Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: THE J W GARDNER II FOUNDATION

A Employer identification number: 37-1404507

Number and street (or P O box number if mail is not delivered to street address): 510 MAINE STREET PO BOX 140

Room/suite:

B Telephone number (see instructions): 217-277-2526

City or town, state, and ZIP code: QUINCY IL 62306

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 4,147,449

J Accounting method ☐ Cash ☒ Accrual
☐ Other (specify)
(Part I, column (d) must be on cash basis)

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

Part I **Analysis of Revenue and Expenses** *(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))*

			(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 (attach schedule)				
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch B				
	3	Interest on savings and temporary cash investments	9,462	9,462		
	4	Dividends and interest from securities	51,105	51,105		
	5 a	Gross rents				
	b	Net rental income or (loss)				
	6 a	Net gain or (loss) from sale of assets not on line 10	134,780			
	b	Gross sales price for all assets on line 6a 1,034,032				
	7	Capital gain net income (from Part IV, line 2)		134,780		
	8	Net short-term capital gain				
	9	Income modifications				
	10 a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	195,347	195,347	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16 a	Legal fees (attach schedule)	861		861	
	b	Accounting fees (attach schedule)	945		945	
	c	Other professional fees (attach schedule)	39,467	39,467		
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	1,762	1,762		
	19	Depreciation (attach schedule) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,112		1,112	
	24	**Total operating and administrative expenses.** Add lines 13 through 23	44,147	41,229	2,918	0
	25	Contributions, gifts, grants paid	186,582			186,582
	26	**Total expenses and disbursements.** Add lines 24 and 25	230,729	41,229	2,918	186,582
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	-35,382			
	b	**Net investment income** (if negative, enter -0-)		154,118		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Form **990-PF** (2012)

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	**(b) Book Value**	**(c) Fair Market Value**
Assets	1	Cash—non-interest-bearing			
	2	Savings and temporary cash investments	211,917	313,737	313,737
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	3,267,048	3,132,958	3,833,712
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	3,478,965	3,446,695	4,147,449
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	3,478,965	3,446,695	
	25	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			
	30	**Total net assets or fund balances** (see instructions)	3,478,965	3,446,695	
	31	**Total liabilities and net assets/fund balances** (see instructions)	3,478,965	3,446,695	

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	3,478,965
2	Enter amount from Part I, line 27a	2	-35,382
3	Other increases not included in line 2 (itemize) ▶ NON DIVIDEND DISTRIBUTIONS	3	4,836
4	Add lines 1, 2, and 3	4	3,448,419
5	Decreases not included in line 2 (itemize) ▶ FOREIGN TAX WITHHELD	5	1,724
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,446,695

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	See Attached Statement			
b	See Attached Statement			
c	See Attached Statement			
d	See Attached Statement			
e	See Attached Statement			

	(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				0
b				0
c				0
d				0
e				0

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

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

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	134,780
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	34,413

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	212,000	3,973,508	0 053353
2010	196,500	4,018,652	0 048897
2009	221,593	3,699,793	0 059893
2008	246,783	4,188,530	0 058919
2007	247,500	4,419,941	0 055996

2	**Total** of line 1, column (d)	2	0 277058
3	Average distribution ratio for the 5-year base period—divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0 055412
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,929,361
5	Multiply line 4 by line 3	5	217,734
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,541
7	Add lines 5 and 6	7	219,275
8	Enter qualifying distributions from Part XII, line 4	8	186,582

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)

1 a	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)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	3,082
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	3,082
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	3,082
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a		
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c 1,928		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	1,928
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached		8	31
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	1,185
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	Refunded ▶	11	0

Part VII-A Statements Regarding Activities

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

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?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ JOHN G STEVENSON, JR Telephone no ▶ (217) 224-0401

Located at ▶ 510 MAINE STREET QUINCY IL ZIP+4 ▶ 62301

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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)?		1b	N/A	
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?		1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☒ Yes ☐ No			
	If "Yes," list the years ▶ 20 11 , 20 , 20 , 20				
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)		2b		X
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20 , 20 , 20 , 20				
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)*		3b	N/A	
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)? (see instructions) ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? **7b** No: X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JOHN G STEVENSON JR 510 MAINE STREET QUINCY, IL 62301	DIRECTOR 10 00			
ROBERT S BLACK 510 MAINE STREET QUINCY, IL 62301	DIRECTOR 10 00			

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

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

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

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors *(continued)*

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
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	3,726,372
b	Average of monthly cash balances			1b	262,827
c	Fair market value of all other assets (see instructions)			1c	
d	**Total** (add lines 1a, b, and c)			1d	3,989,199
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e			
2	Acquisition indebtedness applicable to line 1 assets			2	
3	Subtract line 2 from line 1d			3	3,989,199
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)			4	59,838
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4			5	3,929,361
6	**Minimum investment return.** Enter 5% of line 5			6	196,468

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	196,468
2a	Tax on investment income for 2012 from Part VI, line 5	2a	3,082		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	3,082
3	Distributable amount before adjustments Subtract line 2c from line 1			3	193,386
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	193,386
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	193,386

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	186,582
b	Program-related investments—total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	186,582
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 (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	186,582

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				193,386
2		Undistributed income, if any, as of the end of 2012				
	a	Enter amount for 2011 only			149,095	
	b	Total for prior years 20 08 , 20 09 , 20 10		523,694		
3		Excess distributions carryover, if any, to 2012				
	a	From 2007				
	b	From 2008				
	c	From 2009				
	d	From 2010				
	e	From 2011				
	f	**Total** of lines 3a through e	0			
4		Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 186,582				
	a	Applied to 2011, but not more than line 2a			149,095	
	b	Applied to undistributed income of prior years (Election required—see instructions)				
	c	Treated as distributions out of corpus (Election required—see instructions)				
	d	Applied to 2012 distributable amount				37,487
	e	Remaining amount distributed out of corpus				
5		Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6		**Enter the net total of each column as indicated below:**				
	a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
	b	Prior years' undistributed income Subtract line 4b from line 2b		523,694		
	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				
	d	Subtract line 6c from line 6b Taxable amount—see instructions		523,694		
	e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
	f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				155,899
7		Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8		Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9		**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10		Analysis of line 9				
	a	Excess from 2008				
	b	Excess from 2009				
	c	Excess from 2010				
	d	Excess from 2011				
	e	Excess from 2012				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ▶

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed		186,582	212,000	196,500	595,082
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c		186,582	212,000	196,500	595,082
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test—enter					
(1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed		130,979	132,450	133,956	397,385
c "Support" alternative test—enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income					0

Part XV Supplementary Information (Complete this part only if the foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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

