Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation: G. ANDREW FRANZ FAMILY FOUNDATION

A Employer identification number: 43-6855177

Number and street (or P O box number if mail is not delivered to street address): 2220 SOUTH WARSON ROAD | Room/suite:

B Telephone number: 314-692-2987

City or town, state, and ZIP code: ST. LOUIS, MO 63124

C If exemption application is pending, check here ▶ ☐

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

D 1 Foreign organizations, check here ▶ ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 1,251,647.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	428.	428.		STATEMENT 1
	4 Dividends and interest from securities	37,966.	37,966.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	<17,563.>			
	b Gross sales price for all assets on line 6a 200,834.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1.	1.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	20,832.	38,395.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	2,750.	2,750.		0.
	c Other professional fees STMT 5	5,983.	5,983.		0.
	17 Interest	59.	59.		0.
	18 Taxes				
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	80.	80.		0.
	24 **Total operating and administrative expenses** Add lines 13 through 23	8,872.	8,872.		0.
	25 Contributions, gifts, grants paid	134,412.			134,412.
	26 **Total expenses and disbursements** Add lines 24 and 25	143,284.	8,872.		134,412.
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	<122,452.>			
	b Net investment income (if negative, enter -0-)		29,523.		
	c Adjusted net income (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	80.		
	2 Savings and temporary cash investments	28,877.	87,743.	87,743.
	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 STMT 7	787,324.	638,772.	833,299.
	c Investments - corporate bonds STMT 8	292,125.	293,788.	330,605.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 9	34,270.	0.	0.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)	79.	0.	0.
	16 **Total assets** (to be completed by all filers)	1,142,755.	1,020,303.	1,251,647.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,543,436.	1,543,436.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	<400,681.>	<523,133.>	
	30 **Total net assets or fund balances**	1,142,755.	1,020,303.	
	31 **Total liabilities and net assets/fund balances**	1,142,755.	1,020,303.	

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	1,142,755.
2	Enter amount from Part I, line 27a	2	<122,452.>
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,020,303.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,020,303.

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	200,834.		218,397.	<17,563.>

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				<17,563.>

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** <17,563.>

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	161,934.	1,310,126.	.123602
2010	167,896.	1,352,542.	.124134
2009	78,041.	1,254,312.	.062218
2008	71,200.	1,475,936.	.048241
2007	82,773.	1,690,326.	.048969

2	**Total** of line 1, column (d)	2	.407164
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	.081433
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,240,364.
5	Multiply line 4 by line 3	5	101,007.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	295.
7	Add lines 5 and 6	7	101,302.
8	Enter qualifying distributions from Part XII, line 4	8	134,412.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b			1	295.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).				
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			2	0.
3 Add lines 1 and 2			3	295.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			4	0.
5 **Tax based on investment income** Subtract line 4 from line 3. If zero or less, enter -0-			5	295.
6 Credits/Payments:				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	631.		
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	631.
8 Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9 **Tax due** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10 **Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	336.
11 Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 336. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

		Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c Did the foundation file **Form 1120-POL** for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?	2		X
If "Yes," attach a detailed description of the activities			
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		X
If "Yes," attach the statement required by General Instruction T			
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col (c), and Part XV*	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ 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*	8b	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
	Website address ▶ N/A			
14	The books are in care of ▶ G. ANDREW AND J. DENISE FRANZ Telephone no. ▶ 314-692-2987			
	Located at ▶ 2220 S. WARSON ROAD, ST. LOUIS, MO ZIP+4 ▶ 63124			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b		X

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

5a During the year did the foundation pay or incur any amount to:			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?	☐ Yes ☒ No		
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	☐ Yes ☒ No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?	☐ Yes ☒ No		
(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?	☐ Yes ☒ No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	☐ Yes ☒ No		
b If any answer is "Yes" to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b	
Organizations relying on a current notice regarding disaster assistance check here	▶ ☐		
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A	☐ Yes ☐ No		
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No		
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		6b	X
If "Yes" to 6b, file Form 8870			
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No		
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b	

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
G. ANDREW FRANZ 2220 S. WARSON ROAD ST LOUIS, MO 63124	TRUSTEE 1.00	0.	0.	0.
J. DENISE FRANZ 2220 S. WARSON ROAD ST LOUIS, MO 63124	TRUSTEE 1.00	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

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.

