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

2012

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

JONATHAN BRUCE BREDIN FOUNDATION
C/O WILMINGTON TRUST COMPANY

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

1100 NORTH MARKET STREET

A Employer identification number

43-1697950

City or town, state, and ZIP code

WILMINGTON, DE 19890-0900

G Check all that apply:

<input type="checkbox"/>	Initial return	<input type="checkbox"/>	Initial return of a former public charity
<input type="checkbox"/>	Final return	<input type="checkbox"/>	Amended return
<input type="checkbox"/>	Address change	<input type="checkbox"/>	Name change

H Check type of organization:

<input checked="" type="checkbox"/>	Section 501(c)(3) exempt private foundation
<input type="checkbox"/>	Section 4947(a)(1) nonexempt charitable trust
<input type="checkbox"/>	Other taxable private foundation

I Fair market value of all assets at end of year
(from Part II, col. (c), line 16)

► \$ 2,884,592. (Part I, column (d) must be on cash basis.)

J Accounting method: Cash Accrual
 Other (specify)

B Telephone number
(302) 651-1942C If exemption application is pending, check here ► D 1. Foreign organizations, check here ► 2. Foreign organizations meeting the 85% test,
check here and attach computation ► E If private foundation status was terminated
under section 507(b)(1)(A), check here ► F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ►

Part I	Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received			N/A	
2	Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B Interest on savings and temporary cash investments				
3					
4	Dividends and interest from securities	72,029.	72,029.		STATEMENT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	47,859.			
7	Capital gain net income (from Part IV, line 2)		47,859.	RECEIVED	
8	Net short-term capital gain				
9	Income modifications Gross sales less returns and allowances				
10a	b Less Cost of goods sold				
c	Gross profit or (loss)				
11	Other income	6,021.	677.		
12	Total. Add lines 1 through 11	125,909.	120,565.		STATEMENT 2
13	Compensation of officers, directors, trustees, etc	26,067.	13,033.		13,034.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees				
b	Accounting fees				
c	Other professional fees				
17	Interest				
18	Taxes	2,119.	2,119.		0.
19	Depreciation and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses	175.	175.		0.
24	Total operating and administrative expenses. Add lines 13 through 23	28,361.	15,327.		13,034.
25	Contributions, gifts, grants paid	110,693.			110,693.
26	Total expenses and disbursements. Add lines 24 and 25	139,054.	15,327.		123,727.
27	Subtract line 26 from line 12:	<13,145.►			
a	Excess of revenue over expenses and disbursements				
b	Net investment income (if negative, enter -0-)		105,238.		
c	Adjusted net income (if negative, enter -0-)			N/A	

POSTMARK DATE APR 25 2013

SCANNED MAY 03 2013
Revenue

Operating and Administrative Expenses

**JONATHAN BRUCE BREDIN FOUNDATION
C/O WILMINGTON TRUST COMPANY**

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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		1.		
	2 Savings and temporary cash investments		52,980.	106,279.	106,279.
	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				
Liabilities	11 Investments - land, buildings, and equipment basis ►				
	Less: accumulated depreciation ►				
	12 Investments - mortgage loans		STMT 6	2,352,906.	2,285,813.
	13 Investments - other				2,778,313.
	14 Land, buildings, and equipment basis ►				
Net Assets or Fund Balances	Less: accumulated depreciation ►				
	15 Other assets (describe ►)		897.	0.	0.
	16 Total assets (to be completed by all filers)		2,406,784.	2,392,092.	2,884,592.
	17 Accounts payable and accrued expenses				
	18 Grants payable				
Liabilities	19 Deferred revenue				
	20 Loans from officers, directors, trustees, and other disqualified persons				
	21 Mortgages and other notes payable				
	22 Other liabilities (describe ►)				
	23 Total liabilities (add lines 17 through 22)		0.	0.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	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 ► <input checked="" type="checkbox"/>				
	and complete lines 27 through 31.				
	27 Capital stock, trust principal, or current funds		2,406,784.	2,392,092.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds		0.	0.	
Net Assets or Fund Balances	30 Total net assets or fund balances		2,406,784.	2,392,092.	
	31 Total liabilities and net assets/fund balances		2,406,784.	2,392,092.	

