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

For calendar year 2012, or tax year beginning , 2012, and ending ,

The Pelican Charitable Foundation
Foundation
17550 N Perimeter Dr #180
Scottsdale, AZ 85255

A Employer identification number: 51-0423211

B Telephone number (see the instructions): 480 458-2455

C If exemption application is pending, check here ☐

D 1 Foreign organizations, check here ☐

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

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

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

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

I Fair market value of all assets at end of year (*from Part II, column (c), line 16*) ► $ 1,269,069.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (*Part I, column (d) must be on cash basis*)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE	1 Contributions, gifts, grants, etc, received (att sch)				
	2 Ck ► ☒ if the foundn is **not** req to att Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	36,137.	36,137.	36,137.	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain/(loss) from sale of assets not on line 10	-3,648.			
	b Gross sales price for all assets on line 6a 42,510.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain			0.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit/(loss) (att sch)				
	11 Other income (attach schedule)				
	12 **Total.** Add lines 1 through 11	32,489.	36,137.	36,137.	
ADMINISTRATIVE EXPENSES	13 Compensation of officers, directors, trustees, etc	0.			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule) See St 1	10,603.			
	b Accounting fees (attach sch)				
	c Other prof fees (attach sch)				
	17 Interest				
	18 Taxes (attach schedule)(see instrs) See Stm 2	1,282.	1,282.		
	19 Depreciation (attach sch) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) See Statement 3	13,397.	13,088.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	25,282.	14,370.		
	25 Contributions, gifts, grants paid				
	26 **Total expenses and disbursements.** Add lines 24 and 25	25,282.	14,370.	0.	0.
	27 Subtract line 26 from line 12:				
	a **Excess of revenue over expenses and disbursements**	7,207.			
	b **Net investment income** (if negative, enter -0-)		21,767.		
	c **Adjusted net income** (if negative, enter -0-)			36,137.	

RECEIVED FEB 2014 OGDEN, UT

SCANNED FEB 18 2014

AMENDED

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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing		149,368.	266,721.
	2 Savings and temporary cash investments	269,156.	128,708.	
	3 Accounts receivable ►			
	Less: allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach sch) ►			
	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)	529,947.	641,192.	625,821.
	c Investments — corporate bonds (attach schedule)	375,861.	262,903.	376,527.
	11 Investments — land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
	12 Investments — mortgage loans			
	13 Investments — other (attach schedule)			
	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)	1,174,964.	1,182,171.	1,269,069.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	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 ► [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	1,174,964.	1,182,171.	
	30 **Total net assets or fund balances** (see instructions)	1,174,964.	1,182,171.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	1,174,964.	1,182,171.	

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	1,174,964.
2	Enter amount from Part I, line 27a	2	7,207.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	1,182,171.
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	1,182,171.

Amended

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	See Statement 4			
b				
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				

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				
b				
c				
d				
e				

2	Capital gain net income or (net capital loss). If gain, also enter in Part I, line 7. If (loss), enter -0- in Part I, line 7	2	-3,648.
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	-344.

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 (column (b) divided by column (c))
2011		1,264,205.	
2010		1,146,417.	
2009	10,000.	976,375.	0.010242
2008	227,861.	1,178,845.	0.193292
2007	667,238.	1,777,498.	0.375380

2	**Total** of line 1, column (d)	2	0.578914
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	0.115783
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,250,033.
5	Multiply line 4 by line 3	5	144,733.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	218.
7	Add lines 5 and 6	7	144,951.
8	Enter qualifying distributions from Part XII, line 4	8	

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)

1 a	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 instrs)**			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► ☐ and enter 1% of Part I, line 27b		1	435.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	435.
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	435.
6	Credits/Payments.			
a	2012 estimated tax pmts and 2011 overpayment credited to 2012	6a 1,168.		
b	Exempt foreign organizations — tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d		7	1,168.
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	0.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	733.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ► 733.	**Refunded** ►	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1 a	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 the instructions for definition)?	1b		X
	*If the answer is 'Yes' to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ► $ 0. **(2)** On foundation managers ► $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a	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?	4b	N/A	
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions) ► AZ NV			
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 ► Foundation Director Telephone no. ► 480 458-2455

Located at ► 17550 N Perimeter Dr, Ste 180 Scottsdale AZ ZIP + 4 ► 85255

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** — Check here N/A ► ☐

and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1 a	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)?	1 b	N/A	
	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?	1 c		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 ► 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	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 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? ☐ 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.)*	3b	N/A	
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)? (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** N/A

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 (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? 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 (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
Raymond A. Lamb 17550 N Perimeter Dr, Ste 180 Scottsdale, AZ 85255	Director 0	0.	0.	0.
M Christopher Evans 17550 N. Perimeter Drive #180 Scottsdale, AZ 85255	Director 0.50	0.	0.	0.
James A. Herk 17550 N Perimeter Dr, Ste 180 Scottsdale, AZ 85255	Director 0	0.	0.	0.

