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

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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation
Lannan Foundation

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

City or town, state, and ZIP code
Santa Fe, NM 87501-2628

Room/suite

A Employer identification number
36-6062451

B Telephone number
(505) 986-8160

C 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 change

H Check type of organization. ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16)
\$ 217,897,171. (Part I, column (d) must be on cash basis.)

J Accounting method: ☐ Cash ☒ Accrual
☐ Other (specify)

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)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ☒ if the foundation is not required to attach Sch. B interest on savings and temporary cash investments	5,668.	5,668.		Statement 2
	4 Dividends and interest from securities	2,864,247.	2,864,247.		Statement 3
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	3,246,462.			Statement 1
	b Gross sales price for all assets on line 6a	18,349,408.			
	7 Capital gain net income (from Part IV, line 2)		3,086,682.		
	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	6,116,377.	5,956,597.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	735,346.	101,019.		637,071.
	14 Other employee salaries and wages	836,338.	11,018.		830,982.
	15 Pension plans, employee benefits	427,783.	8,209.		399,588.
	16a Legal fees Stmt 4	186,493.	4,803.		203,549.
	b Accounting fees Stmt 5	64,178.	8,556.		48,485.
	c Other professional fees Stmt 6	658,006.	302,632.		355,374.
	17 Interest	34.	0.		34.
	18 Taxes Stmt 7	317,546.	0.		33,898.
	19 Depreciation and depletion Stmt 14	156,001.	0.		
	20 Occupancy	154,809.	1,512.		157,251.
	21 Travel, conferences, and meetings	228,754.	15,204.		228,097.
	22 Printing and publications	33,146.	0.		35,008.
	23 Other expenses Stmt 8	1,192,000.	39,104.		1,138,276.
	24 Total operating and administrative expenses. Add lines 13 through 23	4,990,434.	492,057.		4,067,613.
	25 Contributions, gifts, grants paid	6,221,986.			5,274,486.
	26 Total expenses and disbursements. Add lines 24 and 25	11,212,420.	492,057.		9,342,099.
	27 Subtract line 26 from line 12	-5,096,043.			
	a Excess of revenue over expenses and disbursements		5,464,540.		
	b Net investment income (if negative, enter -0-)				
	c Adjusted net income (if negative, enter -0-)			N/A	

914 10

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	8,358.	7,895.	7,895.
	2	Savings and temporary cash investments	16,451,323.	16,737,624.	16,737,624.
	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	32,813.	43,344.	43,344.
	10a	Investments - U.S. and state government obligations			
	b	Investments - corporate stock Stmt 10	23,921,565.	24,191,531.	24,191,531.
	c	Investments - corporate bonds			
Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other Stmt 11	122,489,631.	127,596,447.	127,596,447.
	14	Land, buildings, and equipment basis Stmt 5,624,196.			
		Less: accumulated depreciation ▶ 14 2,039,479.	3,674,040.	3,584,717.	4,069,719.
	15	Other assets (describe ▶ Statement 12)	19,213,913.	18,434,545.	45,250,611.
	16	Total assets (to be completed by all filers)	185,791,643.	190,596,103.	217,897,171.
	17	Accounts payable and accrued expenses	591,121.	705,154.	
	18	Grants payable	1,270,000.	2,217,500.	
Net Assets or Fund Balances	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	Total liabilities (add lines 17 through 22)	1,861,121.	2,922,654.	
Net Assets or Fund Balances	24	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.	183,930,522.	187,673,449.	
	25	Unrestricted			
	26	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds.	183,930,522.	187,673,449.	
30	Total net assets or fund balances	183,930,522.	187,673,449.		
31	Total liabilities and net assets/fund balances	185,791,643.	190,596,103.		

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	183,930,522.
2	Enter amount from Part I, line 27a	2	-5,096,043.
3	Other increases not included in line 2 (itemize) ▶ See Statement 9	3	8,838,970.
4	Add lines 1, 2, and 3	4	187,673,449.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	187,673,449.

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 Investment securities <i>st mt 20</i>	P	Various	Various
b Donated art items	P	Various	Various
c Various vehicles, computers and office equipment	P	Various	Various
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 18,114,608.		15,037,325.	3,077,283.
b 216,700.		216,700.	0.
c			
d 18,100.	88,874.	97,575.	9,399.
e			

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

(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	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a			3,077,283.
b			0.
c			
d			9,399.
e			

2 Capital gain net income or (net capital loss)	$\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 7} \\ \text{If (loss), enter -0- in Part I, line 7} \end{array} \right\}$	2	3,086,682.
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	$\left\{ \begin{array}{l} \text{If gain, also enter in Part I, line 8, column (c)} \\ \text{If (loss), enter -0- in Part I, line 8} \end{array} \right\}$	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	13,161,684.	170,886,999.	.077020
2010	10,674,467.	164,667,340.	.064824
2009	9,962,723.	150,275,046.	.066297
2008	15,686,513.	178,296,376.	.087980
2007	19,609,355.	208,728,420.	.093947

2 Total of line 1, column (d)	2	.390068
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	.078014
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	164,246,683.
5 Multiply line 4 by line 3	5	12,813,541.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	54,645.
7 Add lines 5 and 6	7	12,868,186.
8 Enter qualifying distributions from Part XII, line 4	8	9,488,539.

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 ☐ and enter "N/A" on line 1. Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	109,291.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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 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	109,291.
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	109,291.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	115,138.	
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	115,138.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	5,847.	
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) <u>NM, IL, TX</u>		
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

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>www.lannan.org</u>	13	X	
14	The books are in care of <u>Lannan Foundation</u> Telephone no <u>(505) 954-5152</u> Located at <u>313 Read Street, Santa Fe, New Mexico</u> ZIP+4 <u>87501-2628</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year <u>15</u> 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 <u></u>	16	Yes	No
			X	

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <u></u>	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years <u></u>	☐ Yes ☒ 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 <u></u>		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	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

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)?

5b

X

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?

Stmnt 15

☒ Yes ☐ No

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

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

6b

X

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

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No

7b

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

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 13		735,346.	179,285.	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
Davis, Christie Mazuera	Program Officer			
313 Read Street, Santa Fe, NM 87501	36.00	120,899.	56,952.	0.
Betlach, Laurie	Program Officer			
313 Read Street, Santa Fe, NM 87501	36.00	125,492.	44,457.	0.
Simms, Ruth	Controller			
313 Read Street, Santa Fe, NM 87501	36.00	110,181.	44,162.	0.
Humble, Douglas	Residency prog mgr			
313 Read Street, Santa Fe, NM 87501	36.00	94,105.	41,169.	0.
Carey, Linda	Accounting manager			
313 Read Street, Santa Fe, NM 87501	36.00	94,105.	31,487.	0.

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

3

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
First Pacific Advisors Inc - 11400 W. Olympic Blvd, #1200, Los Angeles, CA 90064	Investment advisors	217,211.
Berkey, Williams 2030 Addison, Suite 410, Berkeley, CA 94704	Legal services	126,240.
Astilli, Inc. 1807 Second St., #105, Santa Fe, NM 87505	Art storage, framing, transport	103,013.
The Northern Trust Company 50 South LaSalle Street, Chicago, IL 60675	Investment advisors	64,272.
KPMG, LLP - 6565 Americas Parkway NE, Ste 700, Albuquerque, NM 87110	Accounting services	64,178.
Total number of others receiving over \$50,000 for professional services		1

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 Please see Statement 16.	
	117,635.
2 Please see Statement 17.	
	192,185.
3 Please see Statement 18.	
	75,784.
4 Please see Statement 19.	
	212,900.

Part IX-B Summary of Program-Related Investments

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

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

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	150,954,887.
b	Average of monthly cash balances	1b	15,707,027.
c	Fair market value of all other assets	1c	85,988.
d	Total (add lines 1a, b, and c)	1d	166,747,902.
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	166,747,902.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	2,501,219.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	164,246,683.
6	Minimum investment return. Enter 5% of line 5	6	8,212,334.

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	8,212,334.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	109,291.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	109,291.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	8,103,043.
4	Recoveries of amounts treated as qualifying distributions	4	1,124,496.
5	Add lines 3 and 4	5	9,227,539.
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	9,227,539.

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	9,342,099.
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	146,440.
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	9,488,539.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	9,488,539.

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				9,227,539.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	9,408,649.			
b From 2008	6,657,181.			
c From 2009	928,048.			
d From 2010	2,117,202.			
e From 2011	3,382,357.			
f Total of lines 3a through e	22,493,437.			
4 Qualifying distributions for 2012 from Part XII, line 4. ▶ \$	9,488,539.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				9,227,539.
e Remaining amount distributed out of corpus	261,000.			
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:	22,754,437.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	9,408,649.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	13,345,788.			
10 Analysis of line 9				
a Excess from 2008	6,657,181.			
b Excess from 2009	928,048.			
c Excess from 2010	2,117,202.			
d Excess from 2011	3,382,357.			
e Excess from 2012	261,000.			

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
Abunimah, Ali Chicago, IL 60615	None	Individual	Cultural Freedom fellowship	37,500.
Advocates for Indigenous California Language Survival 221 Idora Avenue Vallejo, CA 94591		Public charity	Breath of Life conference support	10,000.
African Solutions to African Problems 132 St. Mark's Place Brooklyn, NY 11217		Public charity	General operating support	200.
Albuquerque Academy 6400 Wyoming Blvd. NE Albuquerque, NM 87109		Public charity	Media Literacy project	7,500.
All Faiths Food Bank 8711 Blaikie Court Sarasota, FL 34240		Public charity	General operating support	20,000.
Total See continuation sheet(s) ▶ 3a				5,274,486.
b Approved for future payment				
Abunimah, Ali Chicago, IL 60615	None	Individual	Cultural Freedom fellowship	37,500.
Banerjee, Subhankar New York, NY 10025	None	Individual	Cultural Freedom award	75,000.
Bitsui, Sherwin Albuquerque, NM 87120	None	Individual	Lannan Literary fellowship	25,000.
Total See continuation sheet(s) ▶ 3b				2,217,500.

Form 990-PF

Gain or (Loss) from Sale of Assets

Statement 1

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Investment securities			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
18,114,608.	15,037,325.	0.	0.	3,077,283.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Donated art items			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
216,700.	56,920.	0.	0.	159,780.	

(a) Description of Property			Manner Acquired	Date Acquired	Date Sold
Various vehicles, computers and office equipment			Purchased	Various	Various
(b) Gross Sales Price	(c) Cost or Other Basis	(d) Expense of Sale	(e) Deprec.	(f) Gain or Loss	
18,100.	97,575.	0.	88,874.	9,399.	

Capital Gains Dividends from Part IV

0.

Total to Form 990-PF, Part I, line 6a

3,246,462.

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 2

Source	Amount
Native American Bank, NA	3,962.
The Northern Trust	1,706.
Total to Form 990-PF, Part I, line 3, Column A	5,668.

Form 990-PF Dividends and Interest from Securities Statement 3

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
The Northern Trust	2,864,247.	0.	2,864,247.
Total to Form 990-PF, Part I, ln 4	2,864,247.	0.	2,864,247.

Form 990-PF Legal Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Mayer, Brown	41,953.	4,803.		46,302.
Berkey, Williams	126,240.	0.		144,958.
Hufford, Horstmann	300.	0.		300.
McCue, Howard M.	18,000.	0.		11,989.
To Form 990-PF, Pg 1, ln 16a	186,493.	4,803.		203,549.

Form 990-PF Accounting Fees Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
KPMG, LLP	64,178.	8,556.		48,485.
To Form 990-PF, Pg 1, ln 16b	64,178.	8,556.		48,485.

Form 990-PF

Other Professional Fees

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Barsamian, David	16,000.	0.		16,000.
Beattie, Ann	8,500.	0.		8,500.
Bennis, Phyllis	8,500.	0.		8,500.
Blue Flower Arts, LLC	18,000.	0.		18,000.
Coughlin, Brenda	36,674.	0.		36,674.
Dabashi, Hamid	10,000.	0.		10,000.
Davis, Lydia	8,500.	0.		8,500.
Diaz, Natalie	3,500.	0.		3,500.
Goldman, Francisco	5,000.	0.		5,000.
Goodman, Amy	7,500.	0.		7,500.
Greater Talent Network, Inc.	5,000.	0.		5,000.
Handal, Nathalie	11,000.	0.		11,000.
Hedges, Chris	10,000.	0.		10,000.
Jones, Brian	9,500.	0.		9,500.
Lannan, Marie Camille	20,000.	0.		20,000.
Lopez, Ruth	4,000.	0.		4,000.
Marcus, Ben	5,000.	0.		5,000.
Moynihan, Denis	7,500.	0.		7,500.
Random House, Inc.	5,500.	0.		5,500.
Sayles, John	15,000.	0.		15,000.
Segura, Liliana	6,000.	0.		6,000.
Shirk, David	8,500.	0.		8,500.
Silverblatt, Michael	38,000.	0.		38,000.
Smith, Peter	6,000.	0.		6,000.
Steven Barclay Agency	31,000.	0.		31,000.
Sutor, Nancy	1,200.	0.		1,200.
Suzuki, David	10,000.	0.		10,000.
Sze, Arthur	1,000.	0.		1,000.
Thomas-Muller, Clayton	7,000.	0.		7,000.
Tuesday Agency, The	6,000.	0.		6,000.
Alexander, Michelle	10,000.	0.		10,000.
Williams, Chris	8,500.	0.		8,500.
Wright, Jeremiah	7,500.	0.		7,500.
First Pacific Advisors	217,211.	217,211.		0.
Lannan, Michael	15,000.	15,000.		0.
Northern Trust Company, Inc.	58,271.	58,271.		0.
Plauche, Joseph	12,150.	12,150.		0.
To Form 990-PF, Pg 1, ln 16c	658,006.	302,632.		355,374.

Form 990-PF

Taxes

Statement

7

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Property taxes	33,898.	0.		33,898.
Excise taxes	283,648.	0.		0.
To Form 990-PF, Pg 1, ln 18	317,546.	0.		33,898.

Form 990-PF

Other Expenses

Statement

8

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Office supplies	32,316.	1,391.		32,556.
Memberships	1,222.	0.		1,222.
Office expenses	29,203.	0.		24,609.
Postage & mailing	21,080.	908.		20,401.
Advertising & promotion	0.	0.		0.
Business entertainment	58,140.	0.		53,246.
Storage	64,123.	0.		68,267.
Telephone	31,731.	1,366.		30,395.
Computer services	54,946.	2,366.		52,331.
Bank charges	12,232.	6,453.		5,779.
Crating & shipping	10,857.	0.		7,096.
Fine arts insurance	14,547.	0.		14,547.
Art maintenance	28,157.	0.		28,157.
Security	11,893.	0.		11,514.
Directors' benefits	179,286.	26,620.		154,849.
Special events	1,492.	0.		1,492.
Website administration	42,271.	0.		46,107.
Readings & conversations program	117,635.	0.		109,950.
Cultural Freedom public events	192,185.	0.		183,869.
Residency program	212,900.	0.		217,688.
In-house exhibits and catalogues	75,784.	0.		74,201.
To Form 990-PF, Pg 1, ln 23	1,192,000.	39,104.		1,138,276.

Form 990-PF Other Increases in Net Assets or Fund Balances Statement 9

Description	Amount
Net unreal apprec. on securities	8,763,473.
Imputed interest income on below-market loan	75,497.
Total to Form 990-PF, Part III, line 3	8,838,970.

Form 990-PF Corporate Stock Statement 10

Description	Book Value	Fair Market Value
Nortel Networks Corp	1.	1.
Ensco PLC Spon ADR	2,341,560.	2,341,560.
Amerigroup Corp	0.	0.
Arris Group Inc	248,004.	248,004.
Arrow Electr Inc	2,189,600.	2,189,600.
Atwood Oceanics Inc	389,215.	389,215.
Avnet Inc	1,839,661.	1,839,661.
Baker Hughes Inc	497,594.	497,594.
Cabot Oil & Gas Corp	298,440.	298,440.
Cimarex Energy Co	300,196.	300,196.
Devry Inc Del	742,749.	742,749.
Fedt Investors Inc	343,910.	343,910.
Foot Locker Inc	684,156.	684,156.
Helmerich & Payne Inc	296,853.	296,853.
Interdigital Inc	1,154,910.	1,154,910.
Newfield Exploration	907,842.	907,842.
Oshkosh Corporation	1,114,840.	1,114,840.
Patterson-Uti	489,969.	489,969.
PVTPL Rosetta Res Inc	1,953,292.	1,953,292.
Reliance Stl & Alum Co	471,960.	471,960.
Rosetta Res Inc	27,216.	27,216.
Rowan Companies Inc	2,310,853.	2,310,853.
Signet Jewelers	608,760.	608,760.
SM Energy Co	600,415.	600,415.
Trinity Ind Inc.	1,515,186.	1,515,186.
Veeco Instrs Inc.	398,520.	398,520.
Westn Digital Corp	2,366,693.	2,366,693.
Alliant Techsystems Inc	99,136.	99,136.
Total to Form 990-PF, Part II, line 10b	24,191,531.	24,191,531.

Form 990-PF	Other Investments	Statement 11
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Description	Valuation Method	Book Value	Fair Market Value
Pimco Global Assets Fund	FMV	7,921,710.	7,921,710.
Columbia Acorn Intl Fund	FMV	18,467,623.	18,467,623.
FPA New Income Fund	FMV	29,887,705.	29,887,705.
Crescent Fund	FMV	35,921,961.	35,921,961.
Pimco Real Return Strategy Fund	FMV	8,595,657.	8,595,657.
Blackrock Global Allocation	FMV	8,008,422.	8,008,422.
Blackrock Funds II	FMV	5,396,372.	5,396,372.
Pimco Unconstrained Bond	FMV	5,698,432.	5,698,432.
PIMCO Future I All Ast	FMV	7,698,565.	7,698,565.
Total to Form 990-PF, Part II, line 13		127,596,447.	127,596,447.

Form 990-PF	Other Assets	Statement 12
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Description	Beginning of Yr Book Value	End of Year Book Value	Fair Market Value
Art collection	14,975,121.	14,989,261.	41,805,327.
Investment income receivable	19,531.	120,526.	120,526.
Program-related investment	4,219,261.	3,324,758.	3,324,758.
To Form 990-PF, Part II, line 15	19,213,913.	18,434,545.	45,250,611.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 13

Name and Address	Title and Avg Hrs/Wk	Compensation	Employee Ben Plan Contrib	Expense Account
J. Patrick Lannan 313 Read Street Santa Fe, NM 87501	President 50.00	260,535.	66,649.	0.
Sharon A. Ferrill 313 Read Street Santa Fe, NM 87501	Vice President 8.00	36,000.	9,516.	0.
John R. Lannan 313 Read Street Santa Fe, NM 87501	Vice President 5.00	26,000.	656.	0.
Frank C. Lawler 313 Read Street Santa Fe, NM 87501	Vice President, Secretary 50.00	223,131.	62,539.	0.
Lawrence P. Lannan, Jr. 313 Read Street Santa Fe, NM 87501	Exec Vice Pres, Treas. 30.00	75,680.	14,484.	0.
Mary M. Plauche 313 Read Street Santa Fe, NM 87501	Director, Asst Secy, Asst Treas 5.00	26,000.	5,612.	0.
Howard M. McCue III 313 Read Street Santa Fe, NM 87501	Asst Secy, Asst Treas 1.00	0.	0.	0.
Karen Hetherington 313 Read Street Santa Fe, NM 87501	Director 5.00	26,000.	5,888.	0.
William Johnston 313 Read Street Santa Fe, NM 87501	Director 10.00	36,000.	2,433.	0.
Marian P. Day 313 Read Street Santa Fe, NM 87501	Director 5.00	26,000.	11,508.	0.
David L. Ungerleider 313 Read Street Santa Fe, NM 87501	Director 5.00	0.	0.	0.