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 2,406,784.
2 Enter amount from Part I, line 27a	2 <13,145.>
3 Other increases not included in line 2 (itemize) ►	3 0.
4 Add lines 1, 2, and 3	4 2,393,639.
5 Decreases not included in line 2 (itemize) ►	5 1,547.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6 2,392,092.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE ATTACHED STATEMENT		P		
b SEE ATTACHED STATEMENT		P		
c SHORT TERM-POWERSHARES K-1		P		
d LONG TERM-POWERSHARES K-1		P		
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				17,650.
b				30,664.
c				40.
d				<495. >
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(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		
a				17,650.
b				30,664.
c				40.
d				<495. >
e				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2	47,859.
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	140,889.	2,848,837.	.049455
2010	126,488.	2,637,367.	.047960
2009	142,607.	2,313,907.	.061630
2008	182,463.	3,177,744.	.057419
2007	165,437.	3,788,315.	.043670

2 Total of line 1, column (d)	2	.260134
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	.052027
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,784,647.
5 Multiply line 4 by line 3	5	144,877.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,052.
7 Add lines 5 and 6	7	145,929.
8 Enter qualifying distributions from Part XII, line 4	8	123,727.

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

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Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1.	1	2,105.
	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 ► <input type="checkbox"/> and enter 1% of Part I, line 27b		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0.
3	Add lines 1 and 2		2,105.
4	Subtle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		2,105.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,200.
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	1,200.
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	905.
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be: Credited to 2013 estimated tax ►	11	Refunded ►

Part VII-A Statements Regarding Activities

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?	Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1a	X
1c	Did the foundation file Form 1120-POL for this year?	1b	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.	1c	X
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ 0.	2	X
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	3	X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	4a	X
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4b	
b	If "Yes," has it filed a tax return on Form 990-T for this year?	5	X
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	N/A	
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? <i>If "Yes," complete Part II, col. (c), and Part XV.</i>	7	X
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► DE	8b	X
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	9	X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	10	X
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	<input type="checkbox"/> 11 <input checked="" type="checkbox"/> 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)	<input type="checkbox"/> 12 <input checked="" type="checkbox"/> X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	<input type="checkbox"/> 13 <input checked="" type="checkbox"/> X
14	The books are in care of ► WILMINGTON TRUST COMPANY Located at ► 1100 N MARKET STREET, WILMINGTON, DE	Telephone no. ► (302) 651-1942 ZIP+4 ► 19890-0900
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	► <input type="checkbox"/> 15 <input checked="" type="checkbox"/> N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	► <input type="checkbox"/> 16 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No X

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

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

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

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No
 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

6b

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

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

Yes No

N/A

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

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

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
WILMINGTON TRUST COMPANY 1100 N MARKET STREET WILMINGTON, DE 19890	TRUSTEE 0.50	26,067.	0.	0.
JOHNATHAN BRUCE BREDIN 9 SE 3RD ST, NO. 208 LEES SUMMIT, MO 64086	TRUSTOR 0.00	0.	0.	0.

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

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

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



0

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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.

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11390423 758259 033942-000

2012.03030 JONATHAN BRUCE BREDIN FOUND 033942-1

JONATHAN BRUCE BREDIN FOUNDATION
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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	2,735,565.
b Average of monthly cash balances	1b	91,488.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	2,827,053.
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	2,827,053.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	42,406.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,784,647.
6 Minimum investment return. Enter 5% of line 5	6	139,232.

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	139,232.
2a Tax on investment income for 2012 from Part VI, line 5	2a	2,105.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	2,105.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	137,127.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	137,127.
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	137,127.

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	123,727.
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	123,727.
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	123,727.

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.

