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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 ELIS OLSSON MEMORIAL FOUNDATION		A Employer identification number 54-6062436
Number and street (or P.O. box number if mail is not delivered to street address) P.O. BOX 151		B Telephone number (see instructions) (804) 843-9066
City or town, state, and ZIP code WEST POINT VA 23181		C If exemption application is pending, check here ☐
G Check all that apply: ☐ Initial return ☐ Initial return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization: ☒ 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) \$ 20,084,393	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)
1	Contributions, gifts, grants, etc., received (attach schedule)	21,590			
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	362,939	365,808		
5 a	Gross rents				
b	Net rental income or (loss)				
6 a	Net gain or (loss) from sale of assets not on line 10	-73,878			
b	Gross sales price for all assets on line 6a	2,933,737			
7	Capital gain net income (from Part IV, line 2)		39,542		
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)	350,328	350,328		
12	Total. Add lines 1 through 11	660,979	755,678	0	
13	Compensation of officers, directors, trustees, etc	44,658			44,658
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16 a	Legal fees (attach schedule)				
b	Accounting fees (attach schedule)				
c	Other professional fees (attach schedule)	122,127	122,127		
17	Interest				
18	Taxes (attach schedule) (see instructions)	18,469	4,041		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings				
22	Printing and publications				
23	Other expenses (attach schedule)	61,581	61,343		238
24	Total operating and administrative expenses. Add lines 13 through 23	246,835	187,511	0	44,896
25	Contributions, gifts, grants paid	1,037,833			1,037,833
26	Total expenses and disbursements. Add lines 24 and 25	1,284,668	187,511	0	1,082,729
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-623,689			
b	Net investment income (if negative, enter -0-)		568,167		
c	Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

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Part II Balance Sheets		Beginning of year (a) Book Value	End of year	
			(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	44,567	17,413	17,413
	2 Savings and temporary cash investments	2,767,711	2,234,547	2,234,547
	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)			
	c Investments—corporate bonds (attach schedule)			
	11 Investments—land, buildings, and equipment basis ☐ ----- Less accumulated depreciation (attach schedule) ☐ -----			
	12 Investments—mortgage loans			
	13 Investments—other (attach schedule)	17,836,366	17,617,131	17,832,433
	14 Land, buildings, and equipment basis ☐ ----- Less accumulated depreciation (attach schedule) ☐ -----			
Liabilities	15 Other assets (describe ☐ -----)			
	16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	20,648,644	19,869,091	20,084,393
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
Net Assets or Fund Balances	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ☐ -----)			
	23 Total liabilities (add lines 17 through 22)	0	0	
	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
Net Assets or Fund Balances	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	20,648,644	19,869,091	
	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)	20,648,644	19,869,091	
Net Assets or Fund Balances	31 Total liabilities and net assets/fund balances (see instructions)	20,648,644	19,869,091	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year—Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	20,648,644
2	Enter amount from Part I, line 27a	2	-623,689
3	Other increases not included in line 2 (itemize) ☐ See Attached Statement	3	190,953
4	Add lines 1, 2, and 3	4	20,215,908
5	Decreases not included in line 2 (itemize) ☐ MULTI MANAGER PARTNERSHIP ADJUSTMENT	5	346,817
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	19,869,091

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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) FMV 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	39,542
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.

1 Enter the appropriate amount in each column for each year; see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,030,052	20,944,120	0.049181
2010	974,840	20,238,320	0.048168
2009	1,080,590	18,371,714	0.058818
2008	1,131,618	21,653,127	0.052261
2007	1,068,145	24,344,642	0.043876

2 Total of line 1, column (d)	2	0.252304
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	0.050461
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	19,914,969
5 Multiply line 4 by line 3	5	1,004,929
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	5,682
7 Add lines 5 and 6	7	1,010,611
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions	8	1,082,729

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	5,682	
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	5,682	
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	5,682	
6 Credits/Payments				
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	24,060		
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	24,060		
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	18,378		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11	18,378		

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

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ▶ N/A	13	X	
14	The books are in care of ▶ THELMA L. DOWNEY, EXECUTIVE DIR Telephone no ▶ (804) 843-9066 Located at ▶ P.O. BOX 151 WEST POINT VA ZIP+4 ▶ 23181			
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	X
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 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	
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**

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**6b****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**7b****b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**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
See Attached Statement	.00	0		
	.00	0		
	.00	0		
	.00	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

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE."**

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
GENSPRING FAMILY OFFICES	INVESTMENT MGMT	87,339
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

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	18,578,625
b	Average of monthly cash balances	1b	1,639,618
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	20,218,243
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	20,218,243
4	Cash deemed held for charitable activities. Enter 1 1/4 % of line 3 (for greater amount, see instructions)	4	303,274
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	19,914,969
6	Minimum investment return. Enter 5% of line 5	6	995,748

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	995,748
2a	Tax on investment income for 2012 from Part VI, line 5	2a	5,682
b	Income tax for 2012 (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	5,682
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	990,066
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	990,066
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	990,066

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc.—total from Part I, column (d), line 26	1a	1,082,729
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	1,082,729
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	5,682
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,077,047

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

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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				990,066
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			899,147	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e	0			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 1,082,729				
a Applied to 2011, but not more than line 2a			899,147	
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				183,582
e Remaining amount distributed out of corpus				
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	0			
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				806,484
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				
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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 <i>Paid during the year</i> See Attached Statement				
Total			▶ 3a	1,037,833
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

ELIS OLSSON MEMORIAL FOUNDATION

54-6062436 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

SEE ATTACHED

Street

City	State	Zip Code	Foreign Country
Relationship NONE	Foundation Status 501(C)(3)		
Purpose of grant/contribution GENERAL OPERATING PURPOSES			Amount 1,037,833

Name

Street

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

Name

Street

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

Name

Street

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

Name

Street

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

Name

Street

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

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.

C. Eric Olson
Signature of officer or trustee

110-11-13
Date

President
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

DONALD J. ROMAN

[Handwritten signature]

10/8/2013

P00364310

Firm's name ► PRICEWATERHOUSECOOPERS, LLP

Firm's EIN ▶ 13-4008324

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

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

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

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

OMB No 1545-0047

2012

Name of the organization

Employer identification number

ELIS OLSSON MEMORIAL FOUNDATION

54-6062436

Organization type (check one)

Filers of:**Section:**

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$

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

Name of organization
ELIS OLSSON MEMORIAL FOUNDATION

Employer identification number
54-6062436

Part I Contributors (see instructions). Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	STURGE G. OLSSON TRUST Foreign State or Province Foreign Country	\$ 21,590	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
			Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