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

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

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 (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
None		
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 (see instructions)

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	1,002,348.
b	Average of monthly cash balances	1b	266,721.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,269,069.
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	1,269,069.
4	Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	19,036.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,250,033.
6	**Minimum investment return.** Enter 5% of line 5	6	62,502.

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	62,502.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 435.		
b	Income tax for 2012 (This does not include the tax from Part VI.) — 2b:		
c	Add lines 2a and 2b	2c	435.
3	Distributable amount before adjustments Subtract line 2c from line 1	3	62,067.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	62,067.
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	62,067.

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	
b	Program-related investments — total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
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	0.
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	0.

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				62,067.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 579,979.				
b From 2008 169,469.				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	749,448.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► $				
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				0.
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).)*	62,067.			62,067.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	687,381.			
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 instructions			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) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	517,912.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	169,469.			
10 Analysis of line 9				
a Excess from 2008 169,469.				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

Check here ► [X] 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*				
Total			► **3a**	
b *Approved for future payment*				
Total			► **3b**	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions.)
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					36,137.
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					-3,648.
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)					32,489.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 32,489.

(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). (See instructions.)
N/A	

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	**1 a (1)**		X
	(2) Other assets	**1 a (2)**		X
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization	**1 b (1)**		X
	(2) Purchases of assets from a noncharitable exempt organization	**1 b (2)**		X
	(3) Rental of facilities, equipment, or other assets	**1 b (3)**		X
	(4) Reimbursement arrangements	**1 b (4)**		X
	(5) Loans or loan guarantees	**1 b (5)**		X
	(6) Performance of services or membership or fundraising solicitations	**1 b (6)**		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	**1 c**		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			

2 a 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

N Christopher Evans 1/27/14 Director

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
[redacted]	Self-Prepared			[redacted]
Firm's name ► [redacted]			Firm's EIN ► [redacted]	
Firm's address ► [redacted]			Phone no [redacted]	

AmENDED

Statement 1
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	$ 10,603.			
Total	$ 10,603.	$ 0.	$ 0.	$ 0.

Statement 2
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Federal Income Taxes	$ 1,000.	$ 1,000.		
Foreign Tax Withheld on Dividends	282.	282.		
Total	$ 1,282.	$ 1,282.	$ 0.	$ 0.

Statement 3
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Filing Fees	$ 309.			
Investment Fees	13,088.	$ 13,088.		
Total	$ 13,397.	$ 13,088.	$ 0.	$ 0.

Statement 4
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	1 KRAFT FOODS GROUP INC	Purchased	10/15/2010	10/30/2012
2	1 CME GROUP INC	Purchased	12/21/2010	1/10/2012
3	5 CME GROUP INC	Purchased	7/29/2011	1/10/2012
4	5 REPUBLIC SERVICES INC CL A	Purchased	4/29/2011	1/10/2012
5	5 FANUC	Purchased	12/22/2010	1/11/2012
6	5 REPUBLIC SERVICES INC CL A	Purchased	12/21/2010	1/13/2012
7	5 REPUBLIC SERVICES INC CL A	Purchased	12/21/2010	1/18/2012
8	5 ROLLS-ROYCE PLC SPONSORED ADR	Purchased	12/21/2010	1/18/2012
9	5 REGENERON PHARMACEUTICALS INC	Purchased	3/09/2011	2/07/2012
10	5 MCDONALDS CORP	Purchased	6/14/2011	2/14/2012
11	51 REPUBLIC SERVICES INC CL A	Purchased	12/21/2010	2/14/2012
12	2 ALLEGHENY TECHNOLOGIES INC	Purchased	12/21/2010	3/07/2012
13	2 GOOGLE INC CL A	Purchased	9/28/2011	3/07/2012

