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Form **990-PF**

Return of Private Foundation

or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury
Internal Revenue Service

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

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation TSF		A Employer identification number 43-6855044
Number and street (or P O box number if mail is not delivered to street address) 2071 N. BECHTLE AVE. #208		B Telephone number (see instructions) 866-752-2127
City or town, state, and ZIP code SPRINGFIELD, OH 45504-1503		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change	D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 35,947,041.		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis.)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received (attach schedule) ☐ if the foundation is not required to attach Sch. B				
	2 Check ☐ if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	22.	22.		STMT 1
	4 Dividends and interest from securities	943,578.	814,335.		STMT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	2,362,664.			
	b Gross sales price for all assets on line 6a	21,462,906.			
	7 Capital gain net income (from Part IV, line 2)		2,490,899.		
	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) (attach schedule)					
11 Other income (attach schedule)	-3,527.	-3,527.		STMT 3	
12 Total. Add lines 1 through 11	3,302,737.	3,301,729.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) STMT 4	8,025.	NONE	NONE	8,025.
	b Accounting fees (attach schedule) STMT 5	6,295.	NONE	NONE	6,295.
	c Other professional fees (attach schedule) STMT 6	131,215.	127,682.		3,533.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 7	1,734.	1,734.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) STMT 8	665.	85.		580.
	24 Total operating and administrative expenses. Add lines 13 through 23	147,934.	129,501.	NONE	18,433.
	25 Contributions, gifts, grants paid	1,566,924.			1,566,924.
26 Total expenses and disbursements. Add lines 24 and 25	1,714,858.	129,501.	NONE	1,585,357.	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	1,587,879.				
b Net investment income (if negative, enter -0-)		3,172,228.			
c Adjusted net income (if negative, enter -0-)					

JSA For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only. (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		351,170.	541,256.	541,256.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U.S. and state government obligations (attach schedule)				
	b	Investments - corporate stock (attach schedule) . STMT 9	25,966,833.	27,929,054.	35,405,785.	
	c	Investments - corporate bonds (attach schedule)				
	Liabilities	11	Investments - land, buildings, and equipment basis			
		Less: accumulated depreciation (attach schedule) ▶				
12		Investments - mortgage loans				
13		Investments - other (attach schedule)	562,198.			
14		Land, buildings, and equipment basis				
		Less: accumulated depreciation (attach schedule) ▶				
15		Other assets (describe ▶)				
16		Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	26,880,201.	28,470,310.	35,947,041.	
17		Accounts payable and accrued expenses				
18		Grants payable				
Net Assets or Fund Balances	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
23	Total liabilities (add lines 17 through 22)			NONE		
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				
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds	26,880,201.	28,470,310.		
	30	Total net assets or fund balances (see instructions)	26,880,201.	28,470,310.		
	31	Total liabilities and net assets/fund balances (see instructions)	26,880,201.	28,470,310.		

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	26,880,201.
2	Enter amount from Part I, line 27a	2	1,587,879.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 13	3	6,174.
4	Add lines 1, 2, and 3	4	28,474,254.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 14	5	3,944.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,470,310.

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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 PUBLICLY TRADED SECURITIES					
b OTHER GAINS AND LOSSES					
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 21,175,706.		18,725,134.	2,450,572.		
b 287,200.		246,873.	40,327.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0- or Losses (from col. (h))		
(i) 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			2,450,572.		
b			40,327.		
c					
d					
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	2,490,899.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8			3		

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	1,407,580.	33,642,329.	0.041840
2010	1,190,982.	28,923,362.	0.041177
2009	844,569.	22,927,763.	0.036836
2008	665,252.	16,996,678.	0.039140
2007	537,772.	15,315,224.	0.035114
2 Total of line 1, column (d)			2 0.194107
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.038821
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 35,299,143.
5 Multiply line 4 by line 3			5 1,370,348.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 31,722.
7 Add lines 5 and 6			7 1,402,070.
8 Enter qualifying distributions from Part XII, line 4 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.			8 1,585,357.