Form 990-PF (2012)

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JONATHAN BRUCE BREDIN FOUNDATION
C/O WILMINGTON TRUST COMPANY

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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				137,127.
2 Undistributed income, if any, as of the end of 2012			110,693.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 123,727.			110,693.	
a Applied to 2011, but not more than line 2a				
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				13,034.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
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				124,093.
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				

JONATHAN BRUCE BREDIN FOUNDATION
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Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9)

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling ►
b Check box to indicate whether the foundation is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	
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	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).)

JOHNATHAN BRUCE BREDIN

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:

N/A

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

N/A

6 Any submission deadlines:

N/A

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

N/A

JONATHAN BRUCE BREDIN FOUNDATION
C/O WILMINGTON TRUST COMPANY

Form 990-PF (2012)

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Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
AMERICAN CENTER FOR LAW & JUSTICE P.O. 64429 VIRGINIA BEACH, VA 23467	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	1,000.
BLESSINGS IN A BACKPACK 12271 TOWNE LAKE DRIVE FORT MYERS, FL 33971	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	1,500.
BOY SCOUTS OF AMERICA 1101 NORTHEAST INDEPENDENCE AVENUE LEES SUMMIT, MO 64063	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	5,000.
BOYS SCOUTS OF AMERICA HEART OF AMERICA COUNCIL 10210 HOLMES RD KANSAS CITY, MO 64131	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	5,000.
CITY UNION MISSION 1108 EAST 10TH STREET KANSAS CITY, MO 64106	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	5,000.
Total	SEE CONTINUATION SHEET(S)			► 3a 110,693.
b Approved for future payment				
NONE				
Total				► 3b 0.

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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) Exclu- sion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	72,029.	
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			14	6,021.	
8 Gain or (loss) from sales of assets other than inventory			18	47,859.	
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.		125,909.	0.
13 Total. Add line 12, columns (b), (d), and (e)					125,909.
(See worksheet in line 13 instructions to verify calculations.)					

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

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JONATHAN BRUCE BREDIN FOUNDATION
C/O WILMINGTON TRUST COMPANY

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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
COLDWATER OF LEE'S SUMMIT 501 NE MISSOURI RD LEE S SUMMIT , MO 64086	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	2,000.
COMMUNITY COOPERATIVE MINISTRIES 3429 DR MARTIN LUTHER KING JR BLVD FORT MYERS , FL 33916	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	1,500.
COMMUNITY OF CHRIST CHURCH 1101 NORTHEAST INDEPENDENCE AVENUE LEES SUMMIT , MO 64086	NONE	CHURCH	GENERAL OPERATING EXPENSES	5,000.
COMMUNITY OF CHRIST CHURCH 1101 NORTHEAST INDEPENDENCE AVENUE LEES SUMMIT , MO 64063	NONE	CHURCH	GENERAL OPERATING EXPENSES	3,000.
DON BOSCO COMMUNITY CENTER 531 GARFIELD AVENUE KANSAS CITY , MO 64130	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSE	5,000.
GESUNDHEIT INSTITUTE HOSPITAL FOUNDATION 1116 S W EASTMAN STREET BLUE SPRINGS , MO 64015	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	5,000.
GRACELAND UNIVERSITY 1 UNIVERSITY PLACE LAMONI , IA 50140	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	3,000.
HARVESTER'S COMMUNITY FOOD NETWORK P O BOX 930399 KANSAS CITY , MO 64193	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	2,000.
HOPE HOUSE FOR BATTERED WOMEN 9908 WINNER RD INDEPENDENCE , MO 64052	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	5,000.
HYDE SCHOOL 616 HIGH STREET BATH , ME 04530	NONE	PUBLIC SCHOOL DISTRICT	GENERAL OPERATING EXPENSES	1,000.
Total from continuation sheets				93,193.

