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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation L FLORENCE SCHMIDT FOUNDATION		A Employer identification number 51-0644401
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N.A. 1 W 4TH ST 4TH FLOOR MAC D4000-041		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code WINSTON SALEM NC 27101-3818		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☒ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 3,480,655	J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____	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)				
	2 Check ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	109,271	109,271		
	5 a Gross rents				
	b Net rental income or (loss)				
	6 a Net gain or (loss) from sale of assets not on line 10	65,415			
	b Gross sales price for all assets on line 6a 1,287,461				
	7 Capital gain net income (from Part IV, line 2)		65,415		
	8 Net short-term capital gain				
	9 Income modifications				
	10 a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)	412	412			
12 Total. Add lines 1 through 11	175,098	175,098	0		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	35,543	26,657		8,886
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16 a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,489			1,489
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	4,486	1,267		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	1,863	1,863		
	24 Total operating and administrative expenses. Add lines 13 through 23	43,381	29,787	0	10,375
25 Contributions, gifts, grants paid	344,889			344,889	
26 Total expenses and disbursements. Add lines 24 and 25	388,270	29,787	0	355,264	
27 Subtract line 26 from line 12	-213,172				
a Excess of revenue over expenses and disbursements		145,311			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0		

For Paperwork Reduction Act Notice, see instructions.

HTA

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing		20,373	4,414	4,414
	2	Savings and temporary cash investments		45,144	122,713	122,713
	3	Accounts receivable				
		Less: allowance for doubtful accounts				
	4	Pledges receivable				
		Less: allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule)				
		Less: allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments—U S and state government obligations (attach schedule)				
	b	Investments—corporate stock (attach schedule)		305,594		
	c	Investments—corporate bonds (attach schedule)		603,560		
	11	Investments—land, buildings, and equipment: basis				
	Less: accumulated depreciation (attach schedule)					
12	Investments—mortgage loans					
13	Investments—other (attach schedule)		2,679,282	3,318,810	3,353,528	
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)		3,653,953	3,445,937	3,480,655	
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	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		3,653,953	3,445,937	
	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 instructions)		3,653,953	3,445,937	
31	Total liabilities and net assets/fund balances (see instructions)		3,653,953	3,445,937		

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	3,653,953
2	Enter amount from Part I, line 27a	2	-213,172
3	Other increases not included in line 2 (itemize) <u>See Attached Statement</u>	3	15,868
4	Add lines 1, 2, and 3	4	3,456,649
5	Decreases not included in line 2 (itemize) <u>See Attached Statement</u>	5	10,712
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	3,445,937

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Page **3****Part IV Capital Gains and Losses for Tax on Investment Income**

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

(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			0
b			0
c			0
d			0
e			0

(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			0
b			0
c			0
d			0
e			0

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	65,415
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	0

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.

(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	397,291	3,739,864	0.106231
2010	382,967	3,707,014	0.103309
2009	167,067	3,408,897	0.049009
2008	512,431	4,018,693	0.127512
2007	319,069	4,913,980	0.064931

2 Total of line 1, column (d)	2	0.450992
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	0.090198
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	3,108,341
5 Multiply line 4 by line 3	5	280,366
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	1,453
7 Add lines 5 and 6	7	281,819
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	355,264

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 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	1,453
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0
3 Add lines 1 and 2		3	1,453
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	1,453
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,605	
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c	3,321	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	4,926	
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	3,473	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax ☒ 1,453 Refunded ☐ 2,020	11	2,020	

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

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address N/A	13	X	
14	The books are in care of WELLS FARGO BANK N A Telephone no 888-730-4933 Located at 1 W 4TH ST 4TH FLOOR MAC D4000-041 WINSTON SALEM NC ZIP+4 27101-3818			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041—Check here and enter the amount of tax-exempt interest received or accrued during the year 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country	16	Yes	No
				X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required**File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.**

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ☐	1b	X
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years 20____, 20____, 20____, 20____	☐ Yes ☒ No	
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement—see instructions)	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)? ☐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) N/A**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? ☐ Yes ☒ No
If "Yes" to 6b, file Form 8870.**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No

5b N/A

6b X

7b N/A

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
Wells Fargo Bank, N.A. 1 W 4TH ST 4TH FLOOR MAC D4000-041 WIN	Trustee 4.00	35,543		

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 ▶

Part IX-A Summary of Direct Charitable Activities

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

Expenses

1 NONE	
.....	
2	
.....	
3	
.....	
4	
.....	

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

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

Amount

1 NONE	
.....	
2	
.....	
All other program-related investments See instructions	
3 NONE	
.....	

Total. Add lines 1 through 3 ▶

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	3,087,792
b	Average of monthly cash balances	1b	67,884
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	3,155,676
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	
3	Subtract line 2 from line 1d	3	3,155,676
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	47,335
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4.	5	3,108,341
6	Minimum investment return. Enter 5% of line 5	6	155,417

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	155,417
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,453
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	1,453
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	153,964
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	153,964
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	153,964

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	355,264
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	355,264
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	1,453
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	353,811

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				153,964
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____				
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008	312,333			
c From 2009				
d From 2010	199,540			
e From 2011	213,508			
f Total of lines 3a through e	725,381			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 355,264				
a Applied to 2011, but not more than line 2a				
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				153,964
e Remaining amount distributed out of corpus	201,300			
5 Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e. Subtract line 5	926,681			
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				
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			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)				
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	926,681			
10 Analysis of line 9:				
a Excess from 2008	312,333			
b Excess from 2009				
c Excess from 2010	199,540			
d Excess from 2011	213,508			
e Excess from 2012	201,300			

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year See Attached Statement				
Total			3a	344,889
b Approved for future payment NONE				
Total			3b	0

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

- | 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? | | Yes | No |
|---|--|-------|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | | 1a(1) | X |
| (2) Other assets | | 1a(2) | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | | 1b(1) | X |
| (2) Purchases of assets from a noncharitable exempt organization | | 1b(2) | X |
| (3) Rental of facilities, equipment, or other assets | | 1b(3) | X |
| (4) Reimbursement arrangements | | 1b(4) | X |
| (5) Loans or loan guarantees | | 1b(5) | X |
| (6) Performance of services or membership or fundraising solicitations | | 1b(6) | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | | 1c | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[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) is based on all information of which preparer has any knowledge.

John A. Sulentz SVP Wells Fargo Bank N.A.

