



See a Social Security Number? Say Something!
Report Privacy Problems to <https://public.resource.org/privacy>
Or call the IRS Identity Theft Hotline at 1-800-908-4490



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 01-01-2012 , and ending 12-31-2012

Name of foundation The Kors Le Pere Foundation		A Employer identification number 45-4035400	
% THE ROCKEFELLER TRUST CO (DE)		B Telephone number (see instructions) (302) 498-6000	
Number and street (or P O box number if mail is not delivered to street address) THE ROCKEFELLER TRUST CO DE 1201 N MARKET STREET Suite 1401		Room/suite	
City or town, state, and ZIP code WILMINGTON, DE 19801		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	
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 25,328,864		J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)	
E If private foundation status was terminated under section 507(b)(1)(A), check here ☐		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐	

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (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)	5,063,025			
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	11,682	11,682		
	4 Dividends and interest from securities.	514,259	514,259		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	219,126			
	b Gross sales price for all assets on line 6a _____ 286,262				
	7 Capital gain net income (from Part IV, line 2)		219,126		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	315	315		
	12 Total. Add lines 1 through 11	5,808,407	745,382		
	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)	21,728	0	0	21,728
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule)	39,589	22,922		16,667
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	16,500			
	19 Depreciation (attach schedule) and depletion . . .				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	233	6		227
	24 Total operating and administrative expenses. Add lines 13 through 23	78,050	22,928	0	38,622
	25 Contributions, gifts, grants paid	812,300			812,300
	26 Total expenses and disbursements. Add lines 24 and 25	890,350	22,928	0	850,922
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	4,918,057			
	b Net investment income (if negative, enter -0-)		722,454		
	c Adjusted net income (if negative, enter -0-)				

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	20,001,145	348,360	348,360
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)		12,141	4,847,850
	c	Investments—corporate bonds (attach schedule).		18,387,528	19,015,464
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)		1,120,289	1,117,190
	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)	20,001,145	19,868,318	25,328,864	
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ _____)			
	23	Total liabilities (add lines 17 through 22)		0	
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	20,001,145	19,868,318	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	Total net assets or fund balances (see page 17 of the instructions)	20,001,145	19,868,318	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	20,001,145	19,868,318	

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 20,001,145
2	Enter amount from Part I, line 27a	2 4,918,057
3	Other increases not included in line 2 (itemize) ▶ _____	3
4	Add lines 1, 2, and 3	4 24,919,202
5	Decreases not included in line 2 (itemize) ▶ _____	5 5,050,884
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6 19,868,318

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)
1 a	2964 43 GS INVESTMENT GRADE CREDIT FUND INSTITUTIONAL	P	2012-01-27	2012-12-10
b	4,102 56 GS INVESTMENT GRADE CREDIT FUND INSTITUTIONAL	P	2012-01-27	2012-12-13
c	GOLDMAN SACHS REGULATED FUTURES CONTRACTS (SHORT TERM)	P		
d	GOLDMAN SACHS REGULATED FUTURES CONTRACTS (LONG TERM)	P		
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 30,000		28,162	1,838
b 40,000		38,974	1,026
c 30,453			30,453
d 45,679			45,679
e			

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			1,838
b			1,026
c			30,453
d			45,679
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	219,126
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 page 18 of 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	0	19,701,128	0 0
2010			
2009			
2008			
2007			

2 Total of line 1, column (d).	2	0 0
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 0
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	20,487,811
5 Multiply line 4 by line 3.	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	7,225
7 Add lines 5 and 6.	7	7,225
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	850,922

Part VIExcise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948—see page 18 of the 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	7,225
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	7,225
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	7,225
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	16,477	
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	16,477
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	9,252
11		Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 9,252	Refunded ☐	11	

Part VII-AStatements Regarding Activities

1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? ☒		Yes	No
	1a			No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	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		No
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?	2		No
	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		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5		No
	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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ DE _____			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		No

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		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address N/A				
14	The books are in care of THE ROCKEFELLER TRUST CO (DE) Telephone no (302) 498-6000 Located at 1201 N MARKET STREET SUITE 1401 WILMINGTON DE ZIP+4 19801			
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		No
See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country				