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**JONATHAN BRUCE BREDIN FOUNDATION
C/O WILMINGTON TRUST COMPANY**

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Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
INDIAN COUNCIL OF MANY NATIONS, INC 600 WEST 39TH STREET KANSAS CITY, MO 64111	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	5,000.
KANSAS CITY PUBLIC LIBRARY FOUNDATION 14 WEST 10TH STREET KANSAS CITY, MO 64105	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	10,000.
LEE'S SUMMIT SOCIAL SERVICES 108 SE 4TH STREET LEES SUMMIT, MO 64063	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	1,000.
MIDWESTERN INNOCENCE PROJECT 6320 BROOKSIDE, #1500 KANSAS CITY, MO 64113	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	4,000.
NATURE CONSERVANCY 2800 S BRENTWOOD BLVD ST LOUIS, MO 63144	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	4,693.
OUTREACH INTERNATIONAL 129 W LEXINGTON INDEPENDENCE, MO 64050	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	4,000.
PRISON FELLOWSHIP MINISTRIES 20041P O BOX 17500 WASHINGTON , DC 20041	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	1,000.
RAINBOW CENTER FOR COMMUNICATIVE DISORDERS 900 NW WOODS CHAPEL ROAD BLUE SPRINGS, MO 64015-2622	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	2,000.
RENAISSANCE WEST INC 5840 SWOPE PKY KANSAS CITY, MO 64108	NONE	PUBLIC CHARITY	GENERAL OPERATING EXPENSES	2,000.
RLDS CHURCH 1001 W. WALNUT INDEPENDENCE, MO 64050	NONE	RELIGIOUS CHARITY	GENERAL OPERATING EXPENSES	2,000.
Total from continuation sheets.				

JONATHAN BRUCE BREDIN FOUNDATION
C/O WILMINGTON TRUST COMPANY

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Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Total from continuation sheets

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05-01-12

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT	1
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SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DOMESTIC DIVIDENDS 033942-000	30,300.	0.	30,300.
DOMESTIC NON-QUALIFIED DIVIDENDS	10,294.	0.	10,294.
FOREIGN DIVIDENDS 033942-000	26,831.	0.	26,831.
FOREIGN NON-QUALIFIED DIVIDENDS	3,093.	0.	3,093.
INTEREST-POWERSHARES	12.	0.	12.
U S GOVERNMENT INTEREST	1,499.	0.	1,499.
TOTAL TO FM 990-PF, PART I, LN 4	72,029.	0.	72,029.

FORM 990-PF	OTHER INCOME	STATEMENT	2
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DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
FEDERAL TAX REFUND	5,344.	0.	
OTHER INCOME-POWERSHARES K-1	677.	677.	
TOTAL TO FORM 990-PF, PART I, LINE 11	6,021.	677.	

FORM 990-PF	TAXES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES PAID 033942-000	2,119.	2,119.		0.
TO FORM 990-PF, PG 1, LN 18	2,119.	2,119.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PORTFOLIO				
DEDUCTIONS-POWERSHARES K-1	175.	175.		0.
TO FORM 990-PF, PG 1, LN 23	175.	175.		0.

FORM 990-PF	OTHER DECREASES IN NET ASSETS OR FUND BALANCES	STATEMENT	5
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DESCRIPTION	AMOUNT
FUNDS POSTED IN 2013 AND TAXED 12/31/2012	1,547.
TOTAL TO FORM 990-PF, PART III, LINE 5	1,547.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	6
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS (SEE ATTACHED)	COST	2,251,496.	2,756,700.
POWERSHARES DB COMMODITY INDEX-TRACKING FUND	COST	34,317.	21,613.
TOTAL TO FORM 990-PF, PART II, LINE 13		2,285,813.	2,778,313.

ACCT K494 033942-000
FROM 01/01/2012
TO 12/31/2012

WILMINGTON TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
TT/JONATHAN B BREDIN-PRIVATE FDN
TRUST YEAR ENDING 12/31/2012