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	31,722.
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	
3 Add lines 1 and 2		3	31,722.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	31,722.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	25,697.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d			25,697.
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		6,025.
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 ☐ Refunded ☐	11		

Part VII-A Statements Regarding Activities

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

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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)	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 ► NONE				
14	The books are in care of ► BANK OF AMERICA Telephone no ► (866) 752-2127			
	Located at ► 231 S. LASALLE, CHICAGO, IL ZIP+4 ► 60697			
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		
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	Yes	No
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►			X

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes	☒ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		
Organizations relying on a current notice regarding disaster assistance check here		
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?		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.)		X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►		
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)		
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No **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? ☐ Yes ☒ No **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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
E SMITH 2071 N. BECHTLE AVE. #208, SPRINGFIELD, OH 45504-1503	TRUSTEE 1	- 0 -	- 0 -	- 0 -

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

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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** (see instructions). If none, enter "NONE."

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

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 NONE	
2	
3	
4	

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

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

Amount

1 NONE	
2	
All other program-related investments. See instructions.	
3 NONE	
Total. Add lines 1 through 3 ▶	

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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	35,681,509.
b	Average of monthly cash balances	1b	155,184.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	35,836,693.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	35,836,693.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	537,550.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	35,299,143.
6	Minimum investment return. Enter 5% of line 5	6	1,764,957.

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	1,764,957.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	31,722.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	31,722.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,733,235.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,733,235.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,733,235.

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	1,585,357.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,585,357.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	31,722.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,553,635.

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				1,733,235.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,543,028.	
b Total for prior years 20 <u>10</u> , 20 <u> </u> , 20 <u> </u>		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ <u>1,585,357.</u>				
a Applied to 2011, but not more than line 2a			1,543,028.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				42,329.
e Remaining amount distributed out of corpus	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	NONE			
b Prior years' undistributed income. Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b. Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instructions				
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				1,690,906.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008	NONE			
b Excess from 2009	NONE			
c Excess from 2010	NONE			
d Excess from 2011	NONE			
e Excess from 2012	NONE			

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

NOT APPLICABLE

1a 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)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year

Prior 3 years

(e) Total

(a) 2012

(b) 2011

(c) 2010

(d) 2009

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).)

N/A

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.

N/A

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				
SEE ATTACHED	N/A	PUBLIC		1,566,924.
Total			3a	1,566,924.
b Approved for future payment				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(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	22.		
4 Dividends and interest from securities			14	943,578.		
5 Net rental income or (loss) from real estate:						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory			18	2,362,664.		
9 Net income or (loss) from special events . . .						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue: a						
b <u>ORD. LOSS PTN DSTR</u>			16	-3,527.		
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)				3,302,737.		
13 Total. Add line 12, columns (b), (d), and (e)					13	3,302,737.

(See worksheet in line 13 instructions to verify calculations.)

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

[illegible]

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PART XV, CONTRIBUTIONS GIFTS, GRANTS PAID