Part VII-B

Statements Regarding Activities for Which Form 4720 May Be Required

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

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?		6b		No
If "Yes" to 6b, file Form 8870.				
7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?		☐ Yes	☒ No	
b If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b		

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
Michael Kors	President	0		
c/o Tamar IoffeRockefeller Co New York, NY 10020	1 0			
Lance Le Pere	Secretary and	0		
c/o Tamar Ioffe Rockefeller Co New York, NY 10020	Treasurer 1 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
Total number of other employees paid over \$50,000.				

Part VIII

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Total number of others receiving over \$50,000 for professional services.		

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1	
2	
3	
4	

Part IX-B

Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 3.	

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	16,136,576
b	Average of monthly cash balances.	1b	4,663,232
c	Fair market value of all other assets (see instructions).	1c	0
d	Total (add lines 1a, b, and c).	1d	20,799,808
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	0
3	Subtract line 2 from line 1d.	3	20,799,808
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	311,997
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	20,487,811
6	Minimum investment return. Enter 5% of line 5.	6	1,024,391

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	1,024,391
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	7,225
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	7,225
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	1,017,166
4	Recoveries of amounts treated as qualifying distributions.	4	
5	Add lines 3 and 4.	5	1,017,166
6	Deduction from distributable amount (see instructions).	6	
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	1,017,166

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	850,922
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	0
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	0
b	Cash distribution test (attach the required schedule).	3b	0
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	850,922
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	7,225
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	843,697
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				1,017,166
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			29,664	
b Total for prior years 2010 , 2009 , 2008				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				0
f Total of lines 3a through e.	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 850,922				
a Applied to 2011, but not more than line 2a			29,664	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				821,258
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:	0			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b.				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
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				195,908
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . .				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . .				
c Excess from 2010. . . .				
d Excess from 2011. . . .				
e Excess from 2012. . . .	0			

Part XIV

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

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 organization is a private operating foundation described in section 4942(j)(3) or 4942(j)(5)

☐ 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 organization 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))

MICHAEL KORS

b

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

2

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

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

a

The name, address, and telephone number 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

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

Form **990-PF** (2012)

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					
4	Dividends and interest from securities.			14	525,941	
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	219,126	
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a <u>GOLDMAN SACHS NON DIV DISTRIBUTION</u>			18	315	
b	_____					
c	_____					
d	_____					
e	_____					
12	Subtotal. Add columns (b), (d), and (e).				745,382	
13	Total. Add line 12, columns (b), (d), and (e).					745,382

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

[illegible]

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. (2) Other assets. b Other transactions (1) Sales of assets to a noncharitable exempt organization. (2) Purchases of assets from a noncharitable exempt organization. (3) Rental of facilities, equipment, or other assets. (4) Reimbursement arrangements. (5) Loans or loan guarantees. (6) Performance of services or membership or fundraising solicitations. c Sharing of facilities, equipment, mailing lists, other assets, or paid employees. 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		Yes	No
	1a(1)		No
	1a(2)		No
	1b(1)		No
	1b(2)		No
	1b(3)		No
	1b(4)		No
	1b(5)		No
	1b(6)		No
	1c		No

[illegible]

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

b If "Yes," complete the following schedule

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

**Sign
Here**

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

* * * * *

2013-10-22

* * * * *

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr. 2)? ☒ **Yes** ☐ **No**

**Paid
Preparer
Use Only**

Paid Preparer Use Only	Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ☒	PTIN
	Susan E Leitner CPA	Susan E Leitner CPA			
	Firm's name ☐	Rockefeller Trust Co NA		Firm's EIN ☐	
		10 Rockefeller Plz 3rd FL			
	Firm's address ☐	New York, NY 10020		Phone no (212) 549-5544	

Schedule B

(Form 990, 990-EZ, or 990-PF)

Department of the Treasury
Internal Revenue Service

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization The Kors Le Pere Foundation	Employer identification number 45-4035400
--	---