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TAX PREPARER	89	LEGEND	F - FEDERAL	S - STATE	I - INHERITED
TRUST ADMINISTRATOR	854	E - EXEMPT	FROM STATE	U - ACQ COST UNKNOWN	
INVESTMENT OFFICER	1187				
PROPERTY DESCRIPTION	SHAPES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS
					TERM NC
8 0000 ISHARES COHEN & STEERS REALTY ETF - 464287564 - MINOR = 63					
SOLD		01/05/2012	553.96		
ACQ	8 0000	08/05/2009	553.96	340.11	213.85 LT15 Y
41 0000 ISHARES MSCI EAFE GROWTH INDEX ETF - 464288885 - MINOR = 95					
SOLD		01/05/2012	2150.71		
ACQ	41 0000	10/25/2010	2150.71	2452.98	-302.27 LT15 Y
5.0000 POWERSHARES DB COMM IDX TRACKING ETF - 73935S105 - MINOR = 63					
SOLD		01/05/2012	138.26		
ACQ	5.0000	03/02/2009	138.26	228.44	-90.18 LT15 Y
CHANGED 04/09/13 BJW PREP NOTE EXISTS					
212.0000 VANGUARD MSCI EAFE ETF - 921943858 - MINOR = 95					
SOLD		01/05/2012	6518.34		
ACQ	212.0000	01/07/2011	6518.34	7595.20	-1076.86 ST Y
246.0000 VANGUARD FTSE EMERGING MARKETS ETF - 922042858 - MINOR = 95					
SOLD		01/05/2012	9566.13		
ACQ	246 0000	01/07/2011	9566.13	11813.31	-2247.18 ST Y
2344 0800 WILMINGTON SMALL-CAP STRATEGY FUND - 92934R173 - MINOR = 7040					
SOLD		01/05/2012	22714.14		
ACQ	2344.0800	07/26/2010	22714.14	20205.97	2508.17 LT15 Y
8103 0740 WILMINGTON LARGE-CAP STRATEGY FUND-INSTL - 92934T203 - MINOR = 7040					
SOLD		01/05/2012	94319.78		
ACQ	3868.6240	09/28/2010	45030.78	40543.18	4487.60 LT15 Y
	4234.4500	09/30/2011	49289.00	43614.84	5674.16 ST Y
2 0000 ISHARES COHEN & STEERS REALTY ETF - 464287564 - MINOR = 63					
SOLD		03/08/2012	148.79		
ACQ	2.0000	08/05/2009	148.79	85.03	63.76 LT15 Y
150.0000 ISHARES MSCI EAFE GROWTH INDEX ETF - 464288885 - MINOR = 95					
SOLD		03/08/2012	8637.09		
ACQ	150.0000	10/25/2010	8637.09	8974.30	-337.21 LT15 Y
8.0000 SPDR DJ INTL REAL ESTATE ETF - 78463X863 - MINOR = 95					
SOLD		03/08/2012	292.44		
ACQ	8.0000	02/22/2011	292.44	311.05	-18.61 LT15 Y
1302.0000 VANGUARD MSCI EAFE ETF - 921943858 - MINOR = 95					
SOLD		03/08/2012	43763.97		
ACQ	1302 0000	01/07/2011	43763.97	46645.97	-2882.00 LT15 Y
591.0000 VANGUARD FTSE EMERGING MARKETS ETF - 922042858 - MINOR = 95					
SOLD		03/08/2012	25974.32		
ACQ	591.0000	01/07/2011	25974.32	28380.77	-2406.45 LT15 Y
584 8690 WILMINGTON SMALL-CAP STRATEGY FUND - 92934R173 - MINOR = 7040					
SOLD		03/08/2012	6106.03		