Amended

Statement 4 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
14	2 MCDONALDS CORP	Purchased	6/14/2011	3/07/2012
15	1 FAST RETAILING CO LTD	Purchased	5/02/2011	3/08/2012
16	1 FANUC	Purchased	2/15/2012	3/08/2012
17	7 NOVOZYMES A/S	Purchased	8/12/2011	3/08/2012
18	4 ALEXION PHARMACEUTICALS INC	Purchased	12/21/2010	3/26/2012
19	1 ALEXION PHARMACEUTICALS INC	Purchased	3/07/2012	3/26/2012
20	1 REGENERON PHARMACEUTICALS INC	Purchased	3/07/2012	4/26/2012
21	1 REGENERON PHARMACEUTICALS INC	Purchased	3/09/2011	4/26/2012
22	149 CHEUNG KONG(HLDGS)	Purchased	12/22/2010	5/17/2012
23	15 CHEUNG KONG(HLDGS)	Purchased	2/15/2012	5/17/2012
24	4 EXXON MOBIL CORP	Purchased	12/21/2010	5/30/2012
25	2 ROLLS-ROYCE PLC SPONSORED ADR	Purchased	3/07/2012	6/01/2012
26	18 MCDONALDS CORP	Purchased	6/14/2011	6/27/2012
27	7 COCA COLA	Purchased	12/21/2010	7/12/2012
28	1 ALEXION PHARMACEUTICALS INC	Purchased	12/21/2010	7/27/2012
29	1 BERKSHIRE HATHAWAY INC DEL	Purchased	7/24/2012	7/27/2012
30	1 MONSANTO CO NEW	Purchased	3/07/2012	7/27/2012
31	1 NOVO-NORDISK A S ADR	Purchased	3/07/2012	7/27/2012
32	1 ROLLS-ROYCE PLC SPONSORED ADR	Purchased	12/21/2010	7/27/2012
33	1 WILEY JOHN & SONS INC CL A	Purchased	12/20/2010	7/27/2012
34	2 JARDINE STRATEGIC HLDGS LTD	Purchased	3/08/2012	7/30/2012
35	1 NOVO-NORDISK A S ADR	Purchased	3/07/2012	8/01/2012
36	2 REGENERON PHARMACEUTICALS INC	Purchased	3/09/2011	8/01/2012
37	1 RHJ INTL	Purchased	11/24/2010	8/01/2012
38	4 ONEX CORP	Purchased	12/21/2010	8/02/2012
39	2 ONEX CORP	Purchased	3/07/2012	8/02/2012
40	2 BAYERISCHE MOTORENWERKE AG AG BMW	Purchased	3/07/2012	8/02/2012
41	8 BAYERISCHE MOTORENWERKE AG AG BMW	Purchased	12/21/2010	8/02/2012
42	3 WILEY JOHN & SONS INC CL A	Purchased	12/20/2010	8/02/2012
43	2 COLOPLAST A/S - B	Purchased	2/01/2011	8/02/2012
44	1 COLOPLAST A/S - B	Purchased	3/08/2012	8/02/2012
45	2 RHJ INTL	Purchased	11/29/2010	8/02/2012
46	2 RHJ INTL	Purchased	12/21/2010	8/02/2012
47	3 RHJ INTL	Purchased	11/24/2010	8/02/2012
48	3 RHJ INTL	Purchased	11/28/2010	8/02/2012
49	1 RHJ INTL	Purchased	11/28/2010	8/02/2012
50	3 ONEX CORP	Purchased	12/21/2010	8/03/2012
51	7 RHJ INTL	Purchased	12/21/2010	8/03/2012
52	1 MASTERCARD INC CL A	Purchased	3/07/2012	8/07/2012
53	2 COCA COLA	Purchased	12/21/2010	8/09/2012
54	1 ROLLS-ROYCE PLC SPONSORED ADR	Purchased	12/21/2010	8/10/2012
55	7 RHJ INTL	Purchased	12/21/2010	8/10/2012
56	125 LI & FUNG LTD	Purchased	12/01/2011	8/15/2012
57	53 LI & FUNG LTD	Purchased	8/08/2012	8/15/2012
58	730 LI & FUNG LTD	Purchased	10/31/2011	8/15/2012
59	4 RHJ INTL	Purchased	12/21/2010	8/15/2012
60	9 RHJ INTL	Purchased	12/21/2010	8/17/2012
61	2 BAYERISCHE MOTORENWERKE AG AG BMW	Purchased	12/21/2010	9/04/2012
62	5 BAYERISCHE MOTORENWERKE AG AG BMW	Purchased	8/11/2011	9/04/2012
63	12 BAYERISCHE MOTORENWERKE AG AG BMW	Purchased	12/21/2010	9/04/2012
64	2 NOVO-NORDISK A S ADR	Purchased	12/21/2010	9/14/2012
65	1 REGENERON PHARMACEUTICALS INC	Purchased	3/09/2011	9/14/2012
66	1 ALEXION PHARMACEUTICALS INC	Purchased	12/21/2010	9/19/2012
67	1 BERKSHIRE HATHAWAY INC DEL	Purchased	7/24/2012	9/19/2012
68	1 BERKSHIRE HATHAWAY INC DEL	Purchased	6/28/2012	9/19/2012
69	1 REGENERON PHARMACEUTICALS INC	Purchased	3/09/2011	9/19/2012