Recipient	City and State	Relationship	Purpose	Status	Amount
100 Neediest Cases	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Action for Autism	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Almost Home	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Alzheimers Disease and Related Disorders Association	St. Louis, MO	N/A	Unrestricted General Support	Public	15,000.00
American Cancer Society	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
American Diabetes Association	Sunset Hills, MO	N/A	Unrestricted General Support	Public	15,000.00
American Heart Association	St. Louis, MO	N/A	Unrestricted General Support	Public	20,000.00
American Lung Association of Eastern MO	St. Louis, MO	N/A	Unrestricted General Support	Public	15,000.00
American Red Cross	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Angels Arms	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Arthritis Foundation	St. Louis, MO	N/A	Unrestricted General Support	Public	15,000.00
Autism Speaks	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Back Stoppers	St. Louis, MO	N/A	Unrestricted General Support	Public	25,000.00
Big Brothers Big Sisters of Eastern Missouri	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
BJC Home Care Services	St. Louis, MO	N/A	Unrestricted General Support	Public	1,000.00
Boone center Inc.	Columbia, MO	N/A	Unrestricted General Support	Public	10,000.00
Boys & Girls Clubs of Greater St. Louis	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Boys Hope Girls Hope	St. Louis, MO	N/A	Unrestricted General Support	Public	2,424.00
Boys Hope Girls Hope	St. Louis, MO	N/A	Unrestricted General Support	Public	15,000.00
Call for Help Inc.	East St. Louis, IL	N/A	Unrestricted General Support	Public	10,000.00
Camp Wyman Foundation	Eureka, MO	N/A	Unrestricted General Support	Public	15,000.00
Cardinal Glennon Children's Foundation	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Casa de Salud	St. Louis, MO	N/A	Unrestricted General Support	Public	15,000.00
Center for Hearing and Speech	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Center for Women in Transition	St. Louis, MO	N/A	Unrestricted General Support	Public	15,000.00
Central Missouri Food Bank	Columbia, MO	N/A	Unrestricted General Support	Public	10,000.00
Chesterfield Arts	Chesterfield, MO	N/A	Unrestricted General Support	Public	1,000.00
Chesterfield Arts	Chesterfield, MO	N/A	Unrestricted General Support	Public	2,500.00
Children's Home Society	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
City Academy	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Covenant House	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Daughters of St. Paul	St. Louis, MO	N/A	Unrestricted General Support	Public	5,000.00
Dollar-Help	St. Louis, MO	N/A	Unrestricted General Support	Public	15,000.00
Epworth	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Every Child's Hope	Overland, MO	N/A	Unrestricted General Support	Public	10,000.00
Family Resource Center	St. Louis, MO	N/A	Unrestricted General Support	Public	20,000.00
Forest Park Forever	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Foster and Adoptive Care Coalition	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Friends of Kids With Cancer	St. Louis, MO	N/A	Unrestricted General Support	Public	20,000.00

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12/31/2012
PART XV, CONTRIBUTIONS GIFTS, GRANTS PAID

Recipient	City and State	Relationship	Purpose	Status	Amount
Gateway 180 (Homeless services)	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Give Kids a Smile	St. Peters, MO	N/A	Unrestricted General Support	Public	10,000.00
Good Shepherd Children and Family Services	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Grace Hill	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Great Circle (Edgewood)	St. James, MO	N/A	Unrestricted General Support	Public	15,000.00
Habitat for Humanity	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Harvesters: The Community Food Network	Kansas City, MO	N/A	Unrestricted General Support	Public	10,000.00
Homes for Our Troops	Taunton, MA	N/A	Unrestricted General Support	Public	10,000.00
Humane Society	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Immigrant and Refugee Women's Program	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Independence Center	St. Louis, MO	N/A	Unrestricted General Support	Public	5,000.00
Innovative Concepts Academy	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Junior Achievement	St. Louis, MO	N/A	Unrestricted General Support	Public	15,000.00
Juvenile Diabetes Research Foundation	Chesterfield, MO	N/A	Unrestricted General Support	Public	15,000.00
Kid Smart Tools for Learning	St. Louis, MO	N/A	Unrestricted General Support	Public	15,000.00
Kids in the Middle	Bridgeton, MO	N/A	Unrestricted General Support	Public	15,000.00
Kids Rock Cancer	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Kingdom House	St. Louis, MO	N/A	Unrestricted General Support	Public	5,000.00
KIPP: St. Louis	St. Louis, MO	N/A	Unrestricted General Support	Public	5,000.00
Legal Services of Eastern Missouri	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Leukemia & Lymphoma Society	St. Louis, MO	N/A	Unrestricted General Support	Public	5,000.00
Life Skills	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Loyola Academy	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Lutheran Family & Children's Services of Missouri	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Lydia's House	St. Louis, MO	N/A	Unrestricted General Support	Public	15,000.00
Magic House	St. Louis, MO	N/A	Unrestricted General Support	Public	2,500.00
Make a Wish Foundation of Missouri	St. Louis, MO	N/A	Unrestricted General Support	Public	20,000.00
March of Dimes Missouri Chapter	Brentwood, MO	N/A	Unrestricted General Support	Public	15,000.00
Marian Middle School	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Mathews-Dickey Boys & Girls Club	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Mississippi Valley Regional Blood Center	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Missouri Baptist Children's Home	St. Louis, MO	N/A	Unrestricted General Support	Public	5,000.00
Missouri Botanical Garden	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Missouri Police Chiefs Charitable Foundation	Jefferson City, MO	N/A	Unrestricted General Support	Public	5,000.00
Muscular Dystrophy Association	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
National Children's Cancer Society	St. Louis, MO	N/A	Unrestricted General Support	Public	20,000.00
National Council on Alcoholism and Drug Abuse	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
National MS Society - Gateway Area Chapter	St. Louis, MO	N/A	Unrestricted General Support	Public	20,000.00
New Life Evangelistic Center	St. Louis, MO	N/A	Unrestricted General Support	Public	15,000.00