10/29/2013
Date

SVP Wells Fargo Bank N.A.
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

JOSEPH J. CASTRIANO

Preparer's signature

12/10/19

Date

10/29/2013

Check ☒ if self-employed

PTIN

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN	13-4008324
------------	------------

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no	412-355-6000
----------	--------------

WELLS FARGO BANK, N.A.

Statement Regarding Reason for Amended Return

Trust Name:	L FLORENCE SCHMIDT FOUNDATION
EIN:	51-0644401
Tax Year Ending:	12/31/2012

The taxpayer has amended the 2012 return to correctly report the overpayment amount totaling \$3,473.00
Adjusting the amount credited towards the 2013 return in the amount of \$1,453.00 and a refund of \$2,020.00

990PF, PART VII-A LINE 8b - EXPLANATION OF NON-FILING WITH A.G. STMT.

Florida Attorney General does not require and prefers that a copy of the 990-PF is not filed with their office.

L FLORENCE SCHMIDT FOUNDATION

51-0644401 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name

ACTS RETIREMENT LIFE COMMUNITIES

Street

375 MORRIS ROAD

City

WEST POINT

State

PA

Zip Code

19486

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

68,978

Name

PEGGY ADAMS ANIMAL RESCUE LEAGUE

Street

3200 N MILITARY TRAIL

City

WEST PALM BEACH

State

FL

Zip Code

33409

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

68,978

Name

BOYS AND GIRLS CLUBS OF BROWARD

Street

877 NW 61ST STREET

City

FT LAUDERDALE

State

FL

Zip Code

33309

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

68,978

Name

ALZHEIMERS ASSOC. OF PALM BEACH

Street

3333 FOREST HILL

City

WEST PALM BEACH

State

FL

Zip Code

33406

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

68,978

Name

ST JUDES CHILDRENS RESEARCH HOPITAL

Street

501 ST JUDE PLACE

City

MEMPHIS

State

TN

Zip Code

38105

Foreign Country**Relationship**

NONE

Foundation Status

501(c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

68,977

Name**Street****City****State****Zip Code****Foreign Country****Relationship****Foundation Status****Purpose of grant/contribution****Amount**

[illegible]

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions															Amount								
Short Term CG Distributions															12,624								
															0								
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss									
															Totals								
															Capital Gains/Losses							Other sales	
69	X	ARTIO INTERNATIONAL EQ F			7/27/2007		8/2/2012	23,127	39,137					-16,010									
70	X	BG GROUP PLC - ADR			4/20/2011		5/17/2012	1,589	2,014					-425									
71	X	BIODEN IDEC INC			2/1/2012		4/20/2012	513	489					24									
72	X	BIODEN IDEC INC			2/1/2012		11/29/2012	601	489					112									
73	X	BORG WARNER INC			10/28/2011		5/15/2012	450	456					-6									
74	X	BORG WARNER INC			12/6/2011		5/15/2012	75	70					5									
75	X	BOTTLING GROUP LLC 4 62			11/13/2007		11/15/2012	50,000	49,918					82									
76	X	CERNER CORP COM			4/30/2012		11/27/2012	461	483					-22									
77	X	CITRIX SYS INC COM			10/9/2009		1/26/2012	842	545					297									
78	X	CITRIX SYS INC COM			10/23/2009		11/12/2012	722	474					248									
79	X	CITRIX SYS INC COM			10/9/2009		11/12/2012	1,143	787					346									
80	X	OCCIDENTAL PETE CORP			2/3/2012		6/11/2012	1,687	2,024					-337									
81	X	ORACLE CORPORATION			9/22/2011		3/13/2012	289	288					11									
82	X	ORACLE CORPORATION			9/28/2010		3/13/2012	569	519					50									
83	X	ORACLE CORPORATION			9/28/2010		3/26/2012	260	246					14									
84	X	ORACLE CORPORATION			4/13/2010		3/26/2012	1,735	1,572					163									
85	X	ORACLE CORPORATION			4/13/2010		6/22/2012	1,087	1,022					65									
86	X	ORACLE CORPORATION			2/18/2009		10/18/2012	1,086	601					485									
87	X	ORACLE CORPORATION			4/1/2008		10/18/2012	900	589					311									
88	X	ORACLE CORPORATION			11/20/2007		10/18/2012	124	82					42									
89	X	ORACLE CORPORATION			4/13/2010		10/18/2012	31	28					5									
90	X	PIMCO LOW DURATION FDI			12/13/2007		6/29/2012	17,969	18,865					704									
91	X	PIMCO MODERATE DURATION			2/21/2012		6/29/2012	10,000	9,826					174									
92	X	PIMCO HIGH YIELD FDI			11/14/2007		6/29/2012	30,000	31,067					-1,067									
93	X	PIMCO EMERG MKTS BD-INS			3/13/2009		6/29/2012	20,000	13,783					6,217									
94	X	PEPSICO INC			6/22/2012		10/12/2012	915	888					27									
95	X	PEPSICO INC			6/22/2011		10/12/2012	915	895					20									
96	X	PEPSICO INC			9/22/2011		10/16/2012	493	482					11									
97	X	PEPSICO INC			6/20/2012		10/16/2012	421	72					349									
98	X	PEPSICO INC			6/20/2012		10/16/2012	1,056	1,030					26									
99	X	PHILIP MORRIS INTERNATIONAL			6/20/2012		11/2/2012	874	880					-6									
100	X	PHILIP MORRIS INTERNATIONAL			6/12/2012		11/2/2012	350	338					12									
101	X	PHILIP MORRIS INTERNATIONAL			6/12/2012		12/5/2012	1,062	1,014					48									
102	X	PHILIP MORRIS INTERNATIONAL			6/12/2012		12/6/2012	89	84					5									
103	X	PHILIP MORRIS INTERNATIONAL			2/8/2012		12/6/2012	1,872	1,684					188									
104	X	PHILLIPS 66			11/19/2008		5/29/2012	232	166					66									
105	X	PHILLIPS 66			10/17/2007		5/29/2012	621	1,059					-238									
106	X	PIONEER HIGH YIELD FUND-Y			12/13/2007		6/29/2012	30,000	31,953					-1,953									
107	X	PIONEER HIGH YIELD FUND-Y			8/9/2012		8/8/2012	48,320	50,000					-1,680									
108	X	PIONEER HIGH YIELD FUND-Y			12/13/2007		8/8/2012	43,144	44,857					-1,713									
109	X	PRAIRIE INC COM			8/30/2011		8/28/2012	1,880	1,776					114									
110	X	PROCTER & GAMBLE CO			7/6/2009		6/20/2012	481	417					64									
111	X	PROGRESS ENERGY INC			2/16/2012		11/7/2012	707	492					215									
112	X	PROGRESS ENERGY INC			743263105		11/7/2012	4,624	3,905					719									
113	X	ROCKWELL AUTOMATION INC			743263105		10/17/2007	4,624	3,905					719									
114	X	ROCKWELL AUTOMATION INC			773903109		12/7/2011	680	696					-16									
115	X	ROCKWELL AUTOMATION INC			773903109		6/26/2012	702	850					-148									
116	X	ROCKWELL AUTOMATION INC			12/7/2011		7/18/2012	1,054	1,237					-183									
117	X	ROCKWELL AUTOMATION INC			11/02/2012		7/18/2012	923	1,039					-116									
118	X	SALESFORCE COM INC			12/6/2011		4/19/2012	323	249					74									
119	X	SALESFORCE COM INC			794661302		7/30/2012	1,511	1,496					15									
120	X	SANDISK CORP COM			3/5/2012		4/30/2012	445	608					-163									
121	X	SANDISK CORP COM			80004C101		5/17/2012	228	355					-127									
122	X	SANDISK CORP COM			80004C101		5/17/2012	195	302					-107									
123	X	SANDISK CORP COM			80004C101		6/26/2012	722	1,007					-285									
124	X	SCHLUMBERGER LTD			2/4/2011		3/2/2012	388	445					-59									
125	X	SCHLUMBERGER LTD			12/1/2011		3/2/2012	155	152					3									
126	X	SCHLUMBERGER LTD			11/15/2010		12/17/2012	622	683					-61									
127	X	SCHLUMBERGER LTD			806857108		12/17/2012	484	522					-38									
128	X	SIGMA ALDRICH CORP			806857108		4/17/2012	1,010	973					37									
129	X	SIGMA ALDRICH CORP			806857108		4/17/2012	888	911					-45									
130	X	STARBUCKS CORP COM			7/7/2011		2/21/2012	292	158					134									
131	X	STARBUCKS CORP COM			855244109		2/21/2012	87	51					46									
132	X	STARBUCKS CORP COM			855244109		4/25/2012	577	618					-41									
133	X	STARWOOD HOTELS & RESO			12/6/2011		5/18/2012	819	989					-170									
134	X	STARWOOD HOTELS & RESO			12/6/2011		6/26/2012	151	185					-34									
135	X	STARWOOD HOTELS & RESO			2/3/2012		6/26/2012	303	338					-35									
136	X	STARWOOD HOTELS & RESO			3/5/2012		6/26/2012	50	54					-4									
137	X	EDWARDS LIFESCIENCES CO			4/18/2012		6/18/2012	603	410					193									

