plaza 2 2nd Floor  
Jersey City, NJ 07311

Identification Number: 26-4310632

Taxpayer ID Number: 31-1593672

Account Number: 327 055181 032

Customer Service: 866-324-6088

This Information is NOT being furnished to the Internal Revenue Service. It is provided to you for informational purposes only.

### 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Covered Securities (Consider Box 6b (Basis Reported to IRS) as being checked for this section. These transactions should be reported on Form 8949 Part II with box A checked ) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
INTERCONTINENTAL EXCHANGE,	3.000	05/04/11	12/11/12	\$390.71	\$342.06	\$0.00	\$48.65	\$0.00
Security Subtotal	2.000	06/06/11	12/11/12	\$260.48	\$230.74	\$0.00	\$29.74	\$0.00
INTL BUSINESS MACHINES CORP	8.000			\$1,037.95	\$932.55	\$0.00	\$105.40	\$0.00
		CUSIP: 459200101	Symbol (Box 1d): IBM					
	1.000	01/14/11	04/13/12	\$204.28	\$148.52	\$0.00	\$55.76	\$0.00
JOHNSON & JOHNSON		CUSIP: 478160104	Symbol (Box 1d): JNJ					
	7.000	01/14/11	04/13/12	\$447.22	\$440.02	\$0.00	\$7.20	\$0.00
JPMORGAN CHASE & CO		CUSIP: 46625H100	Symbol (Box 1d): JPM					
	6.000	01/14/11	08/24/12	\$221.57	\$267.00	\$0.00	(\$45.43)	\$0.00
	7.000	01/14/11	11/09/12	\$282.65	\$311.50	\$0.00	(\$28.85)	\$0.00
Security Subtotal	13.000			\$504.22	\$578.50	\$0.00	(\$74.28)	\$0.00
KEYCORP NEW		CUSIP: 493267108	Symbol (Box 1d): KEY					
	39.000	01/14/11	04/13/12	\$320.10	\$334.23	\$0.00	(\$14.13)	\$0.00
KRAFT FOODS INC CL A		CUSIP: 50075N104	Symbol (Box 1d):					
	8.000	01/14/11	04/13/12	\$297.47	\$251.92	\$0.00	\$45.55	\$0.00
LAS VEGAS SANDS CORPORATION		CUSIP: 517834107	Symbol (Box 1d): LVS					
	6.000	02/10/11	04/13/12	\$365.39	\$278.53	\$0.00	\$86.86	\$0.00
	2.000	02/10/11	07/28/12	\$70.70	\$92.84	\$0.00	(\$22.14)	\$0.00
	11.000	02/10/11	07/26/12	\$389.61	\$510.64	\$0.00	(\$121.03)	\$0.00
	3.000	02/14/11	07/26/12	\$106.05	\$144.56	\$0.00	(\$38.51)	\$0.00
	7.000	02/14/11	08/23/12	\$303.88	\$337.30	\$0.00	(\$33.42)	\$0.00
Security Subtotal	29.000			\$1,235.63	\$1,363.87	\$0.00	(\$128.24)	\$0.00

CONTINUED ON NEXT PAGE

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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# Morgan Stanley

## Corporate Tax Statement Tax Year 2012

Morgan Stanley Smith Barney Holdings LLC  
Harborside Financial Center  
Plaza 2 2nd Floor  
Jersey City, NJ 07311