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PART XV, CONTRIBUTIONS GIFTS, GRANTS PAID

Recipient	City and State	Relationship	Purpose	Status	Amount
Nine Network of Public Media	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Nurses for Newborns	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
One Sight Foundation	Mason, OH	N/A	Unrestricted General Support	Public	10,000.00
Operation Food Search	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Our Little Haven	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Ozarks Food Harvest	Springfield, MO	N/A	Unrestricted General Support	Public	10,000.00
Planned Parenthood	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Progress 64 West	St. Louis, MO	N/A	Unrestricted General Support	Public	2,500.00
Rainbow Village	St. Louis, MO	N/A	Unrestricted General Support	Public	5,000.00
Ranken Jordan	St. Louis, MO	N/A	Unrestricted General Support	Public	5,000.00
Ready Readers	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Red Cross	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Ronald McDonald House Charities of Metro St. Louis	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Room at the Inn	Bridgeton, MO	N/A	Unrestricted General Support	Public	10,000.00
Rose Brooks Center	Kansas City, MO	N/A	Unrestricted General Support	Public	10,000.00
Shriners Hospital for Children	St. Louis, MO	N/A	Unrestricted General Support	Public	15,000.00
Sigma Pi Foundation	Lancaster, PA	N/A	Unrestricted General Support	Public	5,000.00
SIU Edwardsville, East St. Louis Center	Edwardsville, IL	N/A	Unrestricted General Support	Public	5,000.00
Special Olympics of Missouri	Jefferson City, MO	N/A	Unrestricted General Support	Public	10,000.00
SSM DePaul Health Center Foundation	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
St. Jude's Children's Hospital	Memphis, TN	N/A	Unrestricted General Support	Public	25,000.00
St. Louis ARC	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
St. Louis Area Food Bank	St. Louis, MO	N/A	Unrestricted General Support	Public	15,000.00
St. Louis Children's Hospital Foundation	St. Louis, MO	N/A	Unrestricted General Support	Public	25,000.00
St. Louis County Library Foundation	St. Louis, MO	N/A	Unrestricted General Support	Public	5,000.00
St. Louis Crisis Nursery	St. Louis, MO	N/A	Unrestricted General Support	Public	20,000.00
St. Louis Fire Department Lifesaving Foundation	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
St. Louis Police Foundation	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
St. Louis Society for the Blind	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
St. Louis Society for the Physically Disabled	St. Louis, MO	N/A	Unrestricted General Support	Public	20,000.00
St. Louis Symphony	St. Louis, MO	N/A	Unrestricted General Support	Public	5,000.00
St. Louis Zoo	St. Louis, MO	N/A	Unrestricted General Support	Public	5,000.00
St. Patrick Center	St. Louis, MO	N/A	Unrestricted General Support	Public	15,000.00
St. Vincent Home for Children	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Sunshine Ministries	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Support Dogs Inc	St. Louis, MO	N/A	Unrestricted General Support	Public	5,000.00
Teach for America	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
The ALS Association St. Louis Chapter	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
The Covering House	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00