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Long Term CG Distributions															Amount		12,624		0	
Short Term CG Distributions															Capital Gains/Losses		Other sales		Totals	
Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss	Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
															1,287,461	0	1,222,046	0	65,415	0
137	X	EDWARDS LIFESCIENCES CO	28176E108		4/16/2012		6/20/2012	408	273					0	135					
138	X	EDWARDS LIFESCIENCES CO	28176E108		4/16/2012		6/26/2012	508	341					0	167					
139	X	EDWARDS LIFESCIENCES CO	28176E108		3/8/2012		8/26/2012	508	341					0	167					
140	X	EDWARDS LIFESCIENCES CO	28176E108		12/9/2011		8/14/2012	2,647	1,744					0	903					
141	X	EDWARDS LIFESCIENCES CO	28176E108		3/8/2012		8/14/2012	88	68					0	30					
142	X	FED FARM CREDIT BK	4 5001		5/24/2011		3/14/2012	50,000	50,297					0	-287					
143	X	FED HOME LN BK	1 8755		5/24/2011		6/8/2012	25,000	25,005					0	-5					
144	X	FED HOME LN BK	4 6255		1/18/2007		8/15/2012	50,000	50,485					0	-485					
145	X	FED NATL MTG ASSN	2 2505		6/2/2011		6/6/2012	25,000	25,124					0	-124					
146	X	FIFTH THIRD BANCORP	313500BK8		3/13/2012		6/1/2012	904	1,004					0	-100					
147	X	GATEWAY FUND - Y	1986		4/26/2012		8/2/2012	25,000	24,917					0	83					
148	X	GENERAL DYNAMICS COR	4 3895500A4		11/21/2007		12/7/2012	50,846	49,862					0	984					
149	X	GILEAD SCIENCES INC	375558103		2/3/2012		5/9/2012	891	971					0	-80					
150	X	GOLDMAN SACHS SMALL CA	38142V209		12/14/2009		2/21/2012	41,898	30,000					0	11,898					
151	X	GOOGLE INC	38259P508		2/14/2011		1/11/2012	1,253	1,257					0	-4					
152	X	GOOGLE INC	38259P508		2/11/2011		4/30/2012	1,212	1,238					0	-26					
153	X	ING REAL ESTATE FUND CL-I	44981V706		3/24/2008		2/21/2012	30,000	28,606					0	1,394					
154	X	ING REAL ESTATE FUND CL-I	44981V706		3/24/2008		4/4/2012	23,019	21,254					0	1,765					
155	X	ING REAL ESTATE FUND CL-I	44981V706		10/3/2008		4/4/2012	25,816	19,934					0	5,882					
156	X	ING REAL ESTATE FUND CL-I	44981V706		12/14/2009		4/4/2012	51,365	34,704					0	16,661					
157	X	ING REAL ESTATE FUND CL-I	44981V706		12/14/2009		6/29/2012	456	296					0	160					
158	X	ING REAL ESTATE FUND CL-I	44981V706		11/6/2009		6/29/2012	28,544	17,047					0	12,497					
159	X	ILLUMINA INC	452327109		1/12/2011		1/26/2012	419	594					0	-115					
160	X	ILLUMINA INC	452327109		1/12/2011		8/22/2012	479	660					0	-241					
161	X	ILLUMINA INC	452327109		3/16/2011		8/22/2012	168	257					0	-89					
162	X	INTEL CORP	458140100		5/19/2011		7/12/2012	497	487					0	10					
163	X	INTEL CORP	458140100		5/19/2011		7/13/2012	481	443					0	38					
164	X	INTEL CORP	458140100		5/23/2011		7/13/2012	1,189	1,078					0	111					
165	X	ISHARES DOW JONES SELE	464287168		8/18/2011		2/21/2012	58,238	50,149					0	8,089					
166	X	ISHARES TR RUSSELL MIDCA	464287168		11/2/2007		4/4/2012	39,813	37,355					0	2,458					
167	X	ISHARES RUSSELL 2000 GRO	464287168		12/14/2009		4/4/2012	40,009	27,980					0	12,029					
168	X	JPMORGAN CHASE & CO	46625H100		3/2/2012		5/7/2012	1,045	1,017					0	28					
169	X	JPMORGAN CHASE & CO	46625H100		12/5/2011		5/7/2012	125	102					0	23					
170	X	JPMORGAN CHASE & CO	46625H100		12/5/2011		6/11/2012	2,573	2,606					0	-33					
171	X	PERKINS MID CAP VALUE FIC	47103C241		1/16/2008		4/4/2012	36,219	25,000					0	11,219					
172	X	JOHNSON & JOHNSON	478160104		5/12/2011		3/19/2012	586	594					0	-8					
173	X	JOHNSON & JOHNSON	478160104		5/12/2011		4/18/2012	254	264					0	-10					
174	X	JOHNSON & JOHNSON	478160104		6/24/2011		4/18/2012	1,843	1,893					0	-50					
175	X	JPMORGAN INTREPID VAL-SE	4812A2306		1/16/2008		4/4/2012	51,884	35,000					0	16,884					
176	X	JUNIPER NETWORKS INC	48203R104		11/1/2010		4/25/2012	1,135	1,845					0	-710					
177	X	JUNIPER NETWORKS INC	48203R104		3/4/2011		4/25/2012	399	836					0	-437					
178	X	KIMBERLY CLARK CORP COM	494368103		9/23/2011		1/9/2012	871	827					0	44					
179	X	KIMBERLY CLARK CORP COM	494368103		9/30/2011		1/9/2012	871	857					0	14					
180	X	KIMBERLY CLARK CORP COM	494368103		10/17/2007		11/28/2012	4,897	3,962					0	935					
181	X	KIMBERLY CLARK CORP COM	494368103		7/14/2011		11/28/2012	1,718	1,335					0	383					
182	X	KOHL'S CORP	500255104		8/11/2011		5/16/2012	840	856					0	-16					
183	X	KOHL'S CORP	500255104		9/15/2011		5/16/2012	513	515					0	-2					
184	X	KOHL'S CORP	500255104		9/29/2011		5/16/2012	373	387					0	-14					
185	X	KRAFT FOODS GROUP INC	50076Q106		11/15/2007		10/11/2012	15	12					0	3					
186	X	KRAFT FOODS GROUP INC	50076Q106		5/12/2011		10/11/2012	30	28					0	2					
187	X	KROGER CO	501044101		7/6/2011		1/20/2012	883	935					0	-52					
188	X	KROGER CO	501044101		6/24/2011		2/8/2012	1,821	1,892					0	-71					
189	X	KROGER CO	501044101		7/6/2011		2/9/2012	47	51					0	-4					
190	X	LAS VEGAS SANDS CORP	517834107		6/7/2011		1/24/2012	913	775					0	138					
191	X	LAS VEGAS SANDS CORP	517834107		2/3/2012		3/2/2012	513	466					0	47					
192	X	LAS VEGAS SANDS CORP	517834107		5/10/2012		6/26/2012	384	466					0	-82					
193	X	LAS VEGAS SANDS CORP	517834107		2/3/2012		6/26/2012	299	362					0	-63					
194	X	LAS VEGAS SANDS CORP	517834107		8/7/2011		9/25/2012	1,973	1,713					0	260					
195	X	LAS VEGAS SANDS CORP	517834107		2/3/2012		9/25/2012	94	103					0	-9					
196	X	ESTEE LAUDER COMPANIES	518439104		8/15/2011		7/12/2012	301	284					0	17					
197	X	ESTEE LAUDER COMPANIES	518439104		8/11/2011		7/12/2012	653	601					0	52					
198	X	ESTEE LAUDER COMPANIES	518439104		8/11/2011		7/12/2012	1,281	1,156					0	125					
199	X	LINKERIN CORP	53578A108		5/16/2012		10/11/2012	1,877	1,908					0	31					
200	X	LORILLARD INC	544147101		10/3/2011		1/31/2012	1,620	1,713					0	-93					
201	X	MCDONALD'S CORP	580135101		5/26/2011		4/19/2012	1,518	1,320					0	198					
202	X	MCDONALD'S CORP	580135101		5/26/2011		5/8/2012	1,778	1,567					0	209					
203	X	MEAD JOHNSON NUTRITION	58283R106		12/23/2011		7/11/2012	468	402					0	66					
204	X	MEAD JOHNSON NUTRITION	58283R106		6/12/2012		7/11/2012	468	489					0	-21					