DONALD F AND BARBARA L NEWMAN  
FAMILY FOUNDATION  
17122 ISLAND PASSAGE NORTH  
JUPITER FL 33477

Identification Number: 26-4310632

Taxpayer ID Number: 31-1593672

Account Number: 327 055181 032

Customer Service: 866-324-6088

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### 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities \* (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
COSTCO WHOLESALE CORP NEW								
	1 000	09/24/10	04/13/12	\$87.09	\$63.45	\$0.00	\$23.64	\$0.00
	2 000	09/24/10	07/30/12	\$193.74	\$126.90	\$0.00	\$66.84	\$0.00
	1 000	09/24/10	08/24/12	\$84.87	\$63.45	\$0.00	\$21.42	\$0.00
Security Subtotal	4 000			\$375.50	\$253.80	\$0.00	\$121.70	\$0.00
COVIDIEN PLC NEW								
	5 000	03/29/10	04/13/12	\$270.41	\$248.10	\$0.00	\$22.31	\$0.00
	1 000	04/20/10	04/13/12	\$54.08	\$52.40	\$0.00	\$1.68	\$0.00
	13 000	06/17/10	04/13/12	\$703.06	\$544.89	\$0.00	\$158.17	\$0.00
Security Subtotal	19 000			\$1,027.55	\$845.39	\$0.00	\$182.16	\$0.00
CVS CAREMARK CORP								
	2 000	09/23/08	07/19/12	\$92.52	\$69.70	\$0.00	\$22.82	\$0.00
	2 000	09/23/08	07/19/12	\$92.52	\$69.70	\$0.00	\$22.82	\$0.00
Security Subtotal	4 000			\$185.04	\$139.40	\$0.00	\$45.64	\$0.00
DANAHER CORPORATION								
	8 000	09/24/10	04/13/12	\$433.91	\$329.83	\$0.00	\$104.08	\$0.00
DEERE & CO								
	5 000	06/07/10	01/23/12	\$434.99	\$285.55	\$0.00	\$149.44	\$0.00
	7 000	06/07/10	02/03/12	\$619.49	\$399.77	\$0.00	\$219.72	\$0.00
	3 000	06/07/10	02/09/12	\$263.89	\$171.33	\$0.00	\$92.56	\$0.00
	1 000	06/07/10	02/13/12	\$88.22	\$57.11	\$0.00	\$31.11	\$0.00
	1 000	06/07/10	02/13/12	\$88.21	\$57.11	\$0.00	\$31.10	\$0.00
	2 000	07/23/10	02/13/12	\$176.43	\$128.33	\$0.00	\$48.10	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

# Morgan Stanley

## Corporate Tax Statement Tax Year 2012

Morgan Stanley Smith Barney Holdings LLC  
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### 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities \* (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
ING GLOBAL REAL ESTATE FDI								
		CUSIP: 44980Q302		Symbol (Box 1d): IGLIX				
	56 706	06/07/10	04/13/12	\$929 98	\$749.09	\$0.00	\$180 89	\$0 00
	162.825	06/07/10	08/24/12	\$2,820 13	\$2,150 92	\$0.00	\$669.21	\$0 00
	60.829	06/07/10	11/09/12	\$1,058.95	\$804.97	\$0.00	\$254.08	\$0 00
Security Subtotal	280.460			\$4,809.06	\$3,704.98	\$0.00	\$1,104.18	\$0 00
INTERCONTINENTAL EXCHANGE, INC								
		CUSIP: 45865V100		Symbol (Box 1d): ICE				
	2 000	10/31/07	03/26/12	\$278 69	\$355 51	\$0.00	(\$76.82)	\$0 00
	2 000	07/25/08	03/26/12	\$278.69	\$204 08	\$0.00	\$74.61	\$0 00
	1 000	05/17/10	03/26/12	\$139 35	\$117 97	\$0.00	\$21 38	\$0 00
	3 000	07/23/10	09/08/12	\$410 48	\$321 26	\$0.00	\$89 22	\$0 00
	1 000	07/23/10	10/17/12	\$130 60	\$107 09	\$0.00	\$23 51	\$0 00
	1 000	08/13/10	10/17/12	\$130 60	\$97 60	\$0.00	\$33 00	\$0 00
	1.000	08/18/10	10/17/12	\$130.59	\$99.70	\$0.00	\$30.89	\$0 00
Security Subtotal	11.000			\$1,499.00	\$1,303.21	\$0.00	\$195.79	\$0 00
INTL BUSINESS MACHINES CORP								
		CUSIP: 459200101		Symbol (Box 1d): IBM				
	5.000	09/23/08	04/13/12	\$1,021 40	\$582.90	\$0.00	\$438 50	\$0 00
	1.000	04/20/10	04/13/12	\$204.28	\$129.57	\$0.00	\$74.71	\$0 00
Security Subtotal	6.000			\$1,225.68	\$712.47	\$0.00	\$513.21	\$0 00
INTUIT INC								
		CUSIP: 461202103		Symbol (Box 1d): INTU				
	3 000	09/24/10	04/13/12	\$180 47	\$136 81	\$0.00	\$43.66	\$0 00
IVY MID CAP GROWTH I								
		CUSIP: 466001609		Symbol (Box 1d): IYMX				
	28 741	06/06/11	11/09/12	\$529 98	\$527 40	\$0.00	\$2 58	\$0 00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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# Morgan Stanley