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12/31/2012
PART XV, CONTRIBUTIONS GIFTS, GRANTS PAID

Recipient	City and State	Relationship	Purpose	Status	Amount
The Harvest Center	Charlotte, NC	N/A	Unrestricted General Support	Public	10,000.00
The Salvation Army	St. Louis, MO	N/A	Unrestricted General Support	Public	25,000.00
The Walker Scottish Rite-Clinic for Childhood Language Disorders	St. Louis, MO	N/A	Unrestricted General Support	Public	5,000.00
The Women's Safe House	St. Louis, MO	N/A	Unrestricted General Support	Public	15,000.00
United Negro College Fund	Fairfax, VA	N/A	Unrestricted General Support	Public	15,000.00
United Services for Children	St. Peters, MO	N/A	Unrestricted General Support	Public	5,000.00
United Way	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
University of Missouri	Columbia, MO	N/A	Unrestricted General Support	Public	20,000.00
University of Missouri	Columbia, MO	N/A	Unrestricted General Support	Public	10,000.00
University of Missouri - Columbia	Columbia, MO	N/A	Unrestricted General Support	Public	5,000.00
Urban League of Metropolitan St. Louis	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
USO of Missouri	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Varley The Children's Charity	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
Veterans Business Resource Center	St. Louis, MO	N/A	Unrestricted General Support	Public	10,000.00
West County YMCA	Chesterfield, MO	N/A	Unrestricted General Support	Public	10,000.00
Westminster Christian Academy	St. Louis, MO	N/A	Unrestricted General Support	Public	100,000.00
Wings of Hope	Chesterfield, MO	N/A	Unrestricted General Support	Public	15,000.00
Youth In Need	St. Charles, MO	N/A	Unrestricted General Support	Public	5,000.00
Youth In Need	St. Charles, MO	N/A	Unrestricted General Support	Public	10,000.00
					1,566,924.00

TSF

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FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
SAVINGS AND TEMPORARY CASH	22.	22.
	-----	-----
TOTAL	22.	22.
	=====	=====

TSF

43-6855044

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
USGI REPORTED AS NONQUALIFIED DIVIDENDS		
FOREIGN DIVIDENDS	6. 70,152.	6. 70,152.
NONDIVIDEND DISTRIBUTIONS	129,243.	
DOMESTIC DIVIDENDS	716,222.	716,222.
OTHER INTEREST	2.	2.
NONQUALIFIED DOMESTIC DIVIDENDS	27,953.	27,953.
	-----	-----
TOTAL	943,578.	814,335.
	=====	=====

TSF

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FORM 990PF, PART I - OTHER INCOME

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PARTNERSHIP ORDINARY LOSS	-3,527.	-3,527.
	-----	-----
TOTALS	-3,527.	-3,527.
	=====	=====

TSF

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FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL SERVICES	8,025.			8,025.
	-----	-----	-----	-----
TOTALS	8,025.	NONE	NONE	8,025.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
BANK OF AMERICA-RETURN PREP.	1,295.			1,295.
DELOITTEE & TOUCHE	5,000.			5,000.
	-----	-----	-----	-----
TOTALS	6,295.	NONE	NONE	6,295.
	=====	=====	=====	=====

TSF

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FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
LUTHER KING CAPITAL	122,382.	122,382.	
INVESTMENT FEES			
BANK OF AMERICA	8,833.	5,300.	3,533.
CUSTODIAN FEES			
TOTALS	131,215.	127,682.	3,533.