Part I, Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Part I Line 6 (39941) - Gains/Losses from Sale of Assets Other than Intero.															
Check "X" to include in Part IV		Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Totals			Net Gain or Loss	
											Capital Gains/Losses		Cost, Other Basis and Expenses		Net Gain or Loss
										Gross Sales	1,287,461		1,222,046		
Long Term CG Distributions										12,624					0
Short Term CG Distributions										0					0
Amount															
205	X	MEAD JOHNSON NUTRITION	582839106			1/6/2010		7/11/2012	1,015	584				431	
206	X	MEAD JOHNSON NUTRITION	582839106			1/6/2010		7/16/2012	285	180				115	
207	X	MEAD JOHNSON NUTRITION	582839106			12/21/2009		7/16/2012	1,476	854				622	
208	X	MONSANTO CO NEW	61166W101			4/12/2012		8/23/2012	857	787				70	
209	X	MONSANTO CO NEW	61166W101			4/12/2012		11/26/2012	271	236				35	
210	X	MONSANTO CO NEW	61166W101			1/6/2012		11/26/2012	812	696				118	
211	X	NATIONAL OILWELL INC COM	637071101			7/27/2011		3/2/2012	411	402				9	
212	X	NATIONAL OILWELL INC COM	637071101			7/27/2011		4/24/2012	623	643				-20	
213	X	NATIONAL OILWELL INC COM	637071101			3/18/2011		5/9/2012	1,611	1,872				-261	
214	X	NETAPP INC	64110D104			3/27/2012		5/18/2012	511	696				-185	
215	X	NETAPP INC	64110D104			2/21/2012		6/11/2012	1,012	1,465				-453	
216	X	NETAPP INC	64110D104			3/21/2012		6/11/2012	885	1,058				-373	
217	X	NETAPP INC	64110D104			3/27/2012		6/11/2012	208	325				-117	
218	X	NETFLIX COM INC	64110L106			11/4/2011		1/26/2012	576	452				124	
219	X	NETFLIX COM INC	64110L106			11/4/2011		6/1/2012	1,294	1,898				-604	
220	X	NIKE INC CL B	654106103			3/20/2012		9/18/2012	1,373	1,576				-203	
221	X	NIKE INC CL B	654106103			4/30/2012		9/18/2012	883	1,096				-123	
222	X	COACH INC	189754104			1/28/2010		6/7/2012	1,727	973				754	
223	X	COCA COLA CO	191216100			5/19/2011		2/9/2012	475	479				-4	
224	X	COCA COLA CO	191216100			6/22/2011		2/9/2012	1,426	1,400				26	
225	X	COGNIZANT TECH SOLUTION	192448102			1/10/2012		5/18/2012	1,022	1,184			95	-67	
226	X	COGNIZANT TECH SOLUTION	192448102			1/10/2012		6/11/2012	1,282	1,532				-240	
227	X	COGNIZANT TECH SOLUTION	192448102			12/30/2011		8/11/2012	587	876				-89	
228	X	COMERICA INC	200340107			4/7/2011		9/4/2012	1,804	2,244				-440	
229	X	COMERICA INC	200340107			1/24/2012		9/4/2012	459	444				15	
230	X	CROWN CASTLE INTL CORP	228227104			6/8/2012		11/26/2012	533	448				85	
231	X	EOG RESOURCES, INC	26875P101			12/6/2011		3/2/2012	453	413				40	
232	X	EOG RESOURCES, INC	26875P101			12/6/2011		4/24/2012	521	517				4	
233	X	EOG RESOURCES, INC	26875P101			12/6/2011		6/18/2012	191	207				-16	
234	X	EOG RESOURCES, INC	26875P101			10/13/2010		8/18/2012	762	760				-28	
235	X	EOG RESOURCES, INC	26875P101			10/13/2010		6/21/2012	1,063	1,185				-122	
236	X	EATON VANCE GLOBAL MAC	271923728			4/26/2012		8/2/2012	25,000	25,280				-280	
237	X	COACH INC	189754104			1/28/2010		2/21/2012	375	174				201	
238	X	SHORT TERM PARTNERSHIP L								366				-366	
239	X	LONG TERM PARTNERSHIP L								1				-1	