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

										Amount		Totals		Capital Gains/Losses		Other Sales		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss			
										89,684										2,933,737		2,894,195		39,542	
										0										0		113,420		-113,420	
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											
1	AMETEK INC COM NEW	031100100			4/27/2011		5/17/2012	2,452	2,336				0	116											
2	AMETEK INC COM NEW	031100100			4/27/2011		7/11/2012	17	16				0	1											
3	AMETEK INC COM NEW	031100100			4/25/2011		12/6/2012	7,878	6,526				0	1,352											
4	AMETEK INC COM NEW	031100100			4/25/2011		12/6/2012	8,179	6,698				0	1,481											
5	AMPHENOL CORP CL A COM	032095101			11/19/2010		1/17/2012	7,004	7,413				408	-81											
6	AMPHENOL CORP CL A COM	032095101			11/11/2011		1/17/2012	1,304	1,413				28	-81											
7	AMPHENOL CORP CL A COM	032095101			11/19/2010		1/17/2012	2,319	2,417				98	0											
8	BLACKROCK NJ MUNI INCOME	092484200			3/11/2011		4/13/2012	50,000	44,500				0	5,500											
9	BLACKROCK NJ MUNI INCOME	092484200			3/11/2011		4/13/2012	25,000	21,250				0	3,750											
10	BLACKROCK FL INS MUNI INC	092506201			8/14/2010		1/10/2012	25,000	21,375				0	3,625											
11	BROOKFIELD ASSET MGMT C	112585104			10/30/2009		8/7/2012	4,026	2,490				0	1,536											
12	BROOKFIELD ASSET MGMT C	112585104			9/23/2011		8/7/2012	2,408	1,849				0	559											
13	BROOKFIELD ASSET MGMT C	112585104			11/11/2009		8/7/2012	5,436	3,343				0	2,093											
14	BROOKFIELD ASSET MGMT C	112585104			9/15/2011		8/7/2012	6,207	5,243				0	964											
15	BROOKFIELD ASSET MGMT C	112585104			9/23/2011		8/7/2012	2,241	1,717				0	524											
16	CBRE GROUP INC COM	125041109			1/1/2012		1/12/2012	6,089	6,075				0	14											
17	CBRE GROUP INC COM	125041109			1/31/2012		1/12/2012	7,766	8,490				0	-724											
18	CBRE GROUP INC COM	125041109			12/5/2011		1/12/2012	176	172				0	4											
19	C H ROBINSON WORLDWIDE	12541W209			5/4/2012		7/11/2012	7,761	7,909				0	-148											
20	C H ROBINSON WORLDWIDE	12541W209			5/4/2012		7/13/2012	1,800	1,825				0	-25											
21	C H ROBINSON WORLDWIDE	12541W209			5/29/2012		7/13/2012	5,999	6,038				0	-39											
22	C H ROBINSON WORLDWIDE	12541W209			5/23/2012		7/16/2012	3,268	3,265				0	3											
23	C H ROBINSON WORLDWIDE	12541W209			5/29/2012		7/16/2012	4,159	4,226				0	-67											
24	DENTSPLY INTL INC COM	249030107			7/30/2009		1/26/2012	4,314	3,910				0	404											
25	DENTSPLY INTL INC COM	249030107			8/20/2009		1/26/2012	76	69				0	7											
26	ECOLAB INC COM	278865100			8/11/2011		1/4/2012	3,479	2,719				0	760											
27	ECOLAB INC COM	278865100			8/9/2011		1/4/2012	5,509	4,269				0	1,240											
28	EXPEDITORS INTL WASH INC	302130109			8/12/2011		1/20/2012	9,012	6,685				0	2,317											
29	EXPEDITORS INTL WASH INC	302130109			8/12/2011		5/9/2012	3,075	3,551				0	-476											
30	EXPEDITORS INTL WASH INC	302130109			2/3/2012		5/9/2012	577	665				0	-88											
31	EXPEDITORS INTL WASH INC	302130109			2/3/2012		5/15/2012	11,850	13,736				0	-1,886											
32	EXPEDITORS INTL WASH INC	302130109			2/22/2012		5/15/2012	4,396	5,048				0	-652											
33	EXPEDITORS INTL WASH INC	302130109			8/9/2011		5/16/2012	4,294	4,890				0	-596											
34	EXPEDITORS INTL WASH INC	302130109			2/22/2012		5/16/2012	190	220				0	-30											
35	EXPEDITORS INTL WASH INC	302130109			8/8/2011		5/16/2012	1,026	1,138				0	-112											
36	EXPEDITORS INTL WASH INC	302130109			8/8/2011		5/17/2012	4,507	5,015				0	-508											
37	EXPEDITORS INTL WASH INC	302130109			8/10/2011		5/17/2012	1,932	2,114				0	-182											
38	EXPEDITORS INTL WASH INC	302130109			8/10/2011		5/17/2012	3,757	4,105				0	-348											
39	EXPEDITORS INTL WASH INC	302130109			8/18/2011		5/17/2012	7,300	6,229				0	1,071											
40	EXPEDITORS INTL WASH INC	302130109			8/18/2011		5/18/2012	7,166	7,921				0	-755											
41	EXPEDITORS INTL WASH INC	302130109			9/23/2011		5/18/2012	1,680	1,815				0	-135											
42	EXPEDITORS INTL WASH INC	302130109			12/19/2011		5/18/2012	224	236				0	-12											
43	EXPEDITORS INTL WASH INC	302130109			10/4/2011		5/18/2012	5,229	5,494				0	-265											
44	EXPEDITORS INTL WASH INC	302130109			12/19/2011		5/18/2012	3,885	4,089				0	-204											
45	GRACO INC COM	384109104			3/24/2010		6/13/2012	4,719	3,126				0	1,593											
46	GRACO INC COM	384109104			3/24/2010		7/18/2012	2,243	1,594				0	649											
47	ITT EDUCATIONAL SVCS INC	450688109			7/21/2010		5/21/2012	302	425				0	-123											
48	ITT EDUCATIONAL SVCS INC	450688109			8/1/2011		5/21/2012	302	425				0	-123											
49	ITT EDUCATIONAL SVCS INC	450688109			7/28/2011		6/13/2012	5,730	8,015				0	-2,285											
50	ITT EDUCATIONAL SVCS INC	450688109			7/28/2011		6/13/2012	1,350	2,101				0	-751											
51	ITT EDUCATIONAL SVCS INC	450688109			7/28/2011		6/13/2012	4,050	6,284				0	-2,234											
52	ITT EDUCATIONAL SVCS INC	450688109			7/28/2011		6/13/2012	4,751	6,514				0	-1,763											
53	ITT EDUCATIONAL SVCS INC	450688109			8/8/2011		6/13/2012	7,351	9,391				0	-2,040											
54	ITT CORP COM	450911201			2/22/2012		7/27/2012	942	1,153				0	-211											
55	ITT CORP COM	450911201			2/22/2012		7/27/2012	942	1,153				0	-211											
56	ITT CORP COM	450911201			2/18/2011		7/31/2012	273	333				0	-60											
57	ITT CORP COM	450911201			2/22/2012		7/31/2012	6,224	7,613				0	-1,389											
58	ITT CORP COM	450911201			4/4/2012		7/31/2012	2,084	2,524				0	-440											
59	ITT CORP COM	450911201			1/19/2011		9/26/2012	1,226	1,349				0	-123											
60	ITT CORP COM	450911201			1/21/2011		9/26/2012	1,013	1,110				0	-97											
61	ITT CORP COM	450911201			3/4/2011		9/26/2012	1,216	1,312				0	-96											
62	ITT CORP COM	450911201			3/25/2011		9/26/2012	1,013	1,125				0	-112											
63	ITT CORP COM	450911201			4/4/2012		9/26/2012	3,436	3,871				0	-435											
64	ITT CORP COM	450911201			1/20/2012		9/26/2012	2,635	2,821				0	-186											
65	ITT CORP COM	450911201			12/19/2011		10/1/2012	3,901	3,702				0	199											
66	ITT CORP COM	450911201			12/20/2011		10/1/2012	4,801	4,732				0	69											
67	ITT CORP COM	450911201			12/20/2011		10/1/2012	700	759				0	-59											
68	ITEXX LABS INC COM	451688104			10/21/2011		1/25/2012	3,468	2,843				0	526											