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

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

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

JOHN G STEVENSON JR 510 MAINE STREET QUINCY, IL 62301 217-277-2526

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

WRITTEN INCLUDING ANY SUPPORTING DOCUMENTATION

c Any submission deadlines

JUNE 30

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

GRANTS ARE LIMITED TO QUALIFIED ORGANIZATIONS SERVING QUINCY AND THE TRI STATE AREA

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
QUINCY SYMPHONY ORCHESTRA 428 MAINE STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	1,500
QUINCY PUBLIC SCHOOL DISTRICT #172 1400 MAINE STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	20,460
UNITED WAY OF ADAMS COUNTY 510 MAINE STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	25,000
GOOD SAMARATIN HOME 2130 HARRISON STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	25,000
MAKE A WISH FOUNDATION 535 MAINE STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	10,000
MISSISSIPPI VALLEY BOY SCOUTS 2336 OAK STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	10,000
QUINCY FAMILY YMCA 3100 MAINE STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	22,300
QUINCY ART CENTER 1590 MAINE STREET QUINCY , IL 62301			GENERAL OPERATING EXPENSE	4,016
BIG BROTHER BIG SISTER OF ADAMS COUNTY 1005 NORTH 12TH STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	5,000
CHEERFUL HOME ASSOCIATION 315 SOUTH 5TH STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	50,000
QUINCY HUMANE SOCIETY 1701 NORTH 36TH STREET QUINCY, IL 62301			GENERAL OPERATING EXPENSE	13,306
Total			▶ 3a	186,582
b *Approved for future payment*				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					9,462
4 Dividends and interest from securities					48,105
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					176,445
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		0	234,012

13 **Total.** Add line 12, columns (b), (d), and (e) 13 234,012

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
3,4,8	INVESTMENT INCOME PROVIDES FUNDING FOR CHARITABLE ACTIVITIES

Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	**(b)** Amount involved	**(c)** Name of noncharitable exempt organization	**(d)** Description of transfers, transactions, and sharing arrangements

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

(a) Name of organization	**(b)** Type of organization	**(c)** Description of relationship

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge

▶ Signature of officer or trustee | 6-25-13 Date | ▶ Pres. Title

May the IRS discuss this return with the preparer shown below (see instructions)? ☒ Yes ☐ No

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
MELVIN D DILLMAN, CPA		6/24/2013		P00290632
Firm's name ▶ DILLMAN AND ASSOCIATES			Firm's EIN ▶ 27-3138532	
Firm's address ▶ 523 South 8th Street, QUINCY, IL 62301			Phone no 217-228-1208	

THE JOHN W. GARDNER II FOUNDATION
FORM 990-PF
F.Y.E. DECEMBER 31, 2012

INVESTMENT HOLDINGS
ACCOUNT 4550-1750

DESCRIPTION	ACCQ. DATE	UNIT COST	ACCQ. COST	QUANTITY	MARKET PRICE	MARKET VALUE	UNREALIZED GAIN/(LOSS)
ADOBE SYSTEMS INC	11/12/10	29 4700	58,949 00	2,000 00	37 68	75,360 00	16,411 00
ADOBE SYSTEMS INC	03/06/12	32 3600	16,182.75	500 00	37 68	18,840 00	2,657 25
AMETEK INC	11/08/07	20 4400	16,094 95	787.36	37 57	29,581 12	13,486 17
AMETEK INC	09/25/09	15 3700	6,916 76	449 92	37 57	16,903.49	9,986 73
AMETEK INC	06/04/10	18 2800	12,340 20	674 88	37 57	25,355 24	13,015 04
AMETEK INC	08/24/11	24 7200	22,250 22	899 84	37 57	33,806 99	11,556 77
ANSYS INC	02/10/09	25 7600	7,728 03	300 00	67 34	20,202 00	12,473 97
ANSYS INC	04/08/09	26 6700	26,679 50	1,000 00	67 34	67,340 00	40,660 50
APOLLO GROUP INC	11/27/02	42 6300	21,315 00	500 00	20 92	10,460.00	(10,855 00)
APOLLO GROUP INC	04/07/06	52 8410	36,988 70	700 00	20 92	14,644 00	(22,344 70)
APOLLO GROUP INC	06/04/10	52 7500	10,550 40	200 00	20 92	4,184 00	(6,366 40)
AUTOMATIC DATA PROCESSING	11/27/02	39 4100	35,469 47	900 00	56 93	51,237 00	15,767 53
BALCHEM CORP	04/13/10	24 7000	22,233 51	900 00	36 45	32,805 00	10,571 49
BALCHEM CORP	03/13/12	28 7100	20,100 43	700.00	36 45	25,515 00	5,414 57
BB&T CORP	01/15/10	27 8300	13,919 10	500 00	29 11	14,555 00	635 90
BB&T CORP	01/28/10	28 5400	22,836 00	800 00	29 11	23,288 00	452 00
BB&T CORP	09/28/10	23 8400	4,769 20	200 00	29 11	5,822 00	1,052 80
BB&T CORP	02/07/11	28 8300	28,833 32	1,000 00	29.11	29,110 00	276 68
C H ROBINSON WORLDWIDE	04/08/09	45 2600	45,260 90	1,000 00	63 22	63,220.00	17,959 10
C H ROBINSON WORLDWIDE	06/04/09	51 6400	10,329 50	200 00	63 22	12,644 00	2,314 50
CERNER CORP	08/26/10	74 4200	18,605 27	500.00	77 51	38,755 00	20,149 73
CERNER CORP	02/09/11	48 3100	9,663 72	200 00	77 51	15,502 00	5,838 28
CHURCH & DWIGHT INC	05/11/11	40 6600	40,661 52	1,000 00	53 57	53,570 00	12,908 48
COVANCE INC	09/12/07	76 2200	7,622.99	100 00	57 77	5,777 00	(1,845 99)
COVANCE INC	11/06/08	50 3900	20,155 88	400 00	57 77	23,108 00	2,952 12
COVANCE INC	04/08/09	37 1000	7,421 56	200 00	57 77	11,554 00	4,132 44
COVANCE INC	06/01/09	39 1200	11,736 87	300 00	57 77	17,331 00	5,594.13
COVANCE INC	10/04/10	46 6300	9,327 33	200 00	57 77	11,554 00	2,226.67