## Corporate Tax Statement Tax Year 2012

Morgan Stanley Smith Barney Holdings LLC  
Harborside Financial Center  
Plaza 2 2nd Floor  
Jersey City, NJ 07311

DONALD F AND BARBARA L NEWMAN  
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### 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities \* (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)  
(Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
MERCK & CO INC NEW COM	6 000	05/25/10	04/13/12	\$228.35	\$188.99	\$0.00	\$39.36	\$0.00
	6 000	05/25/10	08/24/12	\$256.73	\$188.99	\$0.00	\$67.74	\$0.00
	1 000	09/24/10	08/24/12	\$42.79	\$37.15	\$0.00	\$5.64	\$0.00
	1 000	09/24/10	11/09/12	\$43.68	\$37.15	\$0.00	\$6.53	\$0.00
Security Subtotal	24 000			\$952.14	\$821.27	\$0.00	\$130.87	\$0.00
METLIFE INCORPORATED		CUSIP: 59156R108	Symbol (Box 1d): MET					
	18 000	10/02/09	02/23/12	\$683.72	\$645.88	\$0.00	\$37.84	\$0.00
MICROSOFT CORP		CUSIP: 594918104	Symbol (Box 1d): MSFT					
	8 000	03/29/10	05/04/12	\$248.43	\$237.42	\$0.00	\$11.01	\$0.00
	10 000	03/29/10	05/15/12	\$306.54	\$296.78	\$0.00	\$9.76	\$0.00
	8 000	03/29/10	05/15/12	\$241.78	\$237.42	\$0.00	\$4.36	\$0.00
	2 000	03/29/10	05/15/12	\$60.44	\$59.36	\$0.00	\$1.08	\$0.00
	1 000	03/29/10	05/15/12	\$30.22	\$29.68	\$0.00	\$0.54	\$0.00
	4 000	04/20/10	05/15/12	\$120.89	\$125.20	\$0.00	(\$4.31)	\$0.00
	1 000	09/24/10	05/15/12	\$30.22	\$24.69	\$0.00	\$5.53	\$0.00
	4 000	09/24/10	05/16/12	\$119.72	\$98.76	\$0.00	\$20.96	\$0.00
Security Subtotal	38 000			\$1,158.24	\$1,109.31	\$0.00	\$48.93	\$0.00
NATL GRID TRANSCO PLC ADS		CUSIP: 636274300	Symbol (Box 1d): NGG					
	11 000	09/09/10	04/13/12	\$561.34	\$479.16	\$0.00	\$82.18	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

## Corporate Tax Statement Tax Year 2012

DONALD F AND BARBARA L NEWMAN  
FAMILY FOUNDATION  
17122 ISLAND PASSAGE NORTH  
JUPITER FL 33477

Morgan Stanley Smith Barney Holdings LLC  
Harborside Financial Center  
Plaza 2 2nd Floor  
Jersey City, NJ 07311

