



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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

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

2012

Open to public inspection

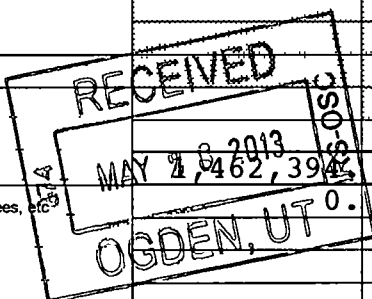
For calendar year 2012 or tax year beginning

, and ending

Name of foundation DAVID C. AND ELLEN R. PETRICK FOUNDATION		A Employer identification number 36-4281619
Number and street (or P.O. box number if mail is not delivered to street address) 416 W. CUTTRISS		B Telephone number (847) 678-2545
City or town, state, and ZIP code PARK RIDGE, IL 60068		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input type="checkbox"/>
H Check type of organization: <input type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input checked="" type="checkbox"/> Other taxable private foundation		2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 7,098,285. (Part I, column (d) must be on cash basis.)		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>

Part I Analysis of Revenue and Expenses (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		1,012,753.		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					
4 Dividends and interest from securities		186,486.	186,486.		STATEMENT 1
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		263,155.			
b Gross sales price for all assets on line 6a		2,710,912.			
7 Capital gain net income (from Part IV, line 2)			263,155.		
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		449,641.	449,641.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees					
c Other professional fees		16,568.	16,568.		0.
17 Interest					
18 Taxes		6,141.	6,141.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		22,709.	22,709.		0.
25 Contributions, gifts, grants paid		270,500.			270,500.
26 Total expenses and disbursements. Add lines 24 and 25		293,209.	22,709.		270,500.
27 Subtract line 26 from line 12		1,169,185.			
a Excess of revenue over expenses and disbursements			426,932.		
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)				N/A	

SCANNED MAY 29 2013



9-14-

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			
	2 Savings and temporary cash investments	151,317.	164,728.	164,728.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 5	4,989,633.	5,017,147.	6,149,292.
	c Investments - corporate bonds STMT 6	555,061.	775,757.	784,265.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers)	5,696,011.	5,957,632.	7,098,285.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/>			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	5,696,011.	5,957,632.	
30 Total net assets or fund balances	5,696,011.	5,957,632.		
31 Total liabilities and net assets/fund balances	5,696,011.	5,957,632.		

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	5,696,011.
2 Enter amount from Part I, line 27a	2	1,169,185.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	6,865,196.
5 Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 4	5	907,564.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	5,957,632.

Part IV Capital Gains and Losses for Tax on Investment Income

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

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 2,710,912.		2,447,757.	263,155.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a			
b			
c			
d			
e			263,155.

2 Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	2	263,155.
---	---	---	----------

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div> <div>If gain, also enter in Part I, line 8, column (c)</div> <div>If (loss), enter -0- in Part I, line 8</div> </div>	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	234,150.	5,884,102.	.039794
2010	117,250.	5,121,457.	.022894
2009	83,300.	2,394,874.	.034783
2008	76,530.	1,637,646.	.046732
2007	76,550.	1,504,725.	.050873

2 Total of line 1, column (d)	2	.195076
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	.039015
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	6,129,925.
5 Multiply line 4 by line 3	5	239,159.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	4,269.
7 Add lines 5 and 6	7	243,428.
8 Enter qualifying distributions from Part XII, line 4	8	270,500.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

Part 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)		1	4,269.
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			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		3	4,269.
3 Add lines 1 and 2		4	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		5	4,269.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-			
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	29,600.	
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	29,600.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	19.	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	25,312.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	0.	

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation. \$ 0. (2) On foundation managers \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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) 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

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 ► N/A	13	X	
14	The books are in care of ► DAVID PETRICK Located at ► 416 W. CUTTRISS, PARK RIDGE, IL Telephone no ► (847) 678-2545 ZIP+4 ► 60068			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	1b
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? 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

Form 990-PF (2012)

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

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
DAVID PETRICK	MANAGER			
416 W. CUTTRISS				
PARK RIDGE, IL 60068	10.00	0.	0.	0.
ELLEN PETRICK	MANAGER			
416 W. CUTTRISS				
PARK RIDGE, IL 60068	10.00	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

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	6,079,194.
b	Average of monthly cash balances	1b	144,080.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	6,223,274.
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	6,223,274.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	93,349.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	6,129,925.
6	Minimum investment return. Enter 5% of line 5	6	306,496.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	306,496.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	4,269.
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	4,269.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	302,227.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	302,227.
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	302,227.

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	270,500.
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	270,500.
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	4,269.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	266,231.

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				302,227.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			264,542.	
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 ▶ \$ 270,500.				
a Applied to 2011, but not more than line 2a			264,542.	
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				5,958.
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:	0.			
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				296,269.
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)

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year-see instructions.)**1 Information Regarding Foundation Managers:**

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

SEE STATEMENT 7

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest.

