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: SILLS FOUNDATION, INC.

A Employer identification number: 38-3352516

Number and street (or P O box number if mail is not delivered to street address): 6060 BRAEMOOR | Room/suite

B Telephone number: 248-855-3330

City or town, state, and ZIP code: BLOOMFIELD TWP, MI 48301

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 [X] 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) ▶$ 2,807,589.

J Accounting method [X] 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))

	Line	(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	91,580.		N/A	
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	8,519.	8,519.		STATEMENT1
	4 Dividends and interest from securities	43,291.	43,291.		STATEMENT2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	46,184.			
	b Gross sales price for all assets on line 6a 655,956.				
	7 Capital gain net income (from Part IV, line 2)		46,184.		
	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	189,574.	97,994.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	6,073.	0.		0.
	c Other professional fees STMT 4	17,939.	0.		0.
	17 Interest				
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	5,833.	0.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	29,845.	0.		0.
	25 Contributions, gifts, grants paid	77,050.			77,050.
	26 **Total expenses and disbursements.** Add lines 24 and 25	106,895.	0.		77,050.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	82,679.			
	b **Net investment income** (if negative, enter -0-)		97,994.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	231,106.	138,420.	138,420.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons			
	7	Other notes and loans receivable ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state government obligations			
	b	Investments - corporate stock			
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 6	2,187,514.	2,348,455.	2,669,169.
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	2,418,620.	2,486,875.	2,807,589.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29	Retained earnings, accumulated income, endowment, or other funds	2,418,620.	2,486,875.	
	30	**Total net assets or fund balances**	2,418,620.	2,486,875.	
	31	**Total liabilities and net assets/fund balances**	2,418,620.	2,486,875.	

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	2,418,620.
2	Enter amount from Part I, line 27a	2	82,679.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,501,299.
5	Decreases not included in line 2 (itemize) ▶ UNREALIZED LOSS-SECURITIES	5	14,424.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,486,875.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	655,956.		609,772.	46,184.

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				
b				
c				
d				
e				46,184.

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** 46,184.

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter -0- in Part I, line 8 **3** N/A

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	112,810.	2,515,454.	.044847
2010	128,025.	2,375,502.	.053894
2009	112,498.	2,247,330.	.050059
2008	138,806.	2,298,124.	.060400
2007	81,524.	2,477,312.	.032908

2	**Total** of line 1, column (d)	2	.242108
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	.048422
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,659,732.
5	Multiply line 4 by line 3	5	128,790.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	980.
7	Add lines 5 and 6	7	129,770.
8	Enter qualifying distributions from Part XII, line 4	8	77,050.

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)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	1,960.
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	1,960.
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	1,960.
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 3,320.		
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	3,320.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached		8	10.
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	1,350.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,350.	**Refunded** ▶	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?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for 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 ▶ $ 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.*	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
4a	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? N/A	4b		
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	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MI			
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 STMT 7	10	X	

Part VII-A Statements Regarding Activities *(continued)*

			Yes	No
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 ▶ SUSAN J. SILLS Telephone no ▶ 248-855-3330

Located at ▶ 6060 BRAEMOOR, BLOOMFIELD TWSP, MI ZIP+4 ▶ 48301

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

			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)? N/A	1b		
	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 ▶ ______ , ______ , ______ , ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ ______ , ______ , ______ , ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ 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)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b		X
If "Yes" to 6b, file Form 8870				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SUSAN J. SILLS 6060 BRAEMOOR BLOOMFIELD HILLS, MI 48301	PRESIDENT 0.50	0.	0.	0.
CLAUDIA SILLS 6960 ORCHARD LAKE RD STE 300 WEST BLOOMFIELD, MI 48322	SECRETARY 0.25	0.	0.	0.
DOUGLAS SILLS 6960 ORCHARD LAKE RD STE 300 WEST BLOOMFIELD, MI 48322	TREASURER 0.25	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

Part 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
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

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

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 N/A	
2	
All other program-related investments See instructions	
3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2012)

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	2,485,855.
b	Average of monthly cash balances	1b	214,381.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,700,236.
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	2,700,236.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,504.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	2,659,732.
6	**Minimum investment return.** Enter 5% of line 5	6	132,987.

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	132,987.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 1,960.		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	1,960.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	131,027.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	131,027.
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	131,027.

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	77,050.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	77,050.
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	77,050.

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				131,027.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008 25,080.				
c From 2009 845.				
d From 2010 11,217.				
e From 2011				
f Total of lines 3a through e	37,142.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 77,050.				
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				77,050.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	37,142.			37,142.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				16,835.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
		501 (C) (3)	GENERAL CHARITABLE PURPOSES	
A NOISE WITHIN		501 (C) (3)	GENERAL CHARITABLE PURPOSES	
AIDS RESOURCE ALLIANCE		501 (C) (3)	GENERAL CHARITABLE PURPOSES	
AMERICAN DIABETES ASSOCIATION		501 (C) (3)	GENERAL CHARITABLE PURPOSES	2,000.
AMERICAN PARKINSON ASSOCIATION		501 (C) (3)	GENERAL CHARITABLE PURPOSES	2,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	77,050.
b Approved for future payment				
NONE				
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) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	8,519.	
4 Dividends and interest from securities			14	43,291.	
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			14	8,023.	38,161.
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.		59,833.	38,161.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 97,994.

(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)
	N/A

223621 12-05-12

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
		N/A	

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
N/A		

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 — Date 10/8/13 — Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
HOWE & HOLSCHER, PC		9-30-13		P00017419
Firm's name ▶ HOWE & HOLSCHER, PC			Firm's EIN ▶ 38-2661896	
Firm's address ▶ 6960 ORCHARD LK RD #240 W BLOOMFIELD, MI 48322			Phone no 248-851-9441	

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization	Employer identification number
SILLS FOUNDATION, INC.	38-3352516

Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	[ ] 501(c)( ) (enter number) organization
	[ ] 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	[ ] 527 political organization
Form 990-PF	[X] 501(c)(3) exempt private foundation
	[ ] 4947(a)(1) nonexempt charitable trust treated as a private foundation
	[ ] 501(c)(3) taxable private foundation

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

General Rule

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

Special Rules

[ ] For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

[ ] For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year ▶ $ ______________

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

Name of organization	Employer identification number
SILLS FOUNDATION, INC.	38-3352516

Part I **Contributors** (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	RHODA SILLS CHARITABLE LEAD TRUST 6060 BRAEMOOR BLOOMFIELD TWSP, MI 48301	$ 91,580.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
SILLS FOUNDATION, INC.	38-3352516

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

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

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

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

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

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

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

Name of organization	Employer identification number
SILLS FOUNDATION, INC.	38-3352516

Part III *Exclusively* religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc., contributions of $1,000 or less for the year. (Enter this information once.) ▶ $

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

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

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	7L7-02027	P		
b	7L7-02027	P		
c	7L7-04038	P		
d	7L7-04048	P		
e	7L7-04049	P		
f	7L7-04050	P		
g	CAPITAL GAINS DIVIDENDS			
h				
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	41,288.		40,962.	326.
b	96,910.		90,767.	6,143.
c	159,021.		150,000.	9,021.
d	55,252.		53,496.	1,756.
e	145,961.		129,655.	16,306.
f	149,501.		144,892.	4,609.
g	8,023.			8,023.
h				
i				
j				
k				
l				
m				
n				
o				

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

	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a				326.
b				6,143.
c				9,021.
d				1,756.
e				16,306.
f				4,609.
g				8,023.
h				
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	46,184.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

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 RED CROSS		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
AMERICAN TECHNION SOCIETY		501 (C) (3)	GENERAL CHARITABLE PURPOSES	1,000.
ANTI-DEFAMATION LEAGUE		501 (C) (3)	GENERAL CHARITABLE PURPOSES	
ARMDI		501 (C) (3)	GENERAL CHARITABLE PURPOSES	
BOYS AND GIRLS CLUB		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
BEAR HUG FOUNDATION		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
BEAUMONT FOUNDATION		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
BEYOND BASICS		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
CRANBROOK ACADEMY		501 (C) (3)	GENERAL CHARITABLE PURPOSES	250.
COVENANT HOUSE OF MICHIGAN		501 (C) (3)	GENERAL CHARITABLE PURPOSES	1,500.
Total from continuation sheets				73,050.

223631
05-01-12

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
DETROIT SYMPHONY ORCHESTRA		501 (C) (3)	GENERAL CHARITABLE PURPOSES	1,000.
DETROIT PUBLIC LIBRARY		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
DETROIT PUBLIC TV		501 (C) (3)	GENERAL CHARITABLE PURPOSES	1,000.
DETROIT ZOOLOGICAL SOCIETY		501 (C) (3)	GENERAL CHARITABLE PURPOSES	1,500.
DOCTORS WITHOUT BORDERS		501 (C) (3)	GENERAL CHARITABLE PURPOSES	1,000.
FOCUS HOPE		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
DETROIT INSTITUTE OF ARTS		501 (C) (3)	GENERAL CHARITABLE PURPOSES	5,000.
FRIENDS OF THE IDF		501 (C) (3)	GENERAL CHARITABLE PURPOSES	12,000.
FORGOTTEN HARVEST		501 (C) (3)	GENERAL CHARITABLE PURPOSES	250.
GLEANERS FOOD BANK		501 (C) (3)	GENERAL CHARITABLE PURPOSES	250.
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
GREEN PEACE		501 (C) (3)	GENERAL CHARITABLE PURPOSES	150.
GREENING OF DETROIT		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
HENRY FORD HEALTH SYSTEM		501 (C) (3)	GENERAL CHARITABLE PURPOSES	600.
HOLOCAUST MEMORIAL CENTER		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
HUMANE SOCIETY		501 (C) (3)	GENERAL CHARITABLE PURPOSES	700.
ISAAC AGREE DOWNTOWN SYNAGOGUE		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
JARC		501 (C) (3)	GENERAL CHARITABLE PURPOSES	
JEWISH COMMUNITY CENTER		501 (C) (3)	GENERAL CHARITABLE PURPOSES	1,000.
JEWISH FEDERATION OF DETROIT		501 (C) (3)	GENERAL CHARITABLE PURPOSES	25,000.
KARMONOS CANCER INSTITUTE		501 (C) (3)	GENERAL CHARITABLE PURPOSES	
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
MAKE A WISH FOUNDATION		501 (C) (3)	GENERAL CHARITABLE PURPOSES	100.
KPCC		501 (C) (3)	GENERAL CHARITABLE PURPOSES	
MICHAEL J FOX FOUNDATION		501 (C) (3)	GENERAL CHARITABLE PURPOSES	2,000.
MICHIGAN HUMANE SOCIETY		501 (C) (3)	GENERAL CHARITABLE PURPOSES	1,000.
MICHIGAN OPERA THEATRE		501 (C) (3)	GENERAL CHARITABLE PURPOSES	2,500.
MICHIGAN PSYCHOANALYTIC FOUNDATION		501 (C) (3)	GENERAL CHARITABLE PURPOSES	1,000.
MICHIGAN PUBLIC RADIO		501 (C) (3)	GENERAL CHARITABLE PURPOSES	1,000.
NATIONAL MULTIPLE SCLEROSIS SOCIETY		501 (C) (3)	GENERAL CHARITABLE PURPOSES	1,000.
NEW YORK CLASSICAL		501 (C) (3)	GENERAL CHARITABLE PURPOSES	
NY RESTORATION PROJECT		501 (C) (3)	GENERAL CHARITABLE PURPOSES	
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
OAKLAND LITEARCY COUNCIL		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
ORT-MI REGION		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
PALMETTO BLUFF		501 (C) (3)	GENERAL CHARITABLE PURPOSES	
PANCREATIC CANCER ACTION NETWORK		501 (C) (3)	GENERAL CHARITABLE PURPOSES	1,000.
PLANNED PARENTHOOD		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
SIERRA CLUB		501 (C) (3)	GENERAL CHARITABLE PURPOSES	150.
SOUTHERN POVERTY LAW CENTER		501 (C) (3)	GENERAL CHARITABLE PURPOSES	2,000.
SPECIAL OLYMPICS MICHIGAN		501 (C) (3)	GENERAL CHARITABLE PURPOSES	250.
SEEDS OF PEACE		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
UNIVERSITY OF MICHIGAN ALUMNI ASSOCIATION		501 (C) (3)	GENERAL CHARITABLE PURPOSES	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
UNIVERSITY OF MICHIGAN HILLEL		501 (C) (3)	GENERAL CHARITABLE PURPOSES	250.
WAYNE STATE UNIVERSITY		501 (C) (3)	GENERAL CHARITABLE PURPOSES	200.
WDET 1019 DETROIT RADIO		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
WORLD JEWISH CONGREGATION		501 (C) (3)	GENERAL CHARITABLE PURPOSES	100.
YAD EZRA		501 (C) (3)	GENERAL CHARITABLE PURPOSES	500.
ALZHEIMER'S ASSOCIATION		501 (C) (3)	GENERAL CHARITABLE PURPOSES	200.
UNITED STATES HOLOCAUST MEMORIAL MUSEUM		501 (C) (3)	GENERAL CHARITABLE PURPOSES	
Total from continuation sheets				

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

SOURCE	AMOUNT
MERRILL LYNCH	8,519.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	8,519.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH	51,314.	8,023.	43,291.
TOTAL TO FM 990-PF, PART I, LN 4	51,314.	8,023.	43,291.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING	6,073.	0.		0.
TO FORM 990-PF, PG 1, LN 16B	6,073.	0.		0.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BROKERAGE FEES	16,391.	0.		0.
INVESTMENT EXPENSES	1,528.	0.		0.
OTHER DEDUCTIONS K-1 LINE 13W	20.	0.		0.
TO FORM 990-PF, PG 1, LN 16C	17,939.	0.		0.

FORM 990-PF | OTHER EXPENSES | STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES-FOREIGN & OTHER	5,833.	0.		0.
TO FORM 990-PF, PG 1, LN 23	5,833.	0.		0.