Identification Number 26-4310632

Taxpayer ID Number: 31-1593672

Account Number: 327 055181 032

Customer Service: 866-324-6088

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### 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities \* (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
NESTLE SPON ADR REP REG SHR								
		CUSIP: 641069406	Symbol (Box 1d): NSRGY					
	2 000	10/02/09	04/13/12	\$120.84	\$83.70	\$0.00	\$37.14	\$0.00
	2 000	04/20/10	04/13/12	\$120.84	\$97.80	\$0.00	\$23.04	\$0.00
	1 000	04/28/10	04/13/12	\$60.42	\$47.70	\$0.00	\$12.72	\$0.00
Security Subtotal	5 000			\$302.10	\$229.20	\$0.00	\$72.90	\$0.00
NETAPP INC COM								
		CUSIP: 64110D104	Symbol (Box 1d): NTAP					
	5 000	09/09/10	04/13/12	\$204.99	\$235.28	\$0.00	(\$30.29)	\$0.00
	3 000	09/09/10	05/22/12	\$100.57	\$141.17	\$0.00	(\$40.60)	\$0.00
	7 000	08/24/10	05/22/12	\$234.65	\$352.02	\$0.00	(\$117.37)	\$0.00
	7 000	09/24/10	05/24/12	\$198.84	\$352.02	\$0.00	(\$153.18)	\$0.00
Security Subtotal	22 000			\$739.05	\$1,080.49	\$0.00	(\$341.44)	\$0.00
OREILLY AUTOMOTIVE INC NEW								
		CUSIP: 67103H107	Symbol (Box 1d): ORLY					
	1 000	09/24/10	04/13/12	\$93.94	\$53.13	\$0.00	\$40.81	\$0.00
	6 000	09/24/10	04/19/12	\$575.98	\$318.79	\$0.00	\$257.19	\$0.00
	5 000	09/24/10	10/05/12	\$430.83	\$265.66	\$0.00	\$165.17	\$0.00
	6 000	09/24/10	10/16/12	\$489.30	\$318.79	\$0.00	\$170.51	\$0.00
	1 000	09/24/10	10/18/12	\$80.01	\$53.13	\$0.00	\$26.88	\$0.00
Security Subtotal	19 000			\$1,870.06	\$1,009.50	\$0.00	\$860.56	\$0.00
OCCIDENTAL PETROLEUM CORP DE								
		CUSIP: 674599105	Symbol (Box 1d): OXY					
	3 000	03/29/10	04/13/12	\$271.82	\$252.72	\$0.00	\$19.10	\$0.00
	8 000	03/29/10	04/13/12	\$724.86	\$673.92	\$0.00	\$50.94	\$0.00
	3 000	03/29/10	04/16/12	\$263.99	\$252.72	\$0.00	\$11.27	\$0.00
	4 000	03/29/10	05/04/12	\$348.92	\$336.96	\$0.00	\$11.96	\$0.00
	5 000	03/29/10	05/09/12	\$423.08	\$421.20	\$0.00	\$1.88	\$0.00

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IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS



# Morgan Stanley

## Corporate Tax Statement Tax Year 2012

DONALD F AND BARBARA L NEWMAN  
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17122 ISLAND PASSAGE NORTH  
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Morgan Stanley Smith Barney Holdings LLC  
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### 1099-B PROCEEDS FROM BROKER AND BARTER EXCHANGE TRANSACTIONS (continued) OMB NO. 1545-0715

Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities # (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
PFIZER INC								
		CUSIP: 717081103	Symbol (Box 1d): PFE					
	40 000	10/07/09	07/18/12	\$945.25	\$667.60	\$0.00	\$277.65	\$0.00
	2 000	10/07/09	11/09/12	\$48.14	\$33.38	\$0.00	\$14.76	\$0.00
	4 000	11/11/09	11/09/12	\$96.27	\$70.76	\$0.00	\$25.51	\$0.00
	22 000	11/11/09	12/11/12	\$692.47	\$477.63	\$0.00	\$214.84	\$0.00
Security Subtotal	73 000			\$1,782.13	\$1,249.37	\$0.00	\$532.76	\$0.00
PG&E CORPORATION								
		CUSIP: 69331C108	Symbol (Box 1d): PCG					
	7 000	07/08/09	01/26/12	\$289.44	\$264.03	\$0.00	\$25.41	\$0.00
	2 000	07/08/09	02/13/12	\$82.67	\$75.44	\$0.00	\$7.23	\$0.00
	6 000	10/21/09	02/13/12	\$248.01	\$256.95	\$0.00	(\$8.94)	\$0.00
	1 000	04/20/10	02/13/12	\$41.33	\$42.93	\$0.00	(\$1.60)	\$0.00
	3 000	04/20/10	04/13/12	\$127.92	\$128.79	\$0.00	(\$0.87)	\$0.00
Security Subtotal	19 000			\$789.37	\$768.14	\$0.00	\$21.23	\$0.00
PRICELINE COM INC NEW								
		CUSIP: 741503403	Symbol (Box 1d): PCLN					
	3 000	09/24/10	09/08/12	\$1,705.04	\$1,035.50	\$0.00	\$669.54	\$0.00
PRUDENTIAL FINANCIAL INC								
		CUSIP: 744320102	Symbol (Box 1d): PRU					
	8 000	02/24/10	04/13/12	\$487.32	\$410.35	\$0.00	\$76.97	\$0.00
	3 000	04/08/10	04/13/12	\$182.75	\$188.06	\$0.00	(\$5.31)	\$0.00
	1 000	09/24/10	04/13/12	\$50.92	\$55.64	\$0.00	\$5.28	\$0.00
Security Subtotal	12 000			\$730.99	\$654.05	\$0.00	\$76.94	\$0.00
QUALCOMM INC								
		CUSIP: 747525103	Symbol (Box 1d): QCOM					
	8 000	09/24/10	04/13/12	\$543.98	\$357.02	\$0.00	\$186.96	\$0.00
	1 000	09/24/10	08/24/12	\$61.94	\$44.63	\$0.00	\$17.31	\$0.00