Totals included on 990-PF, Page 6, Part VIII

735,346.	179,285.	0.
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LANNAN FOUNDATION
FEDERAL ID #36-6062451
Form 990 PF, 12/31/12

Statement 14 - Property cost, accumulated depreciation and book value, tax value and fair value

DESCRIPTION	METHOD/ LIFE	COST	ACCUMULATED DEPRECIATION	BOOK CARRYING VALUE	TAX CARRYING VALUE	DEPRECIATION EXPENSE	FAIR MARKET VALUE
LAND							
Acquired 1997 - 2012	N/A	\$ 1,178,239	N/A	\$ 1,178,239	\$ 1,300,099	N/A	\$ 1,137,484
BUILDINGS							
Acquired 1997 - 2012	Straight-line 40 year life	3,043,778	1,106,057	1,937,721	3,038,052	76,096	2,587,162
OFFICE EQUIPMENT							
Acquired 1993 - 2012	Straight-line Lives between 3-7 years	653,117	555,232	97,885	98,952	35,069	97,885
BUILDING IMPROVEMENTS							
Acquired 1998 - 2012	Straight - line 15 year life	620,199	294,044	326,155	356,169	36,350	165,138
VEHICLES							
Acquired 2000 - 2012	Straight-line 5 year life	128,863	84,146	44,717	44,717	8,486	82,050
Totals		<u>\$ 5,624,196</u>	<u>\$2,039,479</u>	<u>\$ 3,584,717</u>	<u>\$ 4,837,989</u>	<u>\$ 156,001</u>	<u>\$ 4,069,719</u>

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2012

Statement 15

The Foundation exercised expenditure responsibility for the following grants in 2012:

- 1) **Center for Economic Research and Social Change, Inc.**
4015 North Rockwell Street
Chicago, Illinois 60618
 - a) Program-related investment of \$200,000 approved and paid in December 2011.
 - b) The purpose of the loan is to provide funding for book printing costs and royalty expenses of Haymarket Books. The loan is to be repaid in four installments of \$50,000, due in June 2012, December 2012, June 2013 and December 2013. The final \$50,000 is subject to a challenge provision, and will be forgiven if the organization raises an additional \$50,000 designated for printing and royalties.
 - c) Three payments of \$50,000, totaling \$150,000, due by June 2013 have been received, and payments are current.
 - d) To the best of the Foundation's knowledge, no part of the loan has been used for other than its intended purpose.
 - e) An interim report was received in June 2013.

- 2) **Center for Economic Research and Social Change, Inc.**
4015 North Rockwell Street
Chicago, Illinois 60618
 - a) Grant of \$50,000 approved and paid in December 2011.
 - b) The purpose of the grant is to provide general operating support for Haymarket Books.
 - c) All grant funds have been spent on their intended purpose.
 - d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
 - e) The final report was received in December 2012.

- 3) **Center for Economic Research and Social Change, Inc.**
4015 North Rockwell Street
Chicago, Illinois 60618
 - a) Grant of \$12,500 approved and paid in December 2011.
 - b) The purpose of the grant is to provide support for a lecture by Richard Wolff.
 - c) All grant funds have been spent on their intended purpose.
 - d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
 - e) The final report was received in September 2012.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2012

Statement 15

- 4) **Center for Economic Research and Social Change, Inc.**
4015 North Rockwell Street
Chicago, Illinois 60618
- a) Grant of \$3,500 approved in October 2012 and paid in November 2012.
 - b) The purpose of the grant is to provide support for a lecture by Cornel West, Tavis Smiley, and Amy Goodman held in Chicago, Illinois.
 - c) All grant funds have been spent on their intended purpose.
 - d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
 - e) The final report was received in December 2012.
- 5) **Center for Economic Research and Social Change, Inc.**
4015 North Rockwell Street
Chicago, Illinois 60618
- a) Grant of \$1,430 approved in November 2012 and paid in December 2012.
 - b) The purpose of the grant is to provide support for additional costs incurred for a lecture by Cornel West, Tavis Smiley, and Amy Goodman held in Chicago, Illinois.
 - c) All grant funds have been spent on their intended purpose.
 - d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
 - e) The final report was received in December 2012.
- 6) **Center for Economic Research and Social Change, Inc.**
4015 North Rockwell Street
Chicago, Illinois 60618
- a) Grant of \$50,000 approved in November 2012 and paid in December 2012.
 - b) The purpose of the grant is for general operating support of Haymarket Books, an activity of the organization.
 - c) As of the last report received, \$25,000 of the grant funds had been spent in a ratable manner for six month of the grant year.
 - d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
 - e) An interim report was received in June 2013.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2012

Statement 15

- 7) **Democracy at Work**
64 West 15th Street
New York, New York 10011
- a) Grant of \$25,000 approved in February 2012 and paid in April 2012.
 - b) The purpose of the grant is to provide general operating support for the organization.
 - c) All grant funds have been spent on their intended purpose.
 - d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
 - e) The final report was received in December 2012.
- 8) **Democracy at Work**
64 West 15th Street
New York, New York 10011
- a) Grant of \$25,000 approved in February 2012 and paid in September 2012.
 - b) The purpose of the grant is to provide general operating support for the organization.
 - c) All grant funds have been spent on their intended purpose.
 - d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
 - e) The final report was received in December 2012.
- 9) **Democracy at Work**
64 West 15th Street
New York, New York 10011
- a) Grant of \$25,000 approved in February 2012 and paid in November 2012.
 - b) The purpose of the grant is to provide general operating support for the organization.
 - c) All grant funds have been spent on their intended purpose.
 - d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
 - e) The final report was received in December 2012.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2012

Statement 15

- 10) **Friends of the Akwesasne Freedom School**
PO Box 290
Roosevelt, New York 13683

- a) Grant of \$70,000 approved in December 2011 and paid in January 2012.
- b) The purpose of the grant is to provide general operating support for the organization.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in November 2012.

- 11) **Gwich'in Steering Committee**
122 1st Avenue, Box 2
Fairbanks, Alaska 99701

- a) Grant of \$25,000 approved in December 2011 and paid in January 2012.
- b) The purpose of the grant is to provide support general operating support for the organization.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in October 2012.

- 12) **Helen Caldicott Foundation, The**
131 Forrest Hill Drive
Asheville, North Carolina 28803

- a) Grant of \$50,000 approved and paid in December 2011.
- b) The purpose of the grant is to provide support for staff salaries for the radio program "If You Love This Planet."
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in November 2012.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2012

Statement 15

13) Institute of Natural and Traditional Knowledge
807 4th Street SW
PO Box 12340
Albuquerque, New Mexico 87195

- a) Grant of \$10,000 approved and paid in October 2011.
- b) The purpose of the grant is to provide for expenses related to the Annual Symposium of the Traditional Agriculture and Sustainable Living Conference.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in February 2012.

14) Institute of Natural and Traditional Knowledge
807 4th Street SW
PO Box 12340
Albuquerque, New Mexico 87195

- a) Grant of \$5,000 approved and paid in September 2012.
- b) The purpose of the grant is to provide for expenses related to the Annual Symposium of the Traditional Agriculture and Sustainable Living Conference.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in February 2013.

15) Intertribal Sinkyone Wilderness Council
P. O. Box 1523
Ukiah, California 95482

- a) Grant of \$189,000 approved and paid in April 2007.
- b) The purpose of the grant is to provide support general operating support for the organization.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in October 2012.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2012

Statement 15

16) Intertribal Sinkyone Wilderness Council

P. O. Box 1523
Ukiah, California 95482

- a) Grant of \$175,000 approved and paid in April 2008.
- b) The purpose of the grant is to provide support general operating support for the organization.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in March 2013.

17) Intertribal Sinkyone Wilderness Council

P. O. Box 1523
Ukiah, California 95482

- a) Grant of \$150,000 approved in July 2009 and paid in May 2010.
- b) The purpose of the grant is for a baseline environmental report for the organization's acquisition of the Four Corners Property, and an administrative fund for the property's conservation easement.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in April 2012.

18) Intertribal Sinkyone Wilderness Council

P. O. Box 1523
Ukiah, California 95482

- a) Grant of \$195,000 approved in December 2009 and paid in March 2010.
- b) The purpose of the grant is to provide general operating support for the organization.
- c) As of the last report received, \$187,203 has been spent.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) An interim report was received in March 2013.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2012

Statement 15

- 19) **Intertribal Sinkyone Wilderness Council**
P. O. Box 1523
Ukiah, California 95482

- a) Grant of \$180,000 approved in January 2011 and paid in March 2011.
- b) The purpose of the grant is to provide general operating support for the organization.
- c) As of the last report received, \$170,179 has been spent.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) An interim report was received in March 2013.

- 20) **Intertribal Sinkyone Wilderness Council**
P. O. Box 1523
Ukiah, California 95482

- a) Grant of \$39,000 approved in October 2011 and paid in December 2011.
- b) The purpose of the grant is to pay legal fees for work to protect the coastal resources of the Indigenous communities of the North Coast of California in relation to the Marine Life Protection Initiative.
- c) \$32,654 of the grant funds were spent on the intended purpose, and in April 2013 the Foundation received a refund of \$6,346 in unspent grant funds. All funds were either spent or refunded.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in March 2013.

- 21) **Intertribal Sinkyone Wilderness Council**
P. O. Box 1523
Ukiah, California 95482

- a) Grant of \$197,000 approved in February 2012 and paid in March 2012.
- b) The purpose of the grant is to provide general operating support for the organization.
- c) As of the last report received, \$181,420 has been spent.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) An interim report was received in March 2013.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2012

Statement 15

22) The Martha Gellhorn Trust Prize

Crosscombe
Towne's Lane
Loddiswell
Devon TQ7 4QY
United Kingdom

- a) Grant of \$10,000 approved and paid in May 2011.
- b) The purpose of the grant is for general operating support of the Martha Gellhorn Trust Prize.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in October 2013.

23) National Poetry Series, Inc.

57 Mountain Avenue
Princeton, New Jersey 08540

- a) Grant of \$50,000 approved in June 2011 and paid in July 2011.
- b) The purpose of the grant is to provide support for publication of five new books of poetry.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in January 2012.

24) National Poetry Series, Inc.

57 Mountain Avenue
Princeton, New Jersey 08540

- a) Grant of \$50,000 approved in July 2012 and paid in September 2012.
- b) The purpose of the grant is to provide support for publication of five new books of poetry.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in January 2013.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2012

Statement 15

- 25) **Public Communicators, Inc.**
PO Box 6060
Boulder, Colorado 80306

- a) Grant of \$75,000 approved and paid in August 2010.
- b) The purpose of the grant is for documentary programming acquisition and capital equipment.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) A report was received in September 2013 confirming that the capital equipment is still being used in a manner consistent with terms of the 2010 grant.

- 26) **Public Communicators, Inc.**
PO Box 6060
Boulder, Colorado 80306

- a) Grant of \$50,000 approved in February 2011 and paid in March 2011.
- b) The purpose of the grant is for general operating support of Free Speech TV.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in November 2012.

- 27) **Public Communicators, Inc.**
PO Box 6060
Boulder, Colorado 80306

- a) Grant of \$25,000 approved in March 2011 and paid in May 2011.
- b) The purpose of the grant is to support the broadcast of Free Speech TV's labor movement coverage in the Spring of 2011.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in November 2012.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2012

Statement 15

- 28) **Public Communicators, Inc.**
PO Box 6060
Boulder, Colorado 80306

- a) Grant of \$75,000 approved December 2011 and paid in January 2012.
- b) The purpose of the grant is to support the broadcast of Free Speech TV's documentary programming acquisitions.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in December 2012.

- 29) **Red Bay Stronghold Foundation**
140 Gregory Place
West Palm Beach, Florida 33405

- a) Grant of \$37,000 approved and paid in December 2010.
- b) The purpose of the grant is for support of the general operating costs to manage the Okeechobee County, Florida land to which the grantee holds title for the benefit of the Independent Traditional Seminole Nation.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in September 2012.

- 30) **Red Bay Stronghold Foundation**
140 Gregory Place
West Palm Beach, Florida 33405

- a) Grant of \$40,000 approved and paid in September 2012.
- b) The purpose of the grant is for support of the general operating costs to manage the Okeechobee County, Florida land to which the grantee holds title for the benefit of the Independent Traditional Seminole Nation.
- c) All grant funds have been spent on their intended purpose.
- d) To the best of the Foundation's knowledge, no part of the grant has been used for other than its intended purpose.
- e) The final report was received in October 2013.

Lannan Foundation

Federal ID #36-6062451

Part VII-B Line 5c, Form 990-PF
Year ended December 31, 2012

Statement 15

31) Skystone Foundation

114 N. San Francisco Street, Suite 200
Flagstaff, Arizona 86001

- a) Gift of residential real estate valued at \$440,000 approved in June 2011 and completed in July 2011.
- b) The purpose of the gift is to support the work of Skystone Foundation in the operation and upkeep of Roden Crater and the land art installation constructed therein.
- c) The gifted asset has been put to use for its intended purpose.
- d) To the best of the Foundation's knowledge, no aspect of the gifted real estate has been used for other than its intended purpose.
- e) A report on the status of the gifted real estate was received in June 2013.

32) Skystone Foundation

114 N. San Francisco Street, Suite 200
Flagstaff, Arizona 86001

- a) Grant of \$94,016 approved and paid in June 2011.
- b) The purpose of the grant is to purchase land parcel in the viewshed of Roden Crater.
- c) The purchased land is being held for its intended purpose.
- d) To the best of the Foundation's knowledge, no aspect of the land has been used for other than its intended purpose.
- e) A report on the status of the purchased real estate was received in June 2013.

Part IX-A Lines 1-4, Form 990-PF
Year ended December 31, 2012

Statement 16

Lannan Foundation produces the very popular Readings & Conversations series that brings nationally and internationally recognized poets and writers to Santa Fe, New Mexico to read and discuss their work in a public setting. The series begins each September and runs through June of the following year. A typical Readings & Conversations evening lasts for about 2 hours, with the poet or writer reading from his or her work and then having a conversation with another writer, poet, editor, publisher or literary figure. The Community Outreach component of Lannan's public program series distributes between 100 and 200 tickets to students and teachers free of charge for each event. In addition, nearly three-quarters of the visiting authors will make a classroom visit, talking directly with students and teachers about their work. There were seven Readings & Conversations events in 2012.

All events are audio-taped and video-taped. The audio and video recordings of each event are available within 7- 10 days in the audio archive area of Lannan Foundation's website, www.lannan.org, as well as on numerous public media sites such as YouTube. Well over 5,000 tickets are distributed to attendees of the live events each year, and hundreds of thousands of visits are made to the Foundation website annually.

Statement 17

In Pursuit of Cultural Freedom – a lecture series on political, economic, environmental, and human rights issues featuring social justice activists, writers, journalists, and scholars discussing critical topics of our day, which began in March 2011, continues to be successful. The "In Pursuit of Cultural Freedom" series takes place in Santa Fe, New Mexico, and the series begins each September and runs through June of the following year. The lectures begin with a speaker who gives a talk on his or her topic for about 45 minutes, followed by a conversation with an interlocutor for 30 minutes.

In September 2012 the series was moved to the Lensic Theater in order to provide a greater seating capacity (800). All events have been full capacity in attendance, and community outreach tickets were offered at no charge to hundreds of local students and teachers as well. Lannan makes books available to students and teachers as part of the community outreach effort, and most of the speakers make visits to one or more local school classrooms to discuss their work directly with students and teachers. There were eight "In Pursuit of Cultural Freedom" lectures in 2012.

Part IX-A Lines 1-4, Form 990-PF
Year ended December 31, 2012

All events are audio-taped and video-taped. The audio and video recordings of each event are available within 7- 10 days in the audio archive area of Lannan Foundation's website, www.lannan.org, as well as on numerous public media sites such as YouTube. In 2012 approximately 5,000 people attended these lectures in person, and hundreds of thousands of visits were made to the Foundation website.

Statement 18

The Exhibition Program was established to support the creation of new work and to give greater exposure to contemporary artists. In 1981 J. Patrick Lannan, Sr. founded the Lannan Museum in Lake Worth, Florida. Housed in a renovated Art Deco movie theatre, the museum building was designed to provide an environment for the presentation of selections from the collection as well as temporary exhibitions. Artists presented at the Lannan Museum included Greg Colson, Kathy Muehlemann, Ed Ruscha, and James Turrell.

After the foundation relocated to Los Angeles in July 1990, new galleries were inaugurated with presentations of paintings by German artist Gerhard Richter and a monumental sculpture, *The Tables*, by New York-based artist Tom Otterness. Subsequent exhibitions included work by artists Siah Armajani, Chris Burden, Chuck Close, Lynn Davis, Robert Frank, Gary Simmons, and Bill Viola among a number of thematic group presentations.

The current Exhibition Program in Santa Fe presents between one and three exhibitions per year. Exhibitions are free and open to the public for individual visits, as well as those by schools, clubs, and other groups. Two exhibitions were presented in 2012. The first, *Transparent: Peter Alexander Subhankar Banerjee Uta Barth Thomas Joshua Cooper Gloria Graham Morris Louis Robert Moskowitz Fred Sandback Kate Shepherd Iaian Stewart James Turrell*, was presented from April 28 to July 15 and had an attendance of 611 people. The second exhibition was *The Faces of Lannan: Celebrating 15 Years of Lannan Events in Santa Fe* with photographs by Don Usner, on view from September 29 to November 11 with an attendance of 555 visitors.

Lannan Foundation
Federal ID #36-6062451

Part IX-A Lines 1-4, Form 990-PF
Year ended December 31, 2012

Statement 19

The Lannan Writing Residency Fellowship provides uninterrupted writing time for poets, writers, essayists, translators, scholars and curators, as well as indigenous, environmental and social justice activists. Residency durations are usually from one to two months, and residency fellows often give readings open to the public at no charge.

Since the fall of 2000, more than 230 residency fellows have been housed in Lannan properties in Marfa, Texas, a small, beautiful, high desert ranching town in West Texas near the Chinati Mountains to the southwest and the Davis Mountains to the northeast. Marfa is also home to the internationally known Chinati Foundation, a contemporary art organization founded by the late sculptor, Donald Judd. Lannan Foundation residencies have provided creative inspiration for an untold number of published works of fiction, poetry and nonfiction, and other works of art.

Candidates for the residency program are selected through an internal nomination process. Unsolicited applications are not accepted.