Amended

Statement 4 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
70	1 REGENERON PHARMACEUTICALS INC	Purchased	3/09/2011	9/19/2012
71	1 WILEY JOHN & SONS INC CL A	Purchased	12/20/2010	9/19/2012
72	2 WILEY JOHN & SONS INC CL A	Purchased	12/21/2010	9/19/2012
73	51 UNITED OVERSEAS BANK LTD	Purchased	8/02/2011	9/20/2012
74	3 WILEY JOHN & SONS INC CL A	Purchased	12/21/2010	9/20/2012
75	3 WILEY JOHN & SONS INC CL A	Purchased	12/21/2010	9/20/2012
76	21 RHJ INTL	Purchased	12/21/2010	9/20/2012
77	1 ALEXION PHARMACEUTICALS INC	Purchased	12/21/2010	9/21/2012
78	13 LEUCADIA NATIONAL CORP	Purchased	3/23/2011	9/21/2012
79	5 LEUCADIA NATIONAL CORP	Purchased	4/27/2011	9/21/2012
80	4 WILEY JOHN & SONS INC CL A	Purchased	12/21/2010	9/21/2012
81	2 WILEY JOHN & SONS INC CL A	Purchased	12/21/2010	9/21/2012
82	9 RHJ INTL	Purchased	12/21/2010	9/21/2012
83	19 UNITED OVERSEAS BANK LTD	Purchased	8/02/2011	9/24/2012
84	3 WILEY JOHN & SONS INC CL A	Purchased	12/21/2010	9/24/2012
85	9 RHJ INTL	Purchased	12/21/2010	9/24/2012
86	15 ALLEGHENY TECHNOLOGIES INC	Purchased	12/21/2010	10/04/2012
87	5 ALLEGHENY TECHNOLOGIES INC	Purchased	11/02/2011	10/05/2012
88	15 ALLEGHENY TECHNOLOGIES INC	Purchased	12/21/2010	10/05/2012
89	3 ALLEGHENY TECHNOLOGIES INC	Purchased	10/26/2011	10/05/2012
90	1 RHJ INTL	Purchased	12/21/2010	10/05/2012
91	2 ALLEGHENY TECHNOLOGIES INC	Purchased	10/26/2011	10/08/2012
92	5 ALLEGHENY TECHNOLOGIES INC	Purchased	9/28/2011	10/08/2012
93	5 ALLEGHENY TECHNOLOGIES INC	Purchased	10/07/2011	10/08/2012
94	1 ALEXION PHARMACEUTICALS INC	Purchased	12/21/2010	10/09/2012
95	2 BERKSHIRE HATHAWAY INC DEL	Purchased	12/02/2010	10/09/2012
96	2 BERKSHIRE HATHAWAY INC DEL	Purchased	12/21/2010	10/09/2012
97	1 BERKSHIRE HATHAWAY INC DEL	Purchased	6/28/2012	10/09/2012
98	2 ONEX CORP	Purchased	12/21/2010	10/09/2012
99	2 REGENERON PHARMACEUTICALS INC	Purchased	3/09/2011	10/09/2012
100	1 ENSTAR GROUP LIMITED SHS	Purchased	3/07/2012	10/09/2012
101	2 ENSTAR GROUP LIMITED SHS	Purchased	3/08/2011	10/09/2012
102	3 ONEX CORP	Purchased	12/21/2010	10/10/2012
103	3 RHJ INTL	Purchased	12/21/2010	10/10/2012
104	2 ENSTAR GROUP LIMITED SHS	Purchased	3/08/2011	10/10/2012
105	2 RHJ INTL	Purchased	12/21/2010	10/11/2012
106	26 RHJ INTL	Purchased	12/21/2010	10/12/2012
107	1 ALEXION PHARMACEUTICALS INC	Purchased	12/21/2010	10/15/2012
108	25 BOMBARDIER INC CL B	Purchased	8/09/2011	10/15/2012
109	13 BOMBARDIER INC CL B	Purchased	12/21/2010	10/15/2012
110	2 BORG-WARNER AUTOMOTIVE INC	Purchased	3/07/2012	10/15/2012
111	1 REGENERON PHARMACEUTICALS INC	Purchased	3/09/2011	10/15/2012
112	2 WILEY JOHN & SONS INC CL A	Purchased	12/21/2010	10/15/2012
113	2 WILEY JOHN & SONS INC CL A	Purchased	12/21/2010	10/15/2012
114	24 BOMBARDIER INC CL B	Purchased	12/21/2010	10/16/2012
115	2 WILEY JOHN & SONS INC CL A	Purchased	12/21/2010	10/16/2012
116	12 RHJ INTL	Purchased	12/21/2010	10/16/2012
117	15 RHJ INTL	Purchased	12/21/2010	10/16/2012
118	1 BORG-WARNER AUTOMOTIVE INC	Purchased	3/07/2012	10/17/2012
119	3 BORG-WARNER AUTOMOTIVE INC	Purchased	12/21/2010	10/17/2012
120	6 COCA COLA	Purchased	12/21/2010	10/17/2012
121	1 WILEY JOHN & SONS INC CL A	Purchased	12/21/2010	10/17/2012
122	2 WILEY JOHN & SONS INC CL A	Purchased	12/21/2010	10/17/2012
123	1 WILEY JOHN & SONS INC CL A	Purchased	12/21/2010	10/18/2012
124	6 WILEY JOHN & SONS INC CL A	Purchased	12/21/2010	10/18/2012
125	44 RHJ INTL	Purchased	12/21/2010	10/18/2012