TSF

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FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	1,734.	1,734.
	-----	-----
TOTALS	1,734.	1,734.
	=====	=====

TSF

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FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
IRS FILING FEE FOREIGN	85.	85.	
COMMUNICATION EXPENSE	468.		468.
P.O. BOX FEE	76.		76.
CHECK ORDER FEE	36.		36.
TOTALS	665.	85.	580.
	=====	=====	=====

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
101121101 BOSTON PROPERTIES IN	195,777.	201,039.
294761107 EQUITY RESIDENTIAL S	116,773.	119,007.
313747206 FEDERAL REALTY INVT	214,050.	353,668.
49446R109 KIMCO REALTY CORP CO	361,480.	370,944.
554382101 MACERICH CO COM	176,465.	180,730.
948741103 WEINGARTEN RLTY INVS	55,685.	72,279.
166764100 CHEVRON CORP COM	314,974.	475,816.
20825C104 CONOCOPHILLIPS COM	326,987.	516,111.
25271C102 DIAMOND OFFSHORE DRI	406,107.	468,924.
30231G102 EXXON MOBIL CORP COM	478,201.	701,055.
56585A102 MARATHON PETE CORP C	301,902.	415,800.
780259206 ROYAL DUTCH SHELL PL	377,842.	386,120.
806857108 SCHLUMBERGER LTD COM	162,268.	270,265.
150870103 CELANESE CORP DEL SE	94,881.	102,419.
20451N101 COMPASS MINERALS INT	704,549.	694,803.
260543103 DOW CHEM CO COM	412,651.	507,572.
263534109 DU PONT E I DE NEMOU	97,826.	134,936.
001084102 AGCO CORP COM	99,427.	201,392.
053611109 AVERY DENNISON CORP	498,895.	639,036.
073302101 BE AEROSPACE INC COM	174,356.	182,780.
126408103 CSX CORP COM	207,496.	209,138.
172908105 CINTAS CORP COM	224,722.	396,730.
244199105 DEERE & CO COM	101,879.	112,346.
257651109 DONALDSON INC COM	266,577.	400,648.
369604103 GENERAL ELEC CO COM	317,550.	459,681.
384109104 GRACO INC COM	167,585.	314,089.
443320106 HUB GROUP INC CL A	197,704.	208,320.
515098101 LANDSTAR SYS INC COM	101,909.	115,412.
774341101 ROCKWELL COLLINS COM	132,046.	290,850.

TSF

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FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
896522109 TRINITY INDS INC COM	192,848.	218,502.
913017109 UNITED TECHNOLOGIES	355,190.	565,869.
00751Y106 ADVANCED AUTO PTS IN	218,216.	470,275.
317923100 FINISH LINE INC CL A	338,220.	310,452.
412822108 HARLEY DAVIDSON INC	164,950.	468,768.
471109108 JARDEN CORP COM	332,921.	542,850.
53071M104 LIBERTY INTERACTIVE	126,600.	159,408.
577081102 MATTEL INC COM	162,029.	234,368.
693656100 PVH CORP COM	103,274.	566,151.
70959W103 PENSKE AUTOMOTIVE GR	712,755.	731,187.
741503403 PRICELINE COM INC CO	194,848.	248,156.
824348106 SHERWIN WILLIAMS CO	169,768.	199,966.
887317303 TIME WARNER INC NEW	335,875.	717,450.
918204108 V F CORP COM	178,151.	271,746.
968223206 WILEY JOHN & SONS IN	699,393.	646,238.
G4412G101 HERBALIFE LTD COM	519,011.	368,928.
039483102 ARCHER DANIELS MIDLA	29,491.	30,129.
115637209 BROWN FORMAN CORP CL	36,016.	75,900.
191216100 COCA COLA CO COM	407,574.	645,250.
205887102 CONAGRA FOODS INC CO	38,620.	44,250.
370334104 GENERAL MLS INC COM	98,805.	121,260.
457187102 INGREDION INC COM	380,784.	496,111.
742718109 PROCTER & GAMBLE CO	65,124.	142,569.
931142103 WAL-MART STORES INC	505,765.	675,477.
931422109 WALGREEN CO COM	94,614.	118,432.
002824100 ABBOTT LABS COM	192,633.	255,450.
03073E105 AMERISOURCEBERGEN CO	171,319.	414,528.
216648402 COOPER COS INC COM N	18,495.	27,744.
30219G108 EXPRESS SCRIPTS HLDG	69,459.	70,200.