DANAHER CORP	06/15/05	54 3978	29,918 76	1,100 00	55 90	61,490 00	31,571 24
DANAHER CORP	11/23/05	56 0000	16,800 00	600 00	55 90	33,540 00	16,740 00
E M C CORP	02/03/12	26 4000	52,800 00	2,000 00	25 30	50,600 00	(2,200 00)
EBAY INC	08/24/12	47 2000	47,209 17	1,000 00	51 00	50,997 70	3,788 53
ECOLAB INC	12/12/05	34 9327	34,932 72	1,000 00	71 90	71,900 00	36,967 28
ECOLAB INC	06/04/09	37 5300	7,507.10	200 00	71 90	14,380 00	6,872 90
EXPEDITORS INTL WASH INC	05/18/09	32 5700	19,545 78	600 00	39 55	23,730 00	4,184.22
EXPEDITORS INTL WASH INC	06/04/09	33 2400	6,649 94	200 00	39 55	7,910 00	1,260 06
EXPEDITORS INTL WASH INC	12/03/09	32 8900	9,868 80	300 00	39.55	11,865 00	1,996 20
EXPEDITORS INTL WASH INC	06/04/10	37 6700	15,069 20	400 00	39 55	15,820 00	750 80
FASTENAL CO	07/12/11	34 6400	17,321 75	500 00	46 65	23,325 00	6,003 25
FASTENAL CO	08/19/11	30 2400	24,197 60	800 00	46 65	37,320 00	13,122 40
FISERV INC	11/27/02	34 1841	25,638 10	750 00	79 03	59,272 50	33,634 40
FISERV INC	01/30/04	37 6233	18,811 64	500 00	79 03	39,515 00	20,703 36
GOOGLE INC	11/19/09	571 0800	28,554.35	50 00	707 38	35,369 00	6,814 65
GOOGLE INC	12/03/09	588 9400	17,668 28	30 00	707 38	21,221 40	3,553 12
GOOGLE INC	01/18/11	638 4400	38,306 67	60 00	707 38	42,442 80	4,136 13
ILLINOIS TOOL WORKS INC	11/27/02	32 1100	28,899 00	900 00	60 81	54,729 00	25,830 00
ILLINOIS TOOL WORKS INC	02/01/11	53 3900	26,697 16	500 00	60 81	30,405 00	3,707 84
ISHARES BARCLAYS 1-3 CREDIT BOND	08/06/09	104 2000	156,363 00	1,500 00	105 48	158,220 00	1,857 00
JACOBS ENGINEERING GROUP	06/27/11	41 0200	61,537 78	1,500 00	42 57	63,855 00	2,317.22
JACOBS ENGINEERING GROUP	08/14/12	39 6600	19,832.80	500 00	42 57	21,285 00	1,452 20
MICROSOFT CORP	11/27/02	29 3100	77,671.50	2,650 00	26 71	70,780 71	(6,890 80)
NUANCE COMMUNICATIONS INC	04/04/12	25 3600	50,729 80	2,000 00	22 32	44,640 00	(6,089 80)
NUANCE COMMUNICATIONS INC	08/14/12	23 7200	7,116 00	300 00	22 32	6,696 00	(420 00)
ORACLE CORP	11/06/08	16 8300	25,245 00	1,500.00	33.32	49,980 00	24,735 00
ORACLE CORP	04/08/09	18 5700	18,576 90	1,000 00	33 32	33,320 00	14,743 10
ORACLE CORP	09/25/09	20 9100	8,366 84	400 00	33 32	13,328 00	4,961 16
ORACLE CORP	01/25/12	28.2100	14,105 00	500.00	33 32	16,660 00	2,555 00
PALL CORP	10/08/12	64 3500	51,480.46	800.00	60 26	48,208 00	(3,272.46)
PRIVATEBANCORP INC	08/04/08	28 9500	5,790 00	200.00	15 32	3,064 00	(2,726 00)
PRIVATEBANCORP INC	02/20/09	11 7500	5,878 25	500.00	15 32	7,660 00	1,781 75
PRIVATEBANCORP INC	05/01/09	20 7000	12,424 02	600 00	15 32	9,192 00	(3,232 02)
PRIVATEBANCORP INC	06/04/09	20 5400	6,162 75	300 00	15 32	4,596.00	(1,566 75)
PRIVATEBANCORP INC	01/29/10	13 9800	6,992 00	500 00	15.32	7,660 00	668 00
PRIVATEBANCORP INC	09/28/10	11.1400	8,914 60	800 00	15 32	12,256 00	3,341 40
PRIVATEBANCORP INC	12/11/07	33 3200	49,990 35	1,500 00	15 32	22,980 00	(27,010 35)

QUALCOMM INC	02/26/10	36 8300	26,819 58	600 00	61 86	37,115 76	10,296 18
QUALCOMM INC	09/25/09	44 2100	29,470 40	800 00	61 86	49,487 68	20,017 28
RESMED INC	11/20/07	22 1000	13,263 24	600 00	41 57	24,942 00	11,678 76
RESMED INC	09/16/09	22 7800	13,671 75	600 00	41 57	24,942 00	11,270 25
RESMED INC	02/09/11	32 2300	16,118 45	500.00	41 57	20,785 00	4,666 55
RESMED INC	01/19/12	26 3100	13,155 00	500 00	41 57	20,785 00	7,630 00
ROVI CORP	09/17/10	42 5100	51,022 56	1,200 00	15 43	18,516 00	(32,506 56)
ROVI CORP	11/17/11	27 8500	22,280 80	800 00	15 43	12,344 00	(9,936 80)
SCHLUMBERGER LTD	04/08/09	42 1500	21,078 75	500 00	69 30	34,649 30	13,570 55
SCHLUMBERGER LTD	06/04/09	57 0700	17,122 80	300 00	69 30	20,789 58	3,666 78
SCHLUMBERGER LTD	06/04/10	56 8500	17,057 67	300 00	69 30	20,789 58	3,731 91
STARBUCKS CORP	04/08/09	11 4800	11,486 90	1,000 00	53 63	53,630 00	42,143 10
STARBUCKS CORP	08/25/11	36 4100	10,924 92	300 00	53 63	16,089 00	5,164 08
STARBUCKS CORP	12/17/04	26 6600	10,664 28	400 00	53 63	21,452 00	10,787.72
STERICYCLE, INC	09/25/09	22 9900	9,274 80	400 00	93 28	37,312 00	28,037 20
STERICYCLE, INC	01/18/07	47 5500	28,531 44	600 00	93 28	55,968 00	27,436 56
STRATASYS INC	12/03/12	20.9200	16,743.29	800 00	80 15	64,120 00	47,376 71
STRYKER CORP	04/19/07	62 5600	52,448 88	800 00	54 82	43,856 00	(8,592 88)
STRYKER CORP	11/08/07	67 9300	16,982 63	250 00	54 82	13,705 00	(3,277.63)
STRYKER CORP	01/19/12	51 8300	28,509.88	550 00	54 82	30,151 00	1,641 12
TARGET CORP	06/29/04	42 2868	38,058 10	900.00	59 17	53,253 00	15,194 90
TARGET CORP	03/24/05	50 6725	25,336 24	500 00	59 17	29,585 00	4,248 76
TJX COS	06/17/11	50 3700	10,075 00	400 00	42 45	16,980 00	6,905 00
TJX COS	08/12/11	53 0000	21,203 80	800 00	42 45	33,960 00	12,756 20
US BANCORP	01/12/11	26 8000	40,208 38	1,500.00	31 94	47,910 00	7,701.62
US BANCORP	02/03/11	27 2900	32,758 20	1,200 00	31 94	38,328 00	5,569 80
VANGUARD SHORT TERM ET CORP	12/31/12	80 2400	160,498 20	2,000 00	80 32	160,640 00	141 80
WALGREEN COMPANY	11/27/02	28 9702	49,249 45	1,700.00	37 01	62,917 00	13,667 55
WALGREEN COMPANY	08/14/12	35 8400	17,923.51	500 00	37 01	18,505 00	581 49
WATERS CORP	06/09/08	60 3525	48,282 00	800.00	87.12	69,696 00	21,414.00
WATERS CORP	09/16/09	54 1300	10,826.80	200 00	87 12	17,424 00	6,597 20
TOTAL			2,499,562 85			3,202,863 85	703,301 00
PREFERRED STOCK							
M&T CAP 8.5% DUE 01-31-13	11/11/11	25 9500	10,380.00	400 00	25 35	10,140 00	(240 00)
M&T CAP 8 5% DUE 01-31-13	11/22/11	25 8400	25,840 00	1,000 00	25 35	25,350.00	(490 00)