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33¹/₃% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** \$5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

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

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

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

Name of organization The Kors Le Pere Foundation	Employer identification number 45-4035400
--	---

Part I	Contributors (see instructions) Use duplicate copies of Part I if additional space is needed		
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	Michael Kors c/o TIoffeRock Co 10 Rockefeller New York, NY 10020	\$ 5,063,025	Person ☒ Payroll ☐ Noncash ☒ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization The Kors Le Pere Foundation	Employer identification number 45-4035400
--	---

Part III	Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively</i> religious, charitable, etc , contributions of \$1,000 or less for the year (Enter this information once See instructions) ▶ \$ Use duplicate copies of Part III if additional space is needed
-----------------	---

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—			
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

TY 2012 Depreciation Schedule

Name: The Kors Le Pere Foundation

EIN: 45-4035400

TY 2012 Investments Corporate Bonds Schedule

Name: The Kors Le Pere Foundation

EIN: 45-4035400

Name of Bond	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED	18,387,528	19,015,464

TY 2012 Investments Corporate Stock Schedule

Name: The Kors Le Pere Foundation

EIN: 45-4035400

Name of Stock	End of Year Book Value	End of Year Fair Market Value
SEE ATTACHED	12,141	4,847,850

TY 2012 Investments - Other Schedule

Name: The Kors Le Pere Foundation

EIN: 45-4035400

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
SEE ATTACHED	AT COST	1,120,289	1,117,190

TY 2012 Land, Etc. Schedule**Name:** The Kors Le Pere Foundation**EIN:** 45-4035400

TY 2012 Legal Fees Schedule

Name: The Kors Le Pere Foundation

EIN: 45-4035400

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
LEGAL FEES	21,728			21,728

TY 2012 Other Decreases Schedule

Name: The Kors Le Pere Foundation

EIN: 45-4035400

Description	Amount
DIFF BTWN COST & MKT OF CONTRIB STOCK	5,050,884

TY 2012 Other Expenses Schedule

Name: The Kors Le Pere Foundation

EIN: 45-4035400

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
REPRESENTATION FEE	227			227
BANK CUSTODY FEE	6	6		

TY 2012 Other Income Schedule

Name: The Kors Le Pere Foundation

EIN: 45-4035400

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
GOLDMAN SACHS	315	315	

TY 2012 Other Professional Fees Schedule**Name:** The Kors Le Pere Foundation**EIN:** 45-4035400

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
ADMINISTRATION FEES	16,667			16,667
INVESTMENT ADVISORY FEES	22,922	22,922		

TY 2012 Taxes Schedule

Name: The Kors Le Pere Foundation

EIN: 45-4035400

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	16,500			

Rockefeller & Co.
Charitable Contributions
The Kors Le Pere Foundation (7095)
Tax ID: 45-4035400

Page 1

(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gi

From: 01/01/2012 To: 12/31/2012

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable				
1	American Red Cross (480) 2025 E Street, NW Washington, DC, 20006	(6610) Contributions - Cash 50% Char	11/09/2012	5,000.00
2	Big Cat Rescue (BIGCAT) 12802 East Street Tampa, FL, 33625	(6610) Contributions - Cash 50% Char	12/06/2012	20,000.00
3	charity water (CHRTYGLB) 200 Varick Street Suite 201 New York, NY, 10014	(6610) Contributions - Cash 50% Char	08/01/2012	5,300.00
4	Courage Campaign Institute 501c3 (COURGECM) 7119 West Sunset Boulevard, No. 195 Los Angeles, CA, 90046	(6610) Contributions - Cash 50% Char	12/06/2012	50,000.00
5	Gay Men's Health Crisis, Inc. (4087)	(6610) Contributions - Cash 50% Char	12/06/2012	50,000.00
6	God's Love We Deliver (4216) New York, NY,	(6610) Contributions - Cash 50% Char	07/13/2012	25,000.00
7	Human Rights Campaign Foundation (HRC)	(6610) Contributions - Cash 50% Char	12/06/2012	50,000.00
8	Lambda Legal Defense and Education Fund, Inc. (5742)	(6610) Contributions - Cash 50% Char	12/06/2012	50,000.00
9	Lincoln Center Theater (5908) 150 W. 65th Street New York, NY, 10023	(6610) Contributions - Cash 50% Char	12/06/2012	10,000.00
10	Memorial Sloan-Kettering Cancer Center (6398) 1275 York Avenue New York, NY, 10021	(6610) Contributions - Cash 50% Char	12/06/2012	100,000.00
11	New York City Center Inc. (NYCCI) 130 West 56th Street New York, NY, 10019	(6610) Contributions - Cash 50% Char	12/06/2012	10,000.00