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

Totals										Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Capital Gains/Losses										2,933,737		2,894,195		39,542	
Other sales										0		113,420		-113,420	
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	
69	X	IDEXX LABS INC COM			2/4/2010		3/29/2012	3,457	2,093				0	1,448	
70	X	IDEXX LABS INC COM			10/21/2011		3/29/2012	3,111	2,648				0	463	
71	X	IDEXX LABS INC COM			3/2/2007		6/29/2012	2,407	1,074				0	1,333	
72	X	IDEXX LABS INC COM			3/2/2007		9/13/2012	11,430	4,939				0	6,491	
73	X	IDEXX LABS INC COM			3/2/2007		10/31/2012	8,640	3,865				0	4,775	
74	X	IDEXX LABS INC COM			3/2/2007		11/2/2012	477	215				0	262	
75	X	IDEXX LABS INC COM			3/2/2007		11/9/2012	4,498	2,147				0	2,351	
76	X	IDEXX LABS INC COM			3/2/2007		11/9/2012	3,598	1,706				0	1,892	
77	X	IDEXX LABS INC COM			3/2/2007		11/30/2012	9,772	4,478				0	5,294	
78	X	IDEXX LABS INC COM			3/2/2007		11/30/2012	9,772	4,478				0	5,294	
79	X	IHS INC COM CL A			10/4/2011		3/29/2012	6,091	4,735				0	1,356	
80	X	IHS INC COM CL A			8/19/2011		3/29/2012	4,217	3,170				0	1,047	
81	X	IHS INC COM CL A			5/18/2009		9/19/2012	4,037	1,610				0	2,427	
82	X	IHS INC COM CL A			8/19/2011		9/19/2012	3,922	2,395				0	1,527	
83	X	IHS INC COM CL A			5/15/2009		9/19/2012	1,269	489				0	780	
84	X	INTERFAC INC COM			3/7/2011		1/20/2012	3,893	4,957				0	-1,064	
85	X	INTERFAC INC COM			3/7/2011		2/8/2012	3,891	4,713				0	-822	
86	X	INTERFAC INC COM			8/19/2011		2/8/2012	3,086	2,937				0	149	
87	X	INTERFAC INC COM			8/19/2011		4/25/2012	137	140				0	-3	
88	X	INTERFAC INC COM			8/19/2011		4/25/2012	69	64				0	5	
89	X	INTERFAC INC COM			8/19/2011		4/25/2012	1,017	1,020				0	-3	
90	X	INTERFAC INC COM			8/19/2011		4/25/2012	26	26				0	0	
91	X	INTERFAC INC COM			8/19/2011		4/25/2012	26	26				0	0	
92	X	INTERFAC INC COM			5/20/2010		5/23/2012	3,858	3,744				0	114	
93	X	INTERFAC INC COM			5/20/2010		5/23/2012	3,352	3,058				0	294	
94	X	IDEXX LABS INC COM			3/2/2007		3/29/2012	864	429				0	435	
95	X	INTERFAC INC COM			8/19/2011		5/23/2012	506	511				0	-5	
96	X	INTERFAC INC COM			6/29/2010		5/23/2012	2,403	2,157				0	246	
97	X	INTERFAC INC COM			6/29/2010		5/29/2012	4,075	3,288				0	787	
98	X	INTERFAC INC COM			6/29/2010		5/29/2012	1,100	965				0	135	
99	X	INTERFAC INC COM			7/1/2010		5/29/2012	3,946	3,217				0	729	
100	X	INTERPUBLIC GROUP COS IN			5/10/2011		2/13/2012	3,019	3,179				0	-160	
101	X	INTERPUBLIC GROUP COS IN			8/9/2011		2/13/2012	8,131	6,035				0	2,096	
102	X	INTERPUBLIC GROUP COS IN			5/7/2010		2/13/2012	4,755	3,412				0	1,343	
103	X	INTERPUBLIC GROUP COS IN			5/7/2010		5/8/2012	2,968	2,042				0	926	
104	X	INTERPUBLIC GROUP COS IN			2/26/2010		5/8/2012	10,242	6,760				0	3,482	
105	X	INTERPUBLIC GROUP COS IN			2/18/2010		6/13/2012	9,242	6,204				0	3,038	
106	X	INTERPUBLIC GROUP COS IN			2/26/2010		6/13/2012	3,686	2,590				0	1,096	
107	X	INTERPUBLIC GROUP COS IN			2/17/2010		6/13/2012	1,014	672				0	342	
108	X	INTERPUBLIC GROUP COS IN			2/17/2010		10/31/2012	7,792	5,390				0	2,402	
109	X	INTERPUBLIC GROUP COS IN			2/17/2010		11/1/2012	500	343				0	157	
110	X	INTERPUBLIC GROUP COS IN			2/17/2010		11/1/2012	9,236	6,226				0	3,010	
111	X	INVESCO VAN KAMPEN MUNI			1/10/2011		5/24/2012	50,000	43,250				0	6,750	
112	X	O REILLY AUTOMOTIVE INC C			6/27/2012		10/31/2012	5,129	4,950				0	179	
113	X	O REILLY AUTOMOTIVE INC C			9/13/2012		10/31/2012	3,595	4,944				0	185	
114	X	O REILLY AUTOMOTIVE INC C			6/7/2012		11/1/2012	3,378	3,378				0	217	
115	X	O REILLY AUTOMOTIVE INC C			10/18/2012		11/1/2012	6,575	5,987				0	588	
116	X	O REILLY AUTOMOTIVE INC C			6/27/2012		11/1/2012	6,049	5,465				0	584	
117	X	O REILLY AUTOMOTIVE INC C			6/27/2012		12/12/2012	11,747	9,901				0	1,846	
118	X	PATTERSON COS INC COM			10/13/2008		9/11/2012	7,078	5,317				0	1,761	
119	X	PATTERSON COS INC COM			10/15/2008		9/11/2012	4,467	3,244				0	1,223	
120	X	PATTERSON COS INC COM			10/16/2008		9/11/2012	1,512	1,049				0	463	
121	X	PATTERSON COS INC COM			10/16/2008		9/13/2012	5,040	3,482				0	1,558	
122	X	PATTERSON COS INC COM			11/10/2008		9/13/2012	2,382	1,595				0	787	
123	X	PATTERSON COS INC COM			10/23/2008		9/18/2012	2,404	1,550				0	854	
124	X	PATTERSON COS INC COM			10/28/2008		9/18/2012	1,717	1,067				0	650	
125	X	PATTERSON COS INC COM			11/07/2008		9/18/2012	4,498	3,029				0	1,470	
126	X	PATTERSON COS INC COM			4/9/2009		9/18/2012	1,168	662				0	506	
127	X	PATTERSON COS INC COM			2/5/2009		10/25/2012	3,405	1,967				0	1,438	
128	X	PATTERSON COS INC COM			2/5/2009		10/25/2012	2,158	1,211				0	947	
129	X	PATTERSON COS INC COM			12/22/2008		11/20/2012	3,947	2,289				0	1,725	
130	X	PATTERSON COS INC COM			11/20/2008		11/20/2012	4,616	2,401				0	2,215	
131	X	PATTERSON COS INC COM			11/20/2008		12/20/2012	1,060	562				0	498	
132	X	PATTERSON COS INC COM			3/10/2009		12/20/2012	2,188	1,093				0	1,095	
133	X	PIMCO COMMODITY REALTY			12/9/2009		12/6/2012	4,822	5,385				0	-37	
134	X	PIMCO COMMODITY REALTY			12/9/2009		12/6/2012	3,731	4,339				0	-608	
135	X	PIMCO COMMODITY REALTY			12/30/2009		12/6/2012	7,456	8,941				0	-1,485	
136	X	PIMCO COMMODITY REALTY			12/30/2009		12/6/2012	7,456	8,941				0	-1,485	

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

100

	Amount
Long Term CG Distributions	89,684
Short Term CG Distributions	0

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

		350,328	350,328	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income
1	ACL PARTNERSHIP	-866	-866	
2	MULTI MANAGER PARTNERSHIP	351,194	351,194	

Part I, Line 16c (990-PF) - Other Professional Fees

		122,127	122,127	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	WEALTH MANAGEMENT FEES	87,339	87,339		0
2	SUB ADVISOR FEES	34,788	34,788		

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

		18,469	4,041	0	0
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	FOREIGN TAX WITHHELD	4,041	4,041		
2	ESTIMATED EXCISE TAX PAYMENT	14,428			

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

		61,581	61,343	0	238
Description		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	EQUILIZATION FEE	1,100	1,100		
2	OTHER MISC FEES	238			238
3	PARTNERSHIP EXPENSES	55,866	55,866		
4	PARTNERSHIP EXPENSES	4,377	4,377		

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

		17,836,366		17,617,131		17,832,433	
Asset Description		Basis of Valuation	Book Value Beg. of Year	Book Value End of Year	FMV End of Year		
1	SEE ATTACHED		17,836,366	17,617,131	17,832,433		

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

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

1	YORK GLOBAL PARTNERSHIP INCOME ADJUSTMENT	1	2,087
2	COST BASIS ADJUSTMENT	2	20,161
3	ACL PARTNERSHIP INCOME ADJUSTMENT	3	165,472
4	COMVERSE TECHNOLOGY COST BASIS ADJUSTMENT	4	3,233
5	Total	5	190,953