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	1,190,774.
b	Average of monthly cash balances	1b	68,479.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,259,253.
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	1,259,253.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	18,889.
5	**Net value of noncharitable-use assets** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	1,240,364.
6	**Minimum investment return** Enter 5% of line 5	6	62,018.

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	62,018.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 295.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	295.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	61,723.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	61,723.
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	61,723.

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	134,412.
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	134,412.
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	295.
6	**Adjusted qualifying distributions** Subtract line 5 from line 4	6	134,117.

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					61,723.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only				0.	
b Total for prior years: ____ , ____ , ____			0.		
3 Excess distributions carryover, if any, to 2012:					
a From 2007					
b From 2008					
c From 2009					
d From 2010	47,817.				
e From 2011	97,560.				
f **Total** of lines 3a through e		145,377.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 134,412.					
a Applied to 2011, but not more than line 2a				0.	
b Applied to undistributed income of prior years (Election required - see instructions)			0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.			
d Applied to 2012 distributable amount					61,723.
e Remaining amount distributed out of corpus		72,689.			
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		218,066.			
b Prior years' undistributed income. Subtract line 4b from line 2b			0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions			0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.				0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013					0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.			
9 **Excess distributions carryover to 2013** Subtract lines 7 and 8 from line 6a		218,066.			
10 Analysis of line 9:					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	47,817.				
d Excess from 2011	97,560.				
e Excess from 2012	72,689.				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
CONNECTIONS TO SUCCESS 1431 KINGSLAND AVE ST LOUIS, MO 63133	NONE		CHARITABLE 501(C)(3)	40,000.
ST. LOUIS ZOO FOREST PARK ST LOUIS, MO 63110	NONE		CHARITABLE 501(C)(3)	50,000.
WHITFIELD SCHOOL 175 S. MASON RD. CREVE COEUR, MO 63141	NONE		CHARITABLE 501(C)(3)	44,412.
Total			▶ 3a	134,412.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A **Analysis of Income-Producing Activities**

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	428.	
4 Dividends and interest from securities			14	37,966.	
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	1.	
8 Gain or (loss) from sales of assets other than inventory			18	<17,563.>	
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.		20,832.	0.

13 **Total** Add line 12, columns (b), (d), and (e) 13 20,832.

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

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

Line No ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes).

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

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

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

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

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

Sign Here

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

G Andrew F 5/6/13 TRUSTEE

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
Richard F. Kramer		5/3/13		P01075151
Firm's name ▶ STONE CARLIE AND COMPANY, LLC			Firm's EIN ▶ 43-0642511	
Firm's address ▶ 101 S HANLEY ROAD, SUITE 800 ST LOUIS, MO 63105			Phone no. 314-889-1100	

Form 990-PF (2012)

223622
12-05-12

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	MORGAN STANLEY 20897 SEE ATTACHED	P		
b	MORGAN STANLEY 20897 SEE ATTACHED	P		
c	MORGAN STANLEY 118348 SEE ATTACHED	P		
d	MORGAN STANLEY 118348 SEE ATTACHED	P		
e	KKR & CO LP K-1	P		
f	KKR & CO LP K-1	P		
g	KKR BASIS ADJUSTMENT			
h	CONTRACTS & STRADDLES			
i				
j				
k				
l				
m				
n				
o				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	2,842.		3,739.	<897.>
b	72,876.		90,744.	<17,868.>
c	3,583.		3,428.	155.
d	119,026.		116,777.	2,249.
e	19.			19.
f	2,488.			2,488.
g			3,700.	<3,700.>
h			9.	<9.>
i				
j				
k				
l				
m				
n				
o				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				<897.>
b				<17,868.>
c				155.
d				2,249.
e				19.
f				2,488.
g				<3,700.>
h				<9.>
i				
j				
k				
l				
m				
n				
o				

2	Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter "-0-" in Part I, line 7 }	2	<17,563.>
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter "-0-" in Part I, line 8	3	N/A

223591
05-01-12

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

SOURCE	AMOUNT
KKR & COMPANY LP K-1	428.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	428.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
KKR & COMPANY LP K-1	704.	0.	704.
MORGAN STANLEY 118348	14,245.	0.	14,245.
MORGAN STANLEY 118348 INTEREST	11,385.	0.	11,385.
MORGAN STANLEY 20397	6,157.	0.	6,157.
MORGAN STANLEY 20397 INTEREST	5,475.	0.	5,475.
TOTAL TO FM 990-PF, PART I, LN 4	37,966.	0.	37,966.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SWAP TRANSACTIONS KKR K-1	1.	1.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1.	1.	