Statement 20

Part I, line 6 - Net gain or (loss) from sale of assets

Description	Date and method of acquisition	Method of determining book value	Date sold/donated	Gross donated value/gross sales price	Cost of sale	Unadjusted book basis	Accumulated depreciation	Gain/(loss) on sale/disposition
Donation of art objects	Various Purchase	Cost	Various	\$ 216,700	\$ -	\$ 56,920	\$ -	159,780
Total, noninvestment property				<u>\$ 216,700</u>	<u>\$ -</u>	<u>\$ 56,920</u>	<u>\$ -</u>	<u>\$ 159,780</u>
Disposition and write off of various computers, office equipment and vehicles	Various Purchase	Cost less accum depreciation	Various	18,100	-	97,575	88,874	9,399
Investment property, non-securities				<u>18,100</u>	<u>-</u>	<u>97,575</u>	<u>88,874</u>	<u>9,399</u>
Cash account								
Capital changes	Various Cap change events	Cost	Various	\$ 739	\$ -	\$ -	\$ -	\$ 739
FPA-Rodriguez								
Securities sales	Various Purchase	Cost	Various	4,781,896	-	2,049,160	-	2,732,736
Capital changes	Various Cap change events	Cost	Various	60,600	-	-	-	60,600
FPA-Bond fund								
Securities sales	Various Purchase	Cost	Various	8,000,000	-	8,239,586	-	(239,586)
FPA-Crescent fund								
Other gains	Various Purchase	Cost	Various	145,900	-	-	-	145,900
Pimco Commodity fund								
Other gains	Various Purchase	Cost	Various	88,636	-	-	-	88,636
Pimco Unconstrained Bond fund								
Other gains	Various Purchase	Cost	Various	6,667	-	-	-	6,667
Pimco Global fund								
Other gains	Various Purchase	Cost	Various	30,170	-	-	-	30,170
Blackrock Global Allocation fund								
Securities sales	Various Purchase	Cost	Various	5,000,000	-	4,748,579	-	251,421
Total securities sales and gains				<u>18,114,608</u>	<u>-</u>	<u>15,037,325</u>	<u>-</u>	<u>3,077,283</u>
Total investment properties				<u>18,132,708</u>	<u>-</u>	<u>15,134,900</u>	<u>88,874</u>	<u>3,086,682</u>
Net gain/loss from sale of assets				<u>\$ 18,349,408</u>	<u>\$ -</u>	<u>\$ 15,191,820</u>	<u>\$ 88,874</u>	<u>\$ 3,246,462</u>

Portfolio Statement

JAN 12 3 DEC 12

Account Name LANNAN FDN CASH ACCOUNT

Capital Change Detail

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Ex date	Original security description/Asset ID	Original cost	Change description	Payment Amount	Resulting Shares	Resulting cost	Realized gain/loss Market Translation
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Equities

United States

20 Apr 12	#REORG TIME WARNER STK MERGER TO AOL TIME WARNER INC 2157776 @ 15 1/1101 CUSIP 887315109	0 00	AOL TIME WARNER RECEIVED DISTRIBUTION FOR CLASS PERIOD 01/27/1999 TO 08/27/2002 CASH DISTRIBUTION 3 FILED ACCOUNT 2635113 CLOSED ZZ LANNAN FDN - SP500	59 90		0 00 0 00	59 90 0 00
15 May 12	#REORG/WEST STOCK MERGER CENTURYLINK INC COM 2117900 4-1-2011 CUSIP 749121109	0 00	QWEST COMMUNICATIONS REMISSION RECEIVED DISTRIBUTION FOR CLASS PERIOD 05/21/1999 TO 12/31/2002 CASH DISTRIBUTION 1 FILED ACCOUNT 2635113 CLOSED ZZ LANNAN FDN - SP500	167 45		0 00 0 00	167 45 0 00
18 Jul 12	#REORG/HEALTHSOUTH CORP COM STK REVERSE SPLIT TO 2028661 EFFECTIVE 10/25/06 CUSIP 421924101	0 00	HEALTHSOUTH CORP RECEIVED DISTRIBUTION FOR CLASS PERIOD 08/13/1996 TO 06/22/2005 CASH DISTRIBUTION 2 FILED ACCOUNT 2635113 CLOSED ZZ LANNAN FDN - SP500	63 86		0 00 0 00	63 86 0 00
22 Oct 12	TIME WARNER INC COM CUSIP 887315109	0 00	AOL INDIVIDUAL DEFENDANTS (SEC V COLBURN RECEIVED DISTRIBUTION FOR CLASS PERIOD 01/26/1999 TO 12/06/2002 CASH DISTRIBUTION 1 FILED ACCOUNT 2635113 CLOSED ZZ LANNAN FDN -	19 82		0 00 0 00	19 82 0 00
26 Oct 12	#REORG TELE COMMUN INC SER A TCI GRP COM EXCH AT&T CORP @ 7757 MGR 3-9-99 CUSIP 87924V101	0 00	TELE-COMMUNICATIONS, INC RECEIVED DISTRIBUTION FOR CLASS PERIOD 06/23/1998 TO 03/09/1999 CASH DISTRIBUTION 2 FILED ACCOUNT 2635113 CLOSED ZZ LANNAN FDN - SP500	90 05		0 00 0 00	90 05 0 00

Northern Trust

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◆ Capital Change Detail

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Ex date	Original security description/Asset ID Shares	Original cost	Change description	Payment Amount	Resulting security description/Asset ID Shares	Resulting cost	Realized gain/loss Market Translation
Equities							
United States							
2 Nov 12	MAXIM INTEGRATED PRODS INC COM CUSIP 5772K101	0.00	MAXIM INTEGRATED PRODUCTS, INC RECEIVED DISTRIBUTION FOR CLASS PERIOD 04/28/2003 TO 01/17/2008 CASH DISTRIBUTION 2 FILED ACCOUNT 2811134 CLOSED ZZLANNAN FDN - FIRST PACIFIC	260.69		0.00 0.00	260.69 0.00
6 Dec 12	U S CL ACTIONS (DELISTED)/VAR CUSIPS) CUSIP 983465673	0.00	IPO SECURITIES LITIGATION (MASTER CASE) RECEIVED DISTRIBUTION FOR CLASS PERIOD 02/20/1998 TO 12/06/2000 CASH DISTRIBUTION 1 FILED ACCOUNT 2835113 CLOSED ZZ LANNAN FDN -	76.99		0.00 0.00	76.99 0.00
Total United States				738.76		0.00	738.76 0.00
Total Equities				738.76		0.00	738.76 0.00
Total Payment Income				738.76		0.00	738.76 0.00

<u>Trade Date</u>	<u>Security Description</u>
<u>Settle Date</u>	<u>Asset ID / Ticker</u>
<u>Trade Status</u>	<u>Broker / Commission</u>
	<u>Narrative</u>

Purchases

Equities						
27 Nov 12	VEECO INSTRS INC DEL COM	800.000	-21,623.44	0.00	0.00	0.00
30 Nov 12	CUSIP 922417100 / VECO					
Settled	BNY ESI SECURITIES CO / 40.00	26.979300				
	PURCHASED 800.00 SHARES					
	11-27-12 AT A PRICE OF					
	\$26.9793 PLUS BROKER					
	COMMISSION OF \$40.00 EXECUTION					
	SERVICES INC					
	Total United States - USD		-1,942,528.63	0.00	0.00	0.00
	Total common stock		-1,942,528.63	0.00	0.00	0.00
	Total equities		-1,942,528.63	0.00	0.00	0.00
	Total purchases	71,200.00	-1,942,528.63	0.00	0.00	0.00
	<i>Sales</i>					

Equities

[illegible]

◆ Investment Transaction Detail

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Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Principal	Transaction Amount Accrued Interest	Adjustment Amt	Cost	Market	Realized Gain/Loss	
								Translation	Total

Sales

Equities

15 Feb 12 21 Feb 12 Settled	#REORG/ AMERIGROUP CORP COM CASH MERGER EFF 12/24/2012 CUSIP 03073T102 / AGP ROBERT W BAIRD & COMPANY INC MILWAUKEE USA / 95 00 OTHER CHARGES 2 43 SOLD 1,900 00 SHARES 02-15-12 AT A PRICE OF \$71 0179 LESS BROKER COMMISSION OF \$95 00 AND OTHER CHARGES OF \$2 43 ROBERT W BAIRD & CO INC	71 017900	134,836 58	0 00	0 00	-85,351 43	49,485 15	0 00	49,485 15
9 Jul 12 12 Jul 12 Settled	#REORG/ AMERIGROUP CORP COM CASH MERGER EFF 12/24/2012 CUSIP 03073T102 / AGP MCDONALD AND COMPANY/KEYBANC / 5.00 OTHER CHARGES 20 SOLD 100.00 SHARES 07-09-12 AT A PRICE OF \$89 00 LESS BROKER COMMISSION OF \$5 00 AND OTHER CHARGES OF \$0 20 MCDONALD & CO	-100 000 89 000000	8,894.80	0 00	0 00	-4,456 37	4,438.43	0 00	4,438 43
10 Jul 12 13 Jul 12 Settled	#REORG/ AMERIGROUP CORP COM CASH MERGER EFF 12/24/2012 CUSIP 03073T102 / AGP MCDONALD AND COMPANY/KEYBANC / 50 00 OTHER CHARGES 2 01 SOLD 1,000 00 SHARES 07-10-12 AT A PRICE OF \$89 30 LESS BROKER COMMISSION OF \$50 00 AND OTHER CHARGES OF \$2 01 MCDONALD & CO	-1,000 000 89 300000	89,247 99	0 00	0 00	-44,425.95	44,822 04	0 00	44,822.04
11 Jul 12 16 Jul 12 Settled	#REORG/ AMERIGROUP CORP COM CASH MERGER EFF 12/24/2012 CUSIP 03073T102 / AGP MCDONALD AND COMPANY/KEYBANC / 55 00 OTHER CHARGES 2 21 SOLD 1,100 00 SHARES 07-11-12 AT A PRICE OF \$89 5109 LESS BROKER COMMISSION OF \$55 00 AND OTHER CHARGES OF \$2 21 MCDONALD & CO	-1,100 000 89 510900	98,404 78	0 00	0 00	-48,717 02	49,687 76	0 00	49,687 76

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Investment Transaction Detail

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Trade Date Settle Date Trade Status	Security Description		Shares/PA Price	Principal	Transaction Amount		Adjustment Amt	Cost	Realized Gain/Loss	
	Asset ID / Ticker	Broker / Commission			Accrued Interest	Market			Translation	Total

Sales

Equities

16 Jul 12 19 Jul 12 Settled	#REORG/ AMERIGROUP CORP COM CASH MERGER EFF 12/24/2012 CUSIP 03073T102 / AGP MCDONALD AND COMPANY/KEYBANC / 25 00 OTHER CHARGES 1 01 SOLD 500 00 SHARES 07-16-12 AT A PRICE OF \$90 0026 LESS BROKER COMMISSION OF \$25 00 AND OTHER CHARGES OF \$1 01 MCDONALD & CO		90 002600	44,975 29	0 00	22,831.19	-22,144 10	0 00	0 00	22,831.19
17 Jul 12 20 Jul 12 Settled	#REORG/ AMERIGROUP CORP COM CASH MERGER EFF 12/24/2012 CUSIP 03073T102 / AGP MCDONALD AND COMPANY/KEYBANC / 30 00 OTHER CHARGES 1 21 SOLD 600 00 SHARES 07-17-12 AT A PRICE OF \$90 0204 LESS BROKER COMMISSION OF \$30 00 AND OTHER CHARGES OF \$1.21 MCDONALD & CO.		90 020400	53,981 03	0 00	27,408.11	-26,572 92	0 00	0 00	27,408.11
24 Jul 12 27 Jul 12 Settled	#REORG/ AMERIGROUP CORP COM CASH MERGER EFF 12/24/2012 CUSIP 03073T102 / AGP SIMMONS & COMPANY INTL / 130 00 OTHER CHARGES 5 25 SOLD 2,600 00 SHARES 07-24-12 AT A PRICE OF \$90 0201 LESS BROKER COMMISSION OF \$130 00 AND OTHER CHARGES OF \$5.25 SIMMONS & COMPANY INTL		90 020100	233,917 01	0 00	124,111.05	-109,805.96	0 00	0 00	124,111.05
25 Jul 12 30 Jul 12 Settled	#REORG/ AMERIGROUP CORP COM CASH MERGER EFF 12/24/2012 CUSIP 03073T102 / AGP STIFEL NICOLAUS AND COMPAN / 100 00 OTHER CHARGES 4 04 SOLD 2,000 00 SHARES 07-25-12 AT A PRICE OF \$90 0039 LESS BROKER COMMISSION OF \$100 00 AND OTHER CHARGES OF \$4.04 STIFEL, NICOLAUS & CO., INC		90 003900	179,903 76	0 00	100,272 32	-79,631 44	0 00	0 00	100,272 32

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Generated by Northern Trust from reviewed periodic data on 25 Jan 13

Investment Transaction Detail

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Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Principal	Transaction Amount Accrued Interest	Adjustment Amt	Cost	Realized Gain/Loss		Total
							Market	Translation	

Sales

Equities

26 Jul 12 31 Jul 12 Settled	#REORG/ AMERIGROUP CORP COM CASH MERGER EFF 12/24/2012 CUSIP: 03073T102 / AGP HIBERNIA SOUTHCOST CAPITAL INC / 165.00 OTHER CHARGES 6.66 SOLD 3,300.00 SHARES 07-26-12 AT A PRICE OF \$90.0315 LESS BROKER COMMISSION OF \$165.00 AND OTHER CHARGES OF \$6.66 HIBERNIA SOUTHCOST CAPITAL	90.031500	296,932.29	0.00	0.00	-128,153.68	168,778.61	0.00	168,778.61
7 Feb 12 10 Feb 12 Settled	ARROW ELECTR INC COM CUSIP 042735100 / ARW MORGAN STANLEY & CO INC NEW YORK / 65.00 OTHER CHARGES 1.03 SOLD 1,300.00 SHARES 02-07-12 AT A PRICE OF \$41.1333 LESS BROKER COMMISSION OF \$65.00 AND OTHER CHARGES OF \$1.03 MORGAN STANLEY & CO.	-1,300.000 41.133300	53,407.26	0.00	0.00	-20,869.29	32,537.97	0.00	32,537.97
8 Feb 12 13 Feb 12 Settled	ARROW ELECTR INC COM CUSIP 042735100 / ARW BNY ESI SECURITIES CO. / 55.00 OTHER CHARGES .87 SOLD 1,100.00 SHARES 02-08-12 AT A PRICE OF \$41.0499 LESS BROKER COMMISSION OF \$55.00 AND OTHER CHARGES OF \$0.87 EXECUTION SERVICES INC	-1,100.000 41.049900	45,099.02	0.00	0.00	-17,658.63	27,440.39	0.00	27,440.39
9 Feb 12 14 Feb 12 Settled	ARROW ELECTR INC COM CUSIP 042735100 / ARW BNY ESI SECURITIES CO. / 15.00 OTHER CHARGES .24 SOLD 300.00 SHARES 02-09-12 AT A PRICE OF \$41.062 LESS BROKER COMMISSION OF \$15.00 AND OTHER CHARGES OF \$0.24 EXECUTION SERVICES INC	-300.000 41.062000	12,303.36	0.00	0.00	-4,815.99	7,487.37	0.00	7,487.37

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◆ Investment Transaction Detail

Trade Date	Settle Date	Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Transaction Amount		Adjustment Amt	Cost	Realized Gain/Loss		Total
					Principal	Accrued Interest			Market	Translation	

Sales

Equities

15 Feb 12	21 Feb 12	Settled	ARROW ELECTR INC COM CUSIP 042735100 / ARW BNY ESI SECURITIES CO / 5.00 OTHER CHARGES 08 SOLD 100.00 SHARES 02-15-12 AT A PRICE OF \$41.0014 LESS BROKER COMMISSION OF \$5.00 AND OTHER CHARGES OF \$0.08 EXECUTION SERVICES INC	-100.000 41.001400	4,095.06	0.00	0.00	-1,605.33	2,489.73	0.00	2,489.73
28 Feb 12	2 Mar 12	Settled	ARROW ELECTR INC COM CUSIP 042735100 / ARW BNY ESI SECURITIES CO / 5.00 OTHER CHARGES 08 SOLD 100.00 SHARES 02-28-12 AT A PRICE OF \$41.0005 LESS BROKER COMMISSION OF \$5.00 AND OTHER CHARGES OF \$0.08 EXECUTION SERVICES INC	-100.000 41.000500	4,094.97	0.00	0.00	-1,605.33	2,489.64	0.00	2,489.64
29 Feb 12	5 Mar 12	Settled	ARROW ELECTR INC COM CUSIP 042735100 / ARW BNY ESI SECURITIES CO / 5.00 OTHER CHARGES 08 SOLD 100.00 SHARES 02-29-12 AT A PRICE OF \$41.0175 LESS BROKER COMMISSION OF \$5.00 AND OTHER CHARGES OF \$0.08 EXECUTION SERVICES INC	-100.000 41.017500	4,096.67	0.00	0.00	-1,605.33	2,491.34	0.00	2,491.34
20 Jan 12	25 Jan 12	Settled	ATWOOD OCEANICS INC COM CUSIP 050095108 / ATW BNY ESI SECURITIES CO / 15.00 OTHER CHARGES 26 SOLD 300.00 SHARES 01-20-12 AT A PRICE OF \$45.022 LESS BROKER COMMISSION OF \$15.00 AND OTHER CHARGES OF \$0.26 EXECUTION SERVICES INC	-300.000 45.022000	13,491.34	0.00	0.00	-7,498.37	5,992.97	0.00	5,992.97

Investment Transaction Detail

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Trade Date
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Narrative

Shares/PA
Price

Principal
Transaction Amount
Accrued Interest

Adjustment Amt

Cost

Market
Translation

Realized Gain/Loss

Total

Sales

Equities

23 Jan 12 26 Jan 12 Settled	ATWOOD OCEANICS INC COM CUSIP 050095108 / ATW INVESTMENT TECHNOLOGY GROUP INC / 65 00 OTHER CHARGES 1 13 SOLD 1,300.00 SHARES 01-23-12 AT A PRICE OF \$45.1181 LESS BROKER COMMISSION OF \$65.00 AND OTHER CHARGES OF \$1.13 INVESTMENT TECHNOLOGY GROUP	-1,300 000 45 118100	58,587 40	0 00	0 00	-32,449.57	26,137 83	0 00	26,137 83
23 Jan 12 26 Jan 12 Settled	ATWOOD OCEANICS INC COM CUSIP 050095108 / ATW BNY ESI SECURITIES CO / 45.00 OTHER CHARGES 79 SOLD 900.00 SHARES 01-23-12 AT A PRICE OF \$45.1718 LESS BROKER COMMISSION OF \$45.00 AND OTHER CHARGES OF \$0.79 EXECUTION SERVICES INC	-900 000 45.171800	40,608.83	0.00	0.00	-22,444.98	18,163.85	0.00	18,163 85
31 Jan 12 3 Feb 12 Settled	ATWOOD OCEANICS INC COM CUSIP 050095108 / ATW INVESTMENT TECHNOLOGY GROUP INC / 35 00 OTHER CHARGES 62 SOLD 700.00 SHARES 01-31-12 AT A PRICE OF \$46.0058 LESS BROKER COMMISSION OF \$35.00 AND OTHER CHARGES OF \$0.62 INVESTMENT TECHNOLOGY GROUP	-700 000 46.005800	32,168 44	0 00	0 00	-16,587.51	15,580 93	0 00	15,580 93
1 Feb 12 6 Feb 12 Settled	ATWOOD OCEANICS INC COM CUSIP 050095108 / ATW INVESTMENT TECHNOLOGY GROUP INC / 55 00 OTHER CHARGES 98 SOLD 1,100.00 SHARES 02-01-12 AT A PRICE OF \$46.0927 LESS BROKER COMMISSION OF \$55.00 AND OTHER CHARGES OF \$0.98 INVESTMENT TECHNOLOGY GROUP	-1,100 000 46 092700	50,645 99	0 00	0.00	-25,050 63	25,595 36	0 00	25,595 36