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

1	MULTI MANAGER PARTNERSHIP ADJUSTMENT	1	346,817
2	Total	2	346,817

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

Long Term CG Distributions										Amount	
Short Term CG Distributions										89,684	
0										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 12/31/69										Adjusted Basis as of 12/31/69	
Excess of FMV Over Adj. Basis										Gains Minus Excess of FMV Over Adjusted Basis or Losses	
0										-50,142	
2,895,255										-50,142	
1,060										0	
2,844,053										0	
1	AME TEK INC COM NEW	931100100	4/27/2011	5/17/2012	2,452	0	2,336	116	0	0	116
2	AME TEK INC COM NEW	931100100	4/27/2011	7/11/2012	17	0	16	1	0	0	1
3	AME TEK INC COM NEW	931100100	4/27/2011	12/6/2012	7,878	0	6,526	1,352	0	0	1,352
4	AME TEK INC COM NEW	931100100	4/25/2011	12/6/2012	6,179	0	6,698	1,481	0	0	1,481
5	AMPHENOL CORP CL A COM	932085101	11/19/2010	11/7/2012	7,004	408	7,413	-1	0	0	-81
6	AMPHENOL CORP CL A COM	932085101	11/19/2010	11/7/2012	1,304	28	1,413	-81	0	0	-81
7	AMPHENOL CORP CL A COM	932085101	11/19/2010	11/7/2012	2,319	98	2,417	0	0	0	0
8	BLACKROCK NJ MUNI INCOME APP-R7	932494308	3/11/2011	4/13/2012	50,000	0	44,500	5,500	0	0	5,500
9	BLACKROCK NJ MUNI BOPFD M7	932494308	4/19/2010	7/10/2012	25,000	0	21,250	3,750	0	0	3,750
10	BLACKROCK FL INS MUNI INC PFDH7	932494308	9/14/2010	11/02/2012	24,000	0	21,375	3,625	0	0	3,625
11	BROOKFIELD ASSET MGMT CL A LTD U	112985104	10/29/2009	9/7/2012	2,028	0	2,408	1,536	0	0	1,536
12	BROOKFIELD ASSET MGMT CL A LTD U	112985104	9/23/2010	8/7/2012	2,408	0	1,849	559	0	0	559
13	BROOKFIELD ASSET MGMT CL A LTD U	112985104	11/11/2009	8/7/2012	5,438	0	3,343	2,093	0	0	2,093
14	BROOKFIELD ASSET MGMT CL A LTD U	112985104	9/15/2011	8/7/2012	6,207	0	5,243	964	0	0	964
15	BROOKFIELD ASSET MGMT CL A LTD U	112985104	9/23/2011	8/7/2012	6,241	0	1,717	524	0	0	524
16	CBRE GROUP INC COM	125041109	11/11/2012	11/21/2012	9,989	0	6,075	14	0	0	14
17	CBRE GROUP INC COM	125041109	11/11/2012	11/21/2012	7,796	0	9,469	-724	0	0	-724
18	CBRE GROUP INC COM	125041109	11/21/2012	11/21/2012	176	0	172	4	0	0	4
19	C H ROBINSON WORLDWIDE INC COM	12541W209	5/4/2012	7/11/2012	7,761	0	7,902	-148	0	0	-148
20	C H ROBINSON WORLDWIDE INC COM	12541W209	5/4/2012	7/11/2012	1,800	0	1,823	-23	0	0	-23
21	C H ROBINSON WORLDWIDE INC COM	12541W209	5/29/2012	7/13/2012	9,959	0	6,038	-39	0	0	-39
22	C H ROBINSON WORLDWIDE INC COM	12541W209	5/23/2012	7/16/2012	3,268	0	3,263	5	0	0	5
23	C H ROBINSON WORLDWIDE INC COM	12541W209	5/29/2012	7/16/2012	4,159	0	4,228	-67	0	0	-67
24	DENTSPLY INTL INC COM	249030107	7/30/2009	12/6/2012	4,314	0	3,910	404	0	0	404
25	ECOLAB INC COM	276865100	8/20/2009	10/29/2012	76	0	69	7	0	0	7
26	ECOLAB INC COM	276865100	8/9/2011	11/4/2012	3,479	0	2,719	760	0	0	760
27	ECOLAB INC COM	276865100	8/9/2011	11/4/2012	5,509	0	4,269	1,240	0	0	1,240
28	EXPEDITORS INTL WASH INC COM	302130109	5/6/2011	12/02/2012	9,012	0	6,695	-2,317	0	0	-2,317
29	EXPEDITORS INTL WASH INC COM	302130109	8/12/2011	5/9/2012	3,075	0	3,551	-476	0	0	-476
30	EXPEDITORS INTL WASH INC COM	302130109	2/2/2012	5/9/2012	577	0	695	-68	0	0	-68
31	EXPEDITORS INTL WASH INC COM	302130109	2/2/2012	5/15/2012	11,850	0	13,736	-1,886	0	0	-1,886
32	EXPEDITORS INTL WASH INC COM	302130109	2/22/2012	5/15/2012	4,396	0	5,048	-652	0	0	-652
33	EXPEDITORS INTL WASH INC COM	302130109	2/22/2012	5/16/2012	4,284	0	4,690	-596	0	0	-596
34	EXPEDITORS INTL WASH INC COM	302130109	2/22/2012	5/16/2012	190	0	220	-30	0	0	-30
35	EXPEDITORS INTL WASH INC COM	302130109	8/6/2011	5/16/2012	1,026	0	1,138	-112	0	0	-112
36	EXPEDITORS INTL WASH INC COM	302130109	8/6/2011	5/17/2012	4,507	0	5,015	-508	0	0	-508
37	EXPEDITORS INTL WASH INC COM	302130109	8/10/2011	5/17/2012	1,932	0	2,114	-182	0	0	-182