FORM 990-PF | OTHER INVESTMENTS | STATEMENT 6

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MERRILL LYNCH 7L7-02027	COST	577,013.	628,989.
MERRILL LYNCH 7L7-04038	COST	996,596.	1,060,417.
MERRILL LYNCH 7L7-04049	COST	275,937.	335,970.
MERRILL LYNCH 7L7-04048	COST	253,279.	351,114.
MERRILL LYNCH 7L7-04050	COST	245,630.	292,679.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,348,455.	2,669,169.

FORM 990-PF | LIST OF SUBSTANTIAL CONTRIBUTORS PART VII-A, LINE 10 | STATEMENT 7

NAME OF CONTRIBUTOR	ADDRESS
RHODA SILLS CHARITABLE LEAD TRUST	6060 BRAEMOOR BLOOMFIELD HILLS, MI 48106

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

The following sections are provided to facilitate your review and the preparation of your tax return.

The 2012 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available).

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
ENTERPRISE PRODUC 3.20% 16		*CUSIP Number*	*29379VAS2*					
1000.0000	Sale	11/03/11	05/31/12	1,051.69	1,043.62	0.00	8.07	
5000.0000	Sale	11/03/11	06/01/12	5,236.05	5,217 91	0.00	18 14	
	Security Subtotal			***6,287.74***	***6,261.53***	***0.00***	***26.21***	
Noncovered Short Term Capital Gains and Losses Subtotal				**6,287.74**	**6,261.53**	**0.00**	**26.21**	
NET SHORT TERM CAPITAL GAINS AND LOSSES				**6,287.74**	**6,261.53**	**0.00**	**26.21**	
LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
US TSY 1.375% MAY 15 2012		*CUSIP Number*	*912828KP4*					
29000.0000	Sale	04/14/10	05/15/12	29,000 00	29,000.00	0.00	0.00	
Noncovered Long Term Capital Gains and Losses Subtotal				**29,000.00**	**29,000.00**	**0.00**	**0.00**	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B — 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
NET LONG TERM CAPITAL GAINS AND LOSSES				**29,000.00**	**29,000.00**	**0.00**	**0.00**	
OTHER TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
GENERAL ELEC CAP CORP		*CUSIP Number*	*36962G3K8*					
6000.0000	Sale	09/29/08	10/19/12	6,000.00	5,700.24	0 00	N/C	
Other Transactions Subtotal				**6,000.00**	**5,700.24**	**0.00**		
TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES				**41,287.74**				
TOTAL REPORTED SALES PROCEEDS				**41,287.74**				

N/C Results may not be calculated for transactions which involve the amortization of premium, the repayment of principal, the sale of partnership interest, derivative products purchased in the secondary market, or the determination of ordinary income and/or capital items for discount and zero-coupon issues.

2012 REALIZED CAPITAL GAIN AND LOSS SUMMARY

COVERED SHORT TERM GAINS/LOSSES	NONCOVERED SHORT TERM GAINS/LOSSES	COVERED LONG TERM GAINS/LOSSES	NONCOVERED LONG TERM GAINS/LOSSES
0.00	**26.21**	**0.00**	**0.00**

REALIZED COST BASIS INFORMATION FOR SECURITIES SUBJECT TO AMORTIZATION/ACCRETION AS OF DECEMBER 31, 2012

Security Description	Quantity	Date Acquired	Adjusted Cost Basis	Amortization/Accretion Year-To-Date	Amortization/Accretion Life-To-Date	Sales Price
ENTERPRISE PRODUC 3.20% 16	1000 0000	11/03/11	1,043.62	(4.91)	(6.59)	1,051.69
ENTERPRISE PRODUC 3.20% 16	5000 0000	11/03/11	5,217.91	(24.72)	(33.14)	5,236.05
US TSY 1.375% MAY 15 2012	29000.0000	04/14/10	29,000.00	(28.31)	(156.42)	29,000.00

SILLS FOUNDATION, INC.

2012 SUPPLEMENTAL ANNUAL STATEMENT SUMMARY

The following sections are provided to facilitate your review and the preparation of your tax return.

Your Supplemental Tax Information Statement that follows is a summary of the gains and losses on your Widely Held Fixed Investment Trust (WHFIT) securities. This section includes your pro-rata share of principal payments made by Real Estate Mortgage Investment Conduits (REMICs) and Collateralized Debt Obligations (CDOs).

The 2012 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available).

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID.

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
FNMA PMA0639 04%2041		*CUSIP Number*	*31417YV95*					
AMORTIZED FACTOR 0.90467								
	Prin Payment	02/27/12	02/27/12	394.89	394.89	0.00	0.00	
	Prin Payment	03/26/12	03/26/12	422.26	422.26	0.00	0.00	
	Prin Payment	04/25/12	04/25/12	533.42	533.42	0.00	0.00	
	Prin Payment	05/25/12	05/25/12	330.86	330.86	0.00	0.00	
	Prin Payment	06/25/12	06/25/12	447 96	447.96	0.00	0.00	
	Prin Payment	07/25/12	07/25/12	563.38	563.38	0.00	0.00	
	Prin Payment	08/27/12	08/27/12	694.83	694.83	0.00	0.00	
	Prin Payment	09/25/12	09/25/12	905.46	905.46	0.00	0.00	
	Prin Payment	10/25/12	10/25/12	530 40	530.40	0.00	0.00	
	Prin Payment	11/26/12	11/26/12	844.14	844.14	0 00	0.00	
	Prin Payment	12/26/12	12/26/12	845.94	845.94	0.00	0.00	
	Prin Payment	01/25/13	01/25/13	743.58	743.58	0.00	0.00	
	Security Subtotal			***7,257.12***	***7,257.12***	***0.00***	***0.00***	
FNMA PAH9055 04 50%2041		*CUSIP Number*	*3138ABBZ1*					
	Prin Payment	02/27/12	02/27/12	138.69	138.69	0.00	0.00	

SILLS FOUNDATION, INC.

2012 SUPPLEMENTAL ANNUAL STATEMENT SUMMARY

1099-B

2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
FNMA PAJ2616 03 50%2042		*CUSIP Number*	*3138AT4A5*					
AMORTIZED FACTOR 0.99801								
	Prin Payment	06/25/12	06/25/12	17.87	17.87	0.00	0.00	
	Prin Payment	07/25/12	07/25/12	28.36	28.36	0.00	0.00	
	Prin Payment	08/27/12	08/27/12	16 31	16.31	0.00	0.00	
	Prin Payment	09/25/12	09/25/12	15.22	15 22	0.00	0.00	
	Prin Payment	10/25/12	10/25/12	14.36	14.36	0.00	0.00	
	Prin Payment	11/26/12	11/26/12	269.53	269.53	0 00	0.00	
	Prin Payment	12/26/12	12/26/12	15.42	15.42	0.00	0 00	
	Prin Payment	01/25/13	01/25/13	14 76	14.76	0 00	0 00	
	Security Subtotal			***391.83***	***391.83***	***0.00***	***0.00***	
FNMA P850566 05%2036		*CUSIP Number*	*31408F6B0*					
AMORTIZED VALUE 1544430								
AMORTIZED FACTOR 0.22103								
	Prin Payment	02/27/12	02/27/12	297.96	297.96	0.00	0.00	
	Prin Payment	03/26/12	03/26/12	365 47	365.47	0.00	0.00	
	Prin Payment	04/25/12	04/25/12	352.14	352.14	0.00	0.00	
	Prin Payment	05/25/12	05/25/12	317.90	317.90	0.00	0.00	
	Prin Payment	06/25/12	06/25/12	409.40	409.40	0.00	0.00	
	Prin Payment	07/25/12	07/25/12	318.17	318.17	0.00	0.00	
	Prin Payment	08/27/12	08/27/12	323.43	323.43	0 00	0.00	
	Prin Payment	09/25/12	09/25/12	344.32	344.32	0.00	0.00	
	Prin Payment	10/25/12	10/25/12	290.59	290.59	0.00	0.00	
	Prin Payment	11/26/12	11/26/12	321.87	321.87	0.00	0.00	
	Prin Payment	12/26/12	12/26/12	196.19	196.19	0.00	0.00	
	Prin Payment	01/25/13	01/25/13	266.23	266.23	0 00	0.00	
	Security Subtotal			***3,803.67***	***3,803.67***	***0.00***	***0.00***	
FNMA P888276 05 50%2036		*CUSIP Number*	*31410F2H7*					
AMORTIZED VALUE 1544430								
AMORTIZED FACTOR 0.33199								
	Prin Payment	02/27/12	02/27/12	657.71	657.71	0.00	0.00	
FNMA P983629 04 50%2023		*CUSIP Number*	*31415LVW4*					
AMORTIZED FACTOR 0.19816								
	Prin Payment	02/27/12	02/27/12	342.23	342.23	0.00	0.00	

SILLS FOUNDATION, INC.

2012 SUPPLEMENTAL ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
FHLMC J0 8748 05 50%2023		*CUSIP Number*	*3128PLWH1*					
	Prin Payment	02/15/12	02/15/12	150.62	150 62	0.00	0.00	
	Prin Payment	03/15/12	03/15/12	169.01	169.01	0.00	0 00	
	Prin Payment	04/16/12	04/16/12	314.33	314.33	0.00	0.00	
	Prin Payment	05/15/12	05/15/12	49 52	49.52	0.00	0.00	
	Prin Payment	06/15/12	06/15/12	47.16	47.16	0 00	0.00	
	Prin Payment	07/16/12	07/16/12	863 61	863.61	0.00	0.00	
	Prin Payment	08/15/12	08/15/12	1,266.50	1,266.50	0.00	0.00	
	Security Subtotal			***2,860.75***	***2,860.75***	***0.00***	***0.00***	
FNMA P887375 06%2036		*CUSIP Number*	*31410E2G2*					
	Prin Payment	02/27/12	02/27/12	248.61	248.61	0.00	0.00	
	Prin Payment	03/26/12	03/26/12	137.23	137.23	0.00	0.00	
	Prin Payment	04/25/12	04/25/12	276.02	276.02	0.00	0.00	
	Security Subtotal			***661.86***	***661.86***	***0.00***	***0.00***	
FNMA PAA4524 04 50%2024 AMORTIZED FACTOR 0.14493		*CUSIP Number*	*31416NA28*					
	Prin Payment	10/25/12	10/25/12	507.78	507.78	0.00	0.00	
	Prin Payment	11/26/12	11/26/12	537.90	537.90	0.00	0.00	
	Prin Payment	12/26/12	12/26/12	549.65	549.65	0.00	0.00	
	Prin Payment	01/25/13	01/25/13	388.39	388.39	0.00	0.00	
	Security Subtotal			***1,983.72***	***1,983.72***	***0.00***	***0.00***	
FNMA PAC5566 04 50%2040		*CUSIP Number*	*31417SFG0*					
	Prin Payment	02/27/12	02/27/12	154.39	154.39	0.00	0.00	
Noncovered Short Term Capital Gains and Losses Subtotal				**18,251.97**	**18,251.97**	**0.00**	**0.00**	
NET SHORT TERM CAPITAL GAINS AND LOSSES				**18,251.97**	**18,251.97**	**0.00**	**0.00**	

OTHER TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
FNMA PAH9055 04 50%2041 COR		*CUSIP Number*	*3138ABBZ1*					
9215.0000	Sale	08/08/11	02/14/12	8,386.21	8,129 90	0.00	N/C	
FNMA P888276 05 50%2036 COR		*CUSIP Number*	*31410F2H7*					
67971.0000	Sale	09/26/08	02/14/12	24,625.33	21,986.03	0 00	N/C	

SILLS FOUNDATION, INC.

2012 SUPPLEMENTAL ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
FNMA P983629 04 50%2023 COR		*CUSIP Number*	*31415LVW4*					
31000.0000	Sale	06/19/09	02/14/12	6,573.99	5,893.89	0 00	N/C	
FHLMC J0 8748 05 50%2023		*CUSIP Number*	*3128PLWH1*					
48000.0000	Sale	09/26/08	08/22/12	5,127.42	4,805.46	0.00	N/C	
FNMA P887375 06%2036		*CUSIP Number*	*31410E2G2*					
26824 0000	Sale	09/26/08	04/26/12	7,761.16	7,150.63	0.00	N/C	
FNMA PAC5566 04 50%2040 COR		*CUSIP Number*	*31417SFG0*					
33063.0000	Sale	01/22/10	02/14/12	26,183 80	24,549 04	0.00	N/C	
Other Transactions Subtotal				**78,657.91**	**72,514.95**	**0.00**		

TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES	96,909.88
TOTAL REPORTED SALES PROCEEDS	96,909.88

N/C Results may not be calculated for transactions which involve the amortization of premium, the repayment of principal, the sale of partnership interest, derivative products purchased in the secondary market, or the determination of ordinary income and/or capital items for discount and zero-coupon issues.