NONE

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

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

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

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

c Any submission deadlines

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

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				
ADVOCATE CHARITABLE FOUNDATION 205 W. TOUHY AVENUE SUITE 225 PARK RIDGE, IL 60068	NONE	OTHER PUBLIC CHARITY	TO SUPPORT CHILDREN'S HOSPITAL	26,000.
ALLEY CAT RESCUE P.O. BOX 585 MT. RAINEIR, MD 20712	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR RESCUE AND REHABILITATION OF CATS	2,500.
AMERICAN SOCIETY FOR PREVENTION OF CRUELTY TO ANIMALS 424 E. 92ND STREET NEW YORK, NY 10128	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR ANIMAL RESCUE	2,500.
BEST FRIENDS ANIMAL SANCTUARY 5001 ANGEL CANYON ROAD KANAB, UT 84741	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR ANIMAL RESCUE	5,000.
C.R.O.W. P.O. BOX 150 SANIBEL ISLAND, FL 33957	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR REHABILITATION OF WILDLIFE	15,000.
Total	SEE CONTINUATION SHEET(S)			270,500.
b Approved for future payment				
NONE				
Total				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						
4 Dividends and interest from securities			14	186,486.		
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	263,155.		
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.		449,641.		0.
13 Total. Add line 12, columns (b), (d), and (e)					13	449,641.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a PUBLICLY TRADED SECURITIES				
b PUBLICLY TRADED SECURITIES		P		
c PUBLICLY TRADED SECURITIES		P		
d PUBLICLY TRADED SECURITIES		P		
e PUBLICLY TRADED SECURITIES		P		
f CAPITAL GAINS DIVIDENDS				
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 402,682.		418,127.	-15,445.
b 194,873.		193,620.	1,253.
c 854,678.		637,517.	217,161.
d 388,476.		374,298.	14,178.
e 853,808.		824,195.	29,613.
f 16,395.			16,395.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-15,445.
b			1,253.
c			217,161.
d			14,178.
e			29,613.
f			16,395.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	263,155.
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 XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
CENTER FOR GREAT APES P.O. BOX 488 WAUCHULA, FL 33873	NONE	OTHER PUBLIC CHARITY	PROVIDE SANCTUARY FOR ORANGUTANS AND CHIMPANZEES	1,000.
CREED REPERTORY THEATER 124 N. MAIN STREET CREEDE, CO 81130	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR THE ARTS	2,500.
D.E.L.T.A. RESCUE P.O. BOX 9 GLENDALE, CA 91209	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR REHABILITATION OF WILDLIFE	2,500.
F.I.S.H. OF SANIBEL, INC. 1630 PERIWINKLE WAY UNIT B SANIBEL ISLAND, FL 33957	NONE	OTHER PUBLIC CHARITY	TO SUPPORT INDIVIDUALS IN NEED	10,000.
GREATER CHICAGO FOOD DEPOSITORY 4100 W. ANN LURIE PLACE CHICAGO, IL 60632	NONE	OTHER PUBLIC CHARITY	TO SUPPORT FEEDING THE HUNGRY.	5,000.
GREYHOUNDS ONLY, INC. 335 E GENEVA ROAD CAROL STREAM, IL 60188	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR ANIMAL RESCUE	2,500.
GROW BENZIE, INC. P.O. BOX 132 BEULAH, MI 49617	NONE	OTHER PUBLIC CHARITY	TO SUPPORT NONPROFIT FARMSTEAD	3,000.
HABITAT FOR HUMANITY 270 PEACHTREE STREET NW SUITE 1300 ATLANTA, GA 30303	NONE	OTHER PUBLIC CHARITY	TO PROVIDE AFFORDABLE HOUSING TO THOSE IN NEED	5,000.
HALO HAVANESE RESCUE P.O. BOX 367 MATENO, IL 60950	NONE	OTHER PUBLIC CHARITY	SUPPORT TO PROTECT NATURAL LANDS	18,000.
HOPE HOSPICE 9470 HEALTH PARK CIRCLE FORT MEYERS, FL 33908	NONE	OTHER PUBLIC CHARITY	PROVIDE HEALTH RESOURCES	2,500.
Total from continuation sheets				219,500.

Part XV Supplementary Information**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ILLINOIS WESLEYAN UNIVERSITY P.O. BOX 2900 BLOOMINGTON, IL 61702	NONE	OTHER PUBLIC CHARITY	PROVIDE FUNDING FOR SCHOLARSHIPS	80,000.
INTERLOCHEN CENTER FOR THE ARTS 4000 HIGHWAY M-137 INTERLOCHEN, MI 49643	NONE	OTHER PUBLIC CHARITY	TO PROVIDE SCHOLARSHIPS TO STUDENTS	3,000.
LITTLE SISTERS OF THE POOR 2325 N. LAKEWOOD AVENUE CHICAGO, IL 60614	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR POOR	6,000.
ONYX & BREEZY FOUNDATION P.O. BOX 656 TUXEDO PARK, NY 10987	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR ANIMAL RESCUE	3,000.
PAUL OLIVER MEMORIAL HOSPITAL FOUNDATION 224 PARK AVENUE FRANKFORT, MI 49635	NONE	OTHER PUBLIC CHARITY	TO SUPPORT PATIENT CARE	5,000.
PAWS, INC. P.O. BOX 16664 RAYTOWN, MD 64133	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR ANIMAL RESCUE	2,500.
SANIBEL-CAPTIVA CONSERVATION FOUNDATION 3333 SANIBEL-CAPTIVA ROAD SANIBEL ISLAND, FL 33957	NONE	OTHER PUBLIC CHARITY	SUPPORT TO PROTECT NATURE LANDS	20,000.
SAVE-A-PET 31664 N. FAIRFIELD GRAYSLAKE, IL 60030	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR ANIMAL RESCUE	16,000.
ST. MICHAELS & ALL ANGELS EPISCOPAL CHURCH 2304 PERIWINKLE WAY SANIBEL ISLAND, FL 33957	NONE	OTHER PUBLIC CHARITY	CHURCH DONATION	26,500.
WRIGHT WAY RESCUE 7136 W. TOUHY AVENUE NILES, IL 60714	NONE	OTHER PUBLIC CHARITY	SUPPORT FOR ANIMAL RESCUE	5,000.
Total from continuation sheets				

[illegible]

18

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
-------------	--	-----------	---

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
FIRST AMERICAN BANK	73,147.	16,395.	56,752.
FIRST AMERICAN BANK	129,734.	0.	129,734.
TOTAL TO FM 990-PF, PART I, LN 4	202,881.	16,395.	186,486.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	2
-------------	-------------------------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FIDUCIARY FEES	16,568.	16,568.		0.
TO FORM 990-PF, PG 1, LN 16C	16,568.	16,568.		0.