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,750.	2,750.		0.
TO FORM 990-PF, PG 1, LN 16B	2,750.	2,750.		0.

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORGAN STANLEY MANAGEMENT FEES	5,983.	5,983.		0.
TO FORM 990-PF, PG 1, LN 16C	5,983.	5,983.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
KKR K-1 PORTFOLIO DEDUCTIONS 2%	33.	33.		0.
KKR K-1 DEDUCTIONS RELATED TO ROYALTY INCOME	13.	13.		0.
KKR K-1 QUALIFIED INTANGIBLE DRILLING COSTS	28.	28.		0.
KKR K-1 ALLOWABLE DEPLETION	3.	3.		0.
MISCELLANEOUS	3.	3.		0.
TO FORM 990-PF, PG 1, LN 23	80.	80.		0.

FORM 990-PF	CORPORATE STOCK	STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY - SEE ATTACHED	638,772.	833,299.
MORGAN STANLEY - SEE ATTACHED	0.	0.
MORGAN STANLEY - SEE ATTACHED - UNSETTLED PURCHASES/SALES	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 10B	638,772.	833,299.

FORM 990-PF CORPORATE BONDS STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY - SEE ATTACHED	293,788.	330,605.
TOTAL TO FORM 990-PF, PART II, LINE 10C	293,788.	330,605.

FORM 990-PF OTHER INVESTMENTS STATEMENT 9

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MORGAN STANLEY - KKR PARTNERSHIP	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		0.	0.

Holdings

STOCKS

COMMON STOCKS

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
AMERICAN EXPRESS CO (AXP)	6/19/01	104 000	$33.822	$3,517.44	$5,977.92	$2,460.48 LT		
	10/29/01	325.000	26.382	8,574.00	18,681.00	10,107 00 LT		
	1/10/03	50.000	33.533	1,676.64	2,874.00	1,197.36 LT		
	9/18/08	249.000	34.446	8,576.93	14,312 52	5,735 59 LT		
	5/17/11	34 000	50 090	1,703.06	1,954.32	251.26 LT		
	Total	762.000		24,048.07	**43,799.76**	19,751.69 LT	609.60	1.39
Share Price $57.480, Next Dividend Payable 02/2013								
AMGEN INC (AMGN)	1/17/08	270 000	47.716	12,883.19	23,274.00	10,390.81 LT		
	5/17/11	8 000	60 750	486 00	689.60	203 60 LT		
	Total	278 000		13,369.19	**23,963.60**	10,594.41 LT	522 64	2 18
Share Price $86 200 Next Dividend Payable 03/2013								
AVAGO TECH (AVGO)	3/22/11	470 000	30 659	14,409 82	14,875 87	466 05 LT		
	5/17/11	23.000	34.110	784 53	727.96	(56 57) LT		
	Total	493 000		15,194.35	**15,603.84**	409.48 LT	335 24	2.14
Share Price $31 651, Next Dividend Payable 03/2013								
CHEVRON CORP (CVX)	1/10/03	376 000	34.250	12,878.00	40,660 64	27,782 64 LT		
	5/17/11	25.000	100 150	2,503 75	2,703 50	199 75 LT		
	Total	401 000		15,381.75	**43,364.14**	27,982.39 LT	1,443.60	3.32
Share Price $108 140 Next Dividend Payable 03/2013								
CISCO SYS INC (CSCO)	10/10/08	707.000	17.169	12,138.13	13,892.13	1,754.00 LT		
	5/26/10	167.000	23.690	3,956.23	3,281.45	(674 78) LT		
	5/17/11	43.000	16 580	712.94	844 92	131 98 LT		
	8/8/12	631.000	17.127	10,807.26	12,398.77	1,591 51 ST		
	Total	1,548.000		27,614.56	**30,417.27**	1,211.20 LT 1,591.51 ST	866 88	2 84
Share Price $19 649, Next Dividend Payable 03/2013								
COCA COLA CO (KO)	9/30/09	270.000	26 565	7,172.44	9,787.50	2,615.06 LT		
	5/17/11	32.000	33.805	1,081 76	1,160.00	78.24 LT		