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

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1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)								
AVIVA PLC (AV) CAPITAL		*CUSIP Number*	*05382A203*					
2000.0000	Sale	11/18/11	04/24/12	52,758.81	50,000.00	0.00	2,758.81	
Covered Short Term Capital Gains and Losses Subtotal				**52,758.81**	**50,000.00**	**0.00**	**2,758.81**	
NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
SP500 STARS ISSUER EKS		*CUSIP Number*	*28264M574*					
10000.0000	Sale	05/26/11	02/28/12	106,262.50	100,000.00	0 00	6,262 50	
Noncovered Short Term Capital Gains and Losses Subtotal				**106,262.50**	**100,000.00**	**0.00**	**6,262.50**	
NET SHORT TERM CAPITAL GAINS AND LOSSES				**159,021.31**	**150,000.00**	**0.00**	**9,021.31**	
TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES				**159,021.31**				
TOTAL REPORTED SALES PROCEEDS				**159,021.31**				

Merrill Lynch
Bank of America Corporation

Account No.	Taxpayer No.	Page
7L7-04038	38-3352516	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

2012 REALIZED CAPITAL GAIN AND LOSS SUMMARY

COVERED SHORT TERM GAINS/LOSSES	NONCOVERED SHORT TERM GAINS/LOSSES	COVERED LONG TERM GAINS/LOSSES	NONCOVERED LONG TERM GAINS/LOSSES
2,758.81	6,262.50	0.00	0.00

Merrill Lynch
Bank of America Corporation

Account No. 7L7-04048 | Taxpayer No. 38-3352516 |

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

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In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)								
BAKER HUGHES INC		*CUSIP Number*	*057224107*					
8.0000	Sale	03/22/11	01/24/12	378 90	567.95	0.00	(189.05)	
17.0000	Sale	03/23/11	01/24/12	805.17	1,201.78	0.00	(396.61)	
4.0000	Sale	03/23/11	01/24/12	189.46	281.83	0.00	(92.37)	
15.0000	Sale	03/23/11	01/24/12	705 65	1,056.85	0.00	(351.20)	
13.0000	Sale	03/24/11	01/24/12	611 57	929.18	0.00	(317.61)	
	Security Subtotal			***2,690.75***	***4,037.59***	***0.00***	***(1,346.84)***	
EXPRESS SCRIPTS HLDG CO		*CUSIP Number*	*30219G108*					
	Cash/Lieu	01/24/12	04/25/12	44.58	43.28	0.00	1.30	
HALLIBURTON COMPANY		*CUSIP Number*	*406216101*					
8.0000	Sale	04/26/11	01/03/12	272.82	405.18	0.00	(132.36)	
33.0000	Sale	04/27/11	01/03/12	1,125.40	1,638.12	0.00	(512.72)	
6.0000	Sale	04/27/11	01/03/12	205.37	297.84	0.00	(92.47)	
14.0000	Sale	04/27/11	01/03/12	479 21	695.26	0.00	(216.05)	
20 0000	Sale	04/27/11	01/04/12	697.75	993.23	0.00	(295.48)	
	Security Subtotal			***2,780.55***	***4,029.63***	***0.00***	***(1,249.08)***	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
MEDCO HEALTH SOLUTIONS I		*CUSIP Number*	*58405U102*					
12.0000	Sale	04/04/11	04/03/12	345.60	138 57	0 00	207 03	
16.0000	Sale	04/04/11	04/03/12	460.80	182.05	0.00	278.75	
6.0000	Sale	04/26/11	04/03/12	172 80	74.99	0 00	97.81	
7.0000	Sale	04/26/11	04/03/12	201.60	86.73	0 00	114.87	
12.0000	Sale	04/27/11	04/03/12	345 60	160.35	0.00	185.25	
28.0000	Sale	04/28/11	04/03/12	806.40	428.18	0 00	378.22	
19.0000	Sale	05/05/11	04/03/12	547.20	315.72	0.00	231.48	
15.0000	Sale	05/05/11	04/03/12	432.00	247.26	0.00	184.74	
33.0000	Sale	05/06/11	04/03/12	950.40	570.85	0.00	379.55	
19 0000	Sale	01/24/12	04/03/12	547.20	313.86	0.00	233.34	
12.0000	Sale	01/24/12	04/03/12	345.60	197.81	0.00	147.79	
	Security Subtotal			***5,155.20***	***2,716.37***	***0.00***	***2,438.83***	
MARRIOTT VACATIONS		*CUSIP Number*	*57164Y107*					
22.0000	Sale	07/14/11	01/12/12	402 92	431.46	0.00	(28.54)	
2.0000	Sale	07/14/11	01/13/12	36.02	39 22	0.00	(3.20)	
	Security Subtotal			***438.94***	***470.68***	***0.00***	***(31.74)***	
MONSTER BEVERAGE CORP		*CUSIP Number*	*611740101*					
14.0000	Sale	09/07/12	10/23/12	571.82	813.69	0.00	(241.87)	
13.0000	Sale	09/07/12	10/23/12	532.56	755 56	0 00	(223 00)	
	Security Subtotal			***1,104.38***	***1,569.25***	***0.00***	***(464.87)***	
SCHWAB CHARLES CORP NEW		*CUSIP Number*	*808513105*					
20.0000	Sale	02/04/11	02/02/12	239.30	362.17	0.00	(122 87)	
6.0000	Sale	02/07/11	02/02/12	71.80	110.93	0.00	(39.13)	
16.0000	Sale	02/07/11	02/03/12	201.75	295.80	0 00	(94 05)	
5.0000	Sale	02/08/11	02/03/12	63.06	94.80	0.00	(31.74)	
22.0000	Sale	02/08/11	02/03/12	281.57	417.12	0 00	(135.55)	
	Security Subtotal			***857.48***	***1,280.82***	***0.00***	***(423.34)***	
Covered Short Term Capital Gains and Losses Subtotal				13,071.88	14,147.62	0.00	(1,075.74)	
NET SHORT TERM CAPITAL GAINS AND LOSSES				13,071.88	14,147.62	0.00	(1,075.74)	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)								
FORD MOTOR CO		*CUSIP Number*	*345370860*					
1.0000	Sale	01/27/11	07/30/12	9.04	18.75	0.00	(9.71)	
56.0000	Sale	01/27/11	07/31/12	514.49	1,049.86	0.00	(535.37)	
126.0000	Sale	06/21/11	07/31/12	1,157.61	1,688.55	0.00	(530.94)	
	Security Subtotal			***1,681.14***	***2,757.16***	***0.00***	***(1,076.02)***	
MORGAN STANLEY		*CUSIP Number*	*617446448*					
12.0000	Sale	01/27/11	05/21/12	159.99	356.46	0.00	(196.47)	
MEDCO HEALTH SOLUTIONS I		*CUSIP Number*	*58405U102*					
10.0000	Sale	01/27/11	04/03/12	288.00	175.19	0.00	112.81	
9.0000	Sale	03/24/11	04/03/12	259.20	61.66	0.00	197.54	
4.0000	Sale	03/25/11	04/03/12	115.20	32.97	0 00	82.23	
14 0000	Sale	03/29/11	04/03/12	403 20	135.44	0.00	267.76	
24.0000	Sale	03/31/11	04/03/12	691.20	243.50	0.00	447.70	
	Security Subtotal			***1,756.80***	***648.76***	***0.00***	***1,108.04***	
MICROSOFT CORP		*CUSIP Number*	*594918104*					
49.0000	Sale	01/10/11	01/19/12	1,388.73	1,376.36	0 00	12.37	
SCHWAB CHARLES CORP NEW		*CUSIP Number*	*808513105*					
11.0000	Sale	01/27/11	02/02/12	134.09	198.70	0.00	(64.61)	
30.0000	Sale	01/27/11	02/02/12	363.42	541.92	0.00	(178.50)	
28 0000	Sale	01/27/11	02/02/12	337.94	505.79	0.00	(167.85)	
2.0000	Sale	01/27/11	02/02/12	23.92	36.13	0 00	(12.21)	
	Security Subtotal			***859.37***	***1,282.54***	***0.00***	***(423.17)***	
Covered Long Term Capital Gains and Losses Subtotal				**5,846.03**	**6,421.28**	**0.00**	**(575.25)**	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
AMPHENOL CORP CL A NEW		*CUSIP Number*	*032095101*					
5.0000	Sale	12/17/09	09/07/12	309.66	212.74	0.00	96.92	
4.0000	Sale	12/18/09	09/07/12	247 74	171.98	0.00	75 76	
2.0000	Sale	12/18/09	09/11/12	123.04	85.99	0 00	37.05	
	Security Subtotal			***680.44***	***470.71***	***0.00***	***209.73***	
CELGENE CORP COM		*CUSIP Number*	*151020104*					
7.0000	Sale	10/27/08	12/18/12	560.39	403.35	0.00	157.04	
7.0000	Sale	10/27/08	12/18/12	565.35	403.35	0.00	162.00	
13.0000	Sale	10/27/08	12/20/12	1,040.29	749.07	0 00	291.22	
4.0000	Sale	10/30/08	12/20/12	320.10	254.44	0.00	65.66	
	Security Subtotal			***2,486.13***	***1,810.21***	***0.00***	***675.92***	
EBAY INC	*COM*	*CUSIP Number*	*278642103*					
22 0000	Sale	08/23/10	05/24/12	866.42	514.42	0 00	352.00	
7.0000	Sale	08/25/10	05/24/12	275.68	160.61	0.00	115.07	
55.0000	Sale	08/25/10	07/19/12	2,413.61	1,261.92	0.00	1,151.69	
5.0000	Sale	08/26/10	07/19/12	219 42	114.15	0.00	105.27	
10.0000	Sale	08/26/10	07/20/12	443.21	228.31	0.00	214.90	
36.0000	Sale	08/26/10	08/24/12	1,694.31	821.90	0.00	872 41	
4.0000	Sale	08/26/10	08/24/12	188.72	91 32	0.00	97.40	
10.0000	Sale	08/31/10	08/24/12	471.80	231.48	0.00	240.32	
10.0000	Sale	09/01/10	08/24/12	471.81	237.86	0.00	233.95	
6 0000	Sale	09/01/10	08/24/12	283.09	142.17	0 00	140.92	
10.0000	Sale	09/01/10	08/24/12	472.81	236.96	0.00	235.85	
2.0000	Sale	09/01/10	09/28/12	96.99	47.39	0.00	49.60	
8.0000	Sale	09/02/10	09/28/12	387.97	192.13	0.00	195.84	
19.0000	Sale	09/02/10	10/01/12	927.95	456.29	0.00	471.66	
1.0000	Sale	09/02/10	10/03/12	48.57	24.02	0.00	24.55	
7.0000	Sale	09/03/10	10/03/12	340 05	170.62	0.00	169.43	
15.0000	Sale	09/03/10	10/04/12	742.14	365.61	0.00	376.53	
10 0000	Sale	09/03/10	10/05/12	490.59	243.74	0 00	246.85	
3.0000	Sale	09/03/10	10/05/12	147.18	72.54	0 00	74.64	
10.0000	Sale	09/03/10	12/17/12	513.54	241.79	0.00	271.75	
11.0000	Sale	09/03/10	12/18/12	572.24	265 97	0 00	306.27	
9.0000	Sale	09/03/10	12/18/12	470.17	217.61	0.00	252.56	
16.0000	Sale	09/08/10	12/18/12	835.88	391.38	0 00	444.50	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
EBAY INC	COM	CUSIP Number	278642103					
11.0000	Sale	09/08/10	12/18/12	569.06	269.08	0.00	299.98	
5.0000	Sale	09/08/10	12/18/12	258.67	122.00	0.00	136.67	
	Security Subtotal			***14,201.88***	***7,121.27***	***0.00***	***7,080.61***	
EXPRESS SCRIPTS HLDG CO		CUSIP Number	30219G108					
1.0000	Sale	11/24/10	09/05/12	63.08	56.20	0.00	6.88	
13.0000	Sale	11/29/10	09/05/12	820.16	730.66	0.00	89.50	
5.0000	Sale	11/29/10	09/06/12	319.72	281.03	0.00	38.69	
7 0000	Sale	11/30/10	09/06/12	447.62	393.44	0.00	54.18	
1.0000	Sale	11/30/10	09/07/12	63.27	56.20	0.00	7.07	
11.0000	Sale	12/01/10	09/07/12	695.99	618.26	0 00	77.73	
2.0000	Sale	12/01/10	09/13/12	126.06	112.41	0.00	13.65	
4.0000	Sale	12/03/10	09/13/12	252.12	224.82	0.00	27.30	
2 0000	Sale	12/08/10	09/13/12	126 07	112.41	0.00	13.66	
5.0000	Sale	12/08/10	09/14/12	315.04	281.02	0.00	34.02	
	Security Subtotal			***3,229.13***	***2,866.45***	***0.00***	***362.68***	
FORD MOTOR CO		CUSIP Number	345370860					
17 0000	Sale	01/12/10	04/27/12	197.79	202.77	0.00	(4.98)	
19.0000	Sale	01/12/10	04/27/12	220.96	226.62	0.00	(5.66)	
34.0000	Sale	01/12/10	05/01/12	383.40	405.53	0.00	(22 13)	
5.0000	Sale	01/12/10	05/03/12	55.16	59.64	0.00	(4.48)	
47.0000	Sale	01/12/10	05/03/12	518.58	555.28	0.00	(36.70)	
45.0000	Sale	01/12/10	05/09/12	471.69	531.66	0.00	(59.97)	
36.0000	Sale	04/01/10	07/24/12	324.00	460.40	0.00	(136.40)	
34.0000	Sale	04/01/10	07/25/12	306.02	434.82	0.00	(128.80)	
3.0000	Sale	04/01/10	07/25/12	27.01	38.00	0.00	(10.99)	
48.0000	Sale	04/01/10	07/26/12	432.65	608.08	0.00	(175.43)	
14.0000	Sale	04/09/10	07/26/12	126.19	178.48	0.00	(52.29)	
32.0000	Sale	04/09/10	07/27/12	287.99	407.94	0.00	(119.95)	
29 0000	Sale	04/15/10	07/27/12	260.99	400 78	0.00	(139.79)	
57.0000	Sale	04/15/10	07/27/12	513.01	774.66	0.00	(261.65)	
44.0000	Sale	04/15/10	07/27/12	396.23	597.98	0.00	(201 75)	
45 0000	Sale	04/16/10	07/27/12	405 25	618.93	0.00	(213.68)	
21.0000	Sale	08/18/10	07/27/12	189.11	257.04	0.00	(67.93)	
22.0000	Sale	08/19/10	07/27/12	198.13	265.00	0.00	(66.87)	
12.0000	Sale	08/19/10	07/30/12	108.38	144.54	0.00	(36.16)	
48.0000	Sale	12/07/10	07/30/12	433 56	804.75	0.00	(371 19)	
	Security Subtotal			***5,856.10***	***7,972.90***	***0.00***	***(2,116.80)***	