ACQ	584.8690	07/26/2010	6106.03	5041.57	1064.46 LT15 Y
10493.2500 WILMINGTON LARGE-CAP STRATEGY FUND-INSTL - 92934T203 - MINOR = 7040					
SOLD		03/08/2012	131690.29		
ACQ	4734 6420	07/26/2010	59419.76	48151.31	11268.45 LT15 Y
	5758.6080	09/30/2011	72270.53	59313.66	12956.87 ST Y
35 0000 ISHARES COHEN & STEERS REALTY ETF - 464287564 - MINOR = 63					
SOLD		08/29/2012	2801.93		
ACQ	35.0000	08/05/2009	2801.93	1488.00	1313.93 LT15 Y
1060.0000 SPDR S&P GLOBAL NAT RESOURCES ETF - 78463X541 - MINOR = 60					
SOLD		08/29/2012	51561.16		
ACQ	275.0000	03/08/2012	13376.72	14622.44	-1245.72 ST Y
	785.0000	01/05/2012	38184.44	39699.25	-1514.81 ST Y
10.0000 SPDR DJ INTL REAL ESTATE ETF - 78463X863 - MINOR = 95					
SOLD		08/29/2012	386.98		
ACQ	10.0000	02/22/2011	386.98	388.82	-1.84 LT15 Y
1065 0000 VANGUARD DIVIDEND APPRECIATION ETF - 921908844 - MINOR = 63					
SOLD		08/29/2012	62793.97		
ACQ	1065 0000	03/08/2012	62793.97	61100.50	1693.47 ST Y
22 7800 VANGUARD HIGH YIELD CORP CL INV - 922031208 - MINOR = 66					
SOLD		08/29/2012	136.22		
ACQ	22 7800	01/27/2009	136.22	101.14	35.08 LT15 Y
50 8890 WILMINGTON SMALL-CAP STRATEGY FUND-I - 97181C381 - MINOR = 59					
SOLD		08/29/2012	541.46		
ACQ	50 8890	07/26/2010	541.46	438.66	102.80 LT15 Y
1822 9750 WILMINGTON LARGE-CAP STRATEGY FUND-I - 97181C415 - MINOR = 59					
SOLD		08/29/2012	23516.38		
ACQ	1822 9750	07/26/2010	23516.38	18539.66	4976.72 LT15 Y
13.4810 FIDELITY FOCUSED HIGH INCOME FUND - 316146794 - MINOR = 66					
SOLD		10/26/2012	126.86		
ACQ	13.4810	05/21/2010	126.86	122.81	4.05 LT15 Y
2112.0000 ISHARES MSCI EAFE GROWTH INDEX ETF - 464288885 - MINOR = 95					
SOLD		10/26/2012	120029.24		
ACQ	810 0000	10/25/2010	46033.94	48461.25	-2427.31 LT15 Y
	368 0000	11/29/2010	20914.19	21091.33	-177.14 LT15 Y
	409 0000	11/21/2011	23244.30	20713.19	2531.11 ST Y
	525 0000	08/29/2012	29836.81	29184.43	652.38 ST
47 0000 SPDR S&P GLOBAL NAT RESOURCES ETF - 78463X541 - MINOR = 60					
SOLD		10/26/2012	2368.65		
ACQ	47 0000	01/05/2012	2368.65	2376.90	-8.25 ST Y
7.0000 SPDR DJ INTL REAL ESTATE ETF - 78463X863 - MINOR = 95					
SOLD		10/26/2012	282.29		
ACQ	7 0000	02/22/2011	282.29	272.17	10.12 LT15 Y
100.2910 VANGUARD HIGH YIELD CORP CL INV - 922031208 - MINOR = 66					
SOLD		10/26/2012	606.76		
ACQ	100 2910	01/27/2009	606.76	445.29	161.47 LT15 Y