Run Date 10/21/2013 01:40 PM

Rockefeller & Co.
Charitable Contributions
The Kors Le Pere Foundation (7095)
Tax ID: 45-4035400

Page 2

(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gi

From: 01/01/2012 To: 12/31/2012

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
12	New York Presbyterian Hospital (NYPH) PO Box 9305 GPO New York, NY, 10087-9305	(6610) Contributions - Cash 50% Char	12 06 2012	100,000 00
13	New York Restoration Project (7206) 254 West 31st Street New York, NY, 10001	(6610) Contributions - Cash 50% Char	07 02 2012	20,000 00
		(6610) Contributions - Cash 50% Char	09 19 2012	20,000 00
		(6610) Contributions - Cash 50% Char	12 10 2012	27,000 00
		New York Restoration Project (7206) Sub Total		67,000 00
14	Panthera Corporation (PANTHERA) 8 W 40th Street, Fl 18 New York, NY, 10018	(6610) Contributions - Cash 50% Char	12 06 2012	20,000 00
15	Park Square Advocates Inc (GLAD) Glad 30 Winter Street Suite 800 Boston, MA, 02108	(6610) Contributions - Cash 50% Char	12 06 2012	50,000 00
16	Roundabout Theatre Company (RNDABOUT) 231 West 39th Street, Suite 1200 New York, NY, 10018	(6610) Contributions - Cash 50% Char	12 06 2012	10,000 00
17	The Breast Cancer Research Foundation (9622) 767 Fifth Avenue, 40th Floor New York, NY, 10153	(6610) Contributions - Cash 50% Char	06 06 2012	50,000 00
18	The Foundation for AIDS Research (FOUNDATI) 120 Wall Street, 13th Floor New York, NY, 10005-3908	(6610) Contributions - Cash 50% Char	12 06 2012	50,000 00
19	The Public Theatre (PUBLICTH) 425 Lafayette Street New York, NY, 10003	(6610) Contributions - Cash 50% Char	12 06 2012	10,000 00

Run Date 10/21/2013 01:40 PM

Rockefeller & Co.
Charitable Contributions
The Kors Le Pere Foundation (7095)
Tax ID: 45-4035400

Page 3

(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gi

From: 01/01/2012 To: 12/31/2012

Item No.	Donee Name/Address	Description	Date	Amount
50% Charitable (cont'd)				
20	Westhampton Beach Performing Arts Center (WHBPAC) 76 Main Street Westhampton Beach, NY. 11978			
		(6610) Contributions - Cash 50% Char	12 06 2012	10,000 00
21	World Food Program USA (WFPUSA) 1819 L Street, NW Suite 900 Washington, DC. 20036			
		(6610) Contributions - Cash 50% Char	12 06 2012	50,000 00
22	World Wildlife Fund (C9975) 1250 24th Street NW Washington, DC. 20037			
		(6610) Contributions - Cash 50% Char	12 06 2012	20,000 00
50% Charitable Sub Total:				<u>812,300 00</u>
Grand Total :				<u>812,300 00</u>

Run Date 10/21/2013 01 40 PM

Rockefeller & Co.
Charitable Contributions Summary Report
The Kors Le Pere Foundation (7095)
Tax ID: 45-4035400

Page 4

(Gifts were made in cash unless otherwise stated Securities given, unless otherwise stated, were regularly traded on a national securities exchange or over the counter market and were valued at the average of the high and low transactions on the date of gi