Amended

Statement 4 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
126	1 ALEXION PHARMACEUTICALS INC	Purchased	12/21/2010	10/23/2012
127	2 BORG-WARNER AUTOMOTIVE INC	Purchased	12/21/2010	10/23/2012
128	3 WILEY JOHN & SONS INC CL A	Purchased	12/21/2010	10/23/2012
129	4 WILEY JOHN & SONS INC CL A	Purchased	3/07/2012	10/23/2012
130	1 FAST RETAILING CO LTD	Purchased	5/02/2011	10/24/2012
131	6 RHJ INTL	Purchased	12/21/2010	10/24/2012
132	7 NOVOZYMES A/S	Purchased	8/12/2011	10/24/2012
133	1 RHJ INTL	Purchased	12/21/2010	10/25/2012
134	3 RHJ INTL	Purchased	12/21/2010	10/26/2012
135	15 UNITED OVERSEAS BANK LTD	Purchased	8/02/2011	10/29/2012
136	30 UNITED OVERSEAS BANK LTD	Purchased	8/04/2011	10/29/2012
137	15 UNITED OVERSEAS BANK LTD	Purchased	2/15/2012	10/29/2012
138	20 UNITED OVERSEAS BANK LTD	Purchased	1/19/2012	10/29/2012
139	4 RHJ INTL	Purchased	12/21/2010	10/29/2012
140	2 ANHEUSER BUSCH INBEV SA/NV	Purchased	4/14/2011	11/01/2012
141	3 COCA COLA	Purchased	12/21/2010	11/01/2012
142	1 NOVO-NORDISK A S ADR	Purchased	12/21/2010	11/01/2012
143	3 RHJ INTL	Purchased	9/14/2011	11/01/2012
144	1 RHJ INTL	Purchased	9/09/2011	11/01/2012
145	8 RHJ INTL	Purchased	9/12/2011	11/01/2012
146	2 RHJ INTL	Purchased	9/13/2011	11/01/2012
147	5 RHJ INTL	Purchased	2/23/2012	11/01/2012
148	4 RHJ INTL	Purchased	2/24/2012	11/01/2012
149	2 RHJ INTL	Purchased	2/27/2012	11/01/2012
150	3 RHJ INTL	Purchased	2/22/2012	11/01/2012
151	7 RHJ INTL	Purchased	12/21/2010	11/01/2012
152	2 RHJ INTL	Purchased	9/07/2011	11/01/2012
153	3 RHJ INTL	Purchased	9/08/2011	11/01/2012
154	1 RHJ INTL	Purchased	9/09/2011	11/01/2012
155	3 ANHEUSER BUSCH INBEV SA/NV	Purchased	4/14/2011	11/06/2012
156	2 LEUCADIA NATIONAL CORP	Purchased	3/23/2011	11/06/2012
157	5 LEUCADIA NATIONAL CORP	Purchased	1/04/2011	11/06/2012
158	16 LEUCADIA NATIONAL CORP	Purchased	12/21/2010	11/06/2012
159	2 NOVO-NORDISK A S ADR	Purchased	12/21/2010	11/06/2012
160	1 REGENERON PHARMACEUTICALS INC	Purchased	3/09/2011	11/06/2012
161	3 LEUCADIA NATIONAL CORP	Purchased	1/10/2012	11/07/2012
162	27 LEUCADIA NATIONAL CORP	Purchased	12/21/2010	11/07/2012
163	5 NIDEC CORP	Purchased	7/29/2011	11/07/2012
164	1 NIDEC CORP	Purchased	7/20/2012	11/07/2012
165	2 NIDEC CORP	Purchased	6/07/2012	11/07/2012
166	2 NIDEC CORP	Purchased	8/15/2012	11/07/2012
167	5 NIDEC CORP	Purchased	5/09/2011	11/07/2012
168	2 NIDEC CORP	Purchased	3/08/2012	11/07/2012
169	2 NIDEC CORP	Purchased	1/26/2011	11/07/2012
170	17 NIDEC CORP	Purchased	12/22/2010	11/07/2012
171	590 HUABAO INTERNATIONAL HOLDINGS LT	Purchased	12/22/2010	11/07/2012
172	5 LEUCADIA NATIONAL CORP	Purchased	12/06/2011	11/08/2012
173	7 LEUCADIA NATIONAL CORP	Purchased	12/02/2011	11/08/2012
174	7 LEUCADIA NATIONAL CORP	Purchased	1/10/2012	11/08/2012
175	225 HUABAO INTERNATIONAL HOLDINGS LT	Purchased	12/22/2010	11/08/2012
176	5 LEUCADIA NATIONAL CORP	Purchased	12/15/2011	11/09/2012
177	8 LEUCADIA NATIONAL CORP	Purchased	12/02/2011	11/09/2012
178	1 REGENERON PHARMACEUTICALS INC	Purchased	3/09/2011	11/09/2012
179	98 HUABAO INTERNATIONAL HOLDINGS LT	Purchased	7/06/2011	11/09/2012
180	619 HUABAO INTERNATIONAL HOLDINGS LT	Purchased	12/22/2010	11/09/2012
181	2 ANHEUSER BUSCH INBEV SA/NV	Purchased	12/21/2010	11/12/2012