FORM 990-PF	TAXES	STATEMENT	3
-------------	-------	-----------	---

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	6,116.	6,116.		0.
STATE FILING FEES	25.	25.		0.
TO FORM 990-PF, PG 1, LN 18	6,141.	6,141.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	4
-------------	--	-----------	---

DESCRIPTION	AMOUNT
ACCRUED INCOME REPORTED ON 1099	2,777.
FEDERAL TAX PAYMENTS	36,568.
FMV OVER COST OF DONATED SECURITIES	868,219.
TOTAL TO FORM 990-PF, PART III, LINE 5	907,564.

FORM 990-PF	CORPORATE STOCK	STATEMENT	5
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	5,017,147.	6,149,292.
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,017,147.	6,149,292.

FORM 990-PF	CORPORATE BONDS	STATEMENT	6
-------------	-----------------	-----------	---

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
	775,757.	784,265.
TOTAL TO FORM 990-PF, PART II, LINE 10C	775,757.	784,265.

FORM 990-PF	PART XV - LINE 1A LIST OF FOUNDATION MANAGERS	STATEMENT	7
-------------	--	-----------	---

NAME OF MANAGER

DAVID PETRICK
ELLEN PETRICK

SCHEDULE O THE YEAR OF ANY OF THE LAST 3 YEARS FOR WHICH STATEMENT 16
A U.S. INCOME TAX RETURN WAS FILED (AND, IF
APPLICABLE, THE NAME OF THE CORPORATION FILING
THE CONSOLIDATED RETURN), THE TAXABLE INCOME
OR LOSS, AND THE U.S. INCOME TAX PAID

<u>TAX YEAR</u>	<u>CONSOLIDATED CORPORATION'S NAME</u>	<u>TAXABLE INCOME</u>	<u>U.S.TAX PAID</u>
2011	RAFFLES INSURANCE LIMITED	0.	0.
2010	RAFFLES INSURANCE LIMITED	0.	0.
2009	RAFFLES INSURANCE LIMITED	0.	0.

Raffles Insurance Limited
Fiscal Year End March 31, 2012

Schedule O - Section B - Persons Who Are Officers of the Foreign Corporation

<u>Officer Name</u>	<u>Office</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip Code</u>
Mr Morton Zifferer, Jr	Co - President	74 Commerce Way	York	PA	17406-8038
Mr Robert Brown	Co - President	4101 Gateway Park Boulevard	Sacramento	CA	95834
Mr Richard Harrell, III	Vice President	P O Box 426	South Boston	VA	24592
Mr Christopher Fitzgerald	Vice President	7103 St Vincent Ave	Shreveport	LA	71106
Mr Richard Frank	Co- Secretary	234 E Colorado Boulevard, Suite 500	Pasadena	CA	91101
Mr Jonathan G Newman	Co- Secretary	P O Box 308	Denver	PA	17517

Due to security concerns, the officer's social security number may be obtained from the offices of Raffles Insurance Limited