CONTINUED

Holdings

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	302 000		8,254.20	**10,947.50**	2,693.30 LT	308.04	2 81
Share Price. $36.250, Next Dividend Payable 03/2013								
COVIDIEN PLC NEW (COV)	2/26/10	260 000	49.198	12,791.60	15,012.40	2,220.80 LT		
	3/17/11	222.000	51.120	11,348.53	12,818 28	1,469.75 LT		
	5/17/11	22.000	55.860	1,228 92	1,270.28	41.36 LT		
	Total	504.000		25,369.05	**29,100.96**	3,731 91 LT	524.16	1.80
Share Price. $57 740. Next Dividend Payable 03/2013								
DIAGEO PLC SPON ADR NEW (DEO)	2/26/10	181.000	65.176	11,796.85	21,100.98	9,304 13 LT		
	5/17/11	14 000	82 690	1,157.66	1,632 12	474 46 LT		
	Total	195.000		12,954 51	**22,733.10**	9,778.59 LT	540.93	2 37
Share Price $116 580, Next Dividend Payable 04/2013								
EBAY INC (EBAY)	8/25/11	492.000	28 518	14,030.86	**25,090.86**	11,060.00 LT	—	—
Share Price $50 998								
EMC CORP MASS (EMC)	11/13/12	583.000	24.161	14,085 98	**14,749.90**	663 92 ST	—	—
Share Price $25 300								
FEDEX CORP (FDX)	4/11/12	161 000	88 195	14,199.32	14,766.92	567 60 ST		
	8/7/12	132 000	89 921	11,869.53	12,107.04	237 51 ST		
	12/13/12	32 000	89.663	2,869.23	2,935 04	65.81 ST		
	Total	325 000		28,938.08	**29,809.00**	870.92 ST	182 00	0.61
Share Price. $91 720; Next Dividend Payable 03/2013								
GILEAD SCIENCE (GILD)	3/4/10	53 000	46 941	2,487 89	3,892 85	1,404 96 LT		
	7/19/10	460.000	32.847	15,109.67	33,787.00	18,677 33 LT		
	5/17/11	33.000	40.480	1,335.84	2,423.85	1,088.01 LT		
	Total	546.000		18,933.40	**40,103.70**	21,170 30 LT	—	—
Share Price $73 450								
GOLDMAN SACHS GRP INC (GS)	10/10/08	151 000	76.730	11,586 28	19,261.56	7,675.28 LT		
	5/17/11	7 000	140.310	982.17	892.92	(89.25) LT		
	Total	158 000		12,568.45	**20,154.48**	7,586.03 LT	316 00	1 56
Share Price $127 560, Next Dividend Payable 03/2013								
GOOGLE INC-CL A (GOOG)	2/2/12	32.000	585.535	18,737.12	22,636.16	3,899.04 ST		
	11/20/12	12 000	671 697	8,060.36	8,488.56	428 20 ST		