AMENDED

Statement 4 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
182	124 HUABAO INTERNATIONAL HOLDINGS LT	Purchased	7/06/2011	11/12/2012
183	3 HUABAO INTERNATIONAL HOLDINGS LT	Purchased	7/06/2011	11/13/2012
184	7 NOVOZYMES A/S	Purchased	8/12/2011	11/13/2012
185	205 HUABAO INTERNATIONAL HOLDINGS LT	Purchased	8/10/2011	11/14/2012
186	90 HUABAO INTERNATIONAL HOLDINGS LT	Purchased	7/06/2011	11/14/2012
187	104 HUABAO INTERNATIONAL HOLDINGS LT	Purchased	1/17/2012	11/14/2012
188	94 HUABAO INTERNATIONAL HOLDINGS LT	Purchased	1/17/2012	11/15/2012
189	3 BORG-WARNER AUTOMOTIVE INC	Purchased	12/21/2010	11/16/2012
190	47 HUABAO INTERNATIONAL HOLDINGS LT	Purchased	1/17/2012	11/16/2012
191	17 HUABAO INTERNATIONAL HOLDINGS LT	Purchased	8/17/2012	11/16/2012
192	75 HUABAO INTERNATIONAL HOLDINGS LT	Purchased	1/11/2012	11/20/2012
193	178 HUABAO INTERNATIONAL HOLDINGS LT	Purchased	8/17/2012	11/20/2012
194	290 HUABAO INTERNATIONAL HOLDINGS LT	Purchased	1/11/2012	11/21/2012
195	1 REGENERON PHARMACEUTICALS INC	Purchased	3/09/2011	11/28/2012
196	325 OLAM INTL LTD	Purchased	12/22/2010	11/29/2012
197	60 OLAM INTL LTD	Purchased	12/14/2010	11/29/2012
198	120 OLAM INTL LTD	Purchased	12/22/2010	12/04/2012
199	70 OLAM INTL LTD	Purchased	4/20/2011	12/10/2012
200	100 OLAM INTL LTD	Purchased	2/16/2011	12/10/2012
201	84 OLAM INTL LTD	Purchased	12/22/2010	12/10/2012
202	9 OLAM INTL LTD	Purchased	2/08/2012	12/10/2012
203	39 COCA COLA	Purchased	12/21/2010	12/12/2012
204	3 ICICI BK LTD ADR	Purchased	7/19/2012	12/12/2012
205	1 REGENERON PHARMACEUTICALS INC	Purchased	3/09/2011	12/12/2012
206	2 ONEX CORP	Purchased	12/21/2010	12/19/2012
207	2 LAS VEGAS SANDS CORP	Purchased	3/07/2012	12/19/2012
208	1 NOVO-NORDISK A S ADR	Purchased	12/21/2010	12/19/2012
209	1 REGENERON PHARMACEUTICALS INC	Purchased	3/09/2011	12/19/2012
210	1 ROLLS-ROYCE PLC SPONSORED ADR	Purchased	12/21/2010	12/19/2012
211	1 ENSTAR GROUP LIMITED SHS	Purchased	12/14/2012	12/19/2012
212	1 FAST RETAILING CO LTD	Purchased	5/02/2011	12/20/2012
213	1 FANUC	Purchased	3/04/2012	12/20/2012
214	1 JARDINE STRATEGIC HLDGS LTD	Purchased	12/22/2010	12/20/2012
215	4 JARDINE STRATEGIC HLDGS LTD	Purchased	3/08/2012	12/20/2012
216	1 INDUSTRIA DE DISENO TEXTIL S A	Purchased	10/05/2012	12/20/2012