Merrill Lynch
Bank of America Corporation

Account No. 7L7-04048 | Taxpayer No. 38-3352516

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B

2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
MORGAN STANLEY		*CUSIP Number*	*617446448*					
122.0000	Sale	04/13/09	05/21/12	1,626 53	3,214.92	0 00	(1,588 39)	
17.0000	Sale	12/02/09	05/21/12	226.65	526.48	0.00	(299.83)	
12.0000	Sale	12/07/10	05/21/12	159.99	311.04	0.00	(151.05)	
	Security Subtotal			***2,013.17***	***4,052.44***	***0.00***	***(2,039.27)***	
MEDCO HEALTH SOLUTIONS I		*CUSIP Number*	*58405U102*					
2.0000	Sale	11/24/10	04/03/12	57.60	31.36	0.00	26.24	
22.0000	Sale	11/29/10	04/03/12	633 60	324.99	0.00	308.61	
10.0000	Sale	11/30/10	04/03/12	288.00	153.94	0.00	134.06	
16 0000	Sale	12/01/10	04/03/12	460.80	271 97	0.00	188.83	
5.0000	Sale	12/03/10	04/03/12	144 00	88 21	0.00	55 79	
22.0000	Sale	12/08/10	04/03/12	633 60	399.61	0.00	233 99	
	Security Subtotal			***2,217.60***	***1,270.08***	***0.00***	***947.52***	
SCHWAB CHARLES CORP NEW		*CUSIP Number*	*808513105*					
32.0000	Sale	02/04/10	01/26/12	371.89	573.89	0.00	(202 00)	
22 0000	Sale	02/04/10	01/27/12	254.97	394.55	0.00	(139.58)	
5.0000	Sale	02/05/10	01/27/12	57.96	89.79	0.00	(31.83)	
33.0000	Sale	02/05/10	01/27/12	385.69	592.58	0.00	(206.89)	
28.0000	Sale	02/05/10	01/27/12	326.05	502.79	0 00	(176 74)	
22.0000	Sale	02/05/10	01/30/12	250.88	395.05	0.00	(144.17)	
35 0000	Sale	02/05/10	01/30/12	406.53	628.50	0.00	(221.97)	
7.0000	Sale	02/05/10	01/30/12	80.63	125.70	0.00	(45.07)	
21.0000	Sale	02/08/10	01/30/12	241.91	377.83	0.00	(135.92)	
28.0000	Sale	02/08/10	01/31/12	325 45	503.77	0.00	(178 32)	
44.0000	Sale	02/08/10	02/01/12	522 30	791.63	0.00	(269.33)	
10.0000	Sale	02/10/10	02/01/12	118.71	179.50	0.00	(60.79)	
25.0000	Sale	02/10/10	02/01/12	292.56	448 74	0.00	(156.18)	
8.0000	Sale	09/21/10	02/01/12	93.62	111.62	0 00	(18.00)	
7.0000	Sale	09/21/10	02/01/12	82.95	97 66	0.00	(14.71)	
25 0000	Sale	12/07/10	02/01/12	296.28	406.14	0 00	(109 86)	
17 0000	Sale	12/07/10	02/02/12	207.23	276.18	0.00	(68 95)	
	Security Subtotal			***4,315.61***	***6,495.92***	***0.00***	***(2,180.31)***	
VERTEX PHARMCTLS INC		*CUSIP Number*	*92532F100*					
15.0000	Sale	02/19/09	06/28/12	753.50	500.57	0.00	252.93	
11 0000	Sale	02/19/09	06/29/12	580.78	367.09	0 00	213.69	
	Security Subtotal			***1,334.28***	***867.66***	***0.00***	***466.62***	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
Noncovered Long Term Capital Gains and Losses Subtotal				36,334.34	32,927.64	0.00	3,406.70	
NET LONG TERM CAPITAL GAINS AND LOSSES				42,180.37	39,348.92	0.00	2,831.45	
TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES				55,252.25				
TOTAL REPORTED SALES PROCEEDS				55,252.25				

2012 REALIZED CAPITAL GAIN AND LOSS SUMMARY

COVERED SHORT TERM GAINS/LOSSES	NONCOVERED SHORT TERM GAINS/LOSSES	COVERED LONG TERM GAINS/LOSSES	NONCOVERED LONG TERM GAINS/LOSSES
(1,075.74)	0.00	(575.25)	3,406.70

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

The following sections are provided to facilitate your review and the preparation of your tax return.

The 2012 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available).

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)								
ACCENTURE PLC SHS		*CUSIP Number*	*G1151C101*					
11.0000	Sale	06/20/11	01/12/12	593.52	593.16	0.00	0.36	
27.0000	Sale	06/20/11	01/13/12	1,439.96	1,455.93	0 00	(15 97)	
34.0000	Sale	06/20/11	01/27/12	1,928.48	1,833 39	0.00	95.09	
	Security Subtotal			***3,961.96***	***3,882.48***	***0.00***	***79.48***	
AMERIPRISE FINL INC		*CUSIP Number*	*03076C106*					
20.0000	Sale	01/13/12	08/27/12	1,083 76	1,030.17	0.00	53.59	
AT&T INC		*CUSIP Number*	*00206R102*					
26.0000	Sale	09/12/11	08/08/12	969.07	713.66	0.00	255.41	
4.0000	Sale	10/24/11	08/08/12	149.09	115.53	0.00	33.56	
	Security Subtotal			***1,118.16***	***829.19***	***0.00***	***288.97***	
ANADARKO PETE CORP		*CUSIP Number*	*032511107*					
5.0000	Sale	10/24/11	04/20/12	361.08	395.34	0.00	(34.26)	
9 0000	Sale	10/25/11	04/20/12	649.96	704.77	0.00	(54.81)	
	Security Subtotal			***1,011.04***	***1,100.11***	***0.00***	***(89.07)***	
APACHE CORP		*CUSIP Number*	*037411105*					
7.0000	Sale	08/09/11	08/08/12	619.62	700.78	0.00	(81.16)	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
APPLE INC		*CUSIP Number*	*037833100*					
1.0000	Sale	06/20/11	04/20/12	583.58	315.80	0 00	267.78	
2.0000	Sale	06/20/11	05/25/12	1,119.29	631.59	0.00	487.70	
	Security Subtotal			***1,702.87***	***947.39***	***0.00***	***755.48***	
AON CORP		*CUSIP Number*	*037389103*					
4.0000	Sale	10/24/11	02/10/12	194.42	200 63	0.00	(6.21)	
29.0000	Sale	10/25/11	02/10/12	1,409.55	1,416.12	0.00	(6.57)	
15.0000	Sale	12/14/11	02/10/12	729.08	672 37	0.00	56.71	
17 0000	Sale	12/14/11	02/13/12	830.61	762.02	0.00	68.59	
	Security Subtotal			***3,163.66***	***3,051.14***	***0.00***	***112.52***	
BED BATH & BEYOND INC		*CUSIP Number*	*075896100*					
17.0000	Sale	03/21/12	08/27/12	1,133.16	1,124.79	0.00	8.37	
8.0000	Sale	03/21/12	08/28/12	533.70	529.32	0.00	4.38	
	Security Subtotal			***1,666.86***	***1,654.11***	***0.00***	***12.75***	
CENTURYLINK INC SHS		*CUSIP Number*	*156700106*					
24.0000	Sale	02/10/12	08/27/12	1,007.51	909.46	0.00	98.05	
CARNIVAL CORP PAIRED SHS		*CUSIP Number*	*143658300*					
4.0000	Sale	10/24/11	01/27/12	121.63	143.74	0.00	(22.11)	
19.0000	Sale	10/25/11	01/27/12	577 75	677 58	0.00	(99.83)	
	Security Subtotal			***699.38***	***821.32***	***0.00***	***(121.94)***	
CHEVRON CORP		*CUSIP Number*	*166764100*					
6.0000	Sale	10/24/11	07/12/12	631 77	637.35	5.58 (W)	0.00	
5 0000	Sale	10/25/11	07/12/12	526.48	529 52	3.04 (W)	0.00	
	Security Subtotal			***1,158.25***	***1,166.87***	***8.62***	***0.00***	
CELGENE CORP COM		*CUSIP Number*	*151020104*					
15.0000	Sale	06/29/12	11/27/12	1,181.82	957.84	0.00	223.98	
CELANESE CORP DEL SER A		*CUSIP Number*	*150870103*					
17.0000	Sale	12/14/11	02/23/12	809 20	713.75	0 00	95.45	
31.0000	Sale	12/14/11	06/21/12	1,108.81	1,301.55	0.00	(192.74)	
8.0000	Sale	04/20/12	06/21/12	286 15	385.99	0.00	(99.84)	
13 0000	Sale	04/20/12	06/22/12	454.24	627.24	0.00	(173.00)	
	Security Subtotal			***2,658.40***	***3,028.53***	***0.00***	***(370.13)***	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
DEERE CO		*CUSIP Number*	*244199105*					
9.0000	Sale	12/14/11	02/23/12	754.77	671.49	0.00	83.28	
EATON CORP		*CUSIP Number*	*278058102*					
37.0000	Sale	08/08/12	12/03/12	1,920.51	1,668.37	0.00	252.14	
FEDEX CORP DELAWARE COM		*CUSIP Number*	*31428X106*					
17.0000	Sale	06/01/12	11/27/12	1,515.57	1,454.84	0.00	60.73	
FORD MOTOR CO		*CUSIP Number*	*345370860*					
154.0000	Sale	01/27/12	07/12/12	1,408.88	1,901.59	0.00	(492.71)	
73.0000	Sale	02/29/12	07/12/12	667.85	904.30	0.00	(236 45)	
	Security Subtotal			***2,076.73***	***2,805.89***	***0.00***	***(729.16)***	
FRANKLIN RES INC		*CUSIP Number*	*354613101*					
10.0000	Sale	08/25/11	01/12/12	965.27	1,175.73	0.00	(210.46)	
17.0000	Sale	08/25/11	01/13/12	1,617.58	1,998 74	0.00	(381.16)	
	Security Subtotal			***2,582.85***	***3,174.47***	***0.00***	***(591.62)***	
HEWLETT PACKARD CO DEL		*CUSIP Number*	*428236103*					
30.0000	Sale	01/12/12	06/21/12	617.27	808.89	0.00	(191 62)	
27.0000	Sale	01/13/12	06/21/12	555.54	723.99	0 00	(168.45)	
60.0000	Sale	02/23/12	06/21/12	1,234.56	1,647.32	0.00	(412.76)	
	Security Subtotal			***2,407.37***	***3,180.20***	***0.00***	***(772.83)***	
JOHNSON CONTROLS INC		*CUSIP Number*	*478366107*					
45.0000	Sale	01/13/12	08/08/12	1,153.69	1,572.00	0.00	(418.31)	
KRAFT FOODS GROUP INC		*CUSIP Number*	*50076Q106*					
	Cash/Lieu	06/29/12	10/16/12	15.66	13.38	0.00	2.28	
KOHLS CORP WISC PV 1CT		*CUSIP Number*	*500255104*					
18.0000	Sale	03/15/11	01/27/12	836.59	961.03	0.00	(124.44)	
16.0000	Sale	03/16/11	01/27/12	743 64	854.08	0.00	(110.44)	
	Security Subtotal			***1,580.23***	***1,815.11***	***0.00***	***(234.88)***	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
MARATHON OIL CORP		*CUSIP Number*	*565849106*					
57.0000	Sale	02/23/12	11/27/12	1,765 14	1,980.92	0.00	(215 78)	
55.0000	Sale	05/14/12	11/27/12	1,703.22	1,402.94	0.00	300.28	
	Security Subtotal			***3,468.36***	***3,383.86***	***0.00***	***84.50***	
MACYS INC		*CUSIP Number*	*55616P104*					
23.0000	Sale	12/14/11	04/20/12	912.32	714.12	0.00	198 20	
PACCAR INC		*CUSIP Number*	*693718108*					
15.0000	Sale	02/10/12	08/08/12	605.34	647 54	0.00	(42.20)	
8.0000	Sale	02/13/12	08/08/12	322.86	348.17	0.00	(25.31)	
	Security Subtotal			***928.20***	***995.71***	***0.00***	***(67.51)***	
PG&E CORP		*CUSIP Number*	*69331C108*					
3.0000	Sale	10/24/11	10/23/12	126.60	127.66	0 00	(1.06)	
13.0000	Sale	10/25/11	10/23/12	548.62	553.64	0.00	(5 02)	
	Security Subtotal			***675.22***	***681.30***	***0.00***	***(6.08)***	
PPL CORPORATION		*CUSIP Number*	*69351T106*					
56.0000	Sale	08/09/11	04/20/12	1,521.64	1,432.36	0 00	89.28	
23.0000	Sale	08/25/11	04/20/12	624.97	642.17	0.00	(17.20)	
5.0000	Sale	08/25/11	04/23/12	135.10	139.60	0.00	(4.50)	
37.0000	Sale	09/12/11	04/23/12	999.76	1,024.47	0.00	(24.71)	
	Security Subtotal			***3,281.47***	***3,238.60***	***0.00***	***42.87***	
PEABODY ENERGY CORP COM		*CUSIP Number*	*704549104*					
25.0000	Sale	08/09/11	06/01/12	578.28	1,096.06	0.00	(517.78)	
PHILLIPS 66 SHS		*CUSIP Number*	*718546104*					
13.0000	Sale	05/14/12	11/27/12	648.70	408.10	0.00	240.60	
PUB SVC ENTERPRISE GRP		*CUSIP Number*	*744573106*					
31.0000	Sale	08/25/11	01/27/12	943.69	1,029.21	0.00	(85.52)	
35.0000	Sale	08/25/11	02/23/12	1,069.37	1,162.02	0.00	(92.65)	
5.0000	Sale	08/25/11	03/21/12	148.79	166.00	0.00	(17 21)	
5 0000	Sale	10/24/11	03/21/12	148.79	171.90	0.00	(23.11)	
41.0000	Sale	10/25/11	03/21/12	1,220 08	1,399.80	0 00	(179 72)	
	Security Subtotal			***3,530.72***	***3,928.93***	***0.00***	***(398.21)***	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
REYNOLDS AMERICAN INC		*CUSIP Number*	*761713106*					
44.0000	Sale	12/14/11	05/15/12	1,781.28	1,783.64	0.00	(2 36)	
SIMON PROPERTY GROUP DEL		*CUSIP Number*	*828806109*					
3.0000	Sale	08/25/11	07/12/12	472.44	350.65	0.00	121.79	
2 0000	Sale	08/25/11	08/08/12	316.26	233.76	0.00	82.50	
8.0000	Sale	12/14/11	08/08/12	1,265.04	968.79	0.00	296 25	
	Security Subtotal			***2,053.74***	***1,553.20***	***0.00***	***500.54***	
TJX COS INC NEW		*CUSIP Number*	*872540109*					
8.0000	Sale	10/24/11	06/21/12	339.71	239.62	0.00	100.09	
16.0000	Sale	10/25/11	06/21/12	679.44	477.42	0.00	202.02	
	Security Subtotal			***1,019.15***	***717.04***	***0.00***	***302.11***	
TIME WARNER INC SHS		*CUSIP Number*	*887317303*					
15.0000	Sale	10/24/11	03/21/12	537.19	523.56	0.00	13.63	
25.0000	Sale	10/25/11	03/21/12	895.32	859.06	0.00	36.26	
24.0000	Sale	10/25/11	08/27/12	1,006.86	824.70	0 00	182.16	
	Security Subtotal			***2,439.37***	***2,207.32***	***0.00***	***232.05***	
TIME WARNER CABLE INC		*CUSIP Number*	*88732J207*					
11.0000	Sale	02/16/11	01/12/12	713.04	791.23	0.00	(78.19)	
18 0000	Sale	02/16/11	01/13/12	1,165 89	1,294.74	0.00	(128.85)	
	Security Subtotal			***1,878.93***	***2,085.97***	***0.00***	***(207.04)***	
Covered Short Term Capital Gains and Losses Subtotal				**58,236.41**	**59,228.99**	**8.62**	**(983.96)**	
NET SHORT TERM CAPITAL GAINS AND LOSSES				**58,236.41**	**59,228.99**	**8.62**	**(983.96)**	

LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.

COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)

1e Quantity	Transaction Description	1b Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
APPLE INC		*CUSIP Number*	*037833100*					
3.0000	Sale	02/04/11	03/21/12	1,819.02	1,036.07	0 00	782 95	
HALLIBURTON COMPANY		*CUSIP Number*	*406216101*					
47.0000	Sale	01/26/11	03/21/12	1,601.80	1,935.53	0.00	(333.73)	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
HUMANA INC		*CUSIP Number*	*444859102*					
4 0000	Sale	03/15/11	08/27/12	279.71	256.23	0.00	23.48	
28 0000	Sale	03/16/11	08/27/12	1,957.99	1,781.93	0.00	176.06	
	Security Subtotal			***2,237.70***	***2,038.16***	***0.00***	***199.54***	
METLIFE INC	*COM*	*CUSIP Number*	*59156R108*					
33.0000	Sale	02/03/11	10/23/12	1,156.98	1,530.54	0 00	(373.56)	
20.0000	Sale	08/25/11	10/23/12	701.21	666.58	0.00	34.63	
	Security Subtotal			***1,858.19***	***2,197.12***	***0.00***	***(338.93)***	
ORACLE CORP $0.01	*DEL*	*CUSIP Number*	*68389X105*					
8.0000	Sale	02/03/11	08/08/12	249.22	264.00	0.00	(14.78)	
27 0000	Sale	03/25/11	08/08/12	841 12	897.36	0.00	(56.24)	
37.0000	Sale	03/25/11	11/27/12	1,165.31	1,229.70	0.00	(64.39)	
	Security Subtotal			***2,255.65***	***2,391.06***	***0.00***	***(135.41)***	
PG&E CORP		*CUSIP Number*	*69331C108*					
9.0000	Sale	02/03/11	10/23/12	379.80	416.25	0.00	(36.45)	
PRUDENTIAL FINANCIAL INC		*CUSIP Number*	*744320102*					
3.0000	Sale	02/03/11	11/27/12	153 84	186.30	0 00	(32.46)	
SIMON PROPERTY GROUP DEL		*CUSIP Number*	*828806109*					
8.0000	Sale	02/16/11	04/20/12	1,201.99	861.26	0.00	340.73	
7.0000	Sale	02/16/11	05/14/12	1,087.64	753.61	0.00	334.03	
7.0000	Sale	02/16/11	07/12/12	1,102 34	753.60	0.00	348.74	
	Security Subtotal			***3,391.97***	***2,368.47***	***0.00***	***1,023.50***	
TJX COS INC NEW		*CUSIP Number*	*872540109*					
18.0000	Sale	02/03/11	06/21/12	764 35	439.20	0.00	325.15	
VODAFONE GROP PLC SP ADR		*CUSIP Number*	*92857W209*					
5.0000	Sale	02/15/11	03/21/12	136.66	145.82	0 00	(9.16)	
6.0000	Sale	02/16/11	03/21/12	164.00	176.66	0 00	(12 66)	
59.0000	Sale	02/16/11	10/23/12	1,648.43	1,737.12	0 00	(88.69)	
4.0000	Sale	04/06/11	10/23/12	111.76	116.94	0 00	(5.18)	
61.0000	Sale	04/06/11	11/27/12	1,532 23	1,783.40	0.00	(251.17)	
	Security Subtotal			***3,593.08***	***3,959.94***	***0.00***	***(366.86)***	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
WAL-MART STORES INC		*CUSIP Number*	*931142103*					
25 0000	Sale	02/03/11	02/29/12	1,474.28	1,393.50	0.00	80 78	
Covered Long Term Capital Gains and Losses Subtotal				**19,529.68**	**18,361.60**	**0.00**	**1,168.08**	
NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)								
AVALONBAY CMMUN INC		*CUSIP Number*	*053484101*					
5 0000	Sale	01/14/09	05/14/12	722.60	262.21	0.00	460.39	
5 0000	Sale	03/24/09	05/14/12	722 61	253.40	0.00	469.21	
	Security Subtotal			***1,445.21***	***515.61***	***0.00***	***929.60***	
ACCENTURE PLC SHS		*CUSIP Number*	*G1151C101*					
5.0000	Sale	04/21/10	01/12/12	269.77	219.54	0.00	50.23	
AT&T INC		*CUSIP Number*	*00206R102*					
4.0000	Sale	10/27/08	06/21/12	140.68	99 65	0.00	41.03	
64.0000	Sale	11/26/08	06/21/12	2,251.03	1,797.12	0.00	453.91	
4.0000	Sale	06/23/09	06/21/12	140.70	98.66	0.00	42.04	
26.0000	Sale	06/23/09	06/29/12	925.99	641 31	0 00	284 68	
10.0000	Sale	09/17/09	06/29/12	356.16	263 68	0 00	92.48	
16.0000	Sale	09/17/09	08/08/12	596.34	421 89	0.00	174.45	
	Security Subtotal			***4,410.90***	***3,322.31***	***0.00***	***1,088.59***	
AMN ELEC POWER CO		*CUSIP Number*	*025537101*					
34.0000	Sale	04/16/09	02/29/12	1,276.68	920.50	0.00	356.18	
10.0000	Sale	06/03/09	02/29/12	375.50	261.45	0.00	114.05	
	Security Subtotal			***1,652.18***	***1,181.95***	***0.00***	***470.23***	
AMER EXPRESS COMPANY		*CUSIP Number*	*025816109*					
1.0000	Sale	09/09/09	10/23/12	55.58	33.73	0.00	21 85	
52.0000	Sale	10/19/09	10/23/12	2,890.67	1,858.53	0.00	1,032.14	
	Security Subtotal			***2,946.25***	***1,892.26***	***0.00***	***1,053.99***	
AMGEN INC COM PV $0.0001		*CUSIP Number*	*031162100*					
21.0000	Sale	10/27/08	04/20/12	1,435 86	1,174.85	0.00	261.01	
7.0000	Sale	11/26/08	04/20/12	478.62	384.86	0 00	93.76	
19 0000	Sale	11/26/08	05/14/12	1,337.18	1,044.62	0.00	292.56	

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2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
AMGEN INC COM PV $0.0001		*CUSIP Number*	*031162100*					
6.0000	Sale	11/26/08	06/29/12	436 37	329 88	0.00	106.49	
12.0000	Sale	06/21/10	06/29/12	872.74	691.54	0.00	181.20	
7.0000	Sale	08/24/10	06/29/12	509 10	359.32	0.00	149.78	
	Security Subtotal			***5,069.87***	***3,985.07***	***0.00***	***1,084.80***	
APACHE CORP		*CUSIP Number*	*037411105*					
3 0000	Sale	10/01/09	08/08/12	265.54	270.61	0.00	(5 07)	
8.0000	Sale	05/21/10	08/08/12	708.13	711.29	0.00	(3.16)	
	Security Subtotal			***973.67***	***981.90***	***0.00***	***(8.23)***	
BHP BILLITON LTD ADR		*CUSIP Number*	*088606108*					
15.0000	Sale	12/22/08	04/20/12	1,106 68	603.87	0 00	502.81	
21.0000	Sale	12/22/08	10/23/12	1,470.43	845.41	0 00	625 02	
14.0000	Sale	06/21/10	10/23/12	980.29	991.43	0 00	(11.14)	
	Security Subtotal			***3,557.40***	***2,440.71***	***0.00***	***1,116.69***	
CARNIVAL CORP PAIRED SHS		*CUSIP Number*	*143658300*					
34.0000	Sale	07/09/09	01/27/12	1,033.84	859.84	0 00	174.00	
26.0000	Sale	08/25/09	01/27/12	790.59	807.45	0.00	(16 86)	
	Security Subtotal			***1,824.43***	***1,667.29***	***0.00***	***157.14***	
CONOCOPHILLIPS		*CUSIP Number*	*20825C104*					
24.0000	Sale	04/21/10	02/23/12	1,787.91	1,365.47	0.00	422.44	
1.0000	Sale	06/01/10	02/23/12	74.50	51.22	0.00	23.28	
	Security Subtotal			***1,862.41***	***1,416.69***	***0.00***	***445.72***	
DISNEY (WALT) CO COM STK		*CUSIP Number*	*254687106*					
21.0000	Sale	03/05/10	06/29/12	1,015 80	694.71	0.00	321.09	
EXXON MOBIL CORP COM		*CUSIP Number*	*30231G102*					
13.0000	Sale	11/26/08	07/12/12	1,094 88	1,019.51	0.00	75.37	
GENL DYNAMICS CORP COM		*CUSIP Number*	*369550108*					
12.0000	Sale	07/09/09	02/10/12	843.18	618.26	0.00	224.92	
1.0000	Sale	07/09/09	02/13/12	70.46	51.52	0.00	18.94	
4.0000	Sale	10/19/09	02/13/12	281.84	274.85	0.00	6.99	
22 0000	Sale	10/19/09	11/27/12	1,429 82	1,511.66	0.00	(81.84)	
	Security Subtotal			***2,625.30***	***2,456.29***	***0.00***	***169.01***	

SILLS FOUNDATION, INC.