CONTINUED

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	44.000		26,797.48	**31,124.72**	4,327.24 ST	—	—
Share Price $707.380								
HALLIBURTON CO (HAL)	10/18/06	156.000	29.018	4,526.82	5,411.64	884 82 LT		
	10/28/08	633 000	16 072	10,173.39	21,958.77	11,785.38 LT		
	5/17/11	56.000	44.550	2,494.80	1,942.64	(552.16) LT		
	Total	845.000		17,195.01	**29,313.05**	12,118.04 LT	304.20	1.03
Share Price $34 690; Next Dividend Payable 03/2013								
ILL TOOL WORKS INC (ITW)	12/14/10	291.000	51.506	14,988.16	17,695.71	2,707.55 LT		
	5/17/11	20 000	56 430	1,128 60	1,216 20	87.60 LT		
	Total	311 000		16,116.76	**18,911.91**	2,795 15 LT	472.72	2 49
Share Price $60 810, Next Dividend Payable 03/2013								
INTEL CORP (INTC)	1/29/07	855 000	20.992	17,948.16	17,630.10	(318 06) LT		
	5/17/11	100 000	23.268	2,326 78	2,062 00	(264 78) LT		
	Total	955.000		20,274.94	**19,692.10**	(582.84) LT	859.50	4 36
Share Price $20 620, Next Dividend Payable 03/2013								
ISHARES S&P PREF STK INDX (PFF)	8/25/08	995 000	36 166	35,984 77	39,421.90	3,437 13 LT		
	12/29/11	4.000	35.470	141 88	158 48	16 60 LT		
	Total	999.000		36,126.65	**39,580.38**	3,453 73 LT	2,380 62	6 01
Share Price $39 620; Next Dividend Payable 01/02/13								
JPMORGAN CHASE & CO (JPM)	1/10/03	347 000	28.962	10,049.86	15,257.28	5,207.42 LT		
	8/31/05	274 000	33.617	9,211.03	12,047.53	2,836.50 LT		
	5/17/11	18.000	43.550	783.90	791 44	7.54 LT		
	Total	639 000		20,044.79	**28,096.25**	8,051 46 LT	766 80	2 72
Share Price $43 969, Next Dividend Payable 01/2013								
LOWES COMPANIES INC (LOW)	6/14/02	240 000	23.105	5,545.20	8,524 80	2,979.60 LT		
	1/10/03	260.000	19.200	4,992 00	9,235.20	4,243 20 LT		
	7/20/10	408 000	20.007	8,162.69	14,492.16	6,329 47 LT		
	5/17/11	54 000	24.660	1,331.64	1,918 08	586.44 LT		

CONTINUED

[redacted]

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
	Total	962 000		20,031.53	**34,170.24**	14,138.71 LT	615.68	1 80
Share Price. $35 520, Next Dividend Payable 02/2013								
METLIFE INCORPORATED (MET)	6/28/07	164.000	64.956	10,652.72	5,402.16	(5,250.56) LT		
	11/1/07	399.000	66.898	26,692.22	13,143.06	(13,549.16) LT		
	10/28/08	391.000	25.698	10,048.11	12,879.54	2,831.43 LT		
	5/17/11	55.000	43 810	2,409.55	1,811.70	(597.85) LT		
	Total	1,009 000		49,802 60	**33,236.46**	(16,566.14) LT	746 66	2.24
Share Price: $32 940; Next Dividend Payable 12/2013								
MICROSOFT CORP (MSFT)	6/19/01	322 000	33.690	10,848.18	8,600.52	(2,247 66) LT		
	10/29/01	570.000	30.530	17,402.10	15,224.52	(2,177.58) LT		
	10/9/08	78 000	23.546	1,836.56	2,083.35	246.79 LT		
	6/29/10	234.000	23.830	5,576.29	6,250.06	673 77 LT		
	5/17/11	70.000	24.360	1,705.20	1,869.67	164.47 LT		
	Total	1,274 000		37,368.33	**34,028.15**	(3,340 21) LT	1,172 08	3 44
Share Price $26 710, Next Dividend Payable 03/2013								
NIKE INC B (NKE)	3/29/06	122 000	21.334	2 602 69	6,295 20	3,692 51 LT		
	10/28/08	262 000	24.013	6,291.41	13,519.20	7,227 79 LT		
	5/17/11	22 000	42.115	926 53	1,135.20	208.67 LT		
	Total	406.000		9,820.63	**20,949.60**	11,128.97 LT	170 52	0 81
Share Price $51 600, Next Dividend Payable 03/2013								
PFIZER INC (PFE)	2/8/05	983 000	25 759	25,321 49	24,652 95	(668 54) LT		
	5/17/11	42.000	21.090	885 78	1,053 33	167.55 LT		
	Total	1,025.000		26,207.27	**25,706.28**	(500.99) LT	984 00	3 82
Share Price $25 079, Next Dividend Payable 03/2013								
PHILIP MORRIS INTL INC (PM)	2/26/10	180 000	49.259	8,866 53	15,055.20	6,188 67 LT		
	5/17/11	11 000	68.590	754.49	920 04	165 55 LT		
	Total	191.000		9,621 02	**15,975.24**	6,354.22 LT	649 40	4.06
Share Price $83 640, Next Dividend Payable 01/11/13								