38	EXPEDITORS INTL WASH INC COM	302130109	8/10/2011	5/17/2012	3,757	0	4,105	-348	0	0	-348
39	EXPEDITORS INTL WASH INC COM	302130109	8/18/2011	5/18/2012	5,730	0	6,228	-498	0	0	-498
40	EXPEDITORS INTL WASH INC COM	302130109	9/23/2011	5/18/2012	1,680	0	7,921	-755	0	0	-755
41	EXPEDITORS INTL WASH INC COM	302130109	12/19/2011	5/18/2012	224	0	236	-12	0	0	-12
42	EXPEDITORS INTL WASH INC COM	302130109	10/4/2011	5/18/2012	5,229	0	5,494	-265	0	0	-265
43	EXPEDITORS INTL WASH INC COM	302130109	12/19/2011	5/18/2012	3,885	0	4,089	-204	0	0	-204
44	EXPEDITORS INTL WASH INC COM	302130109	3/24/2010	6/13/2012	4,719	0	3,126	1,593	0	0	1,593
45	GRACO INC COM	384109104	3/24/2010	7/18/2012	2,243	0	1,594	649	0	0	649
46	GRACO INC COM	384109104	7/1/2010	7/18/2012	6,378	0	4,488	1,877	0	0	1,877
47	GRACO INC COM	384109104	8/1/2011	5/21/2012	302	0	425	-123	0	0	-123
48	ITT EDUCATIONAL SVCS INC COM	45068B109	7/9/2011	5/21/2012	5,730	0	8,015	-2,285	0	0	-2,285
49	ITT EDUCATIONAL SVCS INC COM	45068B109	7/9/2011	6/13/2012	1,350	0	2,101	-751	0	0	-751
50	ITT EDUCATIONAL SVCS INC COM	45068B109	7/9/2011	6/13/2012	270	0	422	-152	0	0	-152
51	ITT EDUCATIONAL SVCS INC COM	45068B109	7/9/2011	6/13/2012	4,050	0	6,284	-2,234	0	0	-2,234
52	ITT EDUCATIONAL SVCS INC COM	45068B109	7/9/2011	6/13/2012	4,751	0	6,514	-1,763	0	0	-1,763
53	ITT CORP COM	45911201	2/29/2012	7/27/2012	7,351	0	9,301	-2,040	0	0	-2,040
54	ITT CORP COM	45911201	2/22/2012	7/27/2012	6,224	0	7,351	-1,127	0	0	-1,127
55	ITT CORP COM	45911201	2/22/2012	7/27/2012	6,224	0	7,351	-1,127	0	0	-1,127
56	ITT CORP COM	45911201	2/22/2012	7/27/2012	6,224	0	7,351	-1,127	0	0	-1,127
57	ITT CORP COM	45911201	2/22/2012	7/27/2012	6,224	0	7,351	-1,127	0	0	-1,127
58	ITT CORP COM	45911201	2/22/2012	7/27/2012	6,224	0	7,351	-1,127	0	0	-1,127
59	ITT CORP COM	45911201	2/22/2012	7/27/2012	6,224	0	7,351	-1,127	0	0	-1,127
60	ITT CORP COM	45911201	2/22/2012	7/27/2012	6,224	0	7,351	-1,127	0	0	-1,127
61	ITT CORP COM	45911201	2/22/2012	7/27/2012	6,224	0	7,351	-1,127	0	0	-1,127
62	ITT CORP COM	45911201	2/22/2012	7/27/2012	6,224	0	7,351	-1,127	0	0	-1,127
63	ITT CORP COM	45911201	2/22/2012	7/27/2012	6,224	0	7,351	-1,127	0	0	-1,127
64	ITT CORP COM	45911201	2/22/2012	7/27/2012	6,224	0	7,351	-1,127	0	0	-1,127
65	ITT CORP COM	45911201	2/22/2012	7/27/2012	6,224	0	7,351	-1,127	0	0	-1,127
66	ITT CORP COM	45911201	2/22/2012	7/27/2012	6,224	0	7,351	-1,127	0	0	-1,127
67	ITT CORP COM	45911201	2/22/2012	7/27/2012	6,224	0	7,351	-1,127	0	0	-1,127
68	IDEXX LABS INC COM	45168D104	10/21/2011	12/5/2012	3,469	0	3,469	0	0	0	0
69	IDEXX LABS INC COM	45168D104	2/4/2010	3/29/2012	3,457	0	2,009	1,448	0	0	1,448
70	IDEXX LABS INC COM	45168D104	10/21/2011	3/29/2012	3,111	0	2,648	463	0	0	463
71	IDEXX LABS INC COM	45168D104	3/27/2007	6/29/2012	2,407	0	1,074	1,333	0	0	1,333
72	IDEXX LABS INC COM	45168D104	3/27/2007	9/13/2012	11,430	0	4,939	6,491	0	0	6,491
73	IDEXX LABS INC COM	45168D104	3/27/2007	10/31/2012	8,640	0	3,865	4,775	0	0	4,775
74	IDEXX LABS INC COM	45168D104	3/27/2007	11/2/2012	4,775	0	2,15	2,62	0	0	2,62
75	IDEXX LABS INC COM	45168D104	3/27/2007	11/9/2012	4,488	0	2,147	2,351	0	0	2,351
76	IDEXX LABS INC COM	45168D104	3/27/2007	11/9/2012	3,598	0	1,706	1,892	0	0	1,892
77	IDEXX LABS INC COM	45168D104	3/27/2007	11/30/2012	9,772	0	4,478	5,294	0	0	5,294
78	IDEXX LABS INC COM	45168D104	3/27/2007	11/30/2012	9,772	0	4,478	5,294	0	0	5,294
79	HS INC COM CL A	451734107	10/4/2011	3/29/2012	6,091	0	4,735	1,356	0	0	1,356
80	HS INC COM CL A	451734107	8/19/2011	3/29/2012	4,217	0	3,170	1,047	0	0	1,047
81	HS INC COM CL A	451734107	5/18/2009	9/19/2012	4,037	0	1,810	2,427	0	0	2,427
82	HS INC COM CL A	451734107	8/19/2011	9/19/2012	3,822	0	2,395	1,527	0	0	1,527
83	HS INC COM CL A	451734107	5/15/2009	9/19/2012	1,269	0	489	780	0	0	780
84	INTERFACE INC COM	45665106	3/7/2011	12/02/2012	3,893	0	4,957	-1,064	0	0	-1,064