Part I, Line 11 (990-PF) - Other Income

		412	412	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	FEE REFUNDS	327	327	
2	PARTNERSHIP INCOME	85	85	

Part I, Line 16b (990-PF) - Accounting Fees

		1,489	0	0	1,489
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	1,489			1,489

Part I, Line 18 (990-PF) - Taxes

		4,486	1,267	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	1,267	1,267		
2	PY EXCISE TAX DUE	1,614			
3	ESTIMATED EXCISE PAYMENTS	1,605			
4					

Part I, Line 23 (990-PF) - Other Expenses

		1,863	1,863	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PARTNERSHIP EXPENSES	6	6		
2	INVESTMENT FEES	409	409		
3	THIRD PARTY MGMT FEES	1,447	1,447		
4	ISSUANCE FEE	1	1		

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
1				0	
2	ISHARES RUSSELL MIDCAP VALUE		0	91,450	92,792
3	FED NATL MTG ASSN 2.625% 11/20/14		0	51,683	52,231
4	ISHARES TR RUSSELL MIDCAP GROWTH		0	98,615	109,586
5	DRIEHAUS ACTIVE INCOME FUND		0	30,000	30,486
6	ROYCE PREMIER FUND W CLASS 566		0	50,000	46,310
7	GRAHAM ALT INV FD II BLEND CL 0 (RF)		0	50,000	46,296
8	ALPHAMETRIX MGD FUT III (WINTON)(RF)		0	50,000	49,229
9	BANK OF AMERICA CORP 5.125% 11/15/14		0	26,685	26,661
10	PIMCO EMERG MKTS BD-INST 137		0	81,957	126,734
11	FED NATL MTG ASSN 4.375% 3/15/13		0	50,032	50,431
12	WAL-MART STORES 4.550% 5/01/13		0	49,432	50,688
13	FED HOME LN BK 4.500% 9/16/13		0	49,897	51,522
14	ASGI AGILITY INCOME FUND		0	50,000	51,565
15	PIMCO COMMODITY REAL RET STRAT-145		0	250,000	148,961
16	ING REAL ESTATE FUND CL-I 2190		0	72,669	170,824
17	OCCIDENTAL PETROLEUM 1.450% 12/13/17		0	25,070	25,261
18	ASGI CORBIN MULTI STRATEGY FUND		0	100,000	103,509
19	THERMO FISHER SCIENT 3.200% 3/01/16		0	25,342	26,549
20	MERCK & CO INC 4.750% 3/01/15		0	49,342	54,504
21	VANGUARD INFLAT-PROT SECS-ADM 511		0	133,595	157,105
22	EII INTERNATIONAL PROPERTY-I 30		0	100,000	84,209
23	POWERSHARES LISTED PRIVATE EQUITY		0	35,150	38,456
24	GATEWAY FUND - Y 1986		0	25,083	25,064
25	ALLIANZ NFJ DIVIDEND VAL FD 4657		0	100,000	72,108
26	IVY ASSET STRATEGY FUND CLASS I 473		0	50,000	50,543
27	APPLE COMPUTER INC COM		0	2,289	12,772
28	BOEING COMPANY		0	2,007	2,261
29	BORG WARNER INC		0	1,415	1,862
30	BRISTOL MYERS SQUIBB CO		0	4,092	4,009
31	CERNER CORP COM		0	1,627	1,938
32	DANAHER CORP		0	2,903	3,019
33	EM C CORP MASS		0	2,512	3,618
34	FAMILY DLR STORES INC		0	3,444	3,741
35	ALLERGAN INC COM		0	1,979	1,926
36	AMAZON COM INC		0	4,872	7,275
37	GENERAL ELECTRIC CO		0	2,950	2,876
38	GILEAD SCIENCES INC		0	1,913	1,910
39	INTERNATIONAL BUSINESS MACHS CORP		0	3,367	3,256
40	JOHNSON & JOHNSON		0	2,588	2,524
41	MICROSOFT CORP		0	6,975	6,811
42	PFIZER INC		0	2,930	3,185
43	PROCTER & GAMBLE CO		0	3,629	4,141
44	QUALCOMM INC		0	4,595	4,701
45	SANDISK CORP COM		0	1,917	1,740
46	SCHLUMBERGER LTD		0	2,780	2,772