Raffles Insurance Limited
Fiscal Year End March 31, 2012

Schedule O - Section B - Persons Who Are Directors of the Foreign Corporation

<u>Director Name</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Ms Rhonda Nicoloff	1505 South Redwood Road, P O Box 30076	Salt Lake City	UT	84104
Mr Jack Grundfest	4500 W Bethany Road	North Little Rock	AR	72117
Mr Bradley A Fulton	11535 Hopewell Road, P O Box 4217	Hagerstown	MD	21741
Mr Brian Glade	2180 S Ivanhoe, Suite 5	Denver	CO	80222
Mr Charles Bitzer	1000 RIDC Plaza, Suite 404	Pittsburgh	PA	15238
Mr Dixon Abell	2201 Sterlington Rd, P O Box 4150	Monroe	LA	71211
Mr Jeffrey Garvens	14400 North Brook, Suite 210	San Antonio	TX	78232
Mr John Brooks, Sr	1915 S Hoover Street, P O Box 77303	Los Angeles	CA	90007
Ms Lynne M Durbin	400 Seaks Run Road, P O Box 100	Glen Rock	PA	17327
Mr Blaine Schultz	4407 West St Joseph Hwy	Lansing	MI	48917
Mr Kent Smeltz	163 Research Lane	Millersburg	PA	17061
Ms Karen Bleach	1126 South 70th Street, Suite N408B	West Allis	WI	53214
Mr Karl Joseph Thoma	7239 Reserve Creek Drive	Port St Lucie	FL	34986
Mr James Alban, IV	8531 Pulaski Highway, P O Box 9595	Baltimore	MD	21237
Mr Ryan E Heishman	670 Allen Road	Carlisle	PA	17015
Mr Bret Berneche	525 Barnesville Hwy, P O Box 10	Wylliesburg	VA	23976
Mr Howard Farber	1815 South Soto Street	Los Angeles	CA	90023
Mr Dennis Slutsky	309 President Ave	Providence	RJ	02906
Mr Robert J Bruckman	88 Currant Road	Fall River	MA	02720
Ms Erin Tucker	1900 S Price Road	Chandler	AZ	85286
Mr Walter J Hope, Jr	1300 Morris Drive	Chesterbrook	PA	19087
Mr Alan Hassman	3304 Market Street	Camp Hill	PA	17011
Mr George R Anthony	301 Gordon Street	Allentown	PA	18102
Mr Gary Dawson	49630 Pontiac Trail	Wixom	MI	48393-2009
Ms Pat Bishop	4500 PGA Boulevard, Suite 400	Palm Beach Gardens	FL	33418
Mr Carl Borntraeger	2220 Palmer Street	Pittsburgh	PA	15218
Mr Stacy Brovitz	621 Hunt Valley Circle	New Kensington	PA	15068
Ms Helen Oster	2000 NW Corporate Blvd , Suite 101	Boca Raton	FL	33431
Mr Ralph Falero	1100 Hawthorne Lane	Charlotte	NC	28205
Mr Hector Ortega	5090 N 40th Street, Suite 300	Phoenix	AZ	85018
Mr Brad Streelman	12322 Monarch St	Garden Grove	CA	92841
Mr Steven L Boyle	2390 Blackhawk Drve, P O Box 6007	Rockford	IL	61125-1007
Mr Bernard Little Jr	1920 SW 12th Ave, P O Box 5279	Ocala	FL	34478-5279
Mr Steven Bentley	175 N 27th Street, Suite 800, P O Box 2506	Billings	MT	59103
Mr Michael J Black	469 El Camino Real, Suite 100	Santa Clara	CA	95050-4372
Mr Fred Cuda	4 New Park Road,	East Windsor	CT	06088
Mr Joseph R. Blanchard	3151 Charleston Highway, P O Box 7517	Columbia	SC	29202-7517
Mr R. Don Comer	600 Germantown Road	Raleigh	NC	27607
Mr John Rourke	P O Box 13527	Roanoke	VA	24035
Mr Scott Castle	601 McHenry Avenue	Modesto	CA	95350
Mr Douglas Brunk	13500 Quincy Street, P O Box 1199	Holland	MI	49422-1199
Mr Scott Braen	400-402 Central Ave	Haledon	NJ	07538
Mr Greg Branch	335 NE Watula Avenue	Ocala	FL	34470
Mr Edward Petrick	11000 Seymour Ave	Franklin Park	IL	60131
Mr Robert Brent Gotwals	12 Gotwals Lane	Oley	PA	19547
Mr Larry Brown	7986 Villa Park Dr	Richmond	VA	23228
Mr Harold Mast	813 N Octorara Trail	Parkeburg	PA	19365
Mr Scott A. Dolmetsch	156 North George Street	York	PA	17401
Mr Michael Stodden	8615 Elder Creek Road	Sacramento	CA	95828
Mr Byron E Talbot	301 Main Project Rd	Schriever	LA	70390
Mr Jimmy Briggs	300 Oakland Flatrock Road, P O Box 988	Bowling Green	KY	42102
Mr William H Francis, Jr	4641 Paragon Park Road	Raleigh	NC	27616
Mr David Metzler	6380 Brackbill Blvd., P O Box 1549	Mechanicsburg	PA	17055
Mr Daniel B Carson	171 Route 94 North	Lafayette	NY	07848
Mr Michael Abercrombie, Jr	P O Box 1030	Salisbury	MD	21803
Mr Dwight Alford	P O Box 90635	Raleigh	NC	27675-0635
Mr Eric Nicholson	2280 E College Ave	State College	PA	16804
Mr Dennis Hays	2658 Mt Vernon Avenue	Bakersfield	CA	93306
Mr Steve Meston	1000 Century Boulevard	Midwest City	OK	73110
Mr Garry Thrapp	12250 El Camino Real	San Diego	CA	92130
Mr Thomas "Ted" Chandler, Jr	P O Box 131	Burlington	NC	27216
Mr Steve Davison	1040 Booth Road, P O Box 7444	Warner Robins	GA	31095
Mr Jay Cleveland, Jr	4565 William Penn Highway	Murysville	PA	15668
Mr Alvin Hutzler	8043 Industrial Park Rd.	Mechanicsville	VA	23116-1514
Mr Richard E Forrester, Jr	3 Jackson St	Akron	NY	14001-0000
Mr Michael Mann	217 Linden Street, P O Box 311	Columbia	PA	17512
Mr Arlo Anderson	3700 E 56th Ave , P O Box 329	Commerce City	CO	80037
Mr Vince Van Heukelem	8085 E Harvard Avenue	Denver	CO	80231
Mr Benjamin "Ben" Abrams	120 Hokes Mill Rd, P O Box 389	York	PA	17405
Mr Greg Steven Rummier	5200 East La Palma Avenue	Anaheim	CA	92807
Mr Barry Margolis	200 Lincoln West Drive	Mountville	PA	17554
Mr Edward W Bedell	840 North 700 West, P O Box 20913	Billings	MT	59104
Mr Michael B Coulson	1434 Pike Ave , P O Box 68	N Little Rock	AR	72115