WELLS FARGO CAP 7 875$ - 03-15-68	11/21/11	25 8700	25,870 00	1,000 00	25 33	25,330 00	(540 00)
			62,090 00			60,820 00	(1,270 00)
Cash Balance			290,100 84			290,100 84	0 00
Total			2,851,753 69			3,553,784 69	702,031 00

THE JOHN W. GARDNER II FOUNDATION
FORM 990-PF
F.Y.E. DECEMBER 31, 2012

INVESTMENT HOLDINGS
ACCOUNT 1550-2485

DESCRIPTION	ACCQ. DATE	UNIT COST	ACCQ. COST	QUANTITY	MARKET PRICE	MARKET VALUE	UNREALIZED GAIN/(LOSS)
AGRIUM INC	12/31/08	33 5012	2,177 58	65 00	99 87	6,491 64	4,314 06
AXA ADR	10/18/07	43 4300	1,954 62	45 00	18 22	819 90	(1,134 72)
AXA ADR	03/16/09	10 2500	564 07	55.00	18 22	1,002 10	438 03
BASF AG	10/18/07	68 4210	4,105 50	60 00	95 00	5,700 00	1,594.50
BHP BILLITON LTD	10/18/07	83 6400	10,037 72	120 00	78 42	9,410 40	(627 32)
BHP BILLITON LTD	12/28/12	77 0000	1,155 06	15 00	78 42	1,176 30	21 24
BRITISH AMERN TOB PLC	10/18/07	72 8660	2,914 64	40.00	101 25	4,050 00	1,135 36
BRITISH AMERN TOB PLC	12/21/07	79 4444	1,191 67	15 00	101 25	1,518 75	327 08
BROOKFIELD ASSET MANAGEMENT	10/18/07	39 4300	1,971 50	50 00	36 65	1,832 50	(139 00)
BUNGE LTD	12/31/08	49 5000	1,980 24	40 00	72 69	2,907 60	927 36
CANADIAN NATL RAILWAY CO	10/18/07	53 2699	3,995 24	75 00	91.01	6,825 75	2,830 51
CANADIAN NATURAL RES LTD	10/18/07	78 9600	3,158 40	80 00	28 87	2,309 60	(848.80)
CANADIAN NATURAL RES LTD	09/29/11	30 1400	904 33	30 00	28.87	866 10	(38 23)
CANAIAN PACIFIC RAILWAY LTD	10/18/07	69 9300	2,097 90	30 00	101 62	3,048 60	950.70
CANAIAN PACIFIC RAILWAY LTD	06/23/08	66 7000	667.09	10 00	101.62	1,016 20	349 11
CANAIAN PACIFIC RAILWAY LTD	06/24/08	67 3300	1,683 37	25 00	101 62	2,540 50	857 13
CANADIAN PACIFIC RAILWAY LTD	05/11/10	58 7400	1,468.70	25 00	101 62	2,540 50	1,071.80
CANADIAN PACIFIC RAILWAY LTD	12/15/10	64 8600	648 64	10 00	101.62	1,016 20	367 56
CORE LABORATORIES INC	10/18/07	67 7400	2,032 35	30 00	109.31	3,279 30	1,246 95
DIAGEO PLC	10/18/07	91 8244	5,050 34	55 00	116.58	6,411 90	1,361 56
EATON CORP	12/03/12	51 9000	4,775 31	92 00	54.18	4,984 56	209 25
ENSIGN ENERGY SERVICES	10/18/07	18 3455	1,009 00	55 00	15 45	849 75	(159.25)
FIBRA CELULOSE S A	11/27/09	15.1500	303 10	20 00	11 37	227 40	(75 70)
FINNING INTL INC	12/23/10	27 2900	409 36	15 00	24 56	368 40	(40 96)
FOSTER WHEELER LTD	12/30/08	23 4700	2,112 53	90 00	24 32	2,188 80	76 27
INGERSOLL RAND CO	10/18/07	51 7310	4,847 00	95 00	47 96	4,556 20	(290 80)
INGERSOLL RAND CO	06/29/12	42 1100	210 55	5 00	47 96	239 80	29 25
MANULIFE FINANCIAL CORP	10/18/07	42 5899	1,916 55	45 00	13 59	611 55	(1,305 00)
NABORS INDUSTRIES LTD	10/18/07	29.7340	9,366 21	315 00	14 45	4,551 75	(4,814 46)