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
47	SHERWIN WILLIAMS CO		0	1,981	2,153
48	STARBUCKS CORP COM		0	3,458	5,256
49	UNION PACIFIC CORP		0	2,964	3,772
50	V F CORP		0	837	1,661
51	VERTEX PHARMACEUTICALS INC COM		0	4,423	3,562
52	COCA COLA CO		0	5,039	6,018
53	PRECISION CASTPARTS CORP		0	3,631	5,304
54	CROWN CASTLE INTL CORP		0	3,912	5,051
55	RANGE RES CORP		0	4,015	4,587
56	UNILEVER N.V. - ADR		0	2,054	2,106
57	"EOG RESOURCES, INC"		0	1,512	1,570
58	FEDEX CORPORATION		0	1,813	1,834
59	EDWARDS LIFSCIENCES CORP		0	1,935	1,894
60	UNITEDHEALTH GROUP INC		0	884	1,519
61	VERIZON COMMUNICATIONS		0	7,063	7,356
62	ILLUMINA INC		0	3,012	3,335
63	MONSANTO CO NEW		0	4,444	5,868
64	AMERICAN INTERNATIONAL GROUP, INC		0	4,034	4,060
65	ANHEUSER-BUSCH INBEV SPN ADR		0	3,835	3,933
66	JOY GLOBAL INC		0	4,434	3,508
67	NEXTERA ENERGY INC		0	2,531	2,491
68	BIOMERIE INC		0	1,813	2,342
69	GOOGLE INC		0	5,239	6,366
70	O'REILLY AUTOMOTIVE INC		0	2,940	2,861
71	KINDER MORGAN INC/DELAWARE		0	2,994	2,897
72	LINKEDIN CORP		0	2,330	2,526
73	CAMERON INTL CORP		0	1,010	1,016
74	EXPRESS SCRIPTS HOLDING CO		0	3,852	3,780
75	FACEBOOK INC		0	1,476	1,171
76	ADT COPR/THE		0	1,940	2,046
77	KRAFT FOODS GROUP INC		0	2,414	2,501
78	MONDELEZ INTERNATIONAL INC		0	2,515	2,494
79	DEEMED REDEEMED ASML HOLDING NV		0	3,226	4,314
80	TERADATA CORP		0	2,056	1,857
81	PHILIP MORRIS INTERNATIONAL IN		0	2,246	2,342
82	DISCOVERY COMMUNICATIONS INC		0	1,941	2,285
83	ALLSTATE CORP COM		0	6,153	6,106
84	ARCHER DANIELS MIDLAND CO COM		0	2,964	3,807
85	BAXTER INTL INC COM		0	4,030	6,333
86	CVS/CAREMARK CORPORATION		0	3,248	5,609
87	CARDINAL HEALTH INC COM		0	3,772	6,259
88	CISCO SYSTEMS INC		0	5,091	6,465
89	DU PONT E I DE NEMOURS & CO		0	5,380	5,667
90	EDISON INTL COM		0	3,394	5,468
91	HALLIBURTON CO		0	5,229	6,487
92	INTEL CORP		0	5,693	5,279

Part II, Line 13 (990-PF) - Investments - Other

Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year
93	JOHNSON & JOHNSON		0	3,748	3,353,528
94	LOWES COS INC		0	4,003	6,962
95	MARSH & MCLENNAN COS INC		0	4,042	5,963
96	NORTHROP GRUMMAN CORP		0	3,883	5,677
97	OCCIDENTAL PETE CORP		0	5,612	5,286
98	PFIZER INC		0	6,485	7,423
99	QUEST DIAGNOSTICS INC		0	3,811	4,312
100	SAFEMAY INC NEW		0	6,954	5,083
101	XEROX CORP		0	6,343	3,887
102	WASTE MANAGEMENT INC		0	4,050	3,610
103	VERIZON COMMUNICATIONS		0	4,636	5,063
104	RAYTHEON CO		0	5,175	6,101
105	CHEVRON CORP		0	4,601	5,515
106	MERCK & CO INC NEW		0	4,293	5,118
107	MARATHON OIL CORP		0	4,145	4,967
108	CONOCOPHILLIPS		0	5,807	5,625
109	COMCAST CORP CLASS A		0	4,303	9,676
110	MOTOROLA SOLUTIONS, INC.		0	3,215	6,960
111	AT & T INC		0	5,461	4,888
112	TRAVELERS COS INC		0	2,671	6,105
113	KRAFT FOODS GROUP INC		0	5,134	5,547
114	MONDELEZ INTERNATIONAL INC		0	2,657	3,156
115	THE BANK OF NEW YORK MELLON CORP		0	5,730	5,217
116	ARTISAN FDS INC SMALL CAP FD 660		0	37,000	40,177
117	DELAWARE POOLED TR INTL EQUITY 31		0	180,000	89,055
118	HARBOR INTERNATIONAL FD INST 2011		0	145,000	170,492
119	LAZARD EMERGING MKTS PTFL 638		0	205,000	167,024
120	PIMCO HIGH YIELD FD-INST 108		0	188,362	191,015
121	PIMCO FOREIGN BD FD USD H-INST 103		0	100,000	110,102
122	T ROWE PRICE BLUE CHIP GRWTH 93		0	169,720	188,749
123	PIMCO MODERATE DURATION-INST 120		0	20,174	20,494
124	MAINSTAY CONVERTIBLE FD CL I 2584		0	25,000	21,325
125	ARTIO TOTAL RETURN BD FD CL I 1524		0	22,775	23,146
126	ISHARES RUSSELL 1000 GROWTH		0	50,071	51,213
127	ISHARES RUSSELL 2000 GROWTH		0	31,133	45,177
128	MICROSOFT CORP 2.950% 6/01/14		0	26,187	25,921
129	ING INTERNATIONAL REAL EST-I 2664		0	49,366	36,753
130	EATON VANCE GLOBAL MACRO - I		0	24,720	24,471
131	ARBITRAGE FUND CLASS I		0	30,000	29,200

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	COST BASIS ADJUSTMENT	1	6,322
2	MUTUAL FUND & CTF INCOME ADDITIONS	2	9,258
3	PARTNERSHIP INCOME ADJUSTMENT	3	288
4	Total	4	15,868

Line 5 - Decreases not included in Part III, Line 2

1	UNREALIZED PARTNERSHIP CAPITAL GAIN	1	192
2	MUTUAL FUND & CTF INCOME SUBTRACTION	2	7,724
3	PY RETURN OF CAPITAL ADJUSTMENT	3	2,796
4	Total	4	10,712