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1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
GENERAL ELECTRIC		CUSIP Number	369604103					
44.0000	Sale	08/10/09	07/12/12	858.74	648.89	0.00	209 85	
20.0000	Sale	08/10/09	08/08/12	419.71	294.95	0.00	124.76	
25.0000	Sale	08/25/09	08/08/12	524.64	356.77	0 00	167.87	
	Security Subtotal			***1,803.09***	***1,300.61***	***0.00***	***502.48***	
HESS CORP		CUSIP Number	42809H107					
22.0000	Sale	09/09/09	05/14/12	1,027.75	1,170 61	0.00	(142.86)	
19.0000	Sale	06/21/10	05/14/12	887.62	1,082.16	0.00	(194.54)	
	Security Subtotal			***1,915.37***	***2,252.77***	***0.00***	***(337.40)***	
JOHNSON AND JOHNSON COM		CUSIP Number	478160104					
26.0000	Sale	04/13/10	06/21/12	1,722.67	1,705.88	0.00	16.79	
11.0000	Sale	04/21/10	06/21/12	728 83	717.78	0.00	11.05	
	Security Subtotal			***2,451.50***	***2,423.66***	***0.00***	***27.84***	
METLIFE INC COM		CUSIP Number	59156R108					
10.0000	Sale	04/23/09	02/23/12	379.59	262.55	0.00	117.04	
26.0000	Sale	04/29/09	02/23/12	986.95	760.03	0.00	226.92	
5.0000	Sale	10/26/09	02/23/12	189.80	187.02	0 00	2.78	
15.0000	Sale	10/26/09	10/23/12	525.89	561.07	0.00	(35.18)	
24.0000	Sale	01/26/10	10/23/12	841.43	877.27	0 00	(35.84)	
	Security Subtotal			***2,923.66***	***2,647.94***	***0.00***	***275.72***	
MICROSOFT CORP		CUSIP Number	594918104					
30.0000	Sale	01/23/09	05/25/12	874.94	520.44	0.00	354.50	
4.0000	Sale	06/23/09	05/25/12	116.66	94.21	0.00	22.45	
31 0000	Sale	06/23/09	11/27/12	844 12	730.10	0.00	114.02	
	Security Subtotal			***1,835.72***	***1,344.75***	***0.00***	***490.97***	
ORACLE CORP $0 01 DEL		CUSIP Number	68389X105					
36.0000	Sale	03/31/09	05/25/12	942.92	652.85	0 00	290 07	
PG&E CORP		CUSIP Number	69331C108					
24.0000	Sale	10/19/09	01/27/12	981.05	1,031.10	0.00	(50.05)	
37.0000	Sale	10/19/09	10/23/12	1,561.41	1,589.62	0.00	(28.21)	
	Security Subtotal			***2,542.46***	***2,620.72***	***0.00***	***(78.26)***	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
PRUDENTIAL FINANCIAL INC		CUSIP Number	744320102					
40.0000	Sale	05/15/09	11/27/12	2,051.11	1,521.19	0.00	529.92	
15.0000	Sale	05/21/10	11/27/12	769.16	834.25	0.00	(65.09)	
	Security Subtotal			***2,820.27***	***2,355.44***	***0.00***	***464.83***	
PEABODY ENERGY CORP COM		CUSIP Number	704549104					
10.0000	Sale	03/12/10	06/01/12	231.30	483.84	0.00	(252 54)	
33.0000	Sale	06/21/10	06/01/12	763.31	1,424.46	0.00	(661 15)	
	Security Subtotal			***994.61***	***1,908.30***	***0.00***	***(913.69)***	
PHILLIPS 66 SHS		CUSIP Number	718546104					
15.0000	Sale	06/01/10	11/27/12	748.49	352.06	0 00	396.43	
9.0000	Sale	06/21/10	11/27/12	449 09	234.22	0.00	214 87	
	Security Subtotal			***1,197.58***	***586.28***	***0.00***	***611.30***	
PEPSICO INC		CUSIP Number	713448108					
2 0000	Sale	03/10/09	02/23/12	125.88	92.98	0.00	32.90	
13.0000	Sale	04/23/09	02/23/12	818.23	622.09	0.00	196.14	
17.0000	Sale	05/15/09	02/23/12	1,070.00	853.86	0.00	216.14	
	Security Subtotal			***2,014.11***	***1,568.93***	***0.00***	***445.18***	
REYNOLDS AMERICAN INC		CUSIP Number	761713106					
31.0000	Sale	12/03/10	05/14/12	1,254.87	1,000.08	0.00	254 79	
4.0000	Sale	12/03/10	05/15/12	161 93	129 04	0.00	32.89	
29 0000	Sale	12/06/10	05/15/12	1,174.01	948 05	0.00	225 96	
	Security Subtotal			***2,590.81***	***2,077.17***	***0.00***	***513.64***	
TJX COS INC NEW		CUSIP Number	872540109					
32.0000	Sale	10/14/08	05/14/12	1,290.10	436.34	0.00	853.76	
6 0000	Sale	10/27/08	05/14/12	241.90	70.85	0.00	171.05	
42.0000	Sale	10/27/08	06/01/12	1,721 10	495.98	0.00	1,225.12	
30 0000	Sale	11/26/08	06/01/12	1,229 36	334.95	0 00	894.41	
6.0000	Sale	11/26/08	06/21/12	254 78	66.99	0.00	187.79	
28.0000	Sale	03/10/09	06/21/12	1,189 00	323.44	0.00	865 56	
	Security Subtotal			***5,926.24***	***1,728.55***	***0.00***	***4,197.69***	
UNITEDHEALTH GROUP INC		CUSIP Number	91324P102					
23.0000	Sale	05/15/09	08/27/12	1,260.33	635.72	0.00	624.61	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B — 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3 Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
UNION PACIFIC CORP		*CUSIP Number*	*907818108*					
9.0000	Sale	11/10/09	06/01/12	975.84	558.45	0 00	417.39	
UNITED TECHS CORP COM		*CUSIP Number*	*913017109*					
27.0000	Sale	10/27/08	06/01/12	1,946.10	1,254.85	0.00	691.25	
5.0000	Sale	11/26/08	06/01/12	360.39	233.29	0 00	127.10	
	Security Subtotal			***2,306.49***	***1,488.14***	***0.00***	***818.35***	
VERIZON COMMUNICATNS COM		*CUSIP Number*	*92343V104*					
15.0000	Sale	10/27/08	02/10/12	563.39	391.70	0.00	171.69	
77.0000	Sale	11/26/08	02/10/12	2,892.11	2,319.75	0.00	572.36	
	Security Subtotal			***3,455.50***	***2,711.45***	***0.00***	***744.05***	
VODAFONE GROP PLC SP ADR		*CUSIP Number*	*92857W209*					
37.0000	Sale	11/02/10	03/21/12	1,011.28	1,033.72	0.00	(22.44)	
WELLS FARGO & CO NEW DEL		*CUSIP Number*	*949746101*					
14.0000	Sale	11/26/08	03/21/12	478.76	383.88	0.00	94 88	
Noncovered Long Term Capital Gains and Losses Subtotal				**68,194.61**	**52,073.17**	**0.00**	**16,121.44**	
NET LONG TERM CAPITAL GAINS AND LOSSES				**87,724.29**	**70,434.77**	**0.00**	**17,289.52**	
TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES				**145,960.70**				
TOTAL REPORTED SALES PROCEEDS				**145,960.70**				

(W) This transaction has been identified as a "Wash Sale" based on IRS regulations. The Wash Sale Loss Disallowed column reflects the deferred loss amount. The cost basis of the related transaction(s) has been adjusted by the deferred loss amount from either the cost basis on purchases or proceeds from short sales. Please refer to the instructions for Form 8949 for how to report the deferred loss amount and applicable adjustment code.

2012 REALIZED CAPITAL GAIN AND LOSS SUMMARY

COVERED SHORT TERM GAINS/LOSSES	NONCOVERED SHORT TERM GAINS/LOSSES	COVERED LONG TERM GAINS/LOSSES	NONCOVERED LONG TERM GAINS/LOSSES
(983.96)	0.00	1,168.08	16,121.44

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

The following sections are provided to facilitate your review and the preparation of your tax return.

The 2012 Proceeds from Broker and Barter Exchange Transactions section includes both sales of positions for "covered securities" and "noncovered securities." A covered security includes those with a purchase date within the following timeline: Equities acquired on or after January 1, 2011 and Mutual Funds acquired on or after January 1, 2012. Legislation requires reporting the gross proceeds of the sales of "covered" and "noncovered" securities and the adjusted cost basis for "covered securities." Any sale of a security that is considered a "noncovered security" will still be included in this section with the adjusted cost basis (where available).

In calculating gain (loss), unless otherwise noted, it was assumed that the oldest position was liquidated first, and that you have made an election to amortize the premium paid on the purchase of taxable bonds. Under the Cost Basis Reporting Regulations, brokers need not track wash sale activity for substantially identical securities, transactions across accounts, or between covered and non-covered securities. However, you as a taxpayer still have to track and report wash sales as you have in the past which would include all of the aforementioned transaction types. Securities distributed from a retirement account reflect the tax basis on the date of distribution. Other methods for calculating gain (loss) are available. The cost basis for most Original Issue Discount ("OID") obligations includes the accretion of OID. For purposes of allocating original purchase price to the components of an equity unit consisting of a purchase contract and a debt security subject to a remarketing event, we assumed that the fair market value of the debt security on purchase date was equal to its adjusted issue price. The difference between your original cost and the amount allocable to the debt component was allocated to the purchase contract. In making adjustments to the cost basis of the purchase contract, it was assumed that the unit holder included contract adjustment payments in income when received.

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SHORT TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)								
AUTOLIV INC		*CUSIP Number*	*052800109*					
6.0000	Sale	07/30/12	08/21/12	365.33	339.35	0.00	25 98	
ALCATEL LUCENT SPD ADR		*CUSIP Number*	*013904305*					
166.0000	Sale	12/21/11	12/19/12	235.74	255.46	0.00	(19.72)	
ARKEMA ADR		*CUSIP Number*	*041232109*					
10.0000	Sale	05/02/12	08/21/12	857.48	894.39	0.00	(36.91)	
BHP BILLITON PLC SP ADR		*CUSIP Number*	*05545E209*					
10.0000	Sale	08/31/11	08/21/12	616.19	688.44	0 00	(72.25)	
BANK OF NOVA SCOTIA		*CUSIP Number*	*064149107*					
7.0000	Sale	08/02/12	08/21/12	377.22	357.65	0 00	19.57	
BRAMBLES LTD SHS		*CUSIP Number*	*105105100*					
33 0000	Sale	05/02/12	08/21/12	465 29	509.76	0.00	(44.47)	
BRIDGESTONE CORP ADR		*CUSIP Number*	*108441205*					
10.0000	Sale	10/07/11	08/21/12	472.99	457.01	0.00	15.98	
41.0000	Sale	10/07/11	09/24/12	1,919 51	1,873.74	0 00	45.77	
20.0000	Sale	02/29/12	09/24/12	936.35	979.17	0.00	(42.82)	
	Security Subtotal			***3,328.85***	***3,309.92***	***0.00***	***18.93***	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e .Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
COGNIZANT TECH SOLUTNS A		*CUSIP Number*	*192446102*					
4.0000	Sale	05/07/12	08/21/12	256.35	233.00	0.00	23.35	
CNOOC LTD ADR		*CUSIP Number*	*126132109*					
4.0000	Sale	06/18/12	07/26/12	776.72	806.22	0.00	(29.50)	
1.0000	Sale	06/18/12	08/21/12	194.61	201.56	0.00	(6.95)	
	Security Subtotal			***971.33***	***1,007.78***	***0.00***	***(36.45)***	
CAIRN ENERGY PLC SHS ADR		*CUSIP Number*	*12776P200*					
36.0000	Sale	07/30/12	08/21/12	336.95	328.66	0.00	8.29	
DEUTSCHE BOERSE AG SHS		*CUSIP Number*	*251542106*					
90.0000	Sale	02/17/12	08/21/12	465.29	597.66	0.00	(132.37)	
ECOPETROL SA SPON ADR		*CUSIP Number*	*279158109*					
10 0000	Sale	06/22/12	08/21/12	593.29	570.91	0.00	22.38	
FANUC LTD-UNSP		*CUSIP Number*	*307305102*					
21.0000	Sale	02/15/12	08/21/12	580.22	623 06	0 00	(42.84)	
GOLDCORP INC		*CUSIP Number*	*380956409*					
1 0000	Sale	09/18/12	12/20/12	35 21	46 45	0.00	(11.24)	
ICAP PLC SPONSORED ADR		*CUSIP Number*	*450936109*					
60.0000	Sale	03/07/12	08/21/12	634.79	746.03	0.00	(111.24)	
INFORMA PLC UNSP ADR		*CUSIP Number*	*45672B107*					
39 0000	Sale	11/08/11	08/21/12	492.56	468.87	0.00	23.69	
JUPITER TELECOM CO ADR		*CUSIP Number*	*48206M102*					
	Cash/Lieu	09/29/11	09/10/12	9.82	10 34	0.00	(0.52)	
L OREAL CO ADR		*CUSIP Number*	*502117203*					
23.0000	Sale	09/09/11	08/21/12	580.28	460 57	0.00	119 71	
NTT DOCOMO INC SPD ADR		*CUSIP Number*	*62942M201*					
67.0000	Sale	09/23/11	05/09/12	1,100.69	1,267.77	0.00	(167.08)	
133.0000	Sale	09/26/11	05/09/12	2,184.96	2,536 00	0.00	(351.04)	
	Security Subtotal			***3,285.65***	***3,803.77***	***0.00***	***(518.12)***	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
NXP SEMICONDUCTORS N.V.		CUSIP Number	N6596X109					
57.0000	Sale	04/04/11	01/19/12	1,091.49	1,758 25	0 00	(666 76)	
14.0000	Sale	04/04/11	01/19/12	268.08	495.95	0.00 (Y)	(227.87)	
32.0000	Sale	04/05/11	01/19/12	612.77	1,000.36	0.00	(387.59)	
44.0000	Sale	06/30/11	01/19/12	842.56	1,168.66	0.00	(326.10)	
	Security Subtotal			**2,814.90**	**4,423.22**	**0.00**	**(1,608.32)**	
OGX PETROLEO E-SPON ADR		CUSIP Number	670849108					
125.0000	Sale	07/11/11	06/06/12	611.31	1,160 72	0.00	(549 41)	
55.0000	Sale	07/11/11	06/06/12	268.97	518 94	0.00 (Y)	(249.97)	
204.0000	Sale	07/12/11	06/06/12	997.67	1,895.06	0.00	(897 39)	
	Security Subtotal			**1,877.95**	**3,574.72**	**0.00**	**(1,696.77)**	
PERNOD-RICARD SA-UNSPON		CUSIP Number	714264207					
35.0000	Sale	06/20/12	08/21/12	755.98	710.22	0.00	45.76	
PRECISION DRILLING CORP		CUSIP Number	74022D308					
49.0000	Sale	06/27/11	06/27/12	304.61	655.84	0 00	(351 23)	
17.0000	Sale	06/28/11	06/27/12	105.68	230.51	0.00	(124.83)	
72.0000	Sale	06/30/11	06/27/12	447 60	1,031.04	0.00	(583.44)	
94.0000	Sale	03/14/12	06/27/12	584.38	1,035 72	0.00	(451.34)	
31.0000	Sale	04/24/12	06/27/12	192.73	284 62	0.00	(91.89)	
54 0000	Sale	04/24/12	06/28/12	337.29	495.78	0.00	(158.49)	
49.0000	Sale	04/25/12	06/28/12	306 07	462.57	0 00	(156 50)	
	Security Subtotal			**2,278.36**	**4,196.08**	**0.00**	**(1,917.72)**	
PETROFAC LTD-		CUSIP Number	716473103					
38.0000	Sale	11/01/11	08/21/12	444.21	418.38	0.00	25.83	
POTASH CORP SASKATCHEWAN		CUSIP Number	73755L107					
24.0000	Sale	05/12/11	04/30/12	1,017.24	1,235.38	0.00	(218.14)	
21.0000	Sale	08/05/11	04/30/12	890.09	1,109.09	0.00	(219.00)	
	Security Subtotal			**1,907.33**	**2,344.47**	**0.00**	**(437.14)**	
SOFTBANK CORP SHS		CUSIP Number	83404D109					
49.0000	Sale	04/04/12	08/21/12	979.49	699.76	0.00	279.73	
58 0000	Sale	04/04/12	09/21/12	1,166.29	828 28	0.00	338.01	
	Security Subtotal			**2,145.78**	**1,528.04**	**0.00**	**617.74**	

Merrill Lynch
Bank of America Corporation

Account No. 7L7-04050 | Taxpayer No. 38-3352516

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SBERBANK SPONSORED ADR		*CUSIP Number*	*80585Y308*					
35.0000	Sale	07/27/12	08/21/12	409.14	390.07	0.00	19.07	
TULLOW OIL PLC SHS		*CUSIP Number*	*899415202*					
49.0000	Sale	11/01/11	08/21/12	522.33	532.62	0.00	(10.29)	
TOYOTA MOTOR CORP ADR		*CUSIP Number*	*892331307*					
10 0000	Sale	02/07/12	08/21/12	818.28	794.44	0.00	23.84	
19.0000	Sale	02/07/12	09/19/12	1,564.33	1,509.44	0.00	54.89	
	Security Subtotal			***2,382.61***	***2,303.88***	***0.00***	***78.73***	
UNTD OVERSEAS BK SPN ADR		*CUSIP Number*	*911271302*					
20.0000	Sale	01/26/12	08/21/12	635.19	549.00	0.00	86.19	
Covered Short Term Capital Gains and Losses Subtotal				**30,661.62**	**36,222.77**	**0.00**	**(5,561.15)**	

NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5 Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
BRAMBLES LTD SHS		*CUSIP Number*	*105105100*					
225.0000	Prin Payment	07/18/12	07/18/12	3.36	3.36	0.00	0.00	
CREDIT SUISSE GP SP ADR		*CUSIP Number*	*225401108*					
87.0000	Prin Payment	08/14/12	08/14/12	3.38	3.38	0.00	0 00	
SUBSEA 7 SA SPONSRD ADR		*CUSIP Number*	*864323100*					
196 0000	Prin Payment	08/27/12	08/27/12	37.55	37.55	0.00	0.00	
Noncovered Short Term Capital Gains and Losses Subtotal				**44.29**	**44.29**	**0.00**	**0.00**	
NET SHORT TERM CAPITAL GAINS AND LOSSES				**30,705.91**	**36,267.06**	**0.00**	**(5,561.15)**	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
LONG TERM CAPITAL GAINS AND LOSSES - 1099-B Line 1c.								
COVERED TRANSACTIONS - 1099-B Line 6b. (cost basis reported to the IRS)								
ALCATEL LUCENT	*SPD ADR*	*CUSIP Number*	*013904305*					
196.0000	Sale	01/27/11	12/19/12	278.33	672.04	0.00	(393.71)	
144.0000	Sale	08/12/11	12/19/12	204.49	539.83	0.00	(335 34)	
	Security Subtotal			***482.82***	***1,211.87***	***0.00***	***(729.05)***	
BAYTEX ENERGY CORP SHS		*CUSIP Number*	*07317Q105*					
41.0000	Sale	03/18/11	06/20/12	1,729.60	2,323.11	0.00	(593.51)	
1.0000	Sale	03/18/11	06/21/12	39.65	56.66	0.00	(17.01)	
15.0000	Sale	04/14/11	06/21/12	594.88	885.74	0.00	(290.86)	
24.0000	Sale	05/24/11	06/21/12	951.83	1,336.92	0.00	(385 09)	
	Security Subtotal			***3,315.96***	***4,602.43***	***0.00***	***(1,286.47)***	
CREDIT SUISSE GP SP ADR		*CUSIP Number*	*225401108*					
15 0000	Sale	09/18/09	06/27/12	267 97	601.77	0.00 (Y)	(333 80)	
1.0000	Sale	01/27/11	08/21/12	18 66	45.55	0.00	(26.89)	
	Security Subtotal			***286.63***	***647.32***	***0.00***	***(360.69)***	
CSL LTD SHS		*CUSIP Number*	*12637N105*					
76.0000	Sale	07/07/11	08/07/12	1,592.68	1,331.12	0.00	261.56	
30 0000	Sale	07/07/11	08/21/12	647.99	525.44	0 00	122.55	
	Security Subtotal			***2,240.67***	***1,856.56***	***0.00***	***384.11***	
DEUTSCHE TELE AG SPN ADR		*CUSIP Number*	*251566105*					
52.0000	Sale	04/13/11	08/21/12	610 47	836.19	0 00	(225 72)	
DIAGEO PLC SPSD ADR NEW		*CUSIP Number*	*25243Q205*					
6.0000	Sale	01/27/11	06/22/12	597.27	475.11	0 00	122.16	
ERICSSON AMERICAN		*CUSIP Number*	*294821608*					
65 0000	Sale	03/16/11	08/21/12	636 52	757.58	0.00	(121.06)	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
GOLDCORP INC		*CUSIP Number*	*380956409*					
20.0000	Sale	05/16/11	08/21/12	781.48	974.26	192.78 (W)	0.00	
54.0000	Sale	05/16/11	12/20/12	1,901.18	2,630.52	0.00	(729.34)	
20.0000	Sale	06/13/11	12/20/12	704.14	1,121.79	0.00 (Y)	(417.65)	
53.0000	Sale	08/05/11	12/20/12	1,865.99	2,475.29	0.00	(609 30)	
	Security Subtotal			***5,252.79***	***7,201.86***	***192.78***	***(1,756.29)***	
GAFISA S A SPON ADR		*CUSIP Number*	*362607301*					
32.0000	Sale	01/27/11	05/16/12	102.39	409.28	0 00	(306 89)	
KDDI CORP SHS		*CUSIP Number*	*48667L106*					
36.0000	Sale	01/27/11	04/10/12	567.07	521.10	0.00	45.97	
LVMH MOET HENNESSY ADR		*CUSIP Number*	*502441306*					
91.0000	Sale	03/24/11	08/21/12	3,020.17	2,848.23	0.00	171.94	
MTN GROUP LTD-SPONS ADR		*CUSIP Number*	*62474M108*					
35.0000	Sale	01/27/11	03/01/12	630.40	642.60	0.00	(12.20)	
NOVARTIS ADR		*CUSIP Number*	*66987V109*					
8.0000	Sale	01/27/11	08/21/12	481.11	451.34	0.00	29.77	
1.0000	Sale	02/07/11	08/21/12	60.14	56.69	0 00	3 45	
	Security Subtotal			***541.25***	***508.03***	***0.00***	***33.22***	
NORDEA BANK AB-SPON ADR		*CUSIP Number*	*65557A206*					
88.0000	Sale	03/24/11	08/21/12	843.90	983.28	0.00	(139.38)	
PENN WEST PETE LTD NEW		*CUSIP Number*	*707887105*					
89.0000	Sale	02/14/11	06/15/12	1,266.42	2,415.90	0 00	(1,149 48)	
16.0000	Sale	04/14/11	06/15/12	227.68	415.32	0 00	(187 64)	
31.0000	Sale	04/14/11	06/18/12	433.70	804.67	0.00	(370 97)	
	Security Subtotal			***1,927.80***	***3,635.89***	***0.00***	***(1,708.09)***	
POTASH CORP SASKATCHEWAN		*CUSIP Number*	*73755L107*					
6.0000	Sale	01/27/11	04/30/12	254.31	348.98	0 00	(94.67)	
RIO TINTO PLC SPNSRD ADR		*CUSIP Number*	*767204100*					
10.0000	Sale	01/27/11	07/20/12	452.46	705.50	0.00	(253.04)	

SILLS FOUNDATION, INC.

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1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SUN HG KAI PPTY SPSD ADR		*CUSIP Number*	*86676H302*					
26.0000	Sale	01/27/11	03/23/12	356 72	446.68	0.00	(89 96)	
SHINHAN FINL GRP SP ADR		*CUSIP Number*	*824596100*					
8 0000	Sale	04/18/11	08/21/12	522.79	698.49	0.00	(175.70)	
SAGE GROUP PLC UNSP ADR		*CUSIP Number*	*78663S102*					
16.0000	Sale	01/27/11	11/01/12	318 06	303.52	0.00	14.54	
SUBSEA 7 SA SPONSRD ADR		*CUSIP Number*	*864323100*					
8.0000	Sale	05/23/11	06/06/12	157.68	197.00	0 00	(39.32)	
28.0000	Sale	05/23/11	06/07/12	557.51	689.50	0.00	(131.99)	
20 0000	Sale	05/23/11	08/21/12	464.39	488.67	0.00	(24.28)	
	Security Subtotal			***1,179.58***	***1,375.17***	***0.00***	***(195.59)***	
TESCO PLC SPNRD ADR		*CUSIP Number*	*881575302*					
31.0000	Sale	10/08/08	08/21/12	496.62	621.09	0.00 (Y)	(124.47)	
1.0000	Sale	10/08/08	09/18/12	16 77	20.04	0 00 (Y)	(3 27)	
	Security Subtotal			***513.39***	***641.13***	***0.00***	***(127.74)***	
TURKIYE GRTI BK SPN ADR		*CUSIP Number*	*900148701*					
80.0000	Sale	01/27/11	07/27/12	309.51	375.20	0 00	(65.69)	
Covered Long Term Capital Gains and Losses Subtotal				**24,962.93**	**32,032.00**	**192.78**	**(6,876.29)**	

NONCOVERED TRANSACTIONS - 1099-B Line 6a. (cost basis not reported to the IRS)

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
AKZO NOBEL N V SPNSD ADR		*CUSIP Number*	*010199305*					
39.0000	Sale	03/03/10	08/21/12	718.36	711.41	0.00	6 95	
ANHEUSER-BUSCH INBEV ADR		*CUSIP Number*	*03524A108*					
8.0000	Sale	07/02/09	08/21/12	652.43	307.85	0.00	344.58	
ACCENTURE PLC SHS		*CUSIP Number*	*G1151C101*					
8.0000	Sale	06/04/09	08/21/12	487 51	240.90	0 00	246.61	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
ALCATEL LUCENT	SPD ADR	CUSIP Number	013904305					
231.0000	Sale	05/27/10	08/21/12	275.92	588.17	0.00	(312.25)	
100.0000	Sale	10/29/10	08/21/12	119 45	347.86	0.00	(228 41)	
165.0000	Sale	10/29/10	12/18/12	229.73	573.97	0.00	(344.24)	
330 0000	Sale	11/05/10	12/18/12	459 49	1,073.95	0.00	(614.46)	
189.0000	Sale	11/05/10	12/19/12	268.39	615 08	0 00	(346.69)	
	Security Subtotal			***1,352.98***	***3,199.03***	***0.00***	***(1,846.05)***	
BASF SE	SPONSORED ADR	CUSIP Number	055262505					
2.0000	Sale	02/23/09	06/28/12	128.40	57.39	0.00	71.01	
10.0000	Sale	01/28/10	06/28/12	642.01	566.52	0.00	75.49	
8.0000	Sale	01/28/10	08/21/12	623.83	453.21	0.00	170.62	
	Security Subtotal			***1,394.24***	***1,077.12***	***0.00***	***317.12***	
BG GROUP PLC	SPON ADR	CUSIP Number	055434203					
39.0000	Sale	01/26/10	06/06/12	745.96	744.65	0.00	1.31	
29.0000	Sale	01/26/10	08/21/12	596.23	553.72	0.00	42.51	
	Security Subtotal			***1,342.19***	***1,298.37***	***0.00***	***43.82***	
BUNZL PLC	ADR	CUSIP Number	120738406					
3.0000	Sale	09/23/08	08/21/12	262.13	190 92	0.00	71.21	
8.0000	Sale	10/27/08	08/21/12	699.03	349.60	0.00	349.43	
8.0000	Sale	10/27/08	10/18/12	696.39	349.60	0.00	346.79	
3.0000	Sale	11/21/08	10/18/12	261.15	136.21	0.00	124.94	
	Security Subtotal			***1,918.70***	***1,026.33***	***0.00***	***892.37***	
CREDIT SUISSE GP SP ADR		CUSIP Number	225401108					
41.0000	Sale	08/19/09	01/12/12	949.66	2,021.36	0.00	(1,071.70)	
11.0000	Sale	08/19/09	06/27/12	196.50	542.31	0.00	(345.81)	
7.0000	Sale	07/21/10	06/27/12	125.06	293.32	0 00	(168.26)	
18.0000	Sale	07/21/10	06/28/12	309.35	754.27	0.00	(444.92)	
15.0000	Sale	07/21/10	08/21/12	279.89	627.97	0.00	(348.08)	
	Security Subtotal			***1,860.46***	***4,239.23***	***0.00***	***(2,378.77)***	
CANON INC ADR REP5SH		CUSIP Number	138006309					
9.0000	Sale	07/28/09	08/21/12	308.50	323 10	0.00	(14.60)	
CORUS ENTMT INC CL B N V		CUSIP Number	220874101					
22.0000	Sale	01/13/10	08/21/12	517 65	411.60	0.00	106 05	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
CHINA MOBILE LTD SPN ADR		*CUSIP Number*	*16941M109*					
10.0000	Sale	09/23/08	02/14/12	510.60	510.80	0 00	(0.20)	
10.0000	Sale	09/29/08	02/14/12	510.61	467.64	0 00	42.97	
2.0000	Sale	10/13/08	02/14/12	102.12	98.08	0 00	4.04	
3.0000	Sale	10/21/08	02/14/12	153.18	132.94	0 00	20.24	
1.0000	Sale	10/27/08	02/14/12	51.07	36.28	0.00	14.79	
11 0000	Sale	10/27/08	08/21/12	584.08	399.08	0.00	185.00	
	Security Subtotal			***1,911.66***	***1,644.82***	***0.00***	***266.84***	
CENOVUS ENERGY INC		*CUSIP Number*	*15135U109*					
15.0000	Sale	05/03/10	08/21/12	503.69	441.98	0.00	61.71	
DIAGEO PLC SPSD ADR NEW		*CUSIP Number*	*25243Q205*					
6.0000	Sale	11/25/08	06/21/12	599.74	330.54	0.00	269.20	
5.0000	Sale	06/11/09	06/21/12	499.78	283.36	0.00	216.42	
26.0000	Sale	06/24/09	06/21/12	2,598.90	1,488.39	0.00	1,110.51	
3 0000	Sale	06/24/09	06/22/12	298.63	171.74	0 00	126.89	
	Security Subtotal			***3,997.05***	***2,274.03***	***0.00***	***1,723.02***	
EXPERIAN PLC SP ADR		*CUSIP Number*	*30215C101*					
96 0000	Sale	10/27/08	04/02/12	1,506.60	435.84	0.00	1,070.76	
64.0000	Sale	10/27/08	08/21/12	1,013.81	290.56	0.00	723.25	
66.0000	Sale	10/27/08	11/12/12	1,090.89	299 64	0.00	791.25	
12 0000	Sale	11/25/08	11/12/12	198.35	69.72	0.00	128.63	
	Security Subtotal			***3,809.65***	***1,095.76***	***0.00***	***2,713.89***	
FRESENIUS MEDICAL CARE		*CUSIP Number*	*358029106*					
13.0000	Sale	10/27/08	08/21/12	933.51	529.75	0.00	403.76	
26.0000	Sale	10/27/08	12/17/12	891.95	529.75	0.00	362 20	
17.0000	Sale	10/27/08	12/18/12	587.46	346.37	0.00	241.09	
9.0000	Sale	10/27/08	12/19/12	310.74	183.38	0.00	127.36	
5.0000	Sale	11/25/08	12/19/12	172.64	115.72	0.00	56.92	
14.0000	Sale	11/25/08	12/20/12	482.53	324.03	0.00	158.50	
6 0000	Sale	11/25/08	12/20/12	207.66	138.87	0 00	68.79	
7.0000	Sale	11/25/08	12/21/12	240.66	162.02	0.00	78.64	
	Security Subtotal			***3,827.15***	***2,329.89***	***0.00***	***1,497.26***	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
GAFISA S A SPON ADR		*CUSIP Number*	*362607301*					
133.0000	Sale	05/13/10	05/16/12	425.52	1,745.41	0.00	(1,319.89)	
62.0000	Sale	07/21/10	05/16/12	198.36	874.89	0.00	(676.53)	
	Security Subtotal			***623.88***	***2,620.30***	***0.00***	***(1,996.42)***	
GIVAUDAN SA UNSP ADR		*CUSIP Number*	*37636P108*					
45.0000	Sale	06/25/09	08/21/12	844.63	580.22	0.00	264.41	
JUPITER TELECOM CO ADR		*CUSIP Number*	*48206M102*					
15.0000	Sale	06/24/09	08/21/12	989.98	831.34	0.00	158.64	
KAO CORP SPD ADR		*CUSIP Number*	*485537302*					
90.0000	Sale	06/16/09	02/15/12	2,319 10	1,944.82	0.00	374.28	
KONINKLIJKE AHOLD NV ADR		*CUSIP Number*	*500467402*					
68 0000	Sale	11/11/08	08/21/12	883.30	745.36	0.00	137.94	
3 0000	Sale	11/21/08	08/21/12	38.97	32.79	0 00	6.18	
	Security Subtotal			***922.27***	***778.15***	***0.00***	***144.12***	
KDDI CORP SHS		*CUSIP Number*	*48667L106*					
128.0000	Sale	06/23/09	04/10/12	2,016.22	1,677.89	0.00	338.33	
48 0000	Sale	07/01/09	04/10/12	756.08	641.47	0.00	114.61	
68.0000	Sale	07/17/09	04/10/12	1,071.12	927.16	0.00	143.96	
44.0000	Sale	12/01/09	04/10/12	693.07	596.85	0.00	96.22	
52.0000	Sale	12/24/09	04/10/12	819.10	697.77	0.00	121.33	
	Security Subtotal			***5,355.59***	***4,541.14***	***0.00***	***814.45***	
LVMH MOET HENNESSY ADR		*CUSIP Number*	*502441306*					
40.0000	Sale	05/10/10	06/18/12	1,196.41	872.22	0.00	324 19	
14.0000	Sale	05/10/10	08/21/12	464.64	305.28	0.00	159 36	
	Security Subtotal			***1,661.05***	***1,177.50***	***0.00***	***483.55***	
LINDE AG SHS SP ADR		*CUSIP Number*	*535223200*					
60.0000	Sale	01/13/10	08/21/12	924.58	729.57	0.00	195.01	