NESTLE SA REG ADR	10/18/07	44 1800	6,074 75	137 00	65 17	8,928 29	2,853 54
NESTLE SA REG ADR	02/02/10	48 3700	1,693 05	35 00	65 17	2,280 95	587 90
NOBLE CORP	10/18/07	51 3458	10,269 16	200 00	34 82	6,964 00	(3,305 16)
NOVARTIS AG	10/18/07	53 3499	4,001 24	75 00	63 30	4,747 50	746 26
PARTNERRE LTD	10/18/07	79 6599	1,991 50	25 00	80 49	2,012 25	20 75
POTASH CORP OF SASK INC	10/18/07	36 8400	3,869 20	105 00	40 69	4,272 45	403 25
POTASH CORP OF SASK INC	12/29/08	23.9600	2,156 99	90 00	40 69	3,662 10	1,505 11
POTASH CORP OF SASK INC	12/31/08	24 7500	371 40	15 00	40 69	610 35	238 95
RIO TINTO PLC	10/18/07	350 6610	8,766 53	100 00	58.09	5,809 00	(2,957 53)
RIO TINTO PLC	12/14/12	54 8500	3,839 69	70 00	58 09	4,066 30	226 61
SCHLUMBERGER LTD	10/18/07	109 9500	9,895 50	90 00	69 30	6,236 87	(3,658 63)
SUNCOR ENERGY	10/18/07	52 5800	9,465 65	180 00	32.98	5,936 40	(3,529 25)
SUNCOR ENERGY	03/31/08	48 9100	489 15	10 00	32 98	329 80	(159 35)
SYNGENTA AG	12/31/08	38 5700	2,121 46	55 00	80 80	4,444 00	2,322.54
TALISMAN ENERGY INC	10/18/07	20 6699	1,963 64	95 00	11 33	1,076 35	(887 29)
TECK COMINCO LTD	10/18/07	47 7399	3,819 19	80 00	36 35	2,908 00	(911 19)
TENARIS SA ADR	10/18/07	51 4354	7,715 31	150 00	41 92	6,288.00	(1,427 31)
TENARIS SA ADR	03/31/08	50 1600	250 82	5 00	41.92	209 60	(41 22)
TRANSOCEAN INC	10/18/07	133 8200	6,365 82	47.00	44.66	2,099 02	(4,266 80)
TRANSOCEAN INC	10/18/07	113 9200	5,180 40	45 00	44 66	2,009 70	(3,170 70)
TRICAN WELL SERVICE	10/18/07	21 6900	433 80	20 00	13 22	264 40	(169 40)
UBS AG REG	10/18/07	56 0200	3,913 44	73 50	15 74	1,156 89	(2,756 55)
UBS AG REG	04/03/08	30 6500	1,603 76	52 50	15 74	826 35	(777 41)
UBS AG REG	03/16/09	9 4500	93 42	10 00	15 74	157 40	63 98
UNILEVER NV	10/18/07	32 0700	2,084 55	65 00	38 30	2,489 50	404 95
UNILEVER NV	12/21/07	35 5675	2,134 05	60 00	38 30	2,298 00	163 95
VALE S A ADR	10/18/07	34 3200	6,865 08	200 00	20 96	4,192 00	(2,673 08)
VALE S A ADR	12/07/10	34 3500	687 19	20 00	20 96	419.20	(267 99)
VALE S A ADR	12/26/12	20 5600	3,084 65	150 00	20 96	3,144 00	59 35
WEATHERFORD INTL LTD	10/18/07	32.5200	9,758 16	300 00	11 19	3,357 00	(6,401 16)
YARA INTERNATIONAL ASA	11/27/02	32 8500	328 50	10 00	49.74	497 40	168 90
TOTAL			195,995 62			177,035 13	(18,960 50)
CASH			11,584 64			11,584 64	0 00
TOTAL			207,580 26			188,619 77	(18,960.50)

THE JOHN W. GARDNER II FOUNDATION
FORM 990-PF
F.Y.E. DECEMBER 31, 2012

INVESTMENT HOLDINGS
ACCT. 1892-6066

DESCRIPTION	ACCQ. DATE	UNIT COST	ACCQ. COST	QUANTITY	MARKET PRICE	MARKET VALUE	UNREALIZED GAIN/(LOSS)
ACCENTURE PLC	07/31/12	60 1100	1,803 30	30 00	66 50	1,995 00	191 70
ACCENTURE PLC	12/20/12	67 6400	473 52	7 00	66 50	465 50	(8 02)
ADIDAS AG	07/31/12	37 7300	2,792.02	74 00	44 80	3,315 20	523 18
ADIDAS AG	09/04/12	39 6500	317 26	8 00	44 80	358 40	41 14
ADR FRESENIUS MED CRE AG	07/31/12	36.3000	4,211 38	116 00	34 30	3,978 80	(232 58)
AIA GROUP LTD	09/07/12	14 3600	1,895 86	132 00	15 83	2,089 56	193 70
AIA GROUP LTD	10/05/12	15 4600	757 82	49 00	15 83	775 67	17 85
AIA GROUP LTD	12/18/13	16 0400	994 84	62 00	15 83	981 46	(13 38)
ARM HOLDINGS PLC	07/31/12	26 0000	1,560 00	60.00	37 83	2,269 80	709 80
ASML HOLDING NV	10/12/12	69 3700	907 24	13 00	64 39	842 02	(65 22)
ASML HOLDING NV	10/19/12	67 6000	468 05	7 00	64 39	445 78	(22 27)
ASML HOLDING NV	12/14/12	63 5100	635 11	10 00	64 39	643.90	8 79
ASSA ABLOY AB	07/31/12	15 1400	3,224 82	213 00	18.51	3,942 63	717 81
BAIDU INC	07/31/12	120.0400	1,680 56	14 00	100 29	1,404 06	(276 50)
BAIDU INC	11/02/12	105 9900	423 98	4 00	100 29	401 16	(22 82)
BAIDU INC	11/28/12	94 9600	189 92	2.00	100 29	200 58	10 66
BG GROUP	07/31/12	19 8300	2,776 20	140 00	16.71	2,339 40	(436 80)
BURBERRY GROUP PLC	10/22/12	37 9100	682 44	18 00	40 78	734.04	51 60
BURBERRY GROUP PLC	10/23/12	36 4400	218 67	6 00	40 78	244 68	26 01
BURBERRY GROUP PLC	11/28/12	40 6600	528.69	13 00	40.78	530 14	1 45
BURBERRY GROUP PLC	01/29/12	42 2500	253 53	6.00	40 78	244 68	(8 85)
CANADIAN NATL RY CO	07/31/12	88 5300	3,629 73	41.00	91 01	3,731 41	101 68
CARNIVAL CORP	07/31/12	33 3600	3,903 94	117 00	36 77	4,302.09	398 15
CHECK POINT SOFTWARE	07/31/12	48 7300	2,290 31	47 00	47 64	2,239 08	(51 23)
CNOOC LTD	07/31/12	201 3000	3,019 50	15.00	220 00	3,300 00	280 50
COMPAS GROUP PLC	12/07/12	11 6800	432 37	37 00	11 98	443 26	10 89
COMPAS GROUP PLC	12/07/12	11 6500	419 55	36 00	11.98	431 28	11 73
COMPAS GROUP PLC	12/10/10	11 7700	188 47	16 00	11 98	191 68	3 21