	Amount
Long Term CG Distributions	12,624
Short Term CG Distributions	0

170	ING REAL ESTATE FUND CL.I 2.90	443817.006
171	ING REAL ESTATE FUND CL.I 2.90	443817.006
172	ING REAL ESTATE FUND CL.I 2.90	443817.006
173	ING REAL ESTATE FUND CL.I 2.90	443817.006
174	ING REAL ESTATE FUND CL.I 2.90	443817.006
175	LUMINA INC	453327.08
176	LUMINA INC	453327.08
177	LUMINA INC	453327.08
178	NETL CORP	458140.00
179	NETL CORP	458140.00
180	NETL CORP	458140.00
181	NETL CORP	458140.00
182	NETL CORP	458140.00
183	NETL CORP	458140.00
184	NETL CORP	458140.00
185	SHARES OF JONES SELECT DIVIDEN	464287.158
186	SHARES OF RUSSELL MIDCAP GROW	464287.158
187	SHARES OF RUSSELL 2000 GROWTH	464287.158
188	MORGAN CHASE & CO	468327.648

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Long Term CG Distributions										Amount			
Short Term CG Distributions										12,824			
										0			
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gain Minus Excess of FMV Over Adjusted Basis or Losses
169 JPMORGAN CHASE & CO	46625H100		12/5/2011	5/7/2012	125		0	102	23	23	0	0	52,781
170 JPMORGAN CHASE & CO	46625H100		12/5/2011	6/11/2012	2,573		0	2,606	-33	-33	0	0	52,781
171 PERKINS MID CAP VALUE FCI 1187	47103C241		11/6/2008	4/4/2012	35,219		0	25,000	11,219	11,219	0	0	52,781
172 JOHNSON & JOHNSON	478160104		5/12/2011	3/19/2012	586		0	594	-8	-8	0	0	52,781
173 JOHNSON & JOHNSON	478160104		5/12/2011	4/19/2012	254		0	254	-10	-10	0	0	52,781
174 JOHNSON & JOHNSON	478160104		6/24/2011	4/19/2012	1,843		0	1,893	-50	-50	0	0	52,781
175 JPMORGAN INTREPID VAL-SEL FD 1134812A2306	478160104		11/6/2008	4/4/2012	51,894		0	35,000	16,894	16,894	0	0	52,781
176 JUNIPER NETWORKS INC	48203R104		11/11/2010	4/25/2012	1,135		0	1,845	-710	-710	0	0	52,781
177 JUNIPER NETWORKS INC	48203R104		3/4/2011	4/25/2012	399		0	836	-437	-437	0	0	52,781
178 KIMBERLY CLARK CORP COM	494368103		9/23/2011	1/9/2012	871		0	827	44	44	0	0	52,781
179 KIMBERLY CLARK CORP COM	494368103		9/30/2011	1/9/2012	871		0	857	14	14	0	0	52,781
180 KIMBERLY CLARK CORP COM	494368103		10/17/2007	11/28/2012	4,897		0	3,962	935	935	0	0	52,781
181 KIMBERLY CLARK CORP COM	494368103		7/14/2011	11/28/2012	1,718		0	1,335	383	383	0	0	52,781
182 KOHL'S CORP	500255104		8/11/2011	5/18/2012	840		0	856	-16	-16	0	0	52,781
183 KOHL'S CORP	500255104		8/15/2011	5/18/2012	513		0	515	-2	-2	0	0	52,781
184 KOHL'S CORP	500255104		9/28/2011	5/18/2012	373		0	397	-14	-14	0	0	52,781
185 KRAFT FOODS GROUP INC	50076Q108		11/15/2007	10/11/2012	15		0	12	3	3	0	0	52,781
186 KRAFT FOODS GROUP INC	50076Q108		5/1/2012	12/2/2012	30		0	28	2	2	0	0	52,781
187 KROGER CO	501044101		7/6/2011	12/2/2012	883		0	935	-52	-52	0	0	52,781
188 KROGER CO	501044101		6/24/2011	2/6/2012	1,821		0	1,892	-71	-71	0	0	52,781
189 KROGER CO	501044101		7/6/2011	2/6/2012	47		0	51	-4	-4	0	0	52,781
190 LAS VEGAS SANDS CORP	517834107		6/7/2011	1/24/2012	913		0	775	138	138	0	0	52,781
191 LAS VEGAS SANDS CORP	517834107		2/3/2012	3/2/2012	513		0	466	47	47	0	0	52,781
192 LAS VEGAS SANDS CORP	517834107		5/10/2012	6/26/2012	384		0	466	-82	-82	0	0	52,781
193 LAS VEGAS SANDS CORP	517834107		2/3/2012	6/26/2012	298		0	362	-63	-63	0	0	52,781
194 LAS VEGAS SANDS CORP	517834107		6/7/2011	9/25/2012	1,973		0	1,713	260	260	0	0	52,781
195 LAS VEGAS SANDS CORP	517834107		2/3/2012	9/25/2012	94		0	103	-9	-9	0	0	52,781
196 LAS VEGAS SANDS CORP	518439104		8/15/2011	7/12/2012	301		0	284	17	17	0	0	52,781
197 ESTEE LAUDER COMPANIES INC	518439104		8/11/2011	7/12/2012	653		0	601	52	52	0	0	52,781
198 ESTEE LAUDER COMPANIES INC	518439104		8/11/2011	7/12/2012	1,281		0	1,156	125	125	0	0	52,781
199 ESTEE LAUDER COMPANIES INC	518439104		5/16/2012	10/11/2012	1,977		0	1,909	68	68	0	0	52,781
200 UNILEVER INC	53578A108		10/9/2011	1/31/2012	1,620		0	1,713	-93	-93	0	0	52,781
201 UNILEVER INC	53578A108		5/26/2011	4/19/2012	1,516		0	1,320	196	196	0	0	52,781
202 MCDONALD'S CORP	580135101		9/26/2011	5/9/2012	1,778		0	1,567	209	209	0	0	52,781
203 MCDONALD'S CORP	580135101		12/23/2011	7/11/2012	468		0	462	66	66	0	0	52,781
204 MEAD JOHNSON NUTRITION CO	582839108		6/12/2012	7/11/2012	468		0	489	21	21	0	0	52,781
205 MEAD JOHNSON NUTRITION CO	582839108		1/6/2010	7/11/2012	1,015		0	584	431	431	0	0	52,781
206 MEAD JOHNSON NUTRITION CO	582839108		1/6/2010	7/11/2012	285		0	160	125	125	0	0	52,781
207 MEAD JOHNSON NUTRITION CO	582839108		12/21/2009	7/19/2012	1,476		0	854	622	622	0	0	52,781
208 MONSANTO CO NEW	61166W101		4/12/2012	8/23/2012	857		0	787	70	70	0	0	52,781
209 MONSANTO CO NEW	61166W101		4/12/2012	11/26/2012	271		0	236	35	35	0	0	52,781
210 MONSANTO CO NEW	61166W101		1/6/2012	11/26/2012	812		0	696	116	116	0	0	52,781
211 NATIONAL OILWELL INC COM	637071101		7/27/2011	3/2/2012	411		0	402	9	9	0	0	52,781
212 NATIONAL OILWELL INC COM	637071101		3/18/2011	4/24/2012	623		0	643	-20	-20	0	0	52,781
213 NATIONAL OILWELL INC COM	637071101		7/27/2011	5/9/2012	1,611		0	1,672	-261	-261	0	0	52,781
214 NETAPP INC	64110D104		3/27/2012	5/19/2012	511		0	696	-185	-185	0	0	52,781
215 NETAPP INC	64110D104		2/21/2012	6/11/2012	1,012		0	1,485	-453	-453	0	0	52,781
216 NETAPP INC	64110D104		3/21/2012	6/11/2012	685		0	1,058	-373	-373	0	0	52,781
217 NETAPP INC	64110D104		3/27/2012	6/11/2012	208		0	325	-117	-117	0	0	52,781
218 NETFLIX COM INC	84110L106		11/4/2011	1/29/2012	576		0	452	124	124	0	0	52,781
219 NETFLIX COM INC	84110L106		3/20/2012	9/19/2012	1,284		0	1,898	-604	-604	0	0	52,781
220 NIKE INC CL B	654106103		4/30/2012	9/19/2012	1,373		0	1,576	-203	-203	0	0	52,781
221 NIKE INC CL B	654106103		1/28/2010	6/11/2012	863		0	1,006	-123	-123	0	0	52,781
222 COACH INC	189754104		5/19/2011	6/7/2012	1,727		0	873	754	754	0	0	52,781
223 COCA COLA CO	191216100		6/22/2011	2/6/2012	475		0	479	-4	-4	0	0	52,781
224 COCA COLA CO	191216100		1/10/2012	5/19/2012	1,426		0	1,400	26	26	0	0	52,781
225 COGNIZANT TECH SOLUTIONS CRP CO	192446102		1/10/2012	5/19/2012	1,022		85	1,164	-67	-67	0	0	52,781
226 COGNIZANT TECH SOLUTIONS CRP CO	192446102		1/10/2012	6/11/2012	1,282		0	1,532	-240	-240	0	0	52,781
227 COGNIZANT TECH SOLUTIONS CRP CO	192446102		12/30/2011	6/11/2012	587		0	676	-89	-89	0	0	52,781
228 COMERICA INC	200340107		4/7/2011	9/4/2012	1,804		0	2,244	-440	-440	0	0	52,781
229 COMERICA INC	200340107		1/24/2012	9/4/2012	459		0	444	15	15	0	0	52,781
230 CROWN CASTLE INTL CORP	228227104		6/6/2012	11/26/2012	533		0	448	85	85	0	0	52,781
231 EOG RESOURCES, INC	26875P101		12/6/2011	3/27/2012	453		0	413	40	40	0	0	52,781
232 EOG RESOURCES, INC	26875P101		12/6/2011	4/24/2012	521		0	517	4	4	0	0	52,781
233 EOG RESOURCES, INC	26875P101		12/6/2011	6/19/2012	191		0	207	-18	-18	0	0	52,781
234 EOG RESOURCES, INC	26875P101		10/13/2010	6/19/2012	762		0	760	-28	-28	0	0	52,781
235 EOG RESOURCES, INC	26875P101		10/13/2010	6/21/2012	1,063		0	1,165	-122	-122	0	0	52,781
236 EATON VANCE GLOBAL MACRO - I 008	277623728		4/26/2012	9/2/2012	25,000		0	25,280	-280	-280	0	0	52,781
237 COACH INC	189754104		1/28/2010	2/21/2012	375		0	174	201	201	0	0	52,781
238 SHORT TERM PARTNERSHIP LOSS								366	-366	-366	0	0	52,781
239 LONG TERM PARTNERSHIP LOSS								1	-1	-1	0	0	52,781