CONTINUED

Holdings | Portfolio Management Active Assets Account [illegible] ANDREW & DENISE [illegible] TTEE [illegible] ANDREW [illegible] FAMILY FOUND [illegible]

STOCKS

COMMON STOCKS (CONTINUED)

Security Description	Trade Date	Quantity	Unit Cost	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Dividend Yield %
PROCTER & GAMBLE (PG)	9/21/09	403.000	57.174	23,041.16	**27,359.67**	4,318 51 LT	905 94	3 31
Share Price $67.890, Next Dividend Payable 02/2013								
STRYKER CORP (SYK)	6/28/06	8 000	42.013	336.10	438.56	102.46 LT		
	10/28/08	234 000	48 829	11,426.10	12,827.88	1,401.78 LT		
	5/17/11	12.000	63.510	762.12	657 84	(104 28) LT		
	Total	254 000		12,524.32	**13,924.28**	1,399.96 LT	269.24	1.93
Share Price $54 820; Next Dividend Payable 01/31/13								
WAL MART STORES INC (WMT)	3/6/07	389.000	48.035	18,685.46	26,541.47	7,856.01 LT		
	5/17/11	22.000	55.580	1,222.76	1,501.06	278.30 LT		
	Total	411.000		19,908.22	**28,042.53**	8,134 31 LT	653 49	2 33
Share Price $68 230, Next Dividend Payable 03/2013								
WALGREEN CO (WAG)	10/16/07	393 000	38.568	15,157.30	14,544.93	(612.37) LT		
	5/17/11	54.000	44.350	2,394.90	1,998.54	(396.36) LT		
	Total	447 000		17,552 20	**16,543.47**	(1,008.73) LT	491 70	2 97
Share Price $37 010, Next Dividend Payable 03/2013								
WALT DISNEY CO HLDG CO (DIS)	3/30/06	280.000	27.524	7,706.66	13,941 20	6,234 54 LT		
	4/16/09	417.000	19.978	8,330 83	20,762.43	12,431 60 LT		
	5/17/11	33 000	40.940	1,351.02	1,643 07	292 05 LT		
	Total	730 000		17,388 51	**36,346.70**	18 958.19 LT	547.50	1 50
Share Price $49 790, Next Dividend Payable 12/2013								
WELLPOINT INC (WLP)	7/27/05	215 000	68.411	14,708.41	13,097.80	(1,610.61) LT		
	3/11/08	285 000	47 368	13,499.82	17,362 20	3,862 38 LT		
	Total	500.000		28,208 23	**30,460.00**	2,251 77 LT	575 00	1 88
Share Price $60 920, Next Dividend Payable 03/2013								

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
STOCKS	66.3%	$638,772.10	$833,299.14	$187,073.41 LT	$18,214.14	2.19%
				$7,453.59 ST	$0.00	

[redacted]

CORPORATE FIXED INCOME

CORPORATE BONDS

Security Description	Trade Date	Face Value	Orig. Unit Cost / Adj. Unit Cost	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
AETNA INC	1/23/02	60,000.000	$103 244	$61,946 40			$4,050 00	6.49
CUSIP 008117AD5			$100.270	$60,162.13	$62,374.20	$2,212.07 LT	$1,192 49	
Unit Price. $103 957, Coupon Rate 6 750%, Matures 09/15/2013; Int Semi-Annually Mar/Sep 15, Yield to Maturity 1 101%; Moody A3 S&P A; Issued 09/14/93								
WELLS FARGO & COMPANY	11/1/02	60,000 000	99.019	59,411.40			3,000 00	4 66
CUSIP 949746CR0			99.019	59,411 40	64,367.40	4,956 00 LT	383 33	
Unit Price· $107 279, Coupon Rate 5 000%, Matures 11/15/2014; Int Semi-Annually May/Nov 15, Yield to Maturity 1.062%, Moody A3 S&P A; Issued 11/06/02								
PROCTER & GAMBLE CO	12/31/03	60,000.000	100 250	60,150 00			2,910 00	4 32
CUSIP 742718BZ1			100.076	60,045.41	67,255.20	7,209.79 LT	129 33	
Unit Price. $112.092, Coupon Rate 4 850%, Matures 12/15/2015, Int. Semi-Annually Jun/Dec 15, Yield to Maturity 708%; Moody AA3 S&P AA-; Issued 11/25/03								
GENERAL ELECTRIC CAPITAL CORP	10/15/08	60,000.000	87.445	52,467.00			3,000 00	4.50
CUSIP 36962GU69			87.445	52,467.00	66,661.20	14,194.20 LT	1,441 66	
Unit Price $111 102, Coupon Rate 5 000%, Matures 01/08/2016, Int Semi-Annually Jan/Jul 08, Yield to Maturity 1 242%; Moody A1 S&P AA+, Issued 01/09/06								
MERRILL LYNCH & CO INC NOTE	11/30/01	60,000.000	99.689	59,813.40			3,900 00	5 57
CUSIP 590188JF6			99.689	59,813 40	69,947.40	10,134 00 LT	1,798 33	
Unit Price $116 579, Coupon Rate 6 500%, Matures 07/15/2018, Int Semi-Annually Jan/Jul 15, Yield to Maturity 3.209%, Moody BAA2 S&P A-, Issued 07/15/98								