COMPAS GROUP PLC	12/10/12	11 7400	152 65	13 00	11 98	155 74	3 09
COMPAS GROUP PLC	12/11/12	11 9900	395 98	33 00	11 98	395 34	(0 64)
COMPAS GROUP PLC	12/11/12	11 9900	335 83	28 00	11 98	335 44	(0 39)
DASSAULT SYSTEMS	07/31/12	99 2700	2,084 67	21 00	113 09	2,374 89	290 22
DEUTSCHE BANK	10/26/12	43 6000	959 31	22 00	44 29	974 38	15 07
DEUTSCHE BANK	10/29/12	43 2700	865 56	20 00	44 29	885 80	20 24
ELEKTA AB B	12/07/12	15 2500	655 96	43 00	15 96	686 28	30 32
ELEKTA AB B	12/10/12	15 2300	411 31	27 00	15 96	430 92	19 61
ELEKTA AB B	12/11/12	15 6400	125 18	8 00	15 96	127 68	2 50
ELEKTA AB B	12/11/12	15 7300	78 65	5 00	15 96	79 80	1 15
ELEKTA AB B	12/12/12	15 7300	582 12	37 00	15 96	590 52	8 40
EMBRAER SA	07/31/12	25 8100	3,381 19	131 00	28 51	3,734 81	353 62
FANUC CORP	07/31/12	25 7900	3,353 87	130 00	31 07	4,039 10	685 23
FLDSMIDTH & CO	07/31/12	6 0100	1,845 07	307 00	5 77	1,771 39	(73 68)
HANG LUNG PROPERTIES	07/31/12	17 9100	1,845 66	103 00	20 15	2,075 45	229 79
HANG LUNG PROPERTIES	10/05/12	17 3400	503 01	29 00	20 15	584 35	81 34
HENNES & MAURITZ AB	07/31/12	7 3700	4,501 19	610 00	6.91	4,215 10	(286 09)
HONG KONG EXCHANGES & CLEAR	07/31/12	13 4600	1,926 07	143 00	17 26	2,468 18	542.11
HSBC HOLDINGS PLC	07/31/12	41 7000	2,752.20	66 00	53.07	3,502 62	750 42
HSBC HOLDINGS PLC	12/14/12	51 9600	415 72	8 00	53 07	424 56	8 84
IND & COMM BK OF UNS	07/31/12	11 4900	2,608 23	227 00	14.48	3,286 96	678 73
ITAU UNIBANCO HLDG	07/31/12	15 6800	3,906 25	249 00	16 46	4,098 54	192 29
KIDDI CORP	07/31/12	17 3400	2,098 14	121 00	17 62	2,132 02	33 88
KINGFISHER PLC	07/31/12	8.3300	4,219 53	506 00	9 24	4,675 44	455 91
KOMATSU LTD	07/31/12	21 7400	3,414 59	157 00	25.71	4,036 47	621.88
KOMATSU LTD	09/19/12	21 2100	403 12	19 00	25 71	488 49	85.37
LAS VEGAS SANDS CORP	07/31/12	36 4400	2,441 48	67 00	46.16	3,092 72	651 24
LI & FUNG LTD	07/31/12	3 9000	2,671 50	685 00	3 58	2,452.30	(219 20)
LVMH MOET HENNESSY LOUIS VIT	07/31/12	29 9900	4,559 84	152 00	37 69	5,728 88	1,169 04
MERCADOLIBRE INC	07/31/12	66 9900	1,809 00	27 00	78 55	2,120 85	311 85
MERCADOLIBRE INC	11/28/12	70 6400	211 92	3 00	78 55	235 65	23 73
MICHELIN	07/31/12	13 8700	1,540 56	111 00	19 19	2,130 09	589.53
MICHELIN	08/09/12	14 1900	198 69	14 00	19 19	268 66	69 97
MICHELIN	09/07/12	15 2500	472 95	31 00	19 19	594.89	121 94
MITSUBISHI UFJ	07/31/12	4 8700	2,618 41	537 00	5 42	2,910 54	292 13
NESTLE SA	07/31/12	61 5600	3,509.43	57 00	65 17	3,714.69	205 26
NOVARTIS AG	07/31/12	58 7400	3,818.10	65 00	63.30	4,114 50	296 40

NOVO NORDISK AS	07/31/12	154 1500	4,932 80	32 00	163 21	5,222 72	289 92
PEARSON PLC	07/31/12	18 7500	2,681 34	143 00	19 54	2,794 22	112 88
POTASH CORP OF SASK	07/31/12	44 4400	3,333 00	75 00	40 69	3,051 75	(281 25)
PUBLICIS GROUP	07/31/12	12 4100	2,854 30	230 00	15 16	3,486 80	632 50
RECKITT BENCKISER PLC	07/31/12	10 9900	3,659 67	333 00	12 82	4,269 06	609 39
ROYAL BANK OF SCOTLAND	12/14/12	9 7600	517 58	53 00	10 79	571 87	54 29
ROYAL BANK OF SCOTLAND	12/17/12	9 7600	351 39	36 00	10 79	388 44	37 05
ROYAL BANK OF SCOTLAND	12/18/19	9 9000	208 11	21 00	10 79	226 59	18 48
ROYAL BANK OF SCOTLAND	12/19/12	10 2600	328 59	32 00	10 79	345 28	16 69
ROYAL BANK OF SCOTLAND	12/20/12	10 3400	310 45	30 00	10.79	323 70	13 25
ROYAL BANK OF SCOTLAND	12/21/12	10 2500	164.13	16 00	10.79	172 64	8 51
SABMILLER PLC	07/31/12	43 5900	2,049 15	47 00	46 79	2,199 13	149 98
SAP AG	07/31/12	63 5300	3,811 80	60.00	80 38	4,822 80	1,011 00
SBERBANK RUSSIA	07/31/12	11 1400	1,782 40	160 00	12 56	2,009 60	227 20
SCHLUMBERGER LTD	07/31/12	71 3900	4,640 35	65 00	69.30	4,504 40	(135 95)
SEIMENS AG	12/10/10	119 8400	1,557 92	13 00	109.47	1,423 11	(134 81)
SEIMENS AG	09/27/11	94.7100	378 85	4 00	109.47	437 88	59 03
SIEMENS AG	07/31/12	84 9000	933 90	11 00	109 47	1,204 17	270 27
SOUTHERN COPPER CORP	07/31/12	31 9100	861 57	27 00	37 86	1,022.22	160 65
SOUTHERN COPPER CORP	09/07/12	34.2000	444 71	13 00	37.86	492 18	47 47
SWATCH GROUP AG	07/31/12	20 1400	2,195 26	109 00	25.40	2,768 60	573 34
SWATCH GROUP AG	09/04/12	20 8000	437 00	21 00	25 40	533 40	96 40
SYNGENTA AG	07/31/12	68 3800	1,777 88	26 00	80.80	2,100 80	322 92
TAIWAN SEMICONDUCTOR MFG CO	07/31/12	13 8600	873 74	63 00	17.16	1,081 08	207 34
TAIWAN SEMICONDUCTOR MFG CO	08/31/12	14 6500	439 58	30 00	17 16	514 80	75.22
TAIWAN SEMICONDUCTOR MFG CO	09/19/12	15 0700	482 37	32 00	17.16	549 12	66 75
TENCENT HOLDINGS LTD	07/31/12	29 7000	3,771 90	127 00	32.65	4,146 55	374 65
TEVA PHARMACEUTICAL	07/31/12	40 8400	3,634 76	89 00	37.34	3,323 26	(311 50)
TOYOTA MOTOR CORP	12/10/10	77 2000	2,702 00	35 00	93 25	3,263 75	561 75
TOYOTA MOTOR CORP	07/31/12	76 5900	1,302 20	17 00	93 25	1,585 25	283 05
TULLOW OIL PLC	12/14/12	9 7200	1,915 94	197.00	10 42	2,052 74	136 80
TURKIYE GARANTI BANKASI	07/31/12	3 8600	1,532 42	397.00	5 20	2,064.40	531 98
VODAFONE GROUP PLC	12/10/10	26 3300	1,738 18	66 00	25 19	1,662 54	(75 64)
WALMART DE MEXICO	07/31/12	28 3200	2,096 34	74 00	32.78	2,425 72	329 38
YANDEX NV	07/31/12	19 5200	1,815.36	93 00	21.54	2,003 22	187 86
YUM BRANDS INC	07/31/12	65 2700	2,676 07	41.00	66.40	2,722 40	46 33