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Trade Status

Security Description
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Narrative

Shares/PA
Price

Transaction Amount
Principal Accrued Interest

Cost

Market Translation

Realized Gain/Loss

Total

Sales

Equities

10 Feb 12	ATWOOD OCEANICS INC COM	-1,600 000	75,386 23	0 00	-36,437 28	38,948 95	0 00	38,948 95
15 Feb 12	CUSIP 050095108 / ATW							
Settled	INVESTMENT TECHNOLOGY GROUP INC / 80 00	47 167300						
	OTHER CHARGES 1 45							
	SOLD 1,600 00 SHARES 02-10-12							
	AT A PRICE OF \$47.1673 LESS							
	BROKER COMMISSION OF \$80 00							
	AND OTHER CHARGES OF \$1 45							
	INVESTMENT TECHNOLOGY GROUP							
28 Feb 12	ATWOOD OCEANICS INC COM	-300 000	14,460 78	0 00	-6,831 99	7,628 79	0 00	7,628 79
2 Mar 12	CUSIP 050095108 / ATW							
Settled	BNY ESI SECURITIES CO / 15 00	48.253500						
	OTHER CHARGES 27							
	SOLD 300 00 SHARES 02-28-12 AT							
	A PRICE OF \$48 2535 LESS							
	BROKER COMMISSION OF \$15 00							
	AND OTHER CHARGES OF \$0.27							
	EXECUTION SERVICES INC							
29 Feb 12	ATWOOD OCEANICS INC COM	-200 000	9,644 22	0 00	-4,538 18	5,106 04	0 00	5,106 04
5 Mar 12	CUSIP 050095108 / ATW							
Settled	BNY ESI SECURITIES CO / 10 00	48 272000						
	OTHER CHARGES 18							
	SOLD 200 00 SHARES 02-29-12 AT							
	A PRICE OF \$48 272 LESS BROKER							
	COMMISSION OF \$10 00 AND OTHER							
	CHARGES OF \$0 18 EXECUTION							
	SERVICES INC							
1 Mar 12	ATWOOD OCEANICS INC COM	-100 000	4,829 02	0 00	-2,269 09	2,559 93	0 00	2,559 93
6 Mar 12	CUSIP 050095108 / ATW							
Settled	BNY ESI SECURITIES CO / 5 00	48 341100						
	OTHER CHARGES 09							
	SOLD 100 00 SHARES 03-01-12 AT							
	A PRICE OF \$48 3411 LESS							
	BROKER COMMISSION OF \$5 00 AND							
	OTHER CHARGES OF \$0 09							
	EXECUTION SERVICES INC							

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Investment Transaction Detail

Trade Date
Settle Date
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Security Description
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Narrative

Shares/PAR
Price

Principal

Transaction Amount
Accrued Interest

Adjustment Amt

Cost

Market

Translation

Realized Gain/Loss

Total

Sales

Equities

5 Mar 12 8 Mar 12 Settled	ATWOOD OCEANICS INC COM CUSIP 050095108 / ATW BNY ESI SECURITIES CO / 5.00 OTHER CHARGES 09 SOLD 100 00 SHARES 03-05-12 AT A PRICE OF \$48 3349 LESS BROKER COMMISSION OF \$5 00 AND OTHER CHARGES OF \$0 09 EXECUTION SERVICES INC	-100 000 48 334900	4,828 40	0.00	-2,289 09	2,559.31	0 00	2,559 31
16 Mar 12 21 Mar 12 Settled	ATWOOD OCEANICS INC COM CUSIP 050095108 / ATW CSI US INSTITUTIONAL DESK / 35.00 OTHER CHARGES 61 SOLD 700 00 SHARES 03-16-12 AT A PRICE OF \$48 3421 LESS BROKER COMMISSION OF \$35 00 AND OTHER CHARGES OF \$0 61 CSI US INSTITUTIONAL DESK	-700 000 48 342100	33,803 86	0 00	-15,883 63	17,920.23	0.00	17,920.23
17 Aug 12 22 Aug 12 Settled	ATWOOD OCEANICS INC COM CUSIP 050095108 / ATW BEAR STEARNS 57079 / 40 00 OTHER CHARGES 83 SOLD 800 00 SHARES 08-17-12 AT A PRICE OF \$46 2023 LESS BROKER COMMISSION OF \$40 00 AND OTHER CHARGES OF \$0 83 BEAR, STEARNS & CO	-800 000 46 202300	36,921 01	0 00	-18,152 72	18,768.29	0.00	18,768.29
20 Aug 12 23 Aug 12 Settled	ATWOOD OCEANICS INC COM CUSIP 050095108 / ATW BEAR STEARNS 57079 / 10 00 OTHER CHARGES 21 SOLD 200 00 SHARES 08-20-12 AT A PRICE OF \$46 0296 LESS BROKER COMMISSION OF \$10 00 AND OTHER CHARGES OF \$0 21 BEAR, STEARNS & CO	-200 000 46 029600	9,195 71	0 00	-4,538 18	4,657 53	0 00	4,657 53

Investment Transaction Detail

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Trade Date	Settle Date	Trade Status	Security Description Asset ID / Ticker Broker / Commission Trade Status Narrative	Shares/PAR Price	Principal	Transaction Amount Accrued Interest	Adjustment Amt	Cost	Market	Translation	Total	Realized Gain/Loss

Sales

Equities

6 Sep 12	11 Sep 12	Settled	ATWOOD OCEANICS INC COM CUSIP 050095108 / ATW BEAR STEARNS 57079 / 35 00 OTHER CHARGES: 75 SOLD 700 00 SHARES 09-06-12 AT A PRICE OF \$47.50 LESS BROKER COMMISSION OF \$35 00 AND OTHER CHARGES OF \$0 75 BEAR, STEARNS & CO	-700 000 47 500000	33,214 25	0 00	0.00	-15,883 63	17,330.62	0 00	17,330 62	
7 Sep 12	12 Sep 12	Settled	ATWOOD OCEANICS INC COM CUSIP 050095108 / ATW BEAR STEARNS 57079 / 80 00 OTHER CHARGES: 1 72 SOLD 1,600 00 SHARES 09-07-12 AT A PRICE OF \$47 7614 LESS BROKER COMMISSION OF \$80 00 AND OTHER CHARGES OF \$1 72 BEAR, STEARNS & CO	-1,600 000 47 761400	76,336 52	0 00	0.00	-36,305 44	40,031 08	0 00	40,031.08	
18 Oct 12	23 Oct 12	Settled	ATWOOD OCEANICS INC COM CUSIP 050095108 / ATW DOUGHERTY COMPANY / 45 00 OTHER CHARGES: 99 SOLD 900 00 SHARES 10-18-12 AT A PRICE OF \$48 8604 LESS BROKER COMMISSION OF \$45 00 AND OTHER CHARGES OF \$0 99 DOUGHERTY COMPANY	-900 000 48 860400	43,928 37	0 00	0.00	-20,421.81	23,506.56	0 00	23,506 56	
7 Feb 12	10 Feb 12	Settled	AVNET INC COM CUSIP 053807103 / AVT BREAN MURRAY CARRET CO LLC / 75 00 OTHER CHARGES: 1 03 SOLD 1,500 00 SHARES 02-07-12 AT A PRICE OF \$35 643 LESS BROKER COMMISSION OF \$75 00 AND OTHER CHARGES OF \$1.03 BREAN MURRAY CARRET CO LLC	-1,500 000 35 643000	53,388 47	0 00	0.00	-10,188 45	43,200 02	0 00	43,200 02	

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Sales

Equities

7 Feb 12 10 Feb 12 Settled	AVNET INC COM CUSIP 053807103 / AVT CL KING & ASSOCIATES / 85.00 OTHER CHARGES 1.17 SOLD 1,700 00 SHARES 02-07-12 AT A PRICE OF \$35 7207 LESS BROKER COMMISSION OF \$85 00 AND OTHER CHARGES OF \$1 17 CL KING	-1,700 000 35 720700	60,639 02	0 00	0 00	-11,448 51	49,190 51	0 00	49,190 51
16 Feb 12 22 Feb 12 Settled	CIMAREX ENERGY CO COM CUSIP 171798101 / XEC INVESTMENT TECHNOLOGY GROUP INC / 35 00 OTHER CHARGES 1 03 SOLD 700 00 SHARES 02-16-12 AT A PRICE OF \$81 0004 LESS BROKER COMMISSION OF \$35 00 AND OTHER CHARGES OF \$1 03 INVESTMENT TECHNOLOGY GROUP	-700 000 81 000400	56,664 25	0 00	0 00	-11,315 85	45,348 40	0 00	45,348 40
24 Feb 12 29 Feb 12 Settled	CIMAREX ENERGY CO COM CUSIP 171798101 / XEC CL KING & ASSOCIATES / 30 00 OTHER CHARGES 94 SOLD 600 00 SHARES 02-24-12 AT A PRICE OF \$86 6954 LESS BROKER COMMISSION OF \$30 00 AND OTHER CHARGES OF \$0.94 CL KING	-600 000 86.695400	51,986 30	0 00	0 00	-9,699 30	42,287 00	0 00	42,287 00
5 Sep 12 10 Sep 12 Settled	ENSCO PLC SHS CLASS A COM CUSIP G3157S106 / ESV UBS WARBURG LLC / 35 00 OTHER CHARGES 91 SOLD 700 00 SHARES 09-05-12 AT A PRICE OF \$57 5385 LESS BROKER COMMISSION OF \$35 00 AND OTHER CHARGES OF \$0.91 WARBURG DILLON READ LLC	-700 000 57.538500	40,241 04	0 00	0 00	-29,522 50	10,718 54	0 00	10,718 54

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Trade Date	Settle Date	Trade Status	Security Description Asset ID / Ticker Broker / Commission Trade Status Narrative	Shares/PA Price	Principal	Transaction Amount Accrued Interest	Adjustment Amt	Cost	Realized Gain/Loss		
									Market	Translation	Total

Sales

Equities

6 Sep 12 11 Sep 12 Settled	ENSCO PLC SHS CLASS A COM CUSIP: G3157S106 / ESV UBS WARBURG LLC / 40.00 OTHER CHARGES 104 SOLD 800.00 SHARES 09-06-12 AT A PRICE OF \$57.9799 LESS BROKER COMMISSION OF \$40.00 AND OTHER CHARGES OF \$1.04 WARBURG DILLON READ LLC	-800.000 57.979900	46,342.88	0.00	0.00	-33,740.00	12,602.88	0.00	12,602.88	
7 Sep 12 12 Sep 12 Settled	ENSCO PLC SHS CLASS A COM CUSIP: G3157S106 / ESV UBS WARBURG LLC / 10.00 OTHER CHARGES 26 SOLD 200.00 SHARES 09-07-12 AT A PRICE OF \$57.5175 LESS BROKER COMMISSION OF \$10.00 AND OTHER CHARGES OF \$0.26 WARBURG DILLON READ LLC	-200.000 57.517500	11,493.24	0.00	0.00	-8,435.00	3,058.24	0.00	3,058.24	
10 Sep 12 13 Sep 12 Settled	ENSCO PLC SHS CLASS A COM CUSIP: G3157S106 / ESV UBS WARBURG LLC / 5.00 OTHER CHARGES 13 SOLD 100.00 SHARES 09-10-12 AT A PRICE OF \$57.5058 LESS BROKER COMMISSION OF \$5.00 AND OTHER CHARGES OF \$0.13 WARBURG DILLON READ LLC	-100.000 57.505800	5,745.45	0.00	0.00	-4,217.50	1,527.95	0.00	1,527.95	
11 Sep 12 14 Sep 12 Settled	ENSCO PLC SHS CLASS A COM CUSIP: G3157S106 / ESV UBS WARBURG LLC / 30.00 OTHER CHARGES 78 SOLD 600.00 SHARES 09-11-12 AT A PRICE OF \$57.5427 LESS BROKER COMMISSION OF \$30.00 AND OTHER CHARGES OF \$0.78 WARBURG DILLON READ LLC	-600.000 57.542700	34,494.84	0.00	0.00	-25,305.00	9,189.84	0.00	9,189.84	

Investment Transaction Detail

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Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PA Price	Transaction Amount		Adjustment Amt	Cost	Realized Gain/Loss		Total
			Principal	Accrued Interest			Market	Translation	

Sales

Equities

5 Dec 12 10 Dec 12 Settled	ENSCO PLC SHS CLASS A COM CUSIP G3157S106 / ESV RBC DAIN RAUSCHER / 70 00 OTHER CHARGES 1 86 SOLD 1,400.00 SHARES 12-05-12 AT A PRICE OF \$59 0516 LESS BROKER COMMISSION OF \$70 00 AND OTHER CHARGES OF \$1.86 DAIN RAUSCHER	-1,400 000 59 051600	82,600 38	0 00	0 00	-59,045 00	23,555 38	0 00
5 Dec 12 10 Dec 12 Settled	ENSCO PLC SHS CLASS A COM CUSIP G3157S106 / ESV CL KING & ASSOCIATES / 15 00 OTHER CHARGES 40 SOLD 300 00 SHARES 12-05-12 AT A PRICE OF \$59 0602 LESS BROKER COMMISSION OF \$15 00 AND OTHER CHARGES OF \$0 40 CL KING	-300 000 59 060200	17,702 66	0 00	0 00	-12,652 50	5,050 16	0 00
5 Dec 12 10 Dec 12 Settled	ENSCO PLC SHS CLASS A COM CUSIP G3157S106 / ESV ANCORA SECURITIES INC / 15 00 OTHER CHARGES 40 SOLD 300 00 SHARES 12-05-12 AT A PRICE OF \$59 044 LESS BROKER COMMISSION OF \$15 00 AND OTHER CHARGES OF \$0 40 ANCORA SECURITIES INC	-300 000 59 044000	17,697 80	0 00	0 00	-12,652 50	5,045 30	0 00
6 Dec 12 11 Dec 12 Settled	ENSCO PLC SHS CLASS A COM CUSIP G3157S106 / ESV ANCORA SECURITIES INC / 5 00 OTHER CHARGES 14 SOLD 100 00 SHARES 12-06-12 AT A PRICE OF \$59 0494 LESS BROKER COMMISSION OF \$5 00 AND OTHER CHARGES OF \$0 14 ANCORA SECURITIES INC	-100 000 59 049400	5,899 80	0 00	0 00	-4,217 50	1,682 30	0 00
							1,682 30	

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							Market	Translation	Total

Sales

Equities

18 Dec 12 21 Dec 12 Settled	ENSCO PLC SHS CLASS A COM CUSIP 3157S106 / ESV ANCORA SECURITIES INC / 75 00 OTHER CHARGES 1 99 SOLD 1,500 00 SHARES 12-18-12 AT A PRICE OF \$58.9956 LESS BROKER COMMISSION OF \$75 00 AND OTHER CHARGES OF \$1 99 ANCORA SECURITIES INC	-1,500 000 58.995600	88,416 41	0 00	0 00	-63,262 50	25,153.91	0 00	25,153 91
18 Dec 12 21 Dec 12 Settled	ENSCO PLC SHS CLASS A COM CUSIP 3157S106 / ESV BREAN MURRAY CARRET CO LLC / 65 00 OTHER CHARGES 1 73 SOLD 1,300 00 SHARES 12-18-12 AT A PRICE OF \$59 2613 LESS BROKER COMMISSION OF \$65 00 AND OTHER CHARGES OF \$1 73 BREAN MURRAY CARRET CO LLC	-1,300 000 59 261300	76,972 96	0 00	0 00	-54,827 50	22,145.46	0 00	22,145.46
18 Dec 12 21 Dec 12 Settled	ENSCO PLC SHS CLASS A COM CUSIP 3157S106 / ESV MCDONALD AND COMPANY/KEYBANC / 80.00 OTHER CHARGES 2 13 SOLD 1,600 00 SHARES 12-18-12 AT A PRICE OF \$39 1679 LESS BROKER COMMISSION OF \$80 00 AND OTHER CHARGES OF \$2 13 MCDONALD & CO	-1,600 000 59 167900	94,586 51	0 00	0 00	-67,480 00	27,106.51	0 00	27,106.51
23 Aug 12 28 Aug 12 Settled	FEDT INVESTORS INC CL B CUSIP 314211103 / FII BREAN MURRAY CARRET CO LLC / 55.00 OTHER CHARGES 54 SOLD 1,100 00 SHARES 08-23-12 AT A PRICE OF \$21 8868 LESS BROKER COMMISSION OF \$55 00 AND OTHER CHARGES OF \$0 54 BREAN MURRAY CARRET CO LLC	-1,100 000 21 886800	24,019 94	0 00	0 00	-21,180 81	2,839 13	0 00	2,839 13

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Trade Date	Settle Date	Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PAR Price	Principal	Transaction Amount		Adjustment Amt	Cost	Realized Gain/Loss		Total
						Accrued	Interest			Market	Translation	

Sales

Equities

12 Sep 12	17 Sep 12	Settled	FEDT INVESTORS INC CL B CUSIP 314211103 / FII DOUGHERTY COMPANY / 5.00 OTHER CHARGES 05 SOLD 100 00 SHARES 09-12-12 AT A PRICE OF \$21.80 LESS BROKER COMMISSION OF \$5.00 AND OTHER CHARGES OF \$0.05 DOUGHERTY COMPANY	-100 000 21 800000	2,174 95	0 00	0 00	0 00	-1,924 31	250 64	0 00	250 64
14 Sep 12	19 Sep 12	Settled	FEDT INVESTORS INC CL B CUSIP 314211103 / FII DOUGHERTY COMPANY / 20 00 OTHER CHARGES 20 SOLD 400 00 SHARES 09-14-12 AT A PRICE OF \$22.0055 LESS BROKER COMMISSION OF \$20.00 AND OTHER CHARGES OF \$0.20 DOUGHERTY COMPANY	-400 000 22.005500	8,782 00	0 00	0 00	0 00	-7,697 24	1,084 76	0 00	1,084 76
19 Sep 12	24 Sep 12	Settled	FEDT INVESTORS INC CL B CUSIP 314211103 / FII DOUGHERTY COMPANY / 20 00 OTHER CHARGES 20 SOLD 400 00 SHARES 09-19-12 AT A PRICE OF \$22.00 LESS BROKER COMMISSION OF \$20.00 AND OTHER CHARGES OF \$0.20 DOUGHERTY COMPANY	-400 000 22 000000	8,779 80	0 00	0 00	0 00	-7,697 24	1,082.56	0 00	1,082 56
20 Sep 12	25 Sep 12	Settled	FEDT INVESTORS INC CL B CUSIP 314211103 / FII DOUGHERTY COMPANY / 20 00 OTHER CHARGES 20 SOLD 400 00 SHARES 09-20-12 AT A PRICE OF \$22.00 LESS BROKER COMMISSION OF \$20.00 AND OTHER CHARGES OF \$0.20 DOUGHERTY COMPANY	-400.000 22.000000	8,779 80	0 00	0 00	0 00	-7,697 24	1,082 56	0 00	1,082 56