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1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
MTN GROUP LTD-SPONS ADR		*CUSIP Number*	*62474M108*					
117 0000	Sale	12/23/09	03/01/12	2,107.32	1,796 93	0.00	310.39	
44.0000	Sale	12/28/09	03/01/12	792.49	704.39	0.00	88.10	
40 0000	Sale	03/24/10	03/01/12	720.45	673.76	0.00	46.69	
74.0000	Sale	04/19/10	03/01/12	1,332.84	1,110.83	0.00	222.01	
	Security Subtotal			***4,953.10***	***4,285.91***	***0.00***	***667.19***	
NOVARTIS ADR		*CUSIP Number*	*66987V109*					
17.0000	Sale	10/27/08	01/20/12	949.14	819.91	0.00	129.23	
26.0000	Sale	11/25/08	01/20/12	1,451.64	1,167.92	0.00	283.72	
3.0000	Sale	11/25/08	08/21/12	180.41	134.76	0.00	45.65	
	Security Subtotal			***2,581.19***	***2,122.59***	***0.00***	***458.60***	
NEW GOLD INC CDA		*CUSIP Number*	*644535106*					
57.0000	Sale	11/08/10	08/21/12	617.01	498.00	0.00	119.01	
21.0000	Sale	11/09/10	08/21/12	227.32	190.66	0.00	36.66	
	Security Subtotal			***844.33***	***688.66***	***0.00***	***155.67***	
NESTLE S A REP RG SH ADR		*CUSIP Number*	*641069406*					
9.0000	Sale	11/25/08	08/21/12	558.98	319.95	0.00	239.03	
NOVO NORDISK A S ADR		*CUSIP Number*	*670100205*					
6 0000	Sale	11/25/08	06/01/12	785.23	274.16	0.00	511 07	
13.0000	Sale	11/25/08	06/04/12	1,694.69	594.01	0.00	1,100.68	
4.0000	Sale	03/02/09	06/04/12	521.45	188 31	0.00	333.14	
4.0000	Sale	03/02/09	08/21/12	621.50	188.31	0.00	433.19	
4 0000	Sale	03/02/09	10/10/12	642.41	188.31	0.00	454.10	
4 0000	Sale	04/03/09	10/10/12	642.42	178 09	0.00	464.33	
	Security Subtotal			***4,907.70***	***1,611.19***	***0.00***	***3,296.51***	
POTASH CORP SASKATCHEWAN		*CUSIP Number*	*73755L107*					
14.0000	Sale	08/19/09	02/14/12	616.33	439 09	0.00	177.24	
45.0000	Sale	08/19/09	04/30/12	1,907.32	1,411.37	0.00	495.95	
	Security Subtotal			***2,523.65***	***1,850.46***	***0.00***	***673.19***	
RIO TINTO PLC SPNSRD ADR		*CUSIP Number*	*767204100*					
82.0000	Sale	11/16/10	07/20/12	3,710.17	5,406.71	0 00	(1,696.54)	

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1e Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
REED ELSEVIER P L C		CUSIP Number	758205207					
32.0000	Sale	07/09/09	02/15/12	1,059 06	959.79	0.00	99.27	
14.0000	Sale	07/09/09	08/21/12	509.44	419.91	0.00	89.53	
6.0000	Sale	07/24/09	08/21/12	218 34	195.64	0.00	22.70	
13.0000	Sale	07/24/09	09/18/12	504.83	423 89	0.00	80.94	
22.0000	Sale	11/17/09	09/18/12	854.33	711.34	0.00	142.99	
20 0000	Sale	11/17/09	09/25/12	783.60	646.68	0.00	136.92	
	Security Subtotal			***3,929.60***	***3,357.25***	***0.00***	***572.35***	
ROCHE HLDG LTD SPN ADR		CUSIP Number	771195104					
21.0000	Sale	11/21/08	08/21/12	945.40	670.20	0.00	275 20	
SOCIEDAD Q&M CHLE SPDADR		CUSIP Number	833635105					
14.0000	Sale	10/27/08	02/14/12	811.84	240.24	0.00	571.60	
9.0000	Sale	10/27/08	08/21/12	548 27	154.44	0.00	393.83	
	Security Subtotal			***1,360.11***	***394.68***	***0.00***	***965.43***	
SAP AG SHS		CUSIP Number	803054204					
3.0000	Sale	10/16/08	08/21/12	196.04	107.30	0.00	88.74	
11.0000	Sale	10/27/08	08/21/12	718.86	341.11	0.00	377.75	
16.0000	Sale	10/27/08	12/06/12	1,262.28	496.16	0.00	766.12	
11.0000	Sale	10/27/08	12/07/12	867 90	341.11	0.00	526.79	
	Security Subtotal			***3,045.08***	***1,285.68***	***0.00***	***1,759.40***	
SUN HG KAI PPTY SPSD ADR		CUSIP Number	86676H302					
128.0000	Sale	11/11/09	03/23/12	1,756.10	1,905.62	0.00	(149.52)	
54.0000	Sale	07/22/10	03/23/12	740.85	782.03	0.00	(41.18)	
	Security Subtotal			***2,496.95***	***2,687.65***	***0.00***	***(190.70)***	
SGS SA ADR		CUSIP Number	818800104					
48.0000	Sale	08/20/09	08/21/12	953.26	593 41	0.00	359.85	
SODEXO ADR		CUSIP Number	833792104					
12 0000	Sale	05/22/09	08/21/12	954.58	595.68	0.00	358.90	
13.0000	Sale	05/22/09	09/24/12	1,051.99	645.32	0.00	406.67	
	Security Subtotal			***2,006.57***	***1,241.00***	***0.00***	***765.57***	

SILLS FOUNDATION, INC.

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1099-B 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e Quantity	Transaction Description	1b. Date of Acquisition	1a Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
SAGE GROUP PLC UNSP ADR		*CUSIP Number*	*78663S102*					
28 0000	Sale	12/11/09	08/21/12	535 35	432.67	0.00	102.68	
46 0000	Sale	12/11/09	09/18/12	944.08	710 82	0.00	233.26	
61.0000	Sale	12/11/09	11/01/12	1,212.59	942.61	0.00	269.98	
55.0000	Sale	02/10/10	11/01/12	1,093.33	783.95	0.00	309.38	
	Security Subtotal			***3,785.35***	***2,870.05***	***0.00***	***915.30***	
SILVER WHEATON CORP		*CUSIP Number*	*828336107*					
20.0000	Sale	01/12/10	08/21/12	666.99	346.42	0.00	320.57	
SCHNEIDER ELEC SA ADR		*CUSIP Number*	*80687P106*					
97 0000	Sale	09/16/09	06/28/12	972.08	1,019 61	0.00	(47.53)	
64 0000	Sale	09/16/09	08/21/12	819 82	672 73	0.00	147.09	
9.0000	Sale	02/02/10	08/21/12	115.29	96 10	0.00	19.19	
	Security Subtotal			***1,907.19***	***1,788.44***	***0.00***	***118.75***	
TESCO PLC SPNRD ADR		*CUSIP Number*	*881575302*					
10.0000	Sale	09/23/08	08/21/12	160.19	214.50	0.00	(54.31)	
13.0000	Sale	10/17/08	09/18/12	218.10	224.95	0.00	(6.85)	
39.0000	Sale	10/27/08	09/18/12	654.32	627.90	0.00	26.42	
10.0000	Sale	10/27/08	12/07/12	161.21	161.00	0.00	0.21	
54.0000	Sale	11/25/08	12/07/12	870.56	754.92	0 00	115.64	
39.0000	Sale	02/18/09	12/07/12	628.73	584.19	0.00	44.54	
8.0000	Sale	02/25/09	12/07/12	128 98	114 38	0.00	14.60	
	Security Subtotal			***2,822.09***	***2,681.84***	***0.00***	***140.25***	
TURKIYE GRTI BK SPN ADR		*CUSIP Number*	*900148701*					
527.0000	Sale	08/04/10	07/27/12	2,038.86	2,740.93	0.00	(702.07)	
UNILEVER NV NY REG SHS		*CUSIP Number*	*904784709*					
25 0000	Sale	11/25/08	08/21/12	865.73	592.00	0.00	273.73	
VODAFONE GROP PLC SP ADR		*CUSIP Number*	*92857W209*					
74.0000	Sale	10/27/08	02/14/12	2,018.53	1,230.55	0.00	787 98	
14 0000	Sale	10/27/08	08/16/12	410.89	232.81	0.00	178.08	
47 0000	Sale	10/27/08	08/21/12	1,378.24	781.56	0.00	596.68	
14 0000	Sale	10/27/08	10/18/12	397.62	232.81	0.00	164.81	
124.0000	Sale	11/25/08	10/18/12	3,521 84	2,401.56	0.00	1,120 28	
	Security Subtotal			***7,727.12***	***4,879.29***	***0.00***	***2,847.83***	

SILLS FOUNDATION, INC.

2012 ANNUAL STATEMENT SUMMARY

1099-B — 2012 PROCEEDS FROM BROKER & BARTER EXCHANGE TRANSACTIONS

1e. Quantity	Transaction Description	1b. Date of Acquisition	1a. Date of Sale or Exchange	2a. Amount	3. Cost Basis	5. Wash Sale Loss Disallowed	Gain or (Loss)	Remarks
WILLIS GROUP HOLDINGS		*CUSIP Number*	*G96666105*					
26.0000	Sale	10/27/08	08/21/12	959.90	547.04	0.00	412.86	
Noncovered Long Term Capital Gains and Losses Subtotal				**93,832.62**	**76,785.81**	**0.00**	**17,046.81**	
NET LONG TERM CAPITAL GAINS AND LOSSES				**118,795.55**	**108,817.81**	**192.78**	**10,170.52**	
TOTAL SALES PROCEEDS FOR CAPITAL GAINS AND LOSSES				**149,501.46**				
TOTAL REPORTED SALES PROCEEDS				**149,501.46**				

(Y) The gain or loss of this transaction includes an adjustment to basis for the disallowed loss amount on one or more previous "Wash Sales "

(W) This transaction has been identified as a "Wash Sale" based on IRS regulations The Wash Sale Loss Disallowed column reflects the deferred loss amount. The cost basis of the related transaction(s) has been adjusted by the deferred loss amount from either the cost basis on purchases or proceeds from short sales. Please refer to the instructions for Form 8949 for how to report the deferred loss amount and applicable adjustment code.

2012 REALIZED CAPITAL GAIN AND LOSS SUMMARY

COVERED SHORT TERM GAINS/LOSSES	NONCOVERED SHORT TERM GAINS/LOSSES	COVERED LONG TERM GAINS/LOSSES	NONCOVERED LONG TERM GAINS/LOSSES
(5,561.15)	**0.00**	**(6,876.29)**	**17,046.81**