	<u>TOTAL</u>	173,545 03	190,541 49	16,996 46
CASH		6,067 96	6,067 96	0 00
TOTAL		179,612 99	196,609 45	16,996 46

THE JOHN W. GARDNER II FOUNDATION
FORM 990-PF
F.Y.E. DECEMBER 31, 2012

INVESTMENT HOLDINGS
ACCT. 4004-1730

DESCRIPTION	ACCQ. DATE	UNIT COST	ACCQ. COST	QUANTITY	MARKET PRICE	MARKET VALUE	UNREALIZED GAIN/(LOSS)
AKBANK TURK ANONIM SIRKETI	12/10/10	11 2200	2,625 48	234 00	10 05	2,351 70	(273 78)
AKBANK TURK ANONIM SIRKETI	03/03/11	8 8600	841 81	95 00	10 05	954 75	112 94
AMERICA MOVIL SAB DE CV	12/10/10	28 2400	5,958 87	211 00	23 14	4,882 54	(1,076 33)
AMERICA MOVIL SAB DE CV	03/03/11	28 4200	113 71	4 00	23 14	92 56	(21 15)
BAIDU INC	02/12/80	114 4400	2,975 53	26 00	100 29	2,607 54	(367 99)
BANCO DO BRASIL SA	12/10/10	18 1000	5,792 00	320 00	12 67	4,054 40	(1,737 60)
BANCO DO BRASIL SA	03/03/11	18 2500	346 75	19 00	12 67	240 73	(106 02)
BANCO DO BRASIL SA	05/13/11	17 8100	623 52	35 00	12 67	443 45	(180 07)
BANCO DO BRASIL SA	04/23/12	12 8000	1,561 60	122 00	12.67	1,545 74	(15 86)
BANCO DO BRASIL SA	11/09/12	10 5000	766 50	73 00	12.67	924 91	158 41
BANCO MACRO SA	12/10/10	54 9900	4,674 93	85 00	18 14	1,541 90	(3,133 03)
BANCO MACRO SA	03/29/11	39 4500	631 20	16 00	18 14	290 24	(340 96)
BANCO MACRO SA	05/02/11	37 6200	489 13	13 00	18 14	235 82	(253 31)
BANCO MACRO SA	08/08/11	29 3000	644 68	22 00	18.14	399 08	(245 60)
BIDVEST GROUP LTD	12/10/10	45 6800	1,964 24	43 00	51 90	2,231 70	267.46
BIDVEST GROUP LTD	03/03/11	44 9700	809 51	18 00	51 90	934.20	124 69
BIDVEST GROUP LTD	03/24/11	43 0300	301 23	7.00	51 90	363 30	62 07
BIDVEST GROUP LTD	05/12/11	43 4400	564 73	13 00	51 90	674 70	109 97
CHINA CONSTRUCTION BANK CORP	12/10/10	17 9800	3,632 85	202 00	16 23	3,278 46	(354 39)
CHINA CONSTRUCTION BANK CORP	04/05/12	15 4700	1,361 98	88 00	16.23	1,428 24	66 26
CHINA CONSTRUCTION BANK CORP	05/03/12	15 4200	1,496 54	97.00	16 23	1,574 31	77 77
CHINA CONSTRUCTION BANK CORP	07/27/12	12 7800	639 18	50 00	16 23	811 50	172 32
CHINA CONSTRUCTION BANK CORP	08/31/12	13 1600	842 85	64 00	16 23	1,038 72	195 87
CHINA MOBILE LTD	02/08/12	50 3700	1,813 36	36.00	58 72	2,113 92	300 56
CHINA MOBILE LTD	02/15/12	52 1500	2,086 01	40 00	58 72	2,348 80	262 79
CHINA MOBILE LTD	03/09/12	54 0600	1,946 47	36 00	58 72	2,113 92	167 45
CIELO SA	12/10/10	21 0100	3,049 89	174 00	28 85	5,019 90	1,970 01
CIELO SA	11/09/12	26 6000	1,862 00	70 00	28 85	2,019 50	157.50

CLICKS GROUP LTD	06/09/11	25 3200	2,937 24	116 00	31 14	3,612 24	675 00
CLICKS GROUP LTD	06/29/11	24.9200	1,096 55	44 00	31 14	1,370 16	273 61
CNOOC LTD	08/29/12	191 0900	3,248 68	17 00	220 00	3,740 00	491 32
CNOOC LTD	09/17/12	208 1400	624 44	3 00	220 00	660 00	35 56
COMMERCIAL INTERNATIONAL BANK	05/10/11	4 8700	501 61	103 00	6 00	618 00	116 39
COMMERCIAL INTERNATIONAL BANK	12/10/10	7 5300	2,688 21	357 00	6.00	2,142 00	(546 21)
COMPANHIA DE BEBIDAS DAS AMERS	12/22/10	29 8500	328 38	11 00	41 99	461 89	133 51
COMPANHIA DE BEBIDAS DAS AMERS	03/03/11	27 9100	1,284 23	46 00	41.99	1,931 54	647 31
COMPANHIA DE BEBIDAS DAS AMERS	04/11/11	29 4500	971 85	33 00	41 99	1,385 67	413 82
COMPANHIA DE BEBIDAS DAS AMERS	09/24/12	38 3700	537 20	14 00	41 99	587 86	50 66
GAZPROM O A O	08/12/11	11 4500	2,771 02	242 00	9.73	2,354 66	(416 36)
GAZPROM O A O	09/06/11	11 4600	882 47	77 00	9 73	749 21	(133 26)
GAZPROM O A O	07/26/12	8 9800	799 91	89 00	9 73	865 97	66 06
GRUPO TELEVISA SA	12/10/10	24 2400	3,952 42	163 00	26 58	4,332 54	380 12
KB FINANCIAL GROUP INC	08/12/11	38 0600	2,740 46	72 00	35 90	2,584 80	(155 66)
KB FINANCIAL GROUP INC	09/08/11	39 0300	936 72	24 00	35 90	861 60	(75 12)
KB FINANCIAL GROUP INC	11/23/11	31 5200	1,040 35	33 00	35 90	1,184 70	144 35
KB FINANCIAL GROUP INC	01/25/12	36 7900	515 14	14.00	35 90	502 60	(12 54)
KIMBERLY CLARK DE MEXICO SAB	12/10/10	10.1400	4,200 72	414 00	12.90	5,340 60	1,139 88
KOC HOLDINGS AS	12/10/10	23 5000	2,568.07	114.63	26 16	2,998 59	430 52
KOC HOLDINGS AS	03/03/11	19 6300	1,355 03	72 38	26 16	1,893 33	538 30
LUKOL OIL CO	12/10/10	55.5500	2,722 20	49 00	67.50	3,307 50	585 30
LUKOL OIL CO	09/06/11	57 9000	868 63	15 00	67 50	1,012 50	143 87
MOBILE TELESYSTEMS	12/10/10	20 0000	5,762 59	288 00	18 65	5,371 20	(391 39)
MOBILE TELESYSTEMS	10/26/12	16 7000	484 51	29 00	18 65	540 85	56 34
NEDBANK GROUP LTD	12/10/10	19 1900	115 16	6 00	22 54	135 24	20 08
NEDBANK GROUP LTD	12/10/10	18 8400	3,919 76	208 00	22 54	4,688 32	768 56
NETEASE COMMUNICATIONS INC	12/10/10	37 8800	1,629 24	43 00	42 53	1,828 79	199.55
NETEASE COMMUNICATIONS INC	09/14/11	47 6000	904 52	19 00	42 53	808 07	(96.45)
ORASCOM CONSTRUCTIION INDS SAE	12/29/10	48 5500	2,913 32	60 00	41 95	2,517 00	(396 32)
ORASCOM CONSTRUCTIION INDS SAE	03/31/11	41 9500	1,216 82	29 00	41 95	1,216 55	(0 27)
ORIFLAME COSMETICS SA	12/10/10	25.6500	5,771 25	225 00	15.87	3,570 75	(2,200.50)
PERUSAHAAN PERSEROAN	12/10/10	35 6100	5,733 78	161 00	36 95	5,948 95	215 17
PHILIPPINE LONG DISTANCE TEL CO	12/10/10	55 5500	5,388 83	97 00	61 31	5,947 07	558 24
PRETORIA PORTLAND CEMENT	12/10/10	9 6300	2,946 78	306 00	8 03	2,457 18	(489 60)
PRETORIA PORTLAND CEMENT	03/03/11	7 8500	164 85	21 00	8 03	168.63	3 78
PT BANK MANDIRI PERSERO TBK	12/28/10	7 2400	1,563.85	216 00	8 38	1,810 94	247 09