<u>Director Name</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Mr Michael Schwab	2525 N 7th Street	Harrisburg	PA	17110
Mr Ty Stoller	9503 Middlex Drive	San Antonio	TX	78217
Mr Raymond "Kim" Kayser, III	2460 Midway Street, P O Box 31435	Shreveport	LA	71130
Mr John Oster, III	2740 S 20th Street, P O Box 343915	Milwaukee	WI	53234-3915
Mr John Drewes	3870 Channel Drive	West Sacramento	CA	95691
Mr Michael S Francis	277 Blair Park Road, Ste #130	Williston	VT	05495
Mr Leland S Bisbee, III	7777 N Black Canyon Hwy, P O Box 39669	Phoenix	AR	85069
Mr Lenny Lynch	767 Autry Highway, P O Box 1098	Roseboro	NC	28382
Mr Michael Murphy	115 Sinclair Road	Bristol	PA	19007
Mr David Mitchell	1250 Benhill Ave, P O Box 2799	Baltimore	MD	21225
Mr Timothy J Travis	4800 York Street	Denver	CO	80216
Mr Peter N Satis	715 Fountain Ave	Lancaster	PA	17608
Mr Stephen Budosh	5026D Campbell Blvd	Baltimore	MD	21236
Mr Burke Blackman	909 S 7th Avenue	Sioux Falls	SD	57101
Mr Edwin G Gerber	1401 Garden Hwy, Suite 125, P O Box 191840	Sacramento	CA	95819
Mr Dennis "Mike" Etheredge	6719 Woolworth Road, P O Box 19570	Shreveport	LA	71149-0570
Mr Howard "Blackie" Bowen	11949 Robinwood Drive	Hagerstown	MD	21742
Mr John Tighe	5561 Grayson Road, P O Box 4055	Harrisburg	PA	17111
Mr Patrick A. Powers	1789 Norwood Avenue	Itasca	IL	60143-1095
Mr Michael Gulati	2501 Kutztown Road	Reading	PA	19605
Mr Christopher Fitzgerald	7103 St Vincent Ave	Shreveport	LA	71106
Mr John M Mosunuc	8708 Technology Forest Place, Suite 125	The Woodlands	TX	77381
Ms Pamela Hassevoort	1413 Randall	Coopersville	MI	49404
Mr Henry Fry	800 W Church Road	Mechanicsburg	PA	17055
Mr Fred Smith	6105 Chapel Hill Road	Raleigh	NC	27607
Mr Robert F Leahey	2780 Benner Pike	Bellefonte	PA	16823
Mr Henry Koplin Olmer	4131 Broadway, P O Box 1503	Macon	GA	31202
Mr Don Dinkgrave	7034 E. Court Street, P O Box 309	Davison	MI	48423-0309
Mr Steve Dykman	600 N Centennial	Zeeland	MI	49464
Mr George E Buss	2745 Blackridge Road	York	PA	17402
Mr Gil Haugan, Jr	200 E 60th Street North, P O Box 84430	Sioux Falls	SD	57118
Mr Daniel Hawbaker	1952 Waddle Road, Suite 203	State College	PA	16803
Mr James E Mantyla	2177 West Grandview Blvd	Erie	PA	16509
Mr Rand H Falbaum	5023 Hazel Jones Drive	Bossier City	LA	71111
Mr Todd J Granger	16980 Wood Road	Lansing	MI	48906-1044
Mr Jacob Griffiths	10761 Court Ave	Stanton	CA	90680
Ms Kathy Morris	4807 Beryl Road	Raleigh	NC	27606
Mr Mike Ward	2000 Fifth Street	Berkeley	CA	94710-1918
Mr Eric Smith	2 Main Street	Clinton	NJ	08809
Mr Robert Whalen	600 South 17th Street	Harrisburg	PA	17104
Mr John Schrantz	1515 State Road, P O Box 100	Duncannon	PA	17020
Mr Thomas Cleveland	122 Noxon Road	Poughkeepsie	NY	12603
Mr Thomas J Halquist	N51 W23563 Lisbon Road, P O Box 308	Sussex	WI	53089-4307
Mr Robert Hamm	340 Pierremont Road	Shreveport	LA	71106
Mr M Cayce Hand	9445 Stevens Road, Suite 200	Shreveport	LA	71106
Mr James D Franklin	2750 Signal Parkway	Signal Hill	CA	90755
Mr L Worth Harris	733 W Johnson St, Suite 103	Raleigh	NC	27603
Mr David Gustafson	P O Box 3239	Rapid City	SD	57709
Ms Stephanie O'Brien	4301 Industrial Way	Benicia	CA	94510
Mr Andrew May	550 W John Street	Hicksville	NY	11801
Mr Richard A. McBride	4421 Valley Rd	Enola	PA	17025
Mr Chris Carpenito	804 W Diamond Ave, Suite 300	Gaithersburg	MD	20878
Mr Dale High	1853 William Penn Way	Lancaster	PA	17605
Mr James Frederick Haar	1201 Ave N, P O Box 31511	Billings	MT	59107
Mr Howard J Miller	860 E Main Avenue	Zeeland	MI	49464
Mr Andy Howes	823 E 14th St, P O Box 1025	Sioux Falls	SD	57101
Mr Tom Hughes	5611 Bird Creek Avenue, P O Box 2220	Tulsa	OK	74101
Mr Patrick Kinsley	620 S Edgar Street	York	PA	17403
Mr Steven G Philp	1700 S Lewis Street	Anaheim	CA	92805
Mr James "Jim" Petelle	1373 Boggs Drive	Mount Airy	NC	27030
Ms Laurie Andrews	8221 Alpine Avenue	Sacramento	CA	95826
Mr Ivan I Smith, III	5434 Technology Drive	Shreveport	LA	71129
Mr Dan Reilly	10491 Old Placerville Road, Suite 150	Sacramento	CA	95827-2508
Mr Denny Upton	9125 Interstate 30	Little Rock	AR	72201
Mr Gregory S Hadjis	U S Rt 33 West Old Weston Road	Buckhannon	WV	26201
Mr Jay K Poppleton	861 N HERCULES AVENUE	Clearwater	FL	33765
Mr Walter Frank Duch, Jr	C/O Beachwood Associates Tern Lynn, 1427 Military Cutoff Rd, Suite 208	Wilmington	NC	28403
Mr Brian Busacca	3101 State Road, P O Box 82515	Bakersfield	CA	93380-2515
Mr John Schultz	P O Box 5055	Jersey Shore	PA	17740
Mr Harold Turner	1200 Jacob Lane	Carmichael	CA	95608
Mr Robert Wood	2200 Monroe Street	York	PA	17405
Mr Jason P Bullock	198 Sterling Ave, P O Box 75	West Monroe	LA	71294
Mr Richard Witwer	167 Greenfield Road	Lancaster	PA	17601
Mr Michael Kolakowski	30 Batterson Park Road	Farmington	CT	06032
Mr Scott Wagner	4924 Lincoln Highway West	Thomasville	PA	17364
Mr Kelvin Scott Classen	4300 S Vanburen	End	OK	73703
Mr Ken Sander	1575 Henthorne Dr	Maunee	OH	43537
Mr Dwayne A. House	3790 NW 11th Street	Miami	FL	33126
Mr Jerry Lee Watson	30 Mananne Drive	York	PA	17406
Mr Robert Kinsley	2700 Water Street, P O Box 2886	York	PA	17405-2886
Mr James D Bartol	3742 Bradview Drive	Sacramento	CA	95827
Mr John R Batiste	105 Vanguard Parkway	Rochester	NY	14606