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

Long Term CG Distributions															28,684	0	Short Term CG Distributions																					
Description of Property Sold															CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj. Basis	0	0	2,895,255	-50,142	0	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses	-50,142				
85	INTERFAC INC COM														438665106		8/19/2011	2/6/2012	3,891				4,713	-822	0	0	0	0	0	0	0	0	0	0	0	0	0	
86	INTERFAC INC COM														438665106		8/19/2011	2/6/2012	3,086				2,937	149	0	0	0	0	0	0	0	0	0	0	0	0	0	
87	INTERFAC INC COM														438665106		8/19/2011	4/25/2012	137				140	-3	0	0	0	0	0	0	0	0	0	0	0	0	0	
88	INTERFAC INC COM														438665106		8/19/2011	4/25/2012	65				64	1	0	0	0	0	0	0	0	0	0	0	0	0	0	
89	INTERFAC INC COM														438665106		8/19/2011	4/25/2012	1,017				1,020	-3	0	0	0	0	0	0	0	0	0	0	0	0	0	
90	INTERFAC INC COM														438665106		8/19/2011	4/25/2012	26				26	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
91	INTERFAC INC COM														438665106		8/19/2011	4/25/2012	26				26	0	0	0	0	0	0	0	0	0	0	0	0	0	0	
92	INTERFAC INC COM														438665304		5/20/2010	5/23/2012	3,858				3,744	114	0	0	0	0	0	0	0	0	0	0	0	0	0	
93	INTERFAC INC COM														438665304		5/25/2010	5/23/2012	3,352				3,058	294	0	0	0	0	0	0	0	0	0	0	0	0	0	
94	DEXX LABS INC COM														451880104		3/27/2007	3/29/2012	864				429	435	0	0	0	0	0	0	0	0	0	0	0	0	0	
95	INTERFAC INC COM														438665304		6/25/2010	5/23/2012	506				511	-5	0	0	0	0	0	0	0	0	0	0	0	0	0	
96	INTERFAC INC COM														438665304		6/25/2010	5/23/2012	2,403				2,157	246	0	0	0	0	0	0	0	0	0	0	0	0	0	
97	INTERFAC INC COM														438665304		6/8/2010	5/29/2012	4,075				3,288	787	0	0	0	0	0	0	0	0	0	0	0	0	0	
98	INTERFAC INC COM														438665304		6/29/2010	5/29/2012	1,100				985	115	0	0	0	0	0	0	0	0	0	0	0	0	0	
99	INTERFAC INC COM														438665304		7/1/2010	5/29/2012	3,946				3,217	729	0	0	0	0	0	0	0	0	0	0	0	0	0	
100	INTERPUBLIC GROUP COS INC COM														460690100		5/10/2011	2/13/2012	3,019				3,179	-160	0	0	0	0	0	0	0	0	0	0	0	0	0	0
101	INTERPUBLIC GROUP COS INC COM														460690100		8/9/2011	2/13/2012	8,131				6,035	2,096	0	0	0	0	0	0	0	0	0	0	0	0	0	
102	INTERPUBLIC GROUP COS INC COM														460690100		5/7/2010	2/13/2012	4,755				3,412	1,343	0	0	0	0	0	0	0	0	0	0	0	0	0	
103	INTERPUBLIC GROUP COS INC COM														460690100		5/7/2010	5/6/2012	2,968				2,042	926	0	0	0	0	0	0	0	0	0	0	0	0	0	
104	INTERPUBLIC GROUP COS INC COM														460690100		2/26/2012	5/6/2012	10,242				6,760	3,482	0	0	0	0	0	0	0	0	0	0	0	0	0	
105	INTERPUBLIC GROUP COS INC COM														460690100		2/18/2010	6/13/2012	9,242				6,204	3,038	0	0	0	0	0	0	0	0	0	0	0	0	0	
106	INTERPUBLIC GROUP COS INC COM														460690100		2/26/2012	6/13/2012	3,686				2,590	1,096	0	0	0	0	0	0	0	0	0	0	0	0	0	
107	INTERPUBLIC GROUP COS INC COM														460690100		2/17/2010	6/13/2012	1,014				672	342	0	0	0	0	0	0	0	0	0	0	0	0	0	
108	INTERPUBLIC GROUP COS INC COM														460690100		2/17/2010	10/31/2012	7,792				5,390	2,402	0	0	0	0	0	0	0	0	0	0	0	0	0	
109	INTERPUBLIC GROUP COS INC COM														460690100		2/17/2010	11/1/2012	500				343	157	0	0	0	0	0	0	0	0	0	0	0	0	0	
110	INTERPUBLIC GROUP COS INC COM														460690100		2/17/2010	11/1/2012	9,238				6,226	3,010	0	0	0	0	0	0	0	0	0	0	0	0	0	
111	INVESTCO VAN KAMPEN MUNI AMP-A														46131202		1/10/2011	5/24/2012	50,000				43,250	6,750	0	0	0	0	0	0	0	0	0	0	0	0	0	
112	O'REILLY AUTOMOTIVE INC COM														87103H107		6/27/2012	10/31/2012	5,128				4,950	179	0	0	0	0	0	0	0	0	0	0	0	0	0	
113	O'REILLY AUTOMOTIVE INC COM														87103H107		9/13/2012	10/31/2012	5,129				4,444	165	0	0	0	0	0	0	0	0	0	0	0	0	0	
114	O'REILLY AUTOMOTIVE INC COM														87103H107		9/13/2012	11/1/2012	3,595				3,378	217	0	0	0	0	0	0	0	0	0	0	0	0	0	
115	O'REILLY AUTOMOTIVE INC COM														87103H107		9/13/2012	11/1/2012	6,575				5,987	588	0	0	0	0	0	0	0	0	0	0	0	0	0	
116	O'REILLY AUTOMOTIVE INC COM														87103H107		9/27/2012	11/1/2012	6,049				5,465	584	0	0	0	0	0	0	0	0	0	0	0	0	0	
117	O'REILLY AUTOMOTIVE INC COM														87103H107		8/27/2012	12/1/2012	11,747				9,901	1,846	0	0	0	0	0	0	0	0	0	0	0	0	0	
118	PATTERSON COS INC COM														703395103		10/13/2008	9/16/2012	2,079				5,317	1,761	0	0	0	0	0	0	0	0	0	0	0	0	0	
119	PATTERSON COS INC COM														703395103		10/13/2008	9/16/2012	4,467				3,244	1,223	0	0	0	0	0	0	0	0	0	0	0	0	0	
120	PATTERSON COS INC COM														703395103		10/16/2008	9/16/2012	1,512				1,049	463	0	0	0	0	0	0	0	0	0	0	0	0	0	
121	PATTERSON COS INC COM														703395103		10/16/2008	9/13/2012	5,040				3,482	1,558	0	0	0	0	0	0	0	0	0	0	0	0	0	0
122	PATTERSON COS INC COM														703395103		11/10/2008	9/13/2012	2,382				1,955	427	0	0	0	0	0	0	0	0	0	0	0	0	0	0
123	PATTERSON COS INC COM														703395103		10/23/2008	9/16/2012	2,404				1,590	854	0	0	0	0	0	0	0	0	0	0	0	0	0	0
124	PATTERSON COS INC COM														703395103		10/28/2008	9/16/2012	1,717				1,067	650	0	0	0	0	0	0	0	0	0	0	0	0	0	0
125	PATTERSON COS INC COM														703395103		11/10/2008	9/16/2012	4,499				3,028	1,470	0	0	0	0	0	0	0	0	0	0	0	0	0	0
126	PATTERSON COS INC COM														703395103		4/9/2009	9/16/2012	1,168				662	506	0	0	0	0	0	0	0	0	0	0	0	0	0	
127	PATTERSON COS INC COM														703395103		4/9/2009	10/25/2012	3,405				1,967	1,438	0	0	0	0	0	0	0	0	0	0	0	0	0	
128	PATTERSON COS INC COM														703395103		2/6/2009	10/25/2012	2,158				1,211	947	0	0	0	0	0	0	0	0	0	0	0	0	0	
129	PATTERSON COS INC COM														703395103		2/6/2009	11/20/2012	4,014				2,289	1,725	0	0	0	0	0	0	0	0	0	0	0	0	0	
130	PATTERSON COS INC COM														703395103		12/27/2008	11/20/2012	3,947				2,159	1,788	0	0	0	0	0	0	0	0	0	0	0	0	0	
131	PATTERSON COS INC COM														703395103		11/20/2008	12/20/2012	4,616				2,401	2,215	0	0	0	0	0	0	0	0	0	0	0	0	0	0
132	PATTERSON COS INC COM														703395103		12/22/2008	12/20/2012	1,060				562	498	0	0	0	0	0	0	0	0	0	0	0	0	0	0
133	PATTERSON COS INC COM														703395103		3/10/2009	12/20/2012	2,188				1,093	1,095	0	0												