PT BANK MANDIRI PERSERO TBK	03/12/12	7 2400	2,558 12	353 00	8 38	2,959 55	401 43
PT SEMEN GRESIK PERSERO TBK	12/10/10	21 4100	1,927 44	90 00	32 10	2,889 00	961 56
PT UNITED TRACTORS TBK	12/10/10	53 5800	2,036 04	38 00	40 27	1,530 26	(505 78)
PT UNITED TRACTORS TBK	08/03/12	44 0400	1,321 27	30 00	40 27	1,208 10	(113 17)
PT UNITED TRACTORS TBK	09/27/12	42 9100	643 72	15 00	40 27	604 05	(39 67)
PT EXPLORATION & PR	07/05/11	11 7400	1,045 73	89 00	10 98	977 22	(68 51)
PT EXPLORATION & PR	09/07/11	11 2300	1,381 77	123 00	10 98	1,350 54	(31 23)
PT EXPLORATION & PR	10/26/12	10 2200	163 64	16 00	10.98	175 68	12.04
SANLAM LTD	12/10/10	19 9200	2,968 08	149 00	26 84	3,999 16	1,031 08
SBERBANK RUSSIA	08/05/11	13 7000	2,740 12	200 00	12 56	2,512 00	(228 12)
SBERBANK RUSSIA	08/08/11	12 9600	907 80	70 00	12 56	879 20	(28 60)
SBERBANK RUSSIA	09/06/11	11 0100	660 86	60 00	12 56	753 60	92 74
SBERBANK RUSSIA	11/16/11	10 4600	931 50	89 00	12 56	1,117 84	186 34
SBERBANK RUSSIA	07/26/12	10 7700	1,174 92	109 00	12 56	1,369 04	194 12
SBERBANK RUSSIA	08/29/12	11 8900	523 30	44 00	12 56	552 64	29 34
SHINHAM FINANCIAL GROUP	12/10/10	42 1300	4,634 80	110 00	36 64	4,030 40	(604 40)
SHINHAM FINANCIAL GROUP	05/03/11	48 6200	680 76	14 00	36 64	512 96	(167.80)
SHINHAM FINANCIAL GROUP	08/29/12	32 4000	712 99	22 00	36.64	806 08	93 09
SHOPRITE HOLDINGS LTD	12/10/10	29 5000	2,242 00	76 00	48 85	3,712 60	1,470 60
SHOPRITE HOLDINGS LTD	03/03/11	28.4000	539 62	19 00	48 85	928 15	388 53
STANDARD BANK GROUP LTD	12/10/10	15 0900	3,681 96	244.00	14 23	3,470 90	(211 06)
TAIWAN SEMICONDUCTOR MFG CO	12/10/10	12 0200	4,053 02	337 00	17.16	5,782 92	1,729 90
TAIWAN SEMICONDUCTOR MFG CO	07/26/12	13 3200	1,092 58	82 00	17.16	1,407 12	314 54
TIGER BRANDS LTD	12/10/10	28 3500	2,154 60	76 00	38 91	2,957 16	802 56
TIGER BRANDS LTD	03/03/11	26 1600	706 35	27 00	38 91	1,050 57	344 22
TURKCELL ILETISIM HIZMETLER TKC	12/10/10	16.7900	6,013 00	358.00	16 14	5,778 12	(234 88)
TURKCELL ILETISIM HIZMETLER TKC	03/03/11	13 5800	108 64	8 00	16 14	129 12	20 48
VALE SA	12/10/10	29.4700	7,191 95	244.00	20 29	4,950 76	(2,241 19)
VALE SA	03/03/11	30.2300	453 52	15 00	20 29	304 35	(149 17)
VALE SA	04/27/12	21 9100	701 12	32 00	20 29	649 28	(51 84)
VODACOM GROUP LTD	01/26/12	12 1300	2,487 43	205 00	15 05	3,085 25	597 82
WEICHAI POWER CO LTD	12/10/10	25 2800	2,396 24	113 51	18 11	2,055 59	(340 65)
WEICHAI POWER CO LTD	03/03/11	28 2600	140 96	5 97	18 11	108 19	(32 77)
WEICHAI POWER CO LTD	03/25/11	23 7200	1,301 66	65 71	18.11	1,190 09	(111.57)
WEICHAI POWER CO LTD	06/13/11	21 4200	801 35	44 81	18 11	811.42	10 07
WOOLWORTHS HOLDINGS LTD	10/26/12	74 2400	3,562 66	48 00	85.44	4,101 12	538.46
WYNN MACAU LTD	11/08/12	29.1200	2,446 36	84.00	27 40	2,301 60	(144 76)

YPF SOCIEDAD ANONIMA	03/17/11	46 0500	460 57	10 00	14 55	145 50	(315 07)
YPF SOCIEDAD ANONIMA	03/25/11	42 2000	3,503 15	83 00	14 55	1,207 65	(2,295 50)
YPF SOCIEDAD ANONIMA	05/09/11	41 9000	209 52	5 00	14 55	72 75	(136 77)
TOTAL INVESTMENT SECURITIES			201,764 46			202,451 57	687 11
CASH			5,981 79			5,981 79	0 00
TOTAL			207,746 25			208,433 36	687 11