<u>Director Name</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Mr Jeffrey A. Klempeter	14444 Airline Highway	Baton Rouge	LA	70817
Mr Scott Nord	1414 West 29th Street	Kansas City	MO	64108-3604
Mr Norbert Kaiser	686 Skye Lane	Barrington	IL	60010-5558
Mr Greg Lamantia	3900 McColl Road	McAllen	TX	78501
Mr James D Warner	1299 Harnsburg Pike, P O Box 4425	Lancaster	PA	17604-4425
Mr Patrick X Collings	3905 Hartzdale Dr , Suite 514	Camp Hill	PA	17011
Mr Richard Frank	234 E Colorado Boulevard, Suite 500	Pasadena	CA	91101
Mr Lee S Leaman	7555 FM 762	Richmond	TX	77469
Mr George Reinhard	P O Box 586	Burlington	NJ	08016
Mr Lewis Bear, Jr	6120 Enterprise Drive	Pensacola	FL	32505
Mr Jeffrey Kilbert	1909 McFarland Drive	Landsville	PA	17538
Mr Danny Graham	P O Box 400	Ruston	LA	71273-0400
Mr Christian Bame	900 Mendelssonha Ave North	Golden Vallaey	MN	55427
Mr James Parker III	515 Stone Mill Drive, P O Box 29682	Richmond	VA	23242
Mr Dennis Luckinbill	304 E Broadway	End	OK	73701
Mr Marshall D Welch, III	700 College Place	Williamsport	PA	17701
Mr Steven Young Marmande	1210 St Charles Street	Houma	LA	70360
Mr Shawn Anderson	17 East Meadow Avenue	Robesonva	PA	19551
Mr Wilham H "Bill" Hummer	159 Dumbill Rd , P O Box 573	Elizabethville	PA	17023
Mr Mark A. Buller	885 Conklin Street	Farmingdale	NY	11735
Mr Ronny H. Graham	P O Box 404	Ruston	LA	71270
Mr Randall Hatcher	501 Greene Street, Hatcher 500 Building	Augusta	GA	30901
Mr Andrew Louis McCorkle, Sr	903 Outer Road	Orlando	FL	32814
Mr Ian A. McElroy	1500 Hamilton Rd	Bossier City	LA	71111
Mr Daniel McComas	PO Box 1320	Wilmington	NC	28402
Mr C Ken McPherson	5051 Cardinal Street	Trussville	AL	35173
Mr Von Whutby	1739 Devonshire Drive	Salt Lake City	UT	84108
Mr Paul C Mellott, Jr	100 Mellott Drive, Suite 100	Warfordsburg	PA	17267
Ms Sally J Dixon	P O Box 15118	York	PA	17405
Mr Ben Bielski	2107 Rear Missouri Boulevard	Jefferson City	MO	66102
Mr Bert Jones	147 Shelby Road, P O Box 560	Simsboro	LA	71275-0560
Mr Charles A. "Pete" Little	2201 West Royal Lane, Suite 250	Irving	TX	75063
Mr Phillip Terry	9347 E Pendleton Pike	Indianapolis	IN	46236
Mr Scott Haag	4033 W Custer Avenue	Milwaukee	WI	53209
Mr Robert Istwan	125 East Commercial Street, Bldg B	Anaheim	CA	92801
Mr Tom Duff	1000 East Main Street	Mt Joy	PA	17552
Mr Morton Zifferer, Jr	74 Commerce Way	York	PA	17406-8038
Mr Barry Douglas	325 Hellman Street	Wrights ville	PA	17368
Ms Cynthia A Vice	501 NMC Drive	Zebulon	NC	27597
Mr James Novinger	1441 Stonedgge Drive	Middletown	PA	17057
Mr James W Connell, Jr	2355 W Utopia	Phoenix	AZ	85027
Mr Marc Serno	4401 Foxdale Avenue	Irwindale	CA	91706
Mr L Paul Nelson, II	4900 Ondura Drive	Fredericksburg	VA	22407
Mr Ronald J Shore	1057 Montague Expressway	Milpitas	CA	95035
Mr Chnstopher Hackett	1124 Highway 315	Wilkes-Barre	PA	18702
Mr Jeff Cummings	4916 Dudley Blvd	McClellan	CA	95652
Mr James R. Parrish	1414 E Willow Road	End	OK	73702
Mr Malcolm (Mac) Sullivan, Jr	402 Commerce Ct.	Goldsboro	NC	27352
Mr Timothy J Carberry	N59 W16500 Greenway Circle	Menomonee Falls	WI	53051
Mr Matthew Funchon	401 Domino Lane	Philadelphua	PA	19128
Mr Kenneth Daniel Balmer	3000 Meetinghouse Road	Telford	PA	18969
Mr Scott Wagner	85 Brckyard Road, P O Box 3066	York	PA	17402-3066
Mr Roy O Martin III	P O Box 1110	Alexandria	LA	71309-1110
Mr Leroy "Tighe" Kung, Jr	333 East Seventh Ave, P O Box 20879	York	PA	17405-0709
Mr John Arnold	P O Box 2621	Harnsburg	PA	17105
Mr Scott Shugart	16101 Vallen Drive	Houston	TX	77041
Mr Peter Williams	1031 Nowell Road	Raleigh	NC	27607
Mr Lyle Meshberger	6096 McKee Road	Madison	WI	53719-5114
Mr Jeff Karp	2360 N Palmer Drive	Schaumburg	IL	60173-3819
Mr David Lau	1010 N Industrial Blvd.	Euless	TX	76039-7442
Mr James K. Leumkuhler	5790 Peachtree Street	Los Angeles	CA	90040
Mr William E Farlow, Jr	3263 Highway 80 West, P O Box 3170	Jackson	MS	39207
Mr Richard Harrell, III	P O Box 426	South Boston	VA	24592
Mr Daniel R. Weddell	4945 East Carey	Las Vegas	NV	89115
Mr David A. Baker	314 Main Street	Red Wing	MN	55066
Mr Davis Mullholand	758 South Redwood Road, P O Box 25788	Salt Lake City	UT	84125
Mr James MacDonald	25920 Eden Landing Road	Hayward	CA	94545
Mr Randall Gross	650 N State Street, P O Box 1422	York	PA	17403
Mr Dale Voorheis	950 Smile Way	York	PA	17404
Mr Rick M Joseph, Jr	2000 Fantasy Lane	Sparks	NV	89436
Mr James Lee Kemerling	P O Box 239	Wausau	WI	54402-0239
Mr Joseph Sterchak	939 Jefferson Avenue, P O Box 133	Valley Forge	PA	19482
Mr Stephen F White	955 Martin Avenue	Santa Clara	CA	95050
Mr Michael Deane	One River Road	Verona	PA	15147
Mr Ted DeGroot	7011 Stewart & Gray Road	Downey	CA	90241
Mr Steven H Foote	5125 - B Race Ct.	Denver	CO	80216
Mr Daniel Kadmas	4401 West Main Avenue	Fargo	ND	58103
Mr Donald P Miller	1602 North Union Street, P O Box 1158	Fostona	OH	44830-1158
Mr James Roscoe	C/O Anderson ZurMuehlen & Co Attn. Rachelle Reinhardt, P O Box 20435	Billings	MT	59104
Mr Charlie Rouse	1101 Parkway Drive	Goldsboro	NC	27532
Mr Roy O Martin III	2189 Memorial Drive	Alexandria,	LA	71301
Mr Michael Perry Schem	30 West Huller Lane, P O Box 9	Temple	PA	19560