IMPORTANT TAX INFORMATION -- PLEASE RETAIN FOR YOUR RECORDS

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# Morgan Stanley

## Corporate Tax Statement Tax Year 2012

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Gross Proceeds less commissions and option premiums on stocks, bonds, etc.

Long Term - Noncovered Securities \* (Consider Box 6a (Noncovered Security) as being checked for this section. These transactions should be reported on Form 8949 Part II with box B checked.) (Continued)

DESCRIPTION (Box 8)	QUANTITY (Box 1e)	DATE ACQUIRED (Box 1b)	DATE OF SALE (Box 1a)	SALES PRICE (Box 2a)	ADJUSTED COST OR OTHER BASIS (Box 3)	WASH SALE LOSS DISALLOWED (Box 5)	GAIN/(LOSS) AMOUNT	FEDERAL INCOME TAX WITHHELD (Box 4)
SHIRE PLC ADR	2,000	09/24/10	09/21/12	\$178.00	\$139.76	\$0.00	\$38.24	\$0.00
	6,000	09/24/10	09/27/12	\$524.85	\$419.27	\$0.00	\$105.58	\$0.00
	3,000	09/24/10	10/03/12	\$264.06	\$209.63	\$0.00	\$54.43	\$0.00
Security Subtotal	20,000			\$1,821.89	\$1,397.56	\$0.00	\$424.33	\$0.00
TD AMERITRADE HOLDING CORP								
	8,000	09/24/10	04/13/12	\$155.19	\$131.75	\$0.00	\$23.44	\$0.00
	33,000	09/24/10	07/02/12	\$560.98	\$543.49	\$0.00	\$17.49	\$0.00
	2,000	09/24/10	08/24/12	\$33.07	\$32.94	\$0.00	\$0.13	\$0.00
	28,000	09/24/10	09/21/12	\$448.29	\$461.14	\$0.00	(\$12.85)	\$0.00
	12,000	09/24/10	09/27/12	\$186.37	\$197.63	\$0.00	(\$11.26)	\$0.00
Security Subtotal	83,000			\$1,393.90	\$1,366.95	\$0.00	\$16.95	\$0.00
THERMO FISHER SCIENTIFIC INC								
	9,000	03/29/10	04/13/12	\$493.73	\$452.52	\$0.00	\$41.21	\$0.00
	2,000	04/20/10	04/13/12	\$109.72	\$108.58	\$0.00	\$1.14	\$0.00
Security Subtotal	11,000			\$603.45	\$561.10	\$0.00	\$42.35	\$0.00
TJX COS INC NEW								
	32,000	03/29/10	04/13/12	\$1,276.74	\$688.60	\$0.00	\$588.14	\$0.00
	2,000	04/20/10	04/13/12	\$79.80	\$46.17	\$0.00	\$33.63	\$0.00
	2,000	05/05/10	04/13/12	\$79.80	\$46.59	\$0.00	\$33.21	\$0.00
	8,000	06/07/10	04/13/12	\$319.19	\$178.88	\$0.00	\$140.31	\$0.00
Security Subtotal	44,000			\$1,755.53	\$960.24	\$0.00	\$795.29	\$0.00

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