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

Long Term CG Distributions													Amount
Short Term CG Distributions													89,684
													0
Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
169 SIGNET JEWELLERS LTD COM	681276100		6/4/2012	10/25/2012	1,545			1,274	271	0	0	0	-50,142
170 SIGNET JEWELLERS LTD COM	681276100		1/19/2010	10/31/2012	3,325			3,325	2,756	0	0	0	2,756
171 SIGNET JEWELLERS LTD COM	681276100		6/4/2012	10/31/2012	3,865			3,185	680	0	0	0	680
172 SIGNET JEWELLERS LTD COM	681276100		10/20/2009	10/31/2012	3,195			1,738	1,457	0	0	0	1,457
173 SIGNET JEWELLERS LTD COM	681276100		10/20/2009	11/1/2012	4,327			2,242	2,085	0	0	0	2,085
174 GARNIN LTD COM	218206109		2/18/2011	12/20/2012	6,732			5,230	1,502	0	0	0	1,502
175 GARNIN LTD COM	218206109		6/28/2011	12/20/2012	3,997			3,043	954	0	0	0	954
176 GARNIN LTD COM	218206109		9/24/2010	12/20/2012	1,262			945	317	0	0	0	317
177 GARNIN LTD COM	218206109		9/24/2010	2/21/2012	8,173			6,669	1,504	0	0	0	1,504
178 GARNIN LTD COM	218206109		12/15/2010	3/1/2012	2,277			1,718	559	0	0	0	559
179 GARNIN LTD COM	218206109		12/15/2010	3/5/2012	5,653			2,863	2,790	0	0	0	2,790
180 GARNIN LTD COM	218206109		12/15/2010	3/5/2012	8,518			4,668	3,850	0	0	0	3,850
181 GARNIN LTD COM	218206109		12/30/2010	3/5/2012	706			20,994	-19,288	0	0	0	-19,288
182 PIMCO COMMODITY REALTRN STRATE	722005667		3/17/2011	12/26/2012	15,577			36,610	-21,033	0	0	0	-21,033
183 PIMCO COMMODITY REALTRN STRATE	722005667		6/16/2011	12/26/2012	34,082			13,898	20,184	0	0	0	20,184
184 PIMCO COMMODITY REALTRN STRATE	722005667		9/15/2011	12/26/2012	30,024			13,898	16,126	0	0	0	16,126
185 PIMCO COMMODITY REALTRN STRATE	722005667		12/7/2011	12/26/2012	12,689			1,123	11,566	0	0	0	11,566
186 JUT	78463V107		1/2/2012	12/11/2012	124			0	124	0	0	0	124
187 SCRIPPS NETWORKS INTERACTIVE CL	811065101		5/3/2012	9/14/2012	5,584			4,869	715	0	0	0	715
188 SCRIPPS NETWORKS INTERACTIVE CL	811065101		5/14/2012	9/14/2012	7,570			6,578	992	0	0	0	992
189 SCRIPPS NETWORKS INTERACTIVE CL	811065101		5/14/2012	10/19/2012	1,447			1,240	207	0	0	0	207
190 SCRIPPS NETWORKS INTERACTIVE CL	811065101		5/3/2012	10/19/2012	2,956			2,530	426	0	0	0	426
191 SHERWIN WILLIAMS CO COM	824348106		4/21/2011	1/5/2012	1,754			1,584	170	0	0	0	170
192 SHERWIN WILLIAMS CO COM	824348106		4/25/2011	1/5/2012	4,248			3,827	421	0	0	0	421
193 SHERWIN WILLIAMS CO COM	824348106		4/25/2011	1/10/2012	2,287			1,997	290	0	0	0	290
194 SHERWIN WILLIAMS CO COM	824348106		7/21/2011	1/10/2012	10,013			8,581	1,432	0	0	0	1,432
195 SHERWIN WILLIAMS CO COM	824348106		2/9/2010	1/11/2012	5,209			3,527	1,682	0	0	0	1,682
196 SHERWIN WILLIAMS CO COM	824348106		7/21/2011	1/11/2012	379			324	55	0	0	0	55
197 SHERWIN WILLIAMS CO COM	824348106		7/15/2009	5/8/2012	4,784			1,705	3,079	0	0	0	3,079
198 SHERWIN WILLIAMS CO COM	824348106		7/15/2009	5/8/2012	4,784			1,705	3,079	0	0	0	3,079
199 SHERWIN WILLIAMS CO COM	824348106		7/21/2009	5/8/2012	6,869			3,039	3,830	0	0	0	3,830
200 SHERWIN WILLIAMS CO COM	824348106		7/21/2009	5/8/2012	2,480			1,085	1,395	0	0	0	1,395
201 SHERWIN WILLIAMS CO COM	824348106		7/21/2009	6/5/2012	8,231			3,527	4,704	0	0	0	4,704
202 SHERWIN WILLIAMS CO COM	824348106		7/21/2009	6/13/2012	3,141			1,302	1,839	0	0	0	1,839
203 SHERWIN WILLIAMS CO COM	824348106		6/3/2009	6/13/2012	2,094			864	1,230	0	0	0	1,230
204 SHERWIN WILLIAMS CO COM	824348106		6/3/2009	6/27/2012	516			216	300	0	0	0	300
205 SHERWIN WILLIAMS CO COM	824348106		1/28/2009	6/27/2012	7,874			3,034	4,840	0	0	0	4,840
206 SHERWIN WILLIAMS CO COM	824348106		1/28/2009	6/27/2012	8,369			2,934	5,435	0	0	0	5,435
207 SHERWIN WILLIAMS CO COM	824348106		1/28/2009	8/24/2012	1,560			529	1,031	0	0	0	1,031
208 SHERWIN WILLIAMS CO COM	824348106		1/28/2009	8/24/2012	9,950			3,366	6,584	0	0	0	6,584
209 SIGMA ALDRICH CORP COM	826552101		3/4/2011	1/11/2012	5,646			5,110	536	0	0	0	536
210 SIGMA ALDRICH CORP COM	826552101		3/21/2011	1/11/2012	7,058			6,305	753	0	0	0	753
211 SIGMA ALDRICH CORP COM	826552101		9/20/2011	1/11/2012	2,117			1,943	174	0	0	0	174
212 SIGMA ALDRICH CORP COM	826552101		10/21/2010	1/11/2012	2,470			2,174	296	0	0	0	296
213 SIGMA ALDRICH CORP COM	826552101		9/20/2011	11/5/2012	701			648	53	0	0	0	53
214 SIGMA ALDRICH CORP COM	826552101		10/21/2010	12/17/2012	6,063			5,156	907	0	0	0	907
215 TIFFANY & CO COM NEW	88547108		7/6/2012	9/20/2012	7,383			6,142	1,241	0	0	0	1,241
216 TIFFANY & CO COM NEW	88547108		7/6/2012	9/20/2012	6,107			5,074	1,033	0	0	0	1,033
217 TIFFANY & CO COM NEW	88547108		6/29/2012	9/20/2012	1,286			1,060	226	0	0	0	226
218 TIFFANY & CO COM NEW	88547108		6/29/2012	9/26/2012	9,483			8,216	1,267	0	0	0	1,267
219 TRANSFORM GROUP INC COM	893841100		8/7/2012	10/31/2012	6,031			5,827	204	0	0	0	204
220 TRANSFORM GROUP INC COM	893841100		11/7/2011	10/31/2012	2,010			1,480	530	0	0	0	530
221 UNIFIED AUER GROWTH FD	90470K248		8/25/2008	8/20/2012	336,571			500,000	-163,429	0	0	0	-163,429
222 UNIFIED AUER GROWTH FD	90470K248		7/22/2009	8/20/2012	313,854			300,000	13,854	0	0	0	13,854
223 UNIFIED AUER GROWTH FD	90470K248		5/19/2010	8/20/2012	98,485			100,000	-1,505	0	0	0	-1,505
224 UNIFIED IRON STRATEGIC INCN-1	90470K446		3/15/2010	1/31/2012	286,260			300,000	-13,740	0	0	0	-13,740
225 UNIFIED IRON STRATEGIC INCN-1	90470K446		3/29/2010	1/31/2012	8,692			9,117	-425	0	0	0	-425
226 UNIFIED IRON STRATEGIC INCN-1	90470K446		5/13/2010	1/31/2012	80,950			85,196	-4,246	0	0	0	-4,246
227 UNIFIED IRON STRATEGIC INCN-1	90470K446		5/19/2010	1/31/2012	95,258			100,000	-4,742	0	0	0	-4,742
228 UNIFIED IRON STRATEGIC INCN-1	90470K446		12/29/2010	1/31/2012	22,638			23,724	-1,086	0	0	0	-1,086
229 UNIFIED IRON STRATEGIC INCN-1	90470K446		6/28/2010	1/31/2012	6,202			6,955	-753	0	0	0	-753
230 WABTEC CORP COM	929740108		5/11/2010	6/29/2012	781			472	309	0	0	0	309
231 WABTEC CORP COM	929740108		12/1/2010	6/29/2012	9,756			5,862	3,894	0	0	0	3,894
232 WABTEC CORP COM	929740108		3/26/2010	11/1/2012	5,384			2,821	2,563	0	0	0	2,563
233 WABTEC CORP COM	929740108		12/1/2010	11/1/2012	7,869			4,470	3,399	0	0	0	3,399
234 WABTEC CORP COM	929740108		3/18/2010	11/1/2012	6,212			3,250	2,962	0	0	0	2,962
235 WABTEC CORP COM	929740108		3/18/2010	12/6/2012	435			217	218	0	0	0	218
236 WABTEC CORP COM	929740108		4/6/2010	12/6/2012	5,831			2,899	2,932	0	0	0	2,932
237 WATERS CORP COM	941848103		3/19/2012	5/17/2012	9,086			9,643	-557	0	0	0	-557
238 WATERS CORP COM	941848103		2/16/2012	5/17/2012	3,304			3,565	-261	0	0	0	-261
239 WATERS CORP COM	941848103		2/16/2012	5/21/2012	4,951			5,348	-397	0	0	0	-397
240 WATERS CORP COM	941848103		2/16/2012	5/21/2012	6,189			6,656	-467	0	0	0	-467
241 WATERS CORP COM	941848103		2/16/2012	6/29/2012	2,776			3,108	-330	0	0	0	-330
242 WATERS CORP COM	941848103		2/8/2012	6/29/2012	5,156			5,750	-594	0	0	0	-594
243 WATERS CORP COM	941848103		1/25/2012	8/15/2012	8,226			9,182	-956	0	0	0	-956
244 WATERS CORP COM	941848103		2/8/2012	8/15/2012	2,742			3,096	-354	0	0	0	-354
245 WATERS CORP COM	941848103		1/25/2012	8/15/2012	1,959			2,185	-226	0	0	0	-226
246 WATERS CORP COM	941848103		1/25/2012	8/28/2012	5,830			6,555	-725	0	0	0	-725
247 WATERS CORP COM	941848103		1/26/2012	8/2									

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1

-50,142	Excess
	Adjusted
	Losses
-32	
1,633	

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

Part VII, Line 1 (200-11) - Compensation of Officers, Directors, Trustees and Foundation Managers													44,658	0
	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account		
	C ELIS OLSSON		4170 TANAGER COURT	WEST POINT	VA	23181		PRESIDENT & CHAIRMAN VICE		0	0	0		
1	SHIRLEY C OLSSON		BOX 300 ROMANCOKE FARM	WEST POINT	VA	23181		PRESIDENT & DIRECTOR		0				
2	LISA O EVERETT		321 STURGEON DRIVE	NAGS HEAD	NC	27859		S/T & DIRECTOR	3 00					
3	ANNE O LOEBS		3373 WILLOW WAY	TWIN FALLS	ID	83301		DIRECTOR	3 00					
4	INGA O ROGERS		736 RACEGROUND ROAD	ROCHELLE	VA	05089		DIRECTOR	3 00					
5	THELMA L DOWNEY		2535 OAK LANE	WEST POINT	VA	23181		EXECUTIVE DIRECTOR	30 00	44,658				
6														