<u>Director Name</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Mr Samuel Schwab	111 SouthGeorge St, Suite 13	Cumberland	MD	21502
Mr David L DeJonge	720 E 40th Street	Holland	MI	49423
Mr Robert Brown	4101 Gateway Park Boulevard	Sacramento	CA	95834
Mr Richard Naponelli	3909 Three Oaks Road	Cary	IL	60013
Mr Christopher Peterson	2530 Xenium Lane	Minneapolis	MN	55441
Mr Marc Schupan	2619 Miller Road, P O Box 2408	Kalamazoo	MI	49003-2408
Mr Larry Cooksey	1325 Fannville Rd.	Memphis	TN	38122
Mr Thomas Ames	7353 S Eagle Street	Centennial	CO	80112-4223
Mr Michael P Solumene	45 Peter Court, P O Box 638	New Britan	CT	06050
Mr Franklin Gladstone	60-01 31st. Ave	Woodside	NY	11377
Mr Walter Dealtrey	2255 Avenue A	Bethlehem	PA	18017
Mr Robert Borden	415 Norway Street, P O Box 1509	York	PA	17403
Mr Doug Stewart	404 Patricia Way	Arcadia	CA	91006
Mr Joseph Skender	200 West Madison St, Suite 1300	Chicago	IL	60606
Mr James E Partridge	791 East Washington Blvd	Los Angeles	CA	90021
Mr Paul Snider	5150 Madison Avenue	Sacramento	CA	95841
Mr Mike Grier	3610 Bush Street	Raleigh	NC	27609
Mr Ed Eisele	9600 W Buckeye Road, Suite B	Tolleson	AZ	85353
Mr Michael Harrell	1711 E Shortwell Street, P O Box 1510	Bainbridge	GA	39819
Mr James Hall	39000 Chase Road	Romulus	MI	48174
Mr John Forrey	175 East Walnut Street	Red Lion	PA	17356
Mr Timothy P Redfern	20362 Windrow Dr , Suite 600	Lake Forest	CA	92630
Mr Steven Alloy	11111 Sunset Hills Rd , Suite 200	Reston	VA	20190
Mr Robert S Miller	527 N Acadian Thruway	Baton Rouge	LA	70806
Mr Kenneth Staub	7747 East Rosecrans Ave , P O Box 1425	Paramount	CA	90723-1425
Mr John Hunter	2101 Booth Street	Monroe	LA	71201
Mr Robert Stenstrom	2422 Center Street	Rockford	IL	61104
Mr Edward "Todd" Stephens	185 Anglers Ave	Fort Lauderdale	FL	33312
Mr Gary Sune	1509 South Huntington Street	Sulphur	LA	70663
Mr Robert L Ecklin	1070 Robert Fulton Highway	Quarryville	PA	17566
Mr Thomas Vande-Guchte	10800 World Trade Blvd	Raleigh	NC	27617
Mr Harry W Stowers, Jr	6301 Old Rutledge Pike, P O Box 14802	Knoxville	TN	37914
Mr James Alan Mitchell	P O Box 900	Gainesville	VA	20156
Ms Lucy E. Knuseley	325 Hellam Street	Wrightsville	PA	17368
Mr Greg Sutliff	802 South 16th Street, P O Box 1307	Harrisburg	PA	17105
Mr Jonathan G Newman	P O Box 308	Denver	PA	17517
Mr David C Clark	28436 Satellite Street	Hayward	CA	94545
Mr David P Tadlock	6844 Hwy 90 East, P O Box 16990	Lake Charles	LA	70616
Mr Randy Thompson	2209 E 39th North, Suite 100	Sioux Falls	SD	57104
Mr David Manning	22 Stanley Street	Nashville	TN	37210-2133
Mr John Qvistgaard Petersen	1788 O'Neal Lane	Baton Rouge	LA	70816
Mr William D Fox	42-20 55th Ave	Maspeth	NY	11378
Mr Andrew McNeill	1100 E Campbell Road, Suite 220	Ricardson	TX	75081
Mr Eric K. Nix	1030 1st Avenue	Columbus	GA	31901
Mr Michael P Kennedy	4910 Simpson Ferry Road	Mechanicsburg	PA	17050
Mr Richard L Thompson	P O Box 969	Concord	VA	24538
Mr Robert Randall	6021 Wallace Road Extension, Suite 202	Wexford	PA	15090
Mr Jerry Nerad	420 East Fourth Street	Hinsdale	IL	60521
Mr Scott Anthony Berger	3575 Reed Avenue	West Sacramento	CA	95605
Mr David J Hennes	8111 Lyndale Avenue South	Bloomington	MN	55420-1196
Mr Dane Larsen	700 Larsen Lane	Bensenville	IL	60106
Mr Donald Bainter	3657 Briarpark Road	Houston	TX	77042-5205
Mr Allen Hatfield	200 W Sycamore Street	St Paul	MN	55117
Mrs Jeanne Nowak	25235 Hoover Road	Warren	MI	48089
Mr Stephen Symons	4050 Industrial Road	Harrisburg	PA	17110
Mr William Bradley Douglass	325 E Forest Avenue, P O Box 1124	Sherman	TX	75091
Mr James Leason	471 Old Newoprt Blvd , Suite 205	Newport Beach	CA	92663
Mr Thomas Oxholm	6821 Knightdale Blvd, P O Box 190	Knightdale	NC	27545
Mr John Hettle	1800 Industrial Highway	York	PA	17402
Mr Peter Way	5308 Ashbrook Drive, P O 36530	Houston	TX	77236
Mr Charles VanDeventer	115 E Capital Avenue, P O Box 2221	Little Rock	AR	72203
Ms Barbara Leasure	C/O Brown Trucking Company, 6908 Chapman Road	Lithonia	GA	30058
Mr Donald R. Hodges	226 Industrial Park Drive	Martinsville	VA	24112
Mr Timothy W Wilhite	4450 Viking Loop	Bossier City	LA	71111
Mr Joseph Lucia	100 Willow Valley Lakes Drive	Willow Street	PA	17584-9456
Mr J Gary Langmuir	548 Steel Way, P O Box 7066	Lancaster	PA	17604
Mr Jason Young	P O Box 215	West Monroe	LA	71294-0215
Mr Richard J Ream	330 Lee Industrial Blvd	Austell	GA	30168
Mr William Irvine	3300 Board Road	York	PA	17406
Mr David J Stewart	950 Smile Way	York	PA	17404
Mr William C Ludwig	138 Mt Zion Road, P O Box 3008	York	PA	17402
Mr Carl Vizza	2075 Loucks Road	York	PA	17404
Mr Alvin Sortwell	2337 American Ave	Hayward	CA	94545
Mr David Blunderman	8501 West Higgins Road, Suite 320	Chicago	IL	60631
Mr Fred E Clark	2205 Old Philadelphia Pike	Lancaster	PA	17602
Mr Kennnet L Robinson	4725 Highway 28 East	Pineville	LA	71360
Mr David A. DeLeonardis	9300 Tech Center Drive, Suite 100	Sacramento	CA	95826
Mr Edward S UK Hong	23840 Madison Street	Torrance	CA	90505
Mr Edmund Francis Burke Jr	284 Eastern Avenue	Chelsea	MA	02150
Mr Jeffrey A. Wahba	20333 S Normandie Avenue	Torrance	CA	90502
Mr Shlomo Crandus	666 Garland Place	Des Plaines	IL	60016
Mr Randall Alan Hartley	700 39th Street, SE, Suite A	Watertown	SD	57201