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			Asset ID / Ticker	Broker / Commission			Accrued Interest				Market	Translation	

Sales

Equities

26 Oct 12	31 Oct 12	Settled	FEDT INVESTORS INC CL B CUSIP 314211103 / FI		-100 000	2,220 61	0 00	0 00	-1,924 31	296 30	0 00		296 30
			DOUGHERTY COMPANY / 5 00		22 256600								
			OTHER CHARGES 05										
			SOLD 100 00 SHARES 10-26-12 AT										
			A PRICE OF \$22 2566 LESS										
			BROKER COMMISSION OF \$5 00 AND										
			OTHER CHARGES OF \$0 05										
			DOUGHERTY COMPANY										
31 Oct 12	5 Nov 12	Settled	FEDT INVESTORS INC CL B CUSIP 314211103 / FI		-600 000	13,342 02	0 00	0 00	-11,538 46	1,803 56	0 00		1,803 56
			DOUGHERTY COMPANY / 30 00		22 287200								
			OTHER CHARGES 30										
			SOLD 600 00 SHARES 10-31-12 AT										
			A PRICE OF \$22 2872 LESS										
			BROKER COMMISSION OF \$30 00										
			AND OTHER CHARGES OF \$0 30										
			DOUGHERTY COMPANY										
8 Feb 12	13 Feb 12	Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL		-100 000	2,695 03	0 00	0 00	-948 33	1,746 70	0 00		1,746 70
			CREDIT RESEARCH & TRADING CORP / 5 00		27 000900								
			OTHER CHARGES 06										
			SOLD 100 00 SHARES 02-08-12 AT										
			A PRICE OF \$27 0009 LESS										
			BROKER COMMISSION OF \$5 00 AND										
			OTHER CHARGES OF \$0 06 CREDIT										
			RESEARCH & TRADING CORP										
13 Feb 12	16 Feb 12	Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL		-300 000	8,086 46	0 00	0 00	-2,844 99	5,241 47	0 00		5,241 47
			MAXIM GROUP / 15 00		27 0005400								
			OTHER CHARGES 16										
			SOLD 300 00 SHARES 02-13-12 AT										
			A PRICE OF \$27 0054 LESS										
			BROKER COMMISSION OF \$15 00										
			AND OTHER CHARGES OF \$0 16										
			MAXIM GROUP										

Trade Date	Security Description
Settle Date	Asset ID / Ticker
Trade Status	Broker / Commission
	Narrative

Equities

FOOT LOCKER INC COM
CUSIP: 344849104 / FL
RBC DAIN RAUSCHER / 10 00
OTHER CHARGES 11
SOLD 200 00 SHARES 02-13-12 AT
A PRICE OF \$27 0347 LESS
BROKER COMMISSION OF \$10 00
AND OTHER CHARGES OF \$0 11
DAIN RAUSCHER

FOOT LOCKER INC COM
CUSIP 344849104 / FL
MCDONALD AND COMPANY/KEYBANC / 15 00
OTHER CHARGES 16
SOLD 300 00 SHARES 02-13-12 AT
A PRICE OF \$27 0448 LESS
BROKER COMMISSION OF \$15 00
AND OTHER CHARGES OF \$0 16
MCDONALD & CO.

FOOT LOCKER INC COM
CUSIP 344849104 / FL
HOWARD, WEIL, DIV LEGG MASON / 15 00
OTHER CHARGES: 16
SOLD 300 00 SHARES 02-14-12 AT
A PRICE OF \$27 0434 LESS
BROKER COMMISSION OF \$15 00
AND OTHER CHARGES OF \$0.16
HOWARD, WEIL, LABOUISE

FOOT LOCKER INC.COM
CUSIP 344849104 / FL
SIMMONS & COMPANY INTL / 10 00
OTHER CHARGES: 11
SOLD 200 00 SHARES 02-23-12 AT
A PRICE OF \$29 0026 LESS
BROKER COMMISSION OF \$10 00
AND OTHER CHARGES OF \$0.11
SIMMONS & COMPANY INTL

Investment Transaction Detail

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Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Trade Narrative	Shares/PA Price	Principal	Transaction Amount Accrued Interest	Adjustment Amt	Cost	Realized Gain/Loss		
							Market	Translation	Total

Sales

Equities

27 Feb 12 1 Mar 12 Settled	FOOT LOCKER INC COM CUSIP: 344849104 / FL SIMMONS & COMPANY INTL / 75.00 OTHER CHARGES 79 SOLD 1,500.00 SHARES 02-27-12 AT A PRICE OF \$29.0052 LESS BROKER COMMISSION OF \$75.00 AND OTHER CHARGES OF \$0.79 SIMMONS & COMPANY INTL	-1,500.000 29.005200	43,432.01	0.00	0.00	-14,224.95	29,207.06	0.00	29,207.06
28 Feb 12 2 Mar 12 Settled	FOOT LOCKER INC COM CUSIP: 344849104 / FL SIMMONS & COMPANY INTL / 25.00 OTHER CHARGES 27 SOLD 500.00 SHARES 02-28-12 AT A PRICE OF \$29.0102 LESS BROKER COMMISSION OF \$25.00 AND OTHER CHARGES OF \$0.27 SIMMONS & COMPANY INTL	-500.000 29.010200	14,479.83	0.00	0.00	-4,741.65	9,738.18	0.00	9,738.18
2 Mar 12 7 Mar 12 Settled	FOOT LOCKER INC COM CUSIP: 344849104 / FL HOWARD, WEIL, DIV LEGG MASONI / 70.00 OTHER CHARGES 74 SOLD 1,400.00 SHARES 03-02-12 AT A PRICE OF \$29.3323 LESS BROKER COMMISSION OF \$70.00 AND OTHER CHARGES OF \$0.74 HOWARD, WEIL, LABOUISSIE	-1,400.000 29.332300	40,994.48	0.00	0.00	-13,276.62	27,717.86	0.00	27,717.86
6 Mar 12 9 Mar 12 Settled	FOOT LOCKER INC COM CUSIP: 344849104 / FL HOWARD, WEIL, DIV LEGG MASONI / 140.00 OTHER CHARGES 149 SOLD 2,800.00 SHARES 03-06-12 AT A PRICE OF \$29.422 LESS BROKER COMMISSION OF \$140.00 AND OTHER CHARGES OF \$1.49 HOWARD, WEIL, LABOUISSIE	-2,800.000 29.422000	82,240.11	0.00	0.00	-26,553.24	55,686.87	0.00	55,686.87

Investment Transaction Detail

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Trade Date
Settle Date
Trade Status

Security Description
Asset ID / Ticker
Broker / Commission
Narrative

Realized Gain/Loss

Shares/PAR Price Transaction Amount Principal Accrued Interest Adjustment Amt Cost Market Translation Total

Sales

Equities

12 Mar 12 15 Mar 12 Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL GOLDMAN SACHS & COMPANY / 45 00 OTHER CHARGES 49 SOLD 900 00 SHARES 03-12-12 AT A PRICE OF \$30 0074 LESS BROKER COMMISSION OF \$45 00 AND OTHER CHARGES OF \$0 49 GOLDMAN, SACHS & COMPANY	-900 000 30 007400	25,961 17	0 00	0 00	-8,534 97	18,426 20	0 00	18,426 20
12 Mar 12 15 Mar 12 Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL BAYPOINT TRADING LLC / 15.00 OTHER CHARGES 17 SOLD 300 00 SHARES 03-12-12 AT A PRICE OF \$30.00 LESS BROKER COMMISSION OF \$15.00 AND OTHER CHARGES OF \$0 17 BAYPOINT TRADING LLC	-300 000 30 000000	8,984 83	0 00	0 00	-2,844 99	6,139 84	0 00	6,139 84
13 Mar 12 16 Mar 12 Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL BAYPOINT TRADING LLC / 20 00 OTHER CHARGES 22 SOLD 400 00 SHARES 03-13-12 AT A PRICE OF \$30 0075 LESS BROKER COMMISSION OF \$20 00 AND OTHER CHARGES OF \$0 22 BAYPOINT TRADING LLC	-400 000 30 007500	11,982 78	0 00	0 00	-3,793 32	8,189 46	0 00	8,189 46
13 Mar 12 16 Mar 12 Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL GOLDMAN SACHS & COMPANY / 50 00 OTHER CHARGES 55 SOLD 1,000 00 SHARES 03-13-12 AT A PRICE OF \$30 0075 LESS BROKER COMMISSION OF \$50 00 AND OTHER CHARGES OF \$0 55 GOLDMAN, SACHS & COMPANY	-1,000 000 30 007500	29,956 95	0 00	0 00	-9,483 30	20,473 65	0 00	20,473 65

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Trade Date	Settle Date	Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PA Price	Principal	Transaction Amount		Adjustment Amt	Cost	Realized Gain/Loss		Total
						Accrued Interest	Market			Translation		

Sales

Equities

13 Mar 12 16 Mar 12 Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL JEFFERIES & COMPANY / 80.00 OTHER CHARGES 87 SOLD 1,600.00 SHARES 03-13-12 AT A PRICE OF \$30.1008 LESS BROKER COMMISSION OF \$80.00 AND OTHER CHARGES OF \$0.87 JEFFERIES & CO., INC.	-1,600.000 30 100800	48,080.41	0.00	0.00	-15,173.28	32,907.13	0.00	32,907.13		
18 May 12 23 May 12 Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL PIPER JAFFRAY INC / 80.00 OTHER CHARGES 1 12 SOLD 1,600.00 SHARES 05-18-12 AT A PRICE OF \$31.0206 LESS BROKER COMMISSION OF \$80.00 AND OTHER CHARGES OF \$1.12 PIPER, JAFFRAY & HOPWOOD, INC.	-1,600.000 31 020600	49,551.84	0.00	0.00	-15,173.28	34,378.56	0.00	34,378.56		
22 May 12 25 May 12 Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL PIPER JAFFRAY INC / 5.00 OTHER CHARGES 07 SOLD 100.00 SHARES 05-22-12 AT A PRICE OF \$31.00 LESS BROKER COMMISSION OF \$5.00 AND OTHER CHARGES OF \$0.07 PIPER, JAFFRAY & HOPWOOD, INC.	-100.000 31 000000	3,094.93	0.00	0.00	-948.33	2,146.60	0.00	2,146.60		
13 Jun 12 18 Jun 12 Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL MERRILL LYNCH PIERCE FENNER & SMITH / 15.00 OTHER CHARGES 21 SOLD 300.00 SHARES 06-13-12 AT A PRICE OF \$30.0087 LESS BROKER COMMISSION OF \$15.00 AND OTHER CHARGES OF \$0.21 MERRILL LYNCH, PIERCE, FENNER	-300.000 30 008700	8,987.40	0.00	0.00	-2,844.99	6,142.41	0.00	6,142.41		

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Investment Transaction Detail

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Trade Date
Settle Date
Trade Status

Security Description
Asset ID / Ticker
Broker / Commission
Narrative

Shares/PA
Price

Transaction Amount
Principal
Accrued Interest

Adjustment Amt

Cost

Market
Translation

Realized Gain/Loss

Total

Sales

Equities

14 Jun 12	FOOT LOCKER INC COM	-900 000	26,979 77	0 00	0 00	-8,534 97	18,444 80	0 00	18,444 80
19 Jun 12	CUSIP 344849104 / FL								
Settled	MERRILL LYNCH PIERCE FENNER & SMITH /	30 028200							
	45 00								
	OTHER CHARGES 61								
	SOLD 900 00 SHARES 06-14-12 AT								
	A PRICE OF \$30.0282 LESS								
	BROKER COMMISSION OF \$45 00								
	AND OTHER CHARGES OF \$0 61								
	MERRILL LYNCH, PIERCE, FENNER								
19 Jun 12	FOOT LOCKER INC COM	-500 000	14,974 66	0 00	0 00	-4,741 65	10,233 01	0 00	10,233 01
22 Jun 12	CUSIP 344849104 / FL								
Settled	CREDIT SUISSE FIRST BOSTON CORPORATION	30 000000							
	725 00								
	OTHER CHARGES 34								
	SOLD 500 00 SHARES 06-19-12 AT								
	A PRICE OF \$30 00 LESS BROKER								
	COMMISSION OF \$25 00 AND OTHER								
	CHARGES OF \$0.34 FIRST BOSTON								
	CORP								
29 Jun 12	FOOT LOCKER INC COM	-1,900 000	57,509 80	0 00	0 00	-16,240 95	41,268 85	0 00	41,268 85
5 Jul 12	CUSIP 344849104 / FL								
Settled	CREDIT SUISSE FIRST BOSTON CORPORATION	30 319000							
	795 00								
	OTHER CHARGES 1 30								
	SOLD 1,900 00 SHARES 06-29-12								
	AT A PRICE OF \$30 319 LESS								
	BROKER COMMISSION OF \$95 00								
	AND OTHER CHARGES OF \$1 30								
	FIRST BOSTON CORP								
29 Jun 12	FOOT LOCKER INC COM	-2,000 000	60,982 23	0 00	0 00	-18,966 60	42,015 63	0 00	42,015 63
5 Jul 12	CUSIP 344849104 / FL								
Settled	WEEDEN AND & CO / 100 00	30 541800							
	OTHER CHARGES 1 37								
	SOLD 2,000 00 SHARES 06-29-12								
	AT A PRICE OF \$30 5418 LESS								
	BROKER COMMISSION OF \$100 00								
	AND OTHER CHARGES OF \$1.37								
	WEEDEN & CO								

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Investment Transaction Detail

Trade Date	Settle Date	Trade Status	Security Description Asset ID / Ticker	Shares/PAR Price	Principal	Transaction Amount Accrued Interest	Adjustment Amt	Cost	Realized Gain/Loss		
									Market	Translation	Total

Sales

Equities

2 Jul 12	6 Jul 12	Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL DEMATTED MONNESS LLC / 140.00 OTHER CHARGES 1 93 SOLD 2,800.00 SHARES 07-02-12 AT A PRICE OF \$30.7175 LESS BROKER COMMISSION OF \$140.00 AND OTHER CHARGES OF \$1 93 DEMATTED MONNESS LLC	-2,800 000 30 717500	85,867 07	0 00	0 00	-13,064.21	72,802 86	0 00	72,802 86
17 Aug 12	22 Aug 12	Settled	FOOT LOCKER INC COM CUSIP 344849104 / FL BARCLAYS CAPITAL LE / 120 00 OTHER CHARGES 1 92 SOLD 2,400.00 SHARES 08-17-12 AT A PRICE OF \$35 64 LESS BROKER COMMISSION OF \$120 00 AND OTHER CHARGES OF \$1 92 BARCLAYS CAPITAL LE	-2,400 000 35 640000	85,414 08	0 00	0 00	-11,133 84	74,280.24	0 00	74,280 24
5 Dec 11	8 Dec 11	NA	REVERSAL ROSETTA RES INC COM CUSIP 777779307 / ROSE BEAR STEARNS 57079 / -30 00 OTHER CHARGES - 63 SOLD 600.00 SHARES 12-05-11 AT A PRICE OF \$54 0006 LESS BROKER COMMISSION OF \$30 00 AND OTHER CHARGES OF \$0 63 BEAR, STEARNS & CO	600 000 54 000600	-32,369 73	0 00	0 00	10,039 91	-22,329.82	0 00	-22,329 82
5 Dec 11	8 Dec 11	Pending	ROSETTA RES INC COM CUSIP 777779307 / ROSE BEAR STEARNS 57079 / 30 00 OTHER CHARGES .63 SOLD 600.00 SHARES 12-05-11 AT A PRICE OF \$54 0006 LESS BROKER COMMISSION OF \$30.00 AND OTHER CHARGES OF \$0 63 BEAR, STEARNS & CO	-600 000 54 000600	32,369 73	0 00	0 00	-10,039 93	22,329 80	0 00	22,329 80

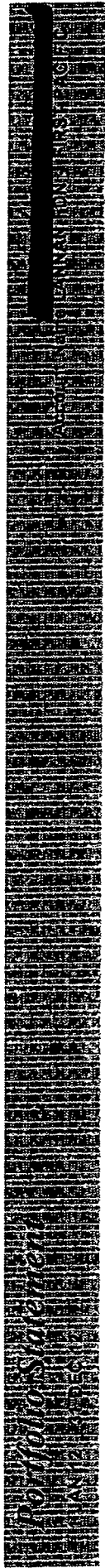
◆ Investment Transaction Detail

Trade Date Settle Date Trade Status	Security Description		Shares/PAR Price	Principal	Transaction Amount Accrued Interest	Adjustment Amt	Cost	Realized Gain/Loss		Total
	Asset ID / Ticker	Broker / Commission						Market	Translation	
	Narrative									

Sales

Equities

6 Dec 11 9 Dec 11 NA	REVERSAL ROSETTA RES INC COM CUSIP 77779307 / ROSE BEAR STEARNS 57079 / -80.00 OTHER CHARGES -1.67 SOLD 1,600.00 SHARES 12-06-11 AT A PRICE OF \$54.0495 LESS BROKER COMMISSION OF \$80.00 AND OTHER CHARGES OF \$1.67 BEAR, STEARNS & CO		1,600.000 54.049500	-86,397.53	0.00	0.00	0.00	26,773.09	-59,624.44	0.00	-59,624.44
6 Dec 11 9 Dec 11 Pending	ROSETTA RES INC COM CUSIP 77779307 / ROSE BEAR STEARNS 57079 / 80.00 OTHER CHARGES 1.67 SOLD 1,600.00 SHARES 12-06-11 AT A PRICE OF \$54.0495 LESS BROKER COMMISSION OF \$80.00 AND OTHER CHARGES OF \$1.67 BEAR, STEARNS & CO		-1,600.000 54.049500	86,397.53	0.00	0.00	0.00	-26,773.13	59,624.40	0.00	59,624.40
16 Mar 12 21 Mar 12 Settled	ROSETTA RES INC COM CUSIP 77779307 / ROSE BEAR STEARNS 57079 / 20.00 OTHER CHARGES 39 SOLD 400.00 SHARES 03-16-12 AT A PRICE OF \$54.0042 LESS BROKER COMMISSION OF \$20.00 AND OTHER CHARGES OF \$0.39 BEAR, STEARNS & CO		-400.000 54.004200	21,581.29	0.00	0.00	0.00	-6,693.28	14,888.01	0.00	14,888.01
2 Mar 12 7 Mar 12 Settled	SIGNET JEWELERS LTD ORD USD 18 CUSIP G81276100 / SIG JEFFERIES & COMPANY / 45.00 OTHER CHARGES 78 SOLD 900.00 SHARES 03-02-12 AT A PRICE OF \$48.0056 LESS BROKER COMMISSION OF \$45.00 AND OTHER CHARGES OF \$0.78 JEFFERIES & CO, INC		-900.000 48.005600	43,159.26	0.00	0.00	0.00	-12,176.82	30,982.44	0.00	30,982.44