ACCT K494 033942-000
FROM 01/01/2012
TO 12/31/2012

WILMINGTON TRUST COMPANY
STATEMENT OF CAPITAL GAINS AND LOSSES
TT/JONATHAN B BREDDIN-PRIVATE FDN
TRUST YEAR ENDING 12/31/2012

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TAX PREPARER 89
TRUST ADMINISTRATOR 854
INVESTMENT OFFICER 1187

LEGEND F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
77 6260 WILMINGTON SMALL-CAP STRATEGY FUND-I - 97181C381 - MINOR = 59							
SOLD 10/26/2012 819.73							
ACQ 77 6260 07/26/2010 819.73				669.14	150.59	LT15	Y
1355 2570 WILMINGTON LARGE-CAP STRATEGY FUND-I - 97181C415 - MINOR = 59							
SOLD 10/26/2012 17428.61							
ACQ 1355 2570 07/26/2010 17428.61				13782.96	3645.65	LT15	Y
57 6430 FIDELITY FOCUSED HIGH INCOME FUND - 316146794 - MINOR = 66							
SOLD 12/12/2012 543.00							
ACQ 57 6430 05/21/2010 543.00				525.13	17.87	LT15	Y
15.0000 ISHARES BARCLAYS TIPS BOND ETF - 464287176 - MINOR = 63							
SOLD 12/12/2012 1844.31							
ACQ 12.0000 10/24/2011 1475.45				1377.57	97.88	LT15	Y
3.0000 01/07/2011 368.86				322.36	46.50	LT15	Y
13.0000 ISHARES COHEN & STEERS REALTY ETF - 464287564 - MINOR = 63							
SOLD 12/12/2012 1005.62							
ACQ 13.0000 08/05/2009 1005.62				552.68	452.94	LT15	Y
8 0000 POWERSHARES DB COMM IDX TRACKING ETF - 73935S105 - MINOR = 63							
SOLD 12/12/2012 220.37							
ACQ 8.0000 03/02/2009 220.37				365.51	-145.14	LT15	Y
CHANGED 04/09/13 BJW PREP NOTE EXISTS							
17 0000 SPDR S&P GLOBAL NAT RESOURCES ETF - 78463X541 - MINOR = 60							
SOLD 12/12/2012 867.11							
ACQ 17.0000 01/05/2012 867.11				859.73	7.38	ST	Y
8 0000 SPDR DJ INTL REAL ESTATE ETF - 78463X863 - MINOR = 95							
SOLD 12/12/2012 334.05							
ACQ 8.0000 02/22/2011 334.05				311.05	23.00	LT15	Y
80 0000 VANGUARD DIVIDEND APPRECIATION ETF - 921908844 - MINOR = 63							
SOLD 12/12/2012 4819.69							
ACQ 2.0000 10/26/2012 120.49				117.56	2.93	ST	Y
78.0000 03/08/2012 4699.20				4474.97	224.23	ST	Y
964 0000 VANGUARD MSCI EAFE ETF - 921943858 - MINOR = 95							
SOLD 12/12/2012 33399.54							
ACQ 7.0000 01/07/2011 242.53				250.78	-8.25	LT15	Y
957.0000 11/29/2010 33157.01				33092.58	64.43	LT15	Y
289.5420 VANGUARD HIGH YIELD CORP CL INV - 922031208 - MINOR = 66							
SOLD 12/12/2012 1772.00							
ACQ 289.5420 01/27/2009 1772.00				1285.57	486.43	LT15	Y
311 0000 VANGUARD FTSE EMERGING MARKETS ETF - 922042858 - MINOR = 95							
SOLD 12/12/2012 13552.32							
ACQ 26.0000 01/07/2011 11328.99				1248.56	-115.57	LT15	Y
285.0000 11/29/2010 12419.33				12986.11	-566.78	LT15	Y
176.8730 WILMINGTON SMALL-CAP STRATEGY FUND-I - 97181C381 - MINOR = 59							
SOLD 12/12/2012 1912.00							
ACQ 176.8730 07/26/2010 1912.00				1524.64	387.36	LT15	Y
2811.5270 WILMINGTON LARGE-CAP STRATEGY FUND-I - 97181C415 - MINOR = 59							
SOLD 12/12/2012 36831.00							
ACQ 2811.5270 07/26/2010 36831.00				28593.23	8237.77	LT15	Y
TOTALS			733075.50	685083.66			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	16994.40	0.00	30342.13	0.00	0.00	0.00*
COVERED FROM ABOVE	655.31	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	321.47			0.00
	17649.71	0.00	30663.60	0.00	0.00	0.00
	=====	=====	=====	=====	=====	=====

STATE

NONCOVERED FROM ABOVE	16994.40	0.00	30342.13	0.00	0.00	0.00*
COVERED FROM ABOVE	655.31	0.00	0.00	0.00	0.00	
COMMON TRUST FUND	0.00	0.00	0.00			0.00
CAPITAL GAIN DIVIDENDS	0.00	0.00	321.47			0.00
	17649.71	0.00	30663.60	0.00	0.00	0.00
	=====	=====	=====	=====	=====	=====

* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0.00	0.00
DELAWARE	N/A	N/A