<u>Director Name</u>	<u>Street Address</u>	<u>City</u>	<u>State</u>	<u>Zip</u>
Mr Donald Cooper	1805 Horseshoe Pike	Honey Brook	PA	19344
Mr Ed Eisele	408 S 23rd Avenue, P O Box 6690	Phoenix	AZ	85005
Mr Kevin E Raker	2802 Hallowing Run Road	Sunbury	PA	17801
Mr James LaBarge	1260 E Grand Ave	Pomona	CA	91766
Mr Paul S Taylor	438N White Road	San Jose	CA	95127
Mr Steve Matlock	3500 Second St	Arcadia	LA	71001
Mr Robert O Orders, Jr	501 6th Avenue	Saint Albans	WV	25177
Mr James P Maslowski	700 Walnut Ridge Drive	Hartland	WI	53029
Mr William N "Trey" Morris III	4320 Mariena Street	Bossier City	LA	71111
Mr Trevor Lloyd	361 Delaware Ave , 4th Floor	Buffalo	NY	14202
Mr Melane Wheeler	442 Rutherford Avenue NE	Roanoke	VA	24016
Ms Judith D Taylor	N4 W 22610 BlueMound Road	Wakesha	WI	53186
Mr Raynolds J Moran	39423 Babin Road	Gonzales	LA	70737
Ms Dawn Fuchs Heiser	2 Dorrington Road	Carnegie	PA	15106
Mr Joe McKunney	635 Fairgrounds Rd	Muscle Shoals	AL	35661

Due to security concerns, the director's social security number may be obtained from the offices of Raffles Insurance Limited

Raffles Insurance Limited
Fiscal Year End March 31, 2012

Schedule O - Section F - Additional Information

Raffles Insurance Limited filed Form 1120-F U.S. Income Tax Return of Foreign Corporation for its fiscal 2009, 2010 and 2011 tax years. The company had no taxable income and no tax due on the return.