Investment Transaction Detail

Trade Date
Settle Date
Trade Status

Security Description
Asset ID / Ticker
Broker / Commission
Narrative

Shares/PAR Price
Principal
Transaction Amount
Accrued Interest
Adjustment Amt
Cost
Market
Translation
Realized Gain/Loss
Total

Sales

Equities

5 Mar 12 8 Mar 12 Settled	SIGNET JEWELERS LTD ORD USD0 18 CUSIP G81276100 / SIG JEFFERIES & COMPANY / 65.00 OTHER CHARGES 1 13 SOLD 1,300 00 SHARES 03-05-12 AT A PRICE OF \$48.0625 LESS BROKER COMMISSION OF \$65.00 AND OTHER CHARGES OF \$1 13 JEFFERIES & CO , INC	-1,300 000 48.062500	62,415 12	0 00	0.00	-17,588.74	44,826 38	0.00	44,826 38
8 Mar 12 13 Mar 12 Settled	SIGNET JEWELERS LTD ORD USD0 18 CUSIP G81276100 / SIG JEFFERIES & COMPANY / 10.00 OTHER CHARGES 18 SOLD 200 00 SHARES 03-08-12 AT A PRICE OF \$48 0149 LESS BROKER COMMISSION OF \$10 00 AND OTHER CHARGES OF \$0.18 JEFFERIES & CO , INC	-200 000 48 014900	9,592.80	0 00	0.00	-2,705.96	6,886 84	0.00	6,886 84
12 Mar 12 15 Mar 12 Settled	SIGNET JEWELERS LTD ORD USD0 18 CUSIP G81276100 / SIG BARCLAYS CAPITAL LE / 15 00 OTHER CHARGES 27 SOLD 300 00 SHARES 03-12-12 AT A PRICE OF \$49 0008 LESS BROKER COMMISSION OF \$15 00 AND OTHER CHARGES OF \$0 27 BARCLAYS CAPITAL LE	-300 000 49 000800	14,684 97	0 00	0.00	-4,058 94	10,626 03	0 00	10,626.03
13 Mar 12 16 Mar 12 Settled	SIGNET JEWELERS LTD ORD USD0 18 CUSIP G81276100 / SIG BARCLAYS CAPITAL LE / 70 00 OTHER CHARGES 1 24 SOLD 1,400 00 SHARES 03-13-12 AT A PRICE OF \$49 1845 LESS BROKER COMMISSION OF \$70 00 AND OTHER CHARGES OF \$1 24 BARCLAYS CAPITAL LE	-1,400 000 49 184500	68,787 06	0 00	0.00	-18,941.72	49,845 34	0.00	49,845 34



Investment Transaction Detail

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Trade Date	Settle Date	Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PA Price	Principal	Transaction Amount Accrued Interest	Adjustment Amt	Cost	Market	Realized Gain/Loss		Total
										Translation	Translation	

Sales

Equities

14 Mar 12 19 Mar 12 Settled	SIGNET JEWELERS LTD ORD USD0 18 CUSIP: G81276100 / SIG BARCLAYS CAPITAL LE / 25 00 OTHER CHARGES 45 SOLD 500 00 SHARES 03-14-12 AT A PRICE OF \$49 3705 LESS BROKER COMMISSION OF \$25 00 AND OTHER CHARGES OF \$0 45 BARCLAYS CAPITAL LE	-500 000 49 370500	24,659 80	0 00	0 00	-6,764 90	17,894 90	0 00	17,894 90		
16 Aug 12 21 Aug 12 Settled	SIGNET JEWELERS LTD ORD USD0 18 CUSIP: G81276100 / SIG STIFEL NICOLAUS AND COMPAN / 45 00 OTHER CHARGES 95 SOLD 900 00 SHARES 08-16-12 AT A PRICE OF \$47 0856 LESS BROKER COMMISSION OF \$45 00 AND OTHER CHARGES OF \$0 95 STIFEL, NICOLAUS & CO., INC	-900 000 47 085600	42,331 09	0 00	0 00	-11,890 35	30,440 74	0 00	30,440 74		
17 Aug 12 22 Aug 12 Settled	SIGNET JEWELERS LTD ORD USD0 18 CUSIP: G81276100 / SIG STIFEL NICOLAUS AND COMPAN / 50 00 OTHER CHARGES 1 07 SOLD 1,000 00 SHARES 08-17-12 AT A PRICE OF \$47 3647 LESS BROKER COMMISSION OF \$50 00 AND OTHER CHARGES OF \$1 07 STIFEL, NICOLAUS & CO., INC	-1,000 000 47 364700	47,313 63	0 00	0 00	-13,098 15	34,215 48	0 00	34,215 48		
17 Sep 12 20 Sep 12 Settled	SIGNET JEWELERS LTD ORD USD0 18 CUSIP: G81276100 / SIG BEAR STEARNS 57079 / 40 00 OTHER CHARGES 92 SOLD 800 00 SHARES 09-17-12 AT A PRICE OF \$51 0045 LESS BROKER COMMISSION OF \$40 00 AND OTHER CHARGES OF \$0 92 BEAR, STEARNS & CO	-800 000 51,004500	40,762 68	0 00	0 00	-10,472 72	30,289 96	0 00	30,289 96		

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Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PA Price	Transaction Amount		Adjustment Amt	Cost	Realized Gain/Loss		Total
			Principal	Accrued Interest			Market	Translation	

Sales

Equities

21 Sep 12 26 Sep 12 Settled	SIGNET JEWELERS LTD ORD USD0 18 CUSIP G81276100 / SIG BEAR STEARNS 57079 / 10 00 OTHER CHARGES 23 SOLD 200 00 SHARES 09-21-12 AT A PRICE OF \$51 0445 LESS BROKER COMMISSION OF \$10 00 AND OTHER CHARGES OF \$0 23 BEAR, STEARNS & CO	-200 000 51 044500	10,198 67	0 00	0 00	-2,618 18	7,580 49	0 00	7,580 49
16 Oct 12 19 Oct 12 Settled	SIGNET JEWELERS LTD ORD USD0 18 CUSIP G81276100 / SIG BEAR STEARNS 57079 / 35 00 OTHER CHARGES 80 SOLD 700 00 SHARES 10-16-12 AT A PRICE OF \$51 0096 LESS BROKER COMMISSION OF \$35 00 AND OTHER CHARGES OF \$0 80 BEAR, STEARNS & CO	-700 000 51 009600	35,670 92	0 00	0 00	-9,163 63	26,507 29	0 00	26,507 29
18 Oct 12 23 Oct 12 Settled	SIGNET JEWELERS LTD ORD USD0 18 CUSIP G81276100 / SIG BEAR STEARNS 57079 / 80 00 OTHER CHARGES 1 83 SOLD 1,600 00 SHARES 10-18-12 AT A PRICE OF \$51 0565 LESS BROKER COMMISSION OF \$80 00 AND OTHER CHARGES OF \$1 83 BEAR, STEARNS & CO	-1,600 000 51 056500	81,608 57	0 00	0 00	-20,580 60	61,027 97	0 00	61,027 97
27 Nov 12 30 Nov 12 Settled	SIGNET JEWELERS LTD ORD USD0 18 CUSIP G81276100 / SIG ROBERT W BAIRD & COMPANY INC MILWAUKEE USA / 5 00 OTHER CHARGES 13 SOLD 100 00 SHARES 11-27-12 AT A PRICE OF \$54 712 LESS BROKER COMMISSION OF \$5 00 AND OTHER CHARGES OF \$0 13 ROBERT W BAIRD & CO INC	-100 000 54 712000	5,466 07	0 00	0 00	-1,217 88	4,248 19	0 00	4,248 19

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Sales

Equities

	11 Dec 12	14 Dec 12	Settled			0.00	0.00	0.00	51,093.44	51,093.44
				SIGNET JEWELERS LTD ORD USD0 18	-1,200 000	65,708 00	0 00	-14,614.56	51,093.44	51,093.44
				CUSIP G81276100 / SIG						
				ROBERT W. BAIRD & COMPANY INC MILWAUKEE	54 807900					
				USA / 60 00						
				OTHER CHARGES	1 48					
				SOLD 1,200.00 SHARES 12-11-12						
				AT A PRICE OF \$54 8079 LESS						
				BROKER COMMISSION OF \$60 00						
				AND OTHER CHARGES OF \$1 48						
				ROBERT W BAIRD & CO INC						

24 Feb 12	TRINITY IND INC COM	-900 000	32,216 53	0 00	-10,117 35	22,099 18	0 00	22,099 18
29 Feb 12	CUSIP 896522109 / TRN							
Settled	WACHOVIA CAPITAL MARKETS 46171 / 45.00	35.846800						
	OTHER CHARGES							
	SOLD 900 00 SHARES 02-24-12 AT							
	A PRICE OF \$35 8468 LESS							
	BROKER COMMISSION OF \$45 00							
	AND OTHER CHARGES OF \$0 59							
	FIRST UNION CAPITAL MARKETS							

Investment Transaction Detail

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Trade Date	Settle Date	Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PA Price	Principal	Transaction Amount Accrued Interest	Adjustment Amt	Cost	Market	Translation	Total	Realized Gain/Loss

Sales

Equities

18 Dec 12	21 Dec 12	Settled	TRINITY IND INC COM CUSIP 896522109 / TRN	-2,100 000	75,493 09	0 00	0 00	-23,464 26	52,028 83	0 00	52,028 83	
			SCOTIA MCLEOD INC / 105 00 OTHER CHARGES 1 70 SOLD 2,100 00 SHARES 12-18-12 AT A PRICE OF \$35 9999 LESS BROKER COMMISSION OF \$105 00 AND OTHER CHARGES OF \$1 70 SCOTIA MCLEOD USA	35.999900								
18 Dec 12	21 Dec 12	Settled	TRINITY IND INC COM CUSIP 896522109 / TRN	-2,100 000	75,497 08	0 00	0 00	-23,419 62	52,077 46	0 00	52,077 46	
			RAYMOND JAMES / 105 00 OTHER CHARGES 1 70 SOLD 2,100 00 SHARES 12-18-12 AT A PRICE OF \$36 0018 LESS BROKER COMMISSION OF \$105 00 AND OTHER CHARGES OF \$1 70 RAYMOND, JAMES	36 001800								
18 Dec 12	21 Dec 12	Settled	TRINITY IND INC COM CUSIP 896522109 / TRN	-1,400 000	50,317 39	0 00	0 00	-15,613 08	34,704 31	0 00	34,704 31	
			SIMMONS & COMPANY INTL / 70 00 OTHER CHARGES 1 13 SOLD 1,400 00 SHARES 12-18-12 AT A PRICE OF \$35 9918 LESS BROKER COMMISSION OF \$70 00 AND OTHER CHARGES OF \$1 13 SIMMONS & COMPANY INTL	35.991800								
19 Dec 12	24 Dec 12	Settled	TRINITY IND INC COM CUSIP 896522109 / TRN	-1,900 000	68,293 21	0 00	0 00	-21,077 38	47,215 83	0 00	47,215 83	
			DEUTSCHE BANK SECURITIES INC / 95 00 OTHER CHARGES 1 53 SOLD 1,900 00 SHARES 12-19-12 AT A PRICE OF \$35 9946 LESS BROKER COMMISSION OF \$95 00 AND OTHER CHARGES OF \$1 53 ALEX BROWN & SONS	35.994600								

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Trade Date	Settle Date	Trade Status	Security Description Asset ID / Ticker Broker / Commission Narrative	Shares/PA Price	Principal	Transaction Amount Accrued Interest	Adjustment Amt	Cost	Realized Gain/Loss		
									Market	Translation	Total

Sales

Equities

21 Dec 12	27 Dec 12	Settled	TRINITY IND INC COM CUSIP 896522109 / TRN DEUTSCHE BANK SECURITIES INC / 25 00 OTHER CHARGES 40 SOLD 500 00 SHARES 12-21-12 AT A PRICE OF \$35 7062 LESS BROKER COMMISSION OF \$25 00 AND OTHER CHARGES OF \$0 40 ALEX BROWN & SONS	-500 000 35.706200	17,827 70	0 00	0 00	-5,520 20	12,307 50	0 00	12,307 50
21 Dec 12	27 Dec 12	Settled	TRINITY IND INC COM CUSIP 896522109 / TRN PICKERING ENERGY PARTNERS INC / 145 00 OTHER CHARGES 2 31 SOLD 2,900 00 SHARES 12-21-12 AT A PRICE OF \$35 6301 LESS BROKER COMMISSION OF \$145 00 AND OTHER CHARGES OF \$2 31 PICKERING ENERGY PARTNERS INC	-2,900 000 35 630100	103,179.98	0 00	0.00	-31,846.96	71,333.02	0.00	71,333 02
27 Dec 12	4 Jan 13	Pending	TRINITY IND INC COM CUSIP 896522109 / TRN INVESTMENT TECHNOLOGY GROUP INC / 35 00 OTHER CHARGES 56 SOLD 700 00 SHARES 12-27-12 AT A PRICE OF \$35 5076 LESS BROKER COMMISSION OF \$35.00 AND OTHER CHARGES OF \$0 56 INVESTMENT TECHNOLOGY GROUP	-700 000 35 507600	24,819 76	0 00	0 00	-7,490 00	17,329 76	0 00	17,329 76
31 Dec 12	4 Jan 13	Pending	TRINITY IND INC COM CUSIP 896522109 / TRN NATIONAL FINANCIAL SERVICES / 90 00 OTHER CHARGES 1 44 SOLD 1,800 00 SHARES 12-31-12 AT A PRICE OF \$35 7093 LESS BROKER COMMISSION OF \$90 00 AND OTHER CHARGES OF \$1.44 NATIONAL FINANCIAL SERVICES	-1,800 000 35.709300	64,185 30	0 00	0 00	-19,257 67	44,927 63	0 00	44,927 63

◆ Investment Transaction Detail

Trade Date Settle Date Trade Status	Security Description Asset ID / Ticker Broker / Commission Trade Status Narrative	Shares/PA Price	Principal	Transaction Amount Accrued Interest	Adjustment Amt	Cost	Realized Gain/Loss		
							Market	Translation	Total

Sales

Equities

31 Dec 12 4 Jan 13 Pending	TRINITY IND INC COM CUSIP 896522109 / TRN INVESTMENT TECHNOLOGY GROUP INC / 30.00 OTHER CHARGES 48 SOLD 600 00 SHARES 12-31-12 AT A PRICE OF \$35 5211 LESS BROKER COMMISSION OF \$30 00 AND OTHER CHARGES OF \$0 48 INVESTMENT TECHNOLOGY GROUP	-600 000 35.521100	21,282 18	0 00	0 00	-6,415 88	14,866 30	0 00	14,866 30
26 Jul 12 31 Jul 12 Settled	VEECO INSTRS INC DEL COM CUSIP 922417100 / VECO HOWARD, WEIL, DIV LEGG MASONI / 10 00 OTHER CHARGES 16 SOLD 200 00 SHARES 07-26-12 AT A PRICE OF \$35.0001 LESS BROKER COMMISSION OF \$10 00 AND OTHER CHARGES OF \$0 16 HOWARD, WEIL, LABOUISSIE	-200 000 35 000100	6,989 86	0 00	0 00	-5,410 00	1,579 86	0 00	1,579 86
30 Jul 12 2 Aug 12 Settled	VEECO INSTRS INC DEL COM CUSIP 922417100 / VECO HOWARD, WEIL, DIV LEGG MASONI / 5 00 OTHER CHARGES 08 SOLD 100 00 SHARES 07-30-12 AT A PRICE OF \$35 0026 LESS BROKER COMMISSION OF \$5 00 AND OTHER CHARGES OF \$0 08 HOWARD, WEIL, LABOUISSIE	-100 000 35.002600	3,495 18	0 00	0 00	-2,705 00	790 18	0 00	790 18
31 Jul 12 3 Aug 12 Settled	VEECO INSTRS INC DEL COM CUSIP 922417100 / VECO HOWARD, WEIL, DIV LEGG MASONI / 150 00 OTHER CHARGES 2 37 SOLD 3,000 00 SHARES 07-31-12 AT A PRICE OF \$35 1272 LESS BROKER COMMISSION OF \$150 00 AND OTHER CHARGES OF \$2.37 HOWARD, WEIL, LABOUISSIE	-3,000 000 35 127200	105,229 23	0 00	0 00	-80,768 78	24,460 45	0 00	24,460 45

Capital Change Detail

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Ex date	Original security description/Asset ID	Original cost	Change description	Payment Amount	Resulting security description/Asset ID	Resulting cost	Realized gain/loss Market Translation
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Equities

United Kingdom

22 May 12	#REORG/ENSCO PLC SPON ADR MANDATORY EXCH ENSCO PLC 2G1FA41 5/22/2012 CUSIP 29358Q109	0.00	DELIVERED 48,400.00 SHARES IN EXCHANGE FOR 48,400.00 SHARES OF G3157S106 AT A RATE OF 1.00 SHARES PER 1 SHARE PER MANDATORY EXCHANGE EFFECTIVE 2012/05/22	0.00	#REORG/ENSCO PLC SPON ADR MANDATORY EXCH ENSCO PLC 2G1FA41 5/22/2012 CUSIP 29358Q109	- 2,041,270.00	0.00
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Total United Kingdom		0.00		0.00		- 2,041,270.00	0.00
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United States

5 Dec 11	ROSETTA RES INC COM CUSIP 777779307	0.00	RECEIVED 600.00 OF CUSIP 777779307 IN EXCHANGE FOR CUSIP 777779109 EFFECTIVE 12-08-11 PER CLIENT REQUEST	0.00	ROSETTA RES INC COM CUSIP 777779307	10,039.92	0.00
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5 Dec 11	ROSETTA RES INC COM CUSIP 777779307	0.00	RECEIVED 1,600.00 OF CUSIP 777779307 IN EXCHANGE FOR CUSIP 777779109 EFFECTIVE 12-08-11 PER CLIENT REQUEST	0.00	ROSETTA RES INC COM CUSIP 777779307	26,773.14	0.00
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8 Dec 11	REVERSAL ROSETTA RES INC COM CUSIP 777779307	0.00	RECEIVED 1,600.00 OF CUSIP 777779307 IN EXCHANGE FOR CUSIP 777779109 EFFECTIVE 12-08-11 PER CLIENT REQUEST REVERSAL	0.00	ROSETTA RES INC COM CUSIP 777779307	- 26,773.14	0.00
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8 Dec 11	REVERSAL ROSETTA RES INC COM CUSIP 777779307	0.00	RECEIVED 600.00 OF CUSIP 777779307 IN EXCHANGE FOR CUSIP 777779109 EFFECTIVE 12-08-11 PER CLIENT REQUEST REVERSAL	0.00	ROSETTA RES INC COM CUSIP 777779307	- 10,039.92	0.00
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◆ Capital Change Detail

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Ex date	Original security description/Asset ID	Original cost	Change description	Payment Amount	Resulting security description/Asset ID	Resulting cost	Realized gain/loss Market Translation
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Equities