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43-6855044

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ---
421924309 HEALTHSOUTH CORP NEW	397,742.	375,758.
431475102 HILL ROM HLDGS INC C	230,442.	270,750.
45168D104 IDEXX LABS INC COM	54,137.	139,200.
478160104 JOHNSON & JOHNSON CO	623,132.	715,020.
585055106 MEDTRONIC INC COM	3,877.	4,102.
681904108 OMNICARE INC COM	162,676.	187,720.
74834L100 QUEST DIAGNOSTICS IN	103,979.	122,367.
942683103 WATSON PHARMACEUTICA	210,731.	696,600.
025816109 AMERICAN EXPRESS CO	274,988.	408,108.
025932104 AMERICAN FINL GROUP	138,242.	138,320.
084670702 BERKSHIRE HATHAWAY I	202,081.	233,220.
404280406 HSBC HLDGS PLC SPON	606,532.	737,673.
410867105 HANOVER INS GROUP IN	451,048.	476,502.
46625H100 J P MORGAN CHASE & C	368,800.	395,722.
47102X105 JANUS CAP GROUP INC	113,279.	149,952.
50212V100 LPL FINL HLDGS INC C	418,429.	419,584.
74267C106 PROASSURANCE CORP CO	376,904.	396,586.
759351604 REINSURANCE GROUP AM	229,896.	240,840.
867914103 SUNTRUST BKS INC COM	54,033.	62,370.
92826C839 VISA INC CL A COM	138,516.	288,002.
949746101 WELLS FARGO & CO NEW	542,848.	714,362.
G5876H105 MARVELL TECHNOLOGY G	105,721.	113,265.
127387108 CADENCE DESIGN SYSTE	289,931.	306,677.
17275R102 CISCO SYS INC COM	387,972.	467,656.
366651107 GARTNER GROUP INC NE	277,542.	404,976.
38259P508 GOOGLE INC CL A COM	559,748.	565,904.
458140100 INTEL CORP COM	284,222.	298,990.
459200101 INTERNATIONAL BUSINE	636,186.	708,735.
48123V102 J2 GLOBAL INC COM	204,862.	208,080.

TSF

43-6855044

FORM 990PF, PART II - CORPORATE STOCK
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DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
57636Q104 MASTERCARD INC CL A	228,113.	343,896.
587200106 MENTOR GRAPHICS CORP	165,278.	187,220.
594918104 MICROSOFT CORP COM	706,310.	710,478.
683715106 OPEN TEXT CORP COM	458,934.	447,102.
68389X105 ORACLE CORP COM	553,217.	623,084.
747525103 QUALCOMM INC COM	111,059.	191,765.
816850101 SEMTECH CORP COM	587,236.	703,485.
00206R102 AT&T INC COM	668,229.	701,168.
092113109 BLACK HILLS CORP COM	85,682.	87,216.
26441C204 DUKE ENERGY CORP NEW	533,702.	529,540.
337932107 FIRSTENERGY CORP COM	518,695.	592,992.
45822P105 INTEGRYS ENERGY GROU	452,784.	464,758.
748356102 QUESTAR CORP COM	30,331.	55,328.
838518108 SOUTH JERSEY INDS IN	179,676.	181,188.
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TOTALS	27,929,054.	35,405,785.
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TSF

43-6855044

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

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DESCRIPTION	AMOUNT
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BEGINNING DEF. INCOME	5,484.
ROC DISTRIBUTION	690.

TOTAL	6,174.
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TSF

43-6855044

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
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DESCRIPTION -----	AMOUNT -----
COST BASIS ADJ. - ROC	1,093.
ENDING DEF. INCOME	2,851.

TOTAL	3,944.
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STATEMENT 14

TSP
Schedule D Detail of Short-term Capital Gains and Losses

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