	Face Value Percentage of Assets %	Orig. Total Cost / Adj. Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
CORPORATE FIXED INCOME	300,000.000	$293,788.20			$16,860.00	5.10%
		$291,899.34	$330,605.40	$38,706.06 LT	$4,945.14	
TOTAL CORPORATE FIXED INCOME (incl.accr.int.)	26.7%		$335,550.54			

	Percentage of Assets %	Total Cost	Market Value	Unrealized Gain/(Loss)	Estimated Annual Income / Accrued Interest	Yield %
TOTAL MARKET VALUE	100.0%	$930,671.44	$1,251,647.32	$225,779.47 LT	$35,082.90	2.79%
				$7,453.59 ST	$4,945.14	
TOTAL VALUE (includes accrued interest)			$1,256,592.46			

Unrealized Gain/(Loss) totals only reflect positions that have cost basis and/or market value information available. Cash, MMF, Deposits and positions stating 'Please Provide' are not included

Morgan Stanley

Ref 00004216 00027543

2012 Year End Summary

G ANDREW & J DENISE FRANZ TTEE

Account Number 596-20397-14 681

Details of Short Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	27	CARNIVAL CORP (PAIRED STOCK)	05/17/11	02/27/12	$ 802.95	$ 1,081.08	($ 278.13)	
125000020	72	CORNING INC	05/17/11	01/26/12	935.23	1,442.88	(507.65)	
	85	TRADE AS OF 01/26/12	08/25/11		1,104.10	1,215 47	(111.37)	
Total					$ 2,842.28	$ 3,739.43	($ 897.15)	

Details of Long Term Gain (Loss) 2012

This section shows your sales of securities during the year. The "Sale Proceeds" column excludes any accrued income you may have received. In addition, although cash in lieu less than $20 is not included on Form 1099-B (if applicable), it is included in this section. Please note, this material is being prepared for informational purposes only and should not be used for tax preparation without the assistance of your tax advisor.

Reference number	Quantity	Security Description	Opening Trade Date	Closing Trade Date	Sale Proceeds	Cost	(Loss)	Gain
125000010	313	CARNIVAL CORP	03/03/05	02/27/12	$ 9,308.23	$ 16,833.41	($ 7,525.18)	
	229	(PAIRED STOCK)	10/17/05		6,810.17	10,752.79	(3,942 62)	
	154		04/07/10		4,579.77	5,979 87	(1,400 10)	
125000020	969	CORNING INC TRADE AS OF 01/26/12	08/24/09	01/26/12	12,586.67	15,652 16	(3,065 49)	
125000030	98	INTEL CORP	06/19/01	02/22/12	2,626.93	2,612 68		14 25
	591	CGMI AND/OR ITS AFFILIATES	10/29/01		15,842.00	14,886.70		955.30
125000040	89	PHILIP MORRIS INTL INC	02/26/10	01/18/12	6,585 20	4,384.01		2,201.19
125000050	404	WALGREEN CO NEW	08/21/07	02/08/12	13,377 72	18,292.64	(4,914 92)	
	35		10/16/07		1,158.96	1,349.89	(190.93)	
Total					$ 72,875.65	$ 90,744.15	($ 21,039.24)	$ 3,170.74

2012 YEAR END SUMMARY