United States

26 Jan 12	CABOT OIL & GAS CORP COM CUSIP 127097103 3,000 000	0 00	RECEIVED 3000 00 SHARES AS A SPLIT AT A RATE OF 2 00 SHARES PER 1 00 SHARE STOCK SPLIT EX DATE 2012/01/26 RECORD DATE 2012/01/17 Intern Applies 01/18/12 - 01/30/12	0 00	CABOT OIL & GAS CORP COM CUSIP 127097103 6,000 000	0 00 0 00	0 00 0 00
22 Mar 12	PVTPL ROSETTA RES INC COM 144A COM STK 144A CUSIP 777779307	0 00	DELIVERED 400 00 SHARES OF PVTPL ROSETTA RES INC COM 144A CO IN EXCHANGE FOR 400 00 SHRS OF CUSIP NUMBER #77777930 RATE OF 1 0000000000 FOR 1 EFFECTIVE 03-22-12 CLIENTS	0 00	PVTPL ROSETTA RES INC COM 144A COM STK 144A CUSIP 777779109 -400 000	0 00 - 6,693 28	0 00 0 00
22 Mar 12	ROSETTA RES INC COM CUSIP 777779307	0 00	RECEIVED 400 00 SHARES OF ROSETTA RES INC COM IN EXCHANGE FOR 400 00 SHRS OF CUSIP NUMBER #77777910 RATE OF 1 0000000000 FOR 1 EFFECTIVE 03-22-12 CLIENTS REQUEST	0 00	ROSETTA RES INC COM CUSIP 777779307 400 000	0 00 6,693 28	0 00 0 00
4 May 12	#REORG/ROWAN COS INC COM STOCK MERGER ROWAN COMPANIES 2J1CA41 5/4/2012 CUSIP 779382100	0 00	DELIVERED 73900 00 SHARES IN EXCHANGE FOR 73900 00 SHARES OF G7665A101 AT A RATE OF 1 00 SHARES PER 1 00 SHARE PER STOCK MERGER EFFECTIVE 2012/05/04	0 00	#REORG/ROWAN COS INC COM STOCK MERGER ROWAN COMPANIES 2J1CA41 5/4/2012 CUSIP 779382100 -73,900 000	0 00 - 1,330,544 47	0 00 0 00
4 May 12	ROWAN COMPANIES PLC CUSIP G7665A101	0 00	RECEIVED 73900 00 SHARES IN EXCHANGE FOR 73900 00 OF 779382100 AT A RATE OF 1 00 SHARE PER 1 00 SHARE STOCK MERGER EFFECTIVE 2012/05/04	0 00	ROWAN COMPANIES PLC CUSIP G7665A101 73,900 000	0 00 1,330,544 47	0 00 0 00
22 May 12	ENSCO PLC SHS CLASS A COM CUSIP G3157S106	0 00	RECEIVED 48,400 00 SHARES IN EXCHANGE FOR 48,400 00 OF 29356Q109 AT A RATE OF 1 00 SHARE PER 1 SHARE MANDATORY EXCHANGE EFFECTIVE 2012/05/22	0 00	ENSCO PLC SHS CLASS A COM CUSIP G3157S106 48,400 000	0 00 2,041,270 00	0 00 0 00

Northern Trust

Generated by Northern Trust from reviewed periodic data on 25 Jan 13

Capital Change Detail

Ex date	Original security description/Asset ID	Original cost	Change description	Payment Amount	Resulting security description/Asset ID	Resulting cost	Realized gain/loss Market Translation
Equities							
United States							
15 Aug 12	#REORG CONSECO INC PLAN OF REORG EFF 9/9/03 CUSIP 208464107	0.00	CONSECO, INC (2002) RECEIVED DISTRIBUTION FOR CLASS PERIOD 04/23/2001 TO 08/09/2002 CASH DISTRIBUTION 1 FILED ACCOUNT 2632414 LANNAN FDN - FIRST PACIFIC	60,600.39		0.00	60,600.39
						0.00	0.00
Total United States				60,600.39		2,041,270.00	60,600.39
						0.00	0.00
Total Equities				60,600.39		0.00	60,600.39
						0.00	0.00
Total Payment Income				60,600.39		0.00	60,600.39
						0.00	0.00

◆ Investment Transaction Detail

Trade Date
Settle Date
Trade Status

Security Description
Asset ID / Ticker
Broker / Commission
Narrative

Shares/PA
Price

Principal
Transaction Amount
Accrued Interest

Adjustment Amt
Cost
Market
Translation

Realized Gain/Loss

Total

Purchases

Fixed Income

Funds - government agencies

United States - USD

2 Apr 12	MFO FPA NEW INCOME INC COM	26,256 460	-279,106 20	0 00	0 00	279,106 20	0 00	0 00	0 00
3 Apr 12	CUSIP 302544101 / FPNIX	10 630000							
Settled	PURCHASED 26,256 46 SHARES 04-02-12 AT A PRICE OF \$10 63 NET AS REINVESTMENT								

2 Jul 12	MFO FPA NEW INCOME INC COM	23,669 980	-251,138 45	0 00	0 00	251,138 45	0 00	0 00	0 00
3 Jul 12	CUSIP 302544101 / FPNIX	10 610000							
Settled	PURCHASED 23,669 98 SHARES 07-02-12 AT A PRICE OF \$10 61 NET AS REINVESTMENT								

1 Oct 12	MFO FPA NEW INCOME INC COM	22,387 610	-237,980 31	0 00	0 00	237,980 31	0 00	0 00	0 00
2 Oct 12	CUSIP 302544101 / FPNIX	10 630000							
Settled	PURCHASED 22,387 61 SHARES 10-01-12 AT A PRICE OF \$10 63 NET AS REINVESTMENT								

Total United States - USD

Total funds - government agencies

Total fixed income

Total purchases

Sales

Fixed Income

Funds - government agencies

United States - USD

4 Apr 12	MFO FPA NEW INCOME INC COM	-188,323 920	2,000,000 00	0 00	0 00	-2,071,563 13	-71,563 13	0 00	-71,563 13
5 Apr 12	CUSIP 302544101 / FPNIX	10 620000							
Settled	SOLD 188,323 92 SHARES 04-04-12 AT A PRICE OF \$10 62 NET								



Investment Transaction Detail

Page 9 of 16

Trade Date
Settle Date
Trade Status

Security Description
Asset ID / Ticker
Broker / Commission
Narrative

Shares/PA
Price
Principal
Transaction Amount
Accrued Interest
Adjustment Amt
Cost
Market
Translation
Total

Realized Gain/Loss

Sales

Fixed Income

22 May 12 Settled	MFO FPA NEW INCOME INC COM CUSIP 302544101 / FPNIX SOLD 93,808 63 SHARES 05-22-12 AT A PRICE OF \$10 66 NET	-93,808 630 10 660000	1,000,000 00	0 00	0 00	-1,029,868 08	-29,868 08	0 00	-29,868 08
6 Jun 12 Settled	MFO FPA NEW INCOME INC COM CUSIP 302544101 / FPNIX SOLD 93,720 71 SHARES 06-06-12 AT A PRICE OF \$10 67 NET	-93,720 710 10 670000	1,000,000 00	0 00	0 00	-1,027,255 86	-27,255 86	0 00	-27,255 86
11 Jul 12 Settled	MFO FPA NEW INCOME INC COM CUSIP 302544101 / FPNIX SOLD 188,146 75 SHARES 07-11-12 AT A PRICE OF \$10 63 NET	-188,146 750 10 630000	2,000,000 00	0 00	0 00	-2,058,270 76	-58,270 76	0 00	-58,270 76
2 Nov 12 Settled	MFO FPA NEW INCOME INC COM CUSIP 302544101 / FPNIX SOLD 188,146 75 SHARES 11-02-12 AT A PRICE OF \$10 63 NET	-188,146 750 10 630000	2,000,000 00	0 00	0 00	-2,052,628 32	-52,628 32	0 00	-52,628 32
Total United States - USD			8,000,000 00	0 00	0 00	-8,239,586 15	-239,586 15	0 00	-239,586 15
Total funds - government agencies			8,000,000 00	0 00	0 00	-8,239,586 15	-239,586 15	0 00	-239,586 15
Total fixed income			8,000,000 00	0 00	0 00	-8,239,586 15	-239,586 15	0 00	-239,586 15
Total sales		-752,146 76	8,000,000 00	0 00	0 00	-8,239,586 15	-239,586 15	0 00	-239,586 15
Total transactions		7,247,853 24	7,247,853 24	0 00	0 00	-7,471,139 39	-223,286 15	0 00	-223,286 15

Other Gain/Loss

Funds - common stock

2 Jul 12	MFO FPA FDS TR FPA CRESCENT PORTFOLIO	0.0000	109,424.92	0.00	0.00	109,424.92	0.00	109,424.92
3 Jul 12	INSTL CL SHS							
Settled	CUSIP 3025417759 / FPACX							
	LONG-TERM CAPITAL GAIN ON	0.000000						
	1215832.42 SHRS AT RATE OF							
	0.09000000 PAYABLE 07/03/12,							
	RECORD DATE 06/29/12 EX-DATE							
	07/02/12							

Equities

United States - USD

Generated by Northern Trust from reviewed periodic data on 25 Jan 13

Trade Date	Security Description
Settle Date	Asset ID / Ticker
Trade Status	Broker / Commission
	Narrative

Other Gain/Loss

Commodities

Funds - commodity linked

United States - USD

	12 Dec 12	13 Dec 12	Settled	MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667 / PCRIX SHORT TERM CAPITAL ON 1277662 87 SHRS AT RATE OF 0 04934300 PAYABLE 12/12/12. RECORD DATE 12/11/12 EX-DATE 12/12/12	0 000 0 000000	63,043 71	0 00	0 00	63,043 71	0 00	63,043.71
	12 Dec 12	13 Dec 12	Settled								

12 Dec 12	MFO PIMCO FDS PAC INVT MGMT SER	0 000	25,592 86	0 00	25,592 86	0 00	25,592 86
13 Dec 12	COMMODITY REALRETURN STRATEGY FD INSTL						
Settled	CUSIP 722005667 / PCRIX	0 000000					
	LONG-TERM CAPITAL GAIN ON						
	1277662 67 SHRS AT RATE OF						
	0 02003100 PAYABLE 12/12/12.						
	RECORD DATE 12/11/12 EX-DATE						
	12/12/12						

Total United States - USD	88,636.57	0.00	0.00	0.00	88,636.57	0.00	88,636.57
Total funds - commodity linked	88,636.57	0.00	0.00	0.00	88,636.57	0.00	88,636.57
Total commodities	88,636.57	0.00	0.00	0.00	88,636.57	0.00	88,636.57
Total other gain/loss	0.00	0.00	0.00	0.00	88,636.57	0.00	88,636.57
<i>Purchases</i>							

Commodities

Funds - commodity linked

United States - USD

22 Mar 12	MFO PIMCO FDS PAC INVT MGMT SER	10,960 810	-73,656 63	0 00	0 00	0 00
23 Mar 12	COMMODITY REALRETURN STRATEGY FD INSTL					
Settled	CUSIP 722005667 / PCRIX	6 720000				
	PURCHASED 10,960 81 SHARES					
	03-22-12 AT A PRICE OF \$6 72					
	NET AS REINVESTMENT					

Trade Date	Security Description
Settle Date	Asset ID / Ticker
Trade Status	Broker / Commission
	Narrative

Other Gain/Loss

Fixed Income

Funds - corporate bond

United States - USD

[illegible]

Fixed Income

Funds - corporate bond

United States - USD

31 Jan 12	MFO PIMCO UNCONSTRAINED BD-INS	310.830	-3,422.23	0.00	3,422.23	0.00	0.00
1 Feb 12	CUSIP 72201M487 / PFIUX						
Settled							
	PURCHASED 310.83 SHARES	11 010000					
	01-31-12 AT A PRICE OF \$11 01						
	NET AS REINVESTMENT						
29 Feb 12	MFO PIMCO UNCONSTRAINED BD-INS	654.070	-7,214.36	0.00	7,214.36	0.00	0.00
1 Mar 12	CUSIP 72201M487 / PFIUX						
Settled							
	PURCHASED 654.07 SHARES	11.030000					
	02-29-12 AT A PRICE OF \$11 03						
	NET AS REINVESTMENT						

[illegible]

Purchases

Equities

Funds - common stock

United States - USD

19 Jul 12	MFO BLACKROCK GLOBAL ALLOCATION FD INC	3,181 960	-60,202 68	0 00	0 00	60,202.68	0 00	0 00
20 Jul 12 Settled	INSTL CL CUSIP 09251T509 / MALOX PURCHASED 3,181 96 SHARES 07-19-12 AT A PRICE OF \$18.92 NET AS REINVESTMENT	18 920000						
19 Dec 12	MFO BLACKROCK GLOBAL ALLOCATION FD INC	2,732 360	-54,128 14	0 00	0 00	54,128.14	0 00	0 00
20 Dec 12 Settled	INSTL CL CUSIP 09251T509 / MALOX PURCHASED 2,732 36 SHARES 12-19-12 AT A PRICE OF \$19 81 NET AS REINVESTMENT	19 810000						
Total United States - USD			-114,330 82	0 00	0 00	114,330.82	0 00	0 00
Total funds - common stock			-114,330.82	0 00	0 00	114,330.82	0 00	0 00
Total equities			-114,330.82	0 00	0 00	114,330.82	0 00	0 00
Total purchases		5,914.32	-114,330.82	0 00	0 00	114,330.82	0 00	0 00
Sales								

Equities

Funds - common stock

United States - USD

	1 May 12	2 May 12	Settled		0 00	-4,748,579 18	251,420 82	0 00	251,420 82
				MFO BLACKROCK GLOBAL ALLOCATION FD INC					
				INSTL CL		-256,147 540		5,000,000 00	
				CUSIP 09251T509 / MALOX		19.520000			
				SOLD 256,147 54 SHARES					
				05-01-12 AT A PRICE OF \$19 52					
				NET					

Northern Trust

◆ Investment Transaction Detail

Trade Date	Asset ID / Ticker	Security Description	Shares/PA Price	Principal	Transaction Amount Accrued Interest	Adjustment Amt	Cost	Market	Translation	Total
Settle Date	Broker / Commission									
Trade Status	Narrative									

Other Gain/Loss

Equities

Funds - common stock

United States - USD

12 Dec 12	MFO PIMCO FDS GLOBAL MULTI-ASSET FD		0.000	30,169.83	0.00	0.00	0.00	30,169.83	0.00	30,169.83
13 Dec 12	INSTL CL									
Settled	CUSIP 72201P100 / PGAIX		0.000000							
	LONG-TERM CAPITAL GAIN ON									
	674261 50 SHRS AT RATE OF									
	0.044745000 PAYABLE 12/12/12.									
	RECORD DATE 12/11/12 EX-DATE									
	12/12/12									

Total United States - USD

				30,169.83	0.00	0.00	0.00	30,169.83	0.00	30,169.83
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Total funds - common stock

				30,169.83	0.00	0.00	0.00	30,169.83	0.00	30,169.83
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Total equities

				30,169.83	0.00	0.00	0.00	30,169.83	0.00	30,169.83
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Total other gain/loss

			0.00	30,169.83	0.00	0.00	0.00	30,169.83	0.00	30,169.83
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Purchases

Equities

Funds - common stock

United States - USD

20 Sep 12	MFO PIMCO FDS GLOBAL MULTI-ASSET FD		1,914.480	-22,265.44	0.00	0.00	22,265.44	0.00	0.00	0.00
21 Sep 12	INSTL CL									
Settled	CUSIP 72201P100 / PGAIX		11.630000							
	PURCHASED 1,914.48 SHARES									
	09-20-12 AT A PRICE OF \$11.63									
	NET AS REINVESTMENT									

12 Dec 12	MFO PIMCO FDS GLOBAL MULTI-ASSET FD		2,600.850	-30,169.83	0.00	0.00	30,169.83	0.00	0.00	0.00
13 Dec 12	INSTL CL									
Settled	CUSIP 72201P100 / PGAIX		11.600000							
	PURCHASED 2,600.85 SHARES									
	12-12-12 AT A PRICE OF \$11.60									
	NET AS REINVESTMENT									

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
American Bird Conservancy 4249 Loudoun Ave. The Plains, VA 20198		Public charity	General operating support	14,200.
American Civil Liberties Union Foundation 125 Broad Street, 18th Floor New York, NY 10004		Public charity	General operating support	600.
American Civil Liberties Union of New Mexico Foundation P.O. Box 566 Albuquerque, NM 87103		Public charity	General operating support	5,000.
American Civil Liberties Union of New Mexico Foundation P.O. Box 566 Albuquerque, NM 87103		Public charity	General operating support	150,000.
American Civil Liberties Union of New Mexico Foundation P.O. Box 566 Albuquerque, NM 87103		Public charity	Bill of Rights Celebration	2,700.
American Civil Liberties Union of New Mexico Foundation P.O. Box 566 Albuquerque, NM 87103		Public charity	Regional Center for Border Rights	50,000.
American Indian College Fund 8333 Greenwood Boulevard Denver, CO 80221		Public charity	Flame of Hope Gala	25,000.
Amherst College Trustees, Folger Shakespeare Library 201 E. Capitol Street SE Washington, DC 20003		Public charity	Poetry and Lecture series	25,000.
Amigos Bravos 105A Quesnel Street Taos, NM 87511		Public charity	General operating support	400.
Archipelago Books 232 Third Street, #A111 Brooklyn, NY 11215		Public charity	General operating support	100,000.
Total from continuation sheets				5,199,286.