From: 01/01/2012 **To:** 12/31/2012

SUMMARY

Account Number	Description	Total
50% Charitable		
6610	Contributions - Cash 50% Char	812,300.00
	Sub-Total :	812,300.00
	Grand Total :	812,300.00

Last Page of Report

Run Date 10/21/2013 01:40 PM

Kors Le Pere Foundation
 EIN 45-4035400
 Balance Sheet
 December 31, 2012

Quantity	Security Name	Cost (USD)	Market Value (USD)
<u>Cash</u>			
	Cash - State Street Bank	690 36	690 36
	Cash-Goldman Sachs	347,670 08	347,670 08
	Total Cash	348,360.44	348,360.44
<u>Corporate Stock</u>			
95,000 00	Michael Kors Holdings Limited	12,141 00	4,847,850 00
	Total Corporate Stock	12,141.00	4,847,850.00
<u>Corporate Bonds including Agency , Mortgage Backed, Preferred Bonds</u>			
372,837 26	Eaton Vance Income Fund of Boston	2,133,780 00	2,240,751 90
102,938 84	Goldman Sachs Credit Strategies Fund	1,067,387 04	1,098,357 47
400	Goldman Sachs Group Inc Linked To MSCI EAFE Struc Note 0% Due 04/07/2014	400,000 00	430,046 40
400	Goldman Sachs Group Inc Linked To MSCI EAFE Struc Note 0% Due 12/10/2014	400,000 00	402,387 60
700	Goldman Sachs Group Inc Linked To S&P 500 Struc Note 0% Due 04/07/2014	700,000 00	767,503 10
600	Goldman Sachs Group Inc Linked To S&P 500 Struc Note 0% Due 04/07/2014	600,000 00	649,887 60
1,000 00	GS Linked to S&P 500 Index Upside Lev Capped W Buffer 0 00% Due 11/05/2014	1,000,000 00	989,557 00
104,122 61	Goldman Sachs High Yield Floating Rate Fund	1,025,905 68	1,045,391 02
311,243 92	Goldman Sachs High Yield Fund	2,171,116 95	2,275,193 03
66,166 95	Stone Harbor Local Market Fund	714,706 31	741,069 80
433,556 03	Goldman Sachs Investment Grade Credit Fund	4,174,631 59	4,240,178 00
500,000 00	JP Morgan Chase & Co FDIC Linked To S&P 500 11 3% Due 10/03/2014	500,000 00	501,760 00
1,000,000 00	JP Morgan Chase & Co FDIC Linked To S&P 500 0% Due 02/07/2014	1,000,000 00	1,031,680 00
1,000 00	Rabobank Nederland Utrecht Linked to S&P 500 0 00% Due 07/08/2014	1,000,000 00	1,024,595 00
500	Royal Bank of Canada RY 0 00% Due 04/07/2014	500,000 00	523,893 50
1,000 00	Royal Bank of Canada RY Linked To S&P 500 0% Due 12/03/2013	1,000,000 00	1,053,213 00
	Total Corporate Bonds	18,387,527.57	19,015,464.42
<u>Other</u>			
979,823 00	Goldman Sachs Princeton Fund, Ltd Class A (LP)	1,000,000 00	996,901 00
50,000 00	GS Vintage Fund VI Offshore Holdings, LP (LP)	50,000 00	50,000 00
86,968 70	GS Financial Square Federal Fund	86,968 70	86,968 70
-3	S&P 500 Index Put @ 1325 Expires 02/16/2013 (Short)	-2,805 00	-2,805 00
-3	S&P 500 Index Put @ 1325 Expires 03/28/2013 (Short)	-5,865 00	-5,865 00
-3	S&P 500 Index Put @ 1340 Expires 03/16/2013 (Short)	-5,715 00	-5,715 00
-3	S&P 500 Index Put @ 1375 Expires 01/19/2013 (Short)	-2,295 00	-2,295 00
	Total Other	1,120,288.70	1,117,189.70
	GRAND TOTAL	19,868,317.71	25,328,864.56