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
1	31.		22.	9.				$ 9.
2	227.		325.	-98.				-98.
3	1,136.		1,410.	-274.				-274.
4	140.		155.	-15.				-15.
5	772.		747.	25.				25.
6	138.		151.	-13.				-13.
7	136.		151.	-15.				-15.
8	288.		252.	36.				36.
9	500.		200.	300.				300.
10	495.		407.	88.				88.
11	1,535.		1,540.	-5.				-5.
12	81.		117.	-36.				-36.
13	1,217.		1,076.	141.				141.
14	199.		163.	36.				36.
15	208.		160.	48.				48.
16	173.		177.	-4.				-4.

Amended

Statement 4 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
17	195.		205.	-10.				$ -10.
18	375.		163.	212.				212.
19	94.		83.	11.				11.
20	141.		105.	36.				36.
21	141.		40.	101.				101.
22	1,789.		2,276.	-487.				-487.
23	180.		217.	-37.				-37.
24	321.		290.	31.				31.
25	122.		128.	-6.				-6.
26	1,587.		1,467.	120.				120.
27	537.		458.	79.				79.
28	109.		41.	68.				68.
29	85.		83.	2.				2.
30	87.		78.	9.				9.
31	154.		139.	15.				15.
32	69.		50.	19.				19.
33	48.		46.	2.				2.
34	63.		62.	1.				1.
35	154.		139.	15.				15.
36	268.		80.	188.				188.
37	5.		10.	-5.				-5.
38	151.		118.	33.				33.
39	75.		72.	3.				3.
40	141.		180.	-39.				-39.
41	564.		679.	-115.				-115.
42	137.		137.	0.				0.
43	369.		295.	74.				74.
44	184.		165.	19.				19.
45	9.		19.	-10.				-10.
46	9.		16.	-7.				-7.
47	14.		29.	-15.				-15.
48	14.		28.	-14.				-14.
49	5.		9.	-4.				-4.
50	114.		89.	25.				25.
51	34.		56.	-22.				-22.
52	421.		411.	10.				10.
53	158.		131.	27.				27.
54	66.		50.	16.				16.
55	32.		56.	-24.				-24.
56	203.		262.	-59.				-59.
57	86.		107.	-21.				-21.
58	1,186.		1,443.	-257.				-257.
59	18.		32.	-14.				-14.
60	42.		72.	-30.				-30.
61	139.		170.	-31.				-31.
62	347.		411.	-64.				-64.
63	827.		1,018.	-191.				-191.
64	308.		216.	92.				92.
65	149.		40.	109.				109.
66	114.		41.	73.				73.
67	89.		83.	6.				6.
68	89.		81.	8.				8.
69	146.		40.	106.				106.

Amended

Statement 4 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
70	146.		39.	107.				$ 107.
71	47.		46.	1.				1.
72	95.		90.	5.				5.
73	812.		889.	-77.				-77.
74	141.		136.	5.				5.
75	140.		136.	4.				4.
76	106.		168.	-62.				-62.
77	115.		41.	74.				74.
78	305.		454.	-149.				-149.
79	117.		187.	-70.				-70.
80	188.		181.	7.				7.
81	94.		90.	4.				4.
82	46.		72.	-26.				-26.
83	301.		331.	-30.				-30.
84	141.		136.	5.				5.
85	46.		72.	-26.				-26.
86	466.		879.	-413.				-413.
87	155.		234.	-79.				-79.
88	466.		879.	-413.				-413.
89	93.		128.	-35.				-35.
90	5.		8.	-3.				-3.
91	63.		85.	-22.				-22.
92	157.		201.	-44.				-44.
93	157.		194.	-37.				-37.
94	112.		41.	71.				71.
95	179.		162.	17.				17.
96	179.		160.	19.				19.
97	89.		81.	8.				8.
98	80.		59.	21.				21.
99	304.		79.	225.				225.
100	100.		98.	2.				2.
101	200.		184.	16.				16.
102	119.		89.	30.				30.
103	15.		24.	-9.				-9.
104	199.		184.	15.				15.
105	10.		16.	-6.				-6.
106	129.		208.	-79.				-79.
107	111.		41.	70.				70.
108	93.		131.	-38.				-38.
109	49.		62.	-13.				-13.
110	132.		159.	-27.				-27.
111	154.		39.	115.				115.
112	90.		90.	0.				0.
113	90.		90.	0.				0.
114	89.		114.	-25.				-25.
115	90.		90.	0.				0.
116	60.		96.	-36.				-36.
117	75.		120.	-45.				-45.
118	67.		80.	-13.				-13.
119	200.		218.	-18.				-18.
120	228.		196.	32.				32.
121	45.		45.	0.				0.
122	90.		90.	0.				0.