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
Art Institute of Chicago 111 South Michigan Ave Chicago, IL 60603		Public charity	Art objects donated	41,700.
Art Institute of Chicago 111 South Michigan Ave Chicago, IL 60603		Public charity	Exhibition support	75,000.
Atalaya Elementary School PTA 721 Camino Cabra Santa Fe, NM 87501		Public charity	General operating support	500.
Banerjee, Subhankar New York, NY 10025	None	Individual	Cultural Freedom award	75,000.
Big Shoulders Fund 309 West Washington, Suite 550 Chicago, IL 60606		Public charity	General operating support	13,500.
Bitsui, Sherwin Albuquerque, NM 87120	None	Individual	Lannan Literary fellowship	50,000.
BOA Editions, Limited 250 N. Goodman Street, Suite 306 Rochester, NY 14607		Public charity	Publication of two books in translation	60,000.
BOA Editions, Limited 250 N. Goodman Street, Suite 306 Rochester, NY 14607		Public charity	Challenge grant/Publish Lucille Clifton Collected Poems	50,000.
California Province of the Society of Jesus P.O. Box 519 Los Gatos, CA 95031		Public charity	General operating support	56,000.
California State University, Northridge Foundation 18111 Nordhoff Street Northridge, CA 91330		Public charity	Julian Cardona photographic archive	10,000.
Total from continuation sheets				

Lannan Foundation

36-6062451

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
Camellia Waldorf School 5701 Freesport Blvd Sacramento, CA 95822		Public charity	General operating support	200.
Cave Canem Foundation Inc. 20 Jay Street, Suite 310-A Brooklyn, NY 11201		Public charity	General operating support	50,000.
Center for Contemporary Arts 1050 Old Pecos Trail Santa Fe, NM 87505		Public charity	General operating support	100.
Center for Economic Research and Social Change 4015 N. Rockwell Avenue Chicago, IL 60618		Public charity	Support of website, Mondoweiss	2,000.
Center for Economic Research and Social Change 4015 N. Rockwell Avenue Chicago, IL 60618		Public charity	General support, Haymarket Books	50,000.
Center for Economic Research and Social Change 4015 N. Rockwell Avenue Chicago, IL 60618		Public charity	Support public evner, West and Smiley	4,930.
Center for Land Use Interpretation 9331 Venice Blvd. Culver City, CA 90232		Public charity	Wendover Residence Program	45,000.
Center of Hope of South County, The 1216 East Venice Avenue Venice, FL 34285		Public charity	To support a grant writer	15,000.
Chicago Symphony Orchestra 220 South Michigan Chicago, IL 60604		Public charity	Support of educational program	2,000.
Chicago Symphony Orchestra 220 South Michigan Chicago, IL 60604		Public charity	General operating support	7,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Children's Hospital Colorado Foundation P.O. Box 045 Aurora, CO 80045		Public charity	Courage Classic bicycle ride	300.
Chinati Foundation P.O. Box 1135 Marfa, TX 79843		Public charity	Benefit dinner	3,500.
City of Santa Fe Arts Commission P.O. Box 909 Santa Fe, NM 87504		Public charity	Mayor's Award for Excellence in the Arts	650.
Columbia College, dba Museum of Contemporary Photography 600 South Michigan Avenue Chicago, IL 60605		Public charity	Tillim touring exhibit support	4,000.
Columbia College, dba Museum of Contemporary Photography 600 South Michigan Avenue Chicago, IL 60605		Public charity	Sambunaris exhibition support	45,000.
Confederated Tribes of the Goshutes P.O. Box 6104 Ibapah, UT 84034		Public charity	Legal services, water resources protection	29,781.
Copper Canyon Press P.O. Box 271 Port Townsend, WA 98368		Public charity	Publication of five titles in the Lannan Literary Selection series	100,000.
Copper Canyon Press P.O. Box 271 Port Townsend, WA 98368		Public charity	Challenge grant, costs associated with publication of Merwin book	50,000.
Cornell University - Cornell Laboratory of Ornithology 159 Sapsucker Woods Road Ithaca, NY 14850		Public charity	General operating support	2,000.
Daily Poetry Association P.O. Box 1306 Charlottesville, VA 22902		Public charity	General operating support	600.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Daily Poetry Association P.O. Box 1306 Charlottesville, VA 22902		Public charity	General operating support	50,000.
Dalmation Rescue of Colorado 713 McGraw Drive Fort Collins, CO 80526		Public charity	General operating support	600.
Democracy at Work 329 East 5th Street New York, NY 10003		Partnership	General operating support	75,000.
Democracy Now Productions 87 Lafayette Street New York, NY 10013		Public charity	Intern support	75,000.
Dia Art Foundation 535 West 22nd Street New York, NY 10011		Public charity	Art objects donated	175,000.
Diaz, Natalie Mohave Valley, AZ 86440	None	Individual	Literary fellowship	40,000.
Dine Be Iina P.O.Box 683 Window Rock, AZ 86515		Public charity	Sheep is Life gathering support	4,000.
Dine' CARE 10A Town Plaza, Suite 138 Durango, CO 81301		Public charity	Water Rights Summit support	6,500.
Doctors Without Borders 333 Seventh Avenue, 2nd Floor New York, NY 10001		Public charity	General operating support	3,000.
Feeding South Florida 2501 SW 32nd Terrace Pembroke Park, FL 33023		Public charity	General operating support	20,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Felines and Friends 369 Montezuma, #320 Santa Fe, NM 87501		Public charity	General operating support	400.
Food Depot, The 1222 Siler Road Santa Fe, NM 87507		Public charity	General operating support	20,450.
Food for Santa Fe PO Box 31086 Santa Fe, NM 87594		Public charity	General operating support	450.
Foundation Center, The 79 Fifth Avenue New York, NY 10003		Public charity	Membership	6,000.
Foundation for Monte del Sol Charter School 369 Montezuma, #189 Santa Fe, NM 87501		Public charity	General operating support	500.
Foundation for National Progress 222 Sutter Street, 6th Floor San Francisco, CA 94108		Public charity	Ben Bagdikian Fellowship program	175,000.
Friends of Akwesasne Freedom School P.O. Box 290 Roosevelt, NY 13683		Public charity	General operating support	70,000.
Friends of Las Vegas National Wildlife Refuge Route 1, Box 399 Las Vegas, NM 87701		Public charity	General operating support	200.
Friends of the Bosque del Apache P.O. Box 340 San Antonio, NM 87832		Public charity	General operating support	200.
Friends of the Marfa Public Library P.O. Drawer U Marfa, TX 79843		Public charity	Materials acquisition	10,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Georgetown University Box 571131 Washington, DC 20057		Public charity	Support of programs of the Lannan Center at Georgetown University	178,980.
Gila Resources Information Project 305A North Cooper Street Silver City, NM 88061		Public charity	Publication support, Berman book	10,000.
Graywolf Press 250 Third Avenue, Suite 600 Minneapolis, MN 55401		Public charity	Publication of two titles in the Lannan Translation Selection series	60,000.
Great Plains Restoration Council P.O. Box 131291 Houston, TX 77219		Public charity	General operating support	1,300.
Gwich'in Steering Committee 122 First Avenue, Box 2 Fairbanks, AK 99701		Public charity	General operating support	25,000.
Heart and Soul Animal Shelter 369 Montezuma, #130 Santa Fe, NM 87501		Public charity	General operating support	400.
Independent World Television 235 Holiday Street Baltimore, MD 21202		Public charity	Support of Real News Network	2,000.
Indigenous Language Institute 1501 Cerrillos Road, U-Building Santa Fe, NM 87505		Public charity	Travel costs, symposium participants	10,000.
Institute for the Advancement of Journalistic Clarity Box 228 Petrolia, CA 95558		Public charity	Support of Counter Punch	2,000.
Institute of American Indian Arts Foundation P.O. Box 22370 Santa Fe, NM 87502		Public charity	Annual dinner and auction	2,500.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Institute of American Indian Arts, College of Contemporary Native Arts 83 Avan Nu Po Road Santa Fe, NM 87508		Public charity	Writers-in-Residency program	35,000.
Institute of American Indian Arts, College of Contemporary Native Arts 83 Avan Nu Po Road Santa Fe, NM 87508		Public charity	General operating support	200.
Institute of Natural and Traditional Knowledge 807 4th Street, SW Albuquerque, NM 87195		Public charity	Annual symposium, Traditional Agricultural and Sustainable Living conference	5,000.
International Crane Foundation P.O. Box 447 Baraboo, WI 53913		Public charity	General operating support	2,000.
International Indian Treaty Council 456 N. Alaska Street Palmer, AK 99645		Public charity	Indigenous People's International Conference on Corn and Traditional Knowledge	10,000.
International Indian Treaty Council 456 N. Alaska Street Palmer, AK 99645		Public charity	International Indian Treaty Conference	10,000.
Intertribal Sinkyone Wilderness Council P.O. Box 1523 Ukiah, CA 95482		Public charity	General operating support	197,000.
Jones, Brian New York, NY 10040	None	Individual	Cultural Freedom fellowship	60,000.
Kitchen Angels 1222 Siler Road Santa Fe, NM 87507		Public charity	General operating support	300.
Lap Dog Rescue of New Mexico PO Box 1316 Tijeras, NM 87059		Public charity	General operating support	400.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Lensic Performing Arts Center 211 West San Francisco Street Santa Fe, NM 87501		Public charity	General operating support	1,200.
Lensic Performing Arts Center 211 West San Francisco Street Santa Fe, NM 87501		Public charity	Fund the Future campaign	25,000.
Leukemia and Lymphoma Society 6033 West Century Blvd, Suite 300 Los Angeles, CA 90045		Public charity	Marathon run support	100.
Literacy Volunteers of Santa Fe 6401 Richards Avenue Santa Fe, NM 87508		Public charity	General operating support	5,000.
Lopez, Ruth Chicago, IL 60612	None	Individual	Cultural Freedom Fellowship	25,000.
Lyric Opera of Chicago 20 North Wacker Drive Chicago, IL 60606		Public charity	Senior matinee	12,000.
McGriff, Michael Salt Lake City, UT 84103	None	Individual	Lannan Literary Fellowship	25,000.
Middle East Children's Alliance 1101 8th Street Berkeley, CA 94710		Public charity	General operating support	400.
Mike's Bikes Foundation 24 Tiburon Street San Rafael, CA 94901		Public charity	Establish a bike shop in Lesotho, Africa	10,000.
Moses, Kate San Francisco, CA 94109	None	Individual	Lannan Literary Fellowship	75,000.
Total from continuation sheets				

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

Recipient	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
Name and address (home or business)				
Native Americans in Philanthropy 2801 21st Street South, Suite 132D Minneapolis, MN 55407		Public charity	7th Annual Native Philanthropy Institute	2,500.
New Mexico Association of Grantmakers P.O. Box 9280 Santa Fe, NM 87504		Public charity	Membership	5,000.
New Mexico Community Foundation 502 West Cordova, Suite 1 Santa Fe, NM 87505		Public charity	Scholarship fund	400.
New Mexico School for the Arts 275 East Alameda Santa Fe, NM 87501		Public charity	Creative writing program	20,000.
New World Foundation, The 606 West End Avenue New York, NY 10025		Public charity	Support for "The Message" Klein Lewis production	75,000.
Northern New Mexico Radio Foundation, KSFR 89.1 FM P.O. Box 31366 Santa Fe, NM 87594		Public charity	Rebroadcast of Lannan Readings & Conversations series	14,000.
Northern New Mexico Radio Foundation, KSFR 89.1 FM P.O. Box 31366 Santa Fe, NM 87594		Public charity	General operating support	4,095.
Northwest Indian College 2522 Kwina Road Bellingham, WA 98226		Public charity	Support of Native Studies Program	250,000.
O'Driscoll, Dennis Naas Co, Kildare, Ireland, IRELAND	None	Individual	Literary fellowship	50,000.
Oglala Sioux Tribe of the Pine Ridge Reservation P.O. Box 2070 Pine Ridge, SD 57770		Governmental unit	Annual Lakota Sacred Hoop 500 Mile Run	2,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Panthera 8 West 40th Street, 18th Floor New York, NY 10018		Public charity	Tiger preservation	150.
Partners in Education Foundation P.O. Box 23374 Santa Fe, NM 87502		Public charity	At the Artist's Table event	2,300.
Peacock, Douglas Emigrant, MT 59027	None	Individual	Cultural Freedom fellowship	25,000.
PEN American Center 588 Broadway, Suite 303 New York, NY 10012		Public charity	Writers' Fund / Fund for Writers and Editors with AIDS	50,000.
Physicians for Social Responsibility 64 Lodge Trail Santa Fe, NM 87505		Public charity	New Mexico chapter support	4,000.
Planned Parenthood of New Mexico 719 San Mateo NE Albuquerque, NM 87108		Public charity	General operating support	200.
Poets House 10 River Terrace New York, NY 10282		Public charity	Indigenous American poetry symposium	25,000.
Public Communicators, Inc. Free Speech TV P.O. Box 44099 Boulder, CO 80306		Public charity	Documentary program licensing	75,000.
Red Bay Stronghold 140 Gregory Place West Palm Beach, FL 33405		Private Operating Foundation	General operating support to manage Okeechobee County land	40,000.
Red Cloud Indian School 100 Mission Drive Pine Ridge, SD 57770		Public charity	Student scholarships	100,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Red Thread Collective 1730 Camino Carlos Rey Santa Fe, NM 87507		Public charity	Alliance for Reviving Democracy Conference	2,500.
Riley, Atsuro San Francisco, CA 94129	None	Individual	Lannan Literary Fellowship	75,000.
Rio Grande School 715 Camino Cabra Santa Fe, NM 87505		Public charity	General operating support	200.
Santa Fe Animal Shelter 100 Caja del Rio Road Santa FE, NM 87507		Public charity	Purchase animal supplies	150.
Santa Fe Art Institute 1600 St. Michael's Drive Santa Fe, NM 87505		Public charity	General operating support	200.
Santa Fe Art Institute 1600 St. Michael's Drive Santa Fe, NM 87505		Public charity	General operating support and capacity building	150,000.
Santa Fe Children's Museum 1050 Old Pecos Trail Santa Fe, NM 87505		Public charity	General operating support	10,000.
Santa Fe Community Foundation 501 Halona Street Santa Fe, NM 87505		Public charity	Education fund	400.
Santa Fe Community Foundation PO Box 1827 Santa FE, NM 87504		Public charity	Empty Stocking Fund	400.
Santa Fe Conservation Trust P.O. Box 23985 Santa Fe, NM 87502		Public charity	General operating support	5,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Santa Fe Desert Chorale 311 East Palace Ave Santa Fe, NM 87501		Public charity	General operating support	500.
Santa Fe Indian School 1501 Cerrillos Road Santa Fe, NM 87505		Public charity	Support of the Library/Media Center	30,000.
Santa Fe Preparatory School 1101 Camino Cruz Blanca Santa Fe, NM 87505		Public charity	Support of Breakthrough Santa Fe	3,000.
Santa Fe Pro Musica PO Box 2901 Santa Fe, NM 87504		Public charity	General operating support	3,000.
Save the Children Federation 54 Wilton Road Westport, CT 06880		Public charity	Sudanese children	150.
School for Advanced Research P.O. Box 2188 Santa Fe, NM 87504		Public charity	Support of Indigenous Writers in Residency program	20,000.
School for Advanced Research P.O. Box 2188 Santa Fe, NM 87504		Public charity	Membership	2,500.
Seventh Generation Fund P.O. Box 4569 Arcata, CA 95518		Public charity	11th Keeping the Home Fires Burning Gathering	15,000.
Seventh Generation Fund P.O. Box 94569 Arcata, CA 95518		Public charity	Gathering travel stipends	2,510.
SITE Santa Fe 1606 Paseo de Peralta Santa Fe, NM 87501		Public charity	General operating support	100.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
SITE Santa Fe 1606 Paseo de Peralta Santa Fe, NM 87501		Public charity	Exhibition support	25,000.
SITE Santa Fe 1606 Paseo de Peralta Santa Fe, NM 87501		Public charity	Membership	5,000.
SITE Santa Fe 1606 Paseo de Peralta Santa Fe, NM 87501		Public charity	Unseen exhibit preview tickets	450.
SITE Santa Fe 1606 Paseo de Peralta Santa Fe, NM 87501		Public charity	Gala event support	1,200.
Somos Un Pueblo Unido 1804 Espinacitas Santa Fe, NM 87505		Public charity	General operating support	27,900.
Sun Valley Center for the Arts P.O. Box 656 Sun Valley, ID 83353		Public charity	Cooper exhibition support	4,500.
Tavern Books 20 NE 30th Avenue Portland, OR 97232		Public charity	General operating support	50,000.
Texas State University, San Marcos 601 University Drive, ELA 273 San Marcos, TX 78666		Public charity	2012 Mississippian Iconographic Workshop	15,000.
Truthout PO Box 276414 Sacramento, CA 95827		Public charity	General operating support	2,000.
U.S. Catholic Conference St Thomas of Canterbury Parish 4827 North Kenmore Avenue Chicago, IL 60640		Public charity	General operating support	2,000.
Total from continuation sheets				

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
University of Arizona Foundation P.O. Box 210109 Tucson, AZ 85721		Public charity	Creative Writing Workshops in Arizona prisons	36,000.
University of New Mexico Dept of Art and Art History MSC04-2560 1 University of New Mexico Albuquerque, NM 87131		Public charity	Support of Land Arts course	50,000.
University of New Mexico KUNM 89.9 MSC 3520, Onate Hall, 1 Univ of New Mexico Albuquerque, NM 87131		Public charity	General operating support, KUNM radio station	990.
US Conference of Catholic Bishops, Holy Rosary Parish 4139 42nd Avenue SW Seattle, WA 98116		Public charity	Kenyan orphanage assistance program	6,000.
Vietnam Project, The P.O. Box 32602 Santa Fe, NM 87594		Public charity	General operating support	600.
Voices of a People's History of the United States, Inc. 45 Main Street Brooklyn, NY 10001		Public charity	Chicago-area schools pilot program	100,000.
Water.org 920 Main Street, Suite 1800 Kansas City, MO 64105		Public charity	General operating support	100.
Westminster Presbyterian Church 841 West Manhattan Avenue Santa Fe, NM 87501		Public charity	Refugee support fund	10,000.
Whitney Museum of American Art 945 Madison Avenue New York, NY 10021		Public charity	Membership	1,000.
Window to the World Communications 5400 North St. Louis Avenue Chicago, IL 60625		Public charity	General operating support	5,000.
Total from continuation sheets				

Part XV Supplementary Information**3 Grants and Contributions Approved for Future Payment (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
Diaz, Natalie Mohave Valley, AZ 86440	None	Individual	Lannan Literary fellowship	110,000.
Jones, Brian New York, NY 10032	None	Individual	Cultural Freedom fellowship	120,000.
Lopez, Ruth Chicago, IL 60612	None	Individual	Cultural Freedom fellowship	75,000.
Moses, Kate San Francisco, CA 94109	None	Individual	Lannan Literary fellowship	75,000.
Museum Associates, dba Los Angeles County Museum of Art 5905 Wilshire Blvd. Los Angeles, CA 90036		Public charity	Support of Heizer's "City" project	1,500,000.
O'Driscoll, Dennis Naas Co, Kildare, Ireland, IRELAND	None	Individual	Lannan Literary fellowship	50,000.
Williams, Chris New York, NY 10040	None	Individual	Cultural Freedom fellowship	150,000.
Total from continuation sheets				2,080,000.

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No. 1545-1709

► **File a separate application for each return.**• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ ►• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).**Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868.**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only ☐ ►

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions Lannan Foundation	Employer identification number (EIN) or 36-6062451
	Number, street, and room or suite no. If a P.O. box, see instructions 313 Read Street	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions Santa Fe, New Mexico 87501-2628	

Enter the Return code for the return that this application is for (file a separate application for each return) ☐ 0 ☐ 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

• The books are in the care of ► **Lannan Foundation**Telephone No. ► **(505) 954-5152** FAX No. ► **(505) 954-5143**• If the organization does not have an office or place of business in the United States, check this box ☐ ►

• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is

for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **August 15**, 20 **13**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:► ☒ calendar year 20 **12** or► ☐ tax year beginning, 20, and ending, 202 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions

3a \$ **108,450**

b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit

3b \$ **115,138**c **Balance due.** Subtract line 3b from line 3a. Include your payment with this form, if required by using EFTPS (Electronic Federal Tax Payment System). See instructions3c \$ **-0-****Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Cat No. 27910C

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions. Lanna Foundation	Employer identification number (EIN) or 36-6042451
	Number, street, and room or suite no. If a P.O. box, see instructions. 313 Read St.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Santa Fe, New Mexico 87501	

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of Lannan Foundation / Ruth Simms
Telephone No. 505-954-5152 FAX No. _____
• If the organization does not have an office or place of business in the United States, check this box ☐
• If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is
for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a
list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until November 15, 20 13.
- 5 For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____.
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension Additional time is needed to
gather information and to adequately review return
before it is submitted.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$ 108,450
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$ 115,138
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ -0-

Signature and Verification must be completed for Part II only.

Under penalties of perjury I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ▶ Ruth E. Simms Title ▶ Controller Date ▶ August 13, 2013