— 2 —

35 543	0	0
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Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return	12/31/2011	1	0
2 First quarter estimated tax payment	5/9/2012	2	401
3 Second quarter estimated tax payment	6/11/2012	3	401
4 Third quarter estimated tax payment	9/11/2012	4	401
5 Fourth quarter estimated tax payment	12/11/2012	5	402
6 Other payments		6	0
7 Total		7	1,605

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Page **2**

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print	Name of exempt organization	Enter filer's identifying number, see instructions
File by the due date for filing your return. See instructions.	L FLORENCE SCHMIDT FOUNDATION	Employer identification number (EIN) or
	Number, street, and room or suite no. If a P.O. box, see instructions.	51-0644401
	Wells Fargo Bank N.A. 101N Independence Mall E MACY1372-062	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.	
	Philadelphia	PA 19106-2112

Enter the Return code for the return that this application is for (file a separate application for each return) **04**

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **WELLS FARGO BANK N.A.**
Telephone No. **(888) 730-4933** FAX No. _____
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 4 I request an additional 3-month extension of time until **11/15/2013**
- 5 For calendar year **2012**, or other tax year beginning _____, and ending _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO PREPARE AND FILE AN ACCURATE AND COMPLETE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$ 0

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature **Don Gascausi** Title **Tax Manager** Date **8/6/13**

Form **8868** (Rev. 1-2013)

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**► **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box. ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form).

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*.

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).A corporation required to file Form 990-T and requesting an automatic 6-month extension—check this box and complete Part I only. ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. L FLORENCE SCHMIDT FOUNDATION	Employer identification number (EIN) or 51-0644401
	Number, street, and room or suite no. If a P.O. box, see instructions. Wells Fargo Bank N.A. 101N Independence Mall E MACY1372-062	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. Philadelphia PA 19106-2112	

Enter the Return code for the return that this application is for (file a separate application for each return).

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► **WELLS FARGO BANK N A**

Telephone No. ► (888) 730-4933 FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box. ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box. ☐ If it is for part of the group, check this box. ☐ and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 8/15/2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year 2012 or

► ☐ tax year beginning _____, and ending _____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	4,926
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	1,605
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions.	3c	\$	3,321

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

HTA