Amended

Statement 4 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
123	45.		45.	0.				$ 0.
124	266.		271.	-5.				-5.
125	220.		352.	-132.				-132.
126	100.		41.	59.				59.
127	128.		145.	-17.				-17.
128	128.		136.	-8.				-8.
129	171.		177.	-6.				-6.
130	214.		160.	54.				54.
131	29.		48.	-19.				-19.
132	190.		205.	-15.				-15.
133	5.		8.	-3.				-3.
134	15.		24.	-9.				-9.
135	225.		261.	-36.				-36.
136	450.		504.	-54.				-54.
137	225.		210.	15.				15.
138	300.		266.	34.				34.
139	19.		32.	-13.				-13.
140	168.		121.	47.				47.
141	112.		98.	14.				14.
142	157.		108.	49.				49.
143	15.		20.	-5.				-5.
144	5.		7.	-2.				-2.
145	40.		53.	-13.				-13.
146	10.		13.	-3.				-3.
147	25.		30.	-5.				-5.
148	20.		24.	-4.				-4.
149	10.		12.	-2.				-2.
150	15.		17.	-2.				-2.
151	35.		56.	-21.				-21.
152	10.		14.	-4.				-4.
153	15.		21.	-6.				-6.
154	5.		7.	-2.				-2.
155	250.		181.	69.				69.
156	46.		70.	-24.				-24.
157	115.		151.	-36.				-36.
158	369.		468.	-99.				-99.
159	292.		216.	76.				76.
160	143.		39.	104.				104.
161	66.		75.	-9.				-9.
162	594.		789.	-195.				-195.
163	325.		502.	-177.				-177.
164	65.		79.	-14.				-14.
165	130.		165.	-35.				-35.
166	130.		166.	-36.				-36.
167	325.		452.	-127.				-127.
168	130.		182.	-52.				-52.
169	130.		193.	-63.				-63.
170	1,106.		1,715.	-609.				-609.
171	307.		862.	-555.				-555.
172	108.		120.	-12.				-12.
173	151.		168.	-17.				-17.
174	151.		176.	-25.				-25.
175	115.		329.	-214.				-214.

Amended

Statement 4 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i)-(j)	(l) Gain (Loss)
176	109.		111.	-2.				$ -2.
177	174.		192.	-18.				-18.
178	140.		39.	101.				101.
179	49.		93.	-44.				-44.
180	308.		904.	-596.				-596.
181	166.		115.	51.				51.
182	62.		118.	-56.				-56.
183	2.		3.	-1.				-1.
184	184.		205.	-21.				-21.
185	103.		163.	-60.				-60.
186	45.		86.	-41.				-41.
187	52.		63.	-11.				-11.
188	47.		57.	-10.				-10.
189	185.		218.	-33.				-33.
190	24.		28.	-4.				-4.
191	9.		9.	0.				0.
192	37.		40.	-3.				-3.
193	89.		97.	-8.				-8.
194	142.		153.	-11.				-11.
195	174.		39.	135.				135.
196	403.		780.	-377.				-377.
197	74.		154.	-80.				-80.
198	163.		288.	-125.				-125.
199	82.		165.	-83.				-83.
200	118.		232.	-114.				-114.
201	99.		202.	-103.				-103.
202	11.		20.	-9.				-9.
203	1,467.		1,275.	192.				192.
204	130.		106.	24.				24.
205	183.		39.	144.				144.
206	84.		59.	25.				25.
207	94.		108.	-14.				-14.
208	162.		108.	54.				54.
209	175.		39.	136.				136.
210	72.		50.	22.				22.
211	105.		104.	1.				1.
212	246.		160.	86.				86.
213	179.		179.	0.				0.
214	36.		27.	9.				9.
215	143.		124.	19.				19.
216	143.		131.	12.				12.
							Total	$ -3,648.