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

	Date		Amount
1 Credit from prior year return	5/15/2012	1	9,632
2 First quarter estimated tax payment		2	
3 Second quarter estimated tax payment		3	
4 Third quarter estimated tax payment	9/4/2012	4	14,428
5 Fourth quarter estimated tax payment		5	
6 Other payments		6	
7 Total		7	24,060

**ELIS OLSSON MEMORIAL FOUNDATION
YEAR 2012 DISTRIBUTION**

<u>Ck.</u> <u>No.</u>	<u>Date</u>	<u>Payee</u>	<u>Amount</u>
3644	2/3/12	King William County Historical Society, 227 Horse Landing Rd., P. O. Box 233, King William, VA 23086	5,000
3645	3/6/12	West Point Volunteer Fire Dept. & Rescue Squad, Inc., Box X, West Point, VA 23181	65,000
3647	5/8/12	Town of West Point, P. O. Box 152, West Point, VA 23181	1,000
3648	5/15/12	The Int'l Women's Fishing Association Scholarship Trust, 205 E. Enid Drive, Key Biscayne, FL 33149	2,500
3649	5/15/12	American Cancer Society, 4240 Park Place Court, Glen Allen, VA 23060	500
3650	5/15/12	Jacob's Ladder, Inc., P. O. Box 55, Urbanna, VA 23175	10,000
3651	5/15/12	Chesapeake Bay Foundation, Philip Merrill Environmental Center, 6 Herndon Ave., Annapolis, MD 21403	10,000
3652	5/15/12	Good Neighbor Village, Inc., P. O. Box 38413, Richmond, VA 23231	5,000
3653	5/17/12	Walkerton Community Fire Association, P. O. Box 85, Walkerton, VA 23177	20,000
3654	5/17/12	Bay Aging Foundation, P. O. Box 610, Urbanna, VA 23175	10,000
3655	5/17/12	Greater West Point Family YMCA, P. O. Box 1526, West Point, VA 23181	12,500
3656	5/17/12	Reach Out and Read Virginia, 1742 E. Parham Rd., Richmond, VA 23228	5,000
3657	6/22/12	Episcopal High School, 1200 N. Quaker Lane, Alexandria, VA 22302-3000	200,000
3658	8/1/12	West Point Tri-Rivers Chamber of Commerce, P. O. Box 1035, West Point, VA 23181	2,000
3659	8/7/12	Outer Banks Aquatics, Inc., c/o 130 Fort Hugar Way, Manteo, NC 27954	5,000
3660	8/13/12	Virginia Living Museum, 524 J. Clyde Morris Blvd., Newport News, VA 23601	2,000
3661	8/13/12	Theatre IV, 114 W. Broad Street, Richmond, VA 23220	5,000
3662	8/13/12	Virginia Forestry Educational Founda- tion, 3808 Augusta Ave., Richmond, VA 23230-3910	2,000
3663	8/13/12	St. Andrew's School, 227 S. Cherry St., Richmond, VA 23220	10,000
3664	8/13/12	Indian Rivers Humane Society, P. O. Box 264, Aylett, VA 23009	1,000
3665	8/13/12	Arts Alive, Inc., P. O. Box 152, West Point, VA 23181-0152	15,000
3666	8/13/12	Victory Junction Gang Camp, Inc., 4500 Adam's Way, Randleman, NC 27317	5,000
3667	8/13/12	Children's Hospital of The King's Daughters, 601 Children's Lane, Norfolk, VA 23507	5,000

<u>Ck.</u> <u>No.</u>	<u>Date</u>	<u>Payee</u>	<u>Amount</u>
3668	8/13/12	American Red Cross, King William Chapter, West Point, VA 23181	5,000
3669	8/13/12	The Valentine Richmond History Center, 1015 E. Clay St., Richmond, VA 23219	1,000
3670	8/14/12	Heart of Virginia Council, Boy Scouts of America, P. O. Box 576, Lancaster, VA 22503	5,000
3671	8/14/12	Paper Industry International Hall of Fame Inc., 425 W. Water Street, Appleton, WI 54911	2,000
3672	8/14/12	The Museum of the Confederacy, 1201 E. Clay St., Richmond, VA 23219	25,000
3673	8/14/12	Bon Secours Richmond Health Care Foundation, 5875 Bremono Rd., Suite 305, Richmond, VA 23226	33,333
3674	8/14/12	Wings of Hope Inc., 18370 Wings of Hope Blvd., St. Louis, Missouri 63005	12,500
3675	8/14/12	West Point High School, 2700 Mattaponi Ave., West Point, VA 23181	5,000
3676	8/17/12	Lower King & Queen Fire-EMS, Inc., c/o HCR-2, Box 1113, Shackelfords, VA 23156	25,000
3677	8/17/12	St. Margaret's School, P. O. Box 158, Tappahannock, VA 22560	25,000
3678	8/17/12	West Point Volunteer Fire Dept. & Rescue Squad, Inc., Box X, West Point, VA 23181	24,000
3680	8/17/12	William Byrd Community House, 224 South Cherry St., Richmond, VA 23220	5,000
3681	8/17/12	Child Development Resources, P. O. Box 280, Norge, VA 23127-0280	5,000
3682	8/17/12	FeedMore, 1415 Rhoadmiller St., Richmond, VA 23220	5,000
3684	9/26/12	Boykin Spaniel Rescue, Inc., c/o 1624 Yorktown Dr., Charlottesville, VA 22901	500
3685	9/26/12	Central King & Queen Volunteer Fire Dept., King & Queen Courthouse, VA 23085	3,000
3686	9/26/12	Middlesex County Volunteer Rescue Squad, Inc., Box 98, Deltaville, VA 23043	1,000
3687	9/26/12	Braille Circulating Library, 2700 Stuart Ave., Richmond, VA 23220-3305	5,000
3688	9/26/12	Elk Hill, P. O. Box 99, Goochland, VA 23063	1,000
3689	9/26/12	Northern Neck Free Health Clinic, P. O. Box 1694, Kilmarnock, VA 22482	3,000
3690	9/26/12	Angels of Mercy Medical Clinic, 7151 Richmond Rd., Suite 401, Williamsburg, VA 23188	3,000
3691	9/27/12	The Virginia Foundation for Agriculture in the Classroom, 12580 W. Creek Parkway, Richmond, VA 23238-1110	2,000
3692	9/27/12	Virginia War Memorial Educational Foundation, 621 S. Belvidere St., Richmond, VA 23220	2,000
3693	9/27/12	Providence Forge Volunteer Fire Dept., c/o New Kent County, P. O. Box 209, New Kent, VA 23124	3,000

<u>Ck.</u> <u>No.</u>	<u>Date</u>	<u>Payee</u>	<u>Amount</u>
3694	9/27/12	The Community Foundation, Mark Smith Neale, II Memorial Scholarship Fund, 7325 Beaufont Springs Drive, Suite 210, Richmond, VA 23225-5546	2,500
3695	9/28/12	Medical College of Virginia Foundation, VCU Massey Cancer Center, P. O. Box 980214, Richmond, VA 23298-0214	100,000
3696	10/2/12	Twin Falls Education Foundation, P. O. Box 1182, Twin Falls, ID 83303-1182	3,000
3697	10/2/12	Crisis Center of Magic Valley, P. O. Box 2444, Twin Falls, ID 83303-2444	20,000
3698	10/2/12	Neighbors in Need Program, Episcopal Church of the Ascension, 371 Eastland Drive, North, Twin Falls, ID 83301	2,000
3699	10/2/12	Operation Shoestring, P. O. Box 11223, Jackson, MS 39283-1223	2,500
3700	10/2/12	West Point Schools Combined PTO, 1060 Thompson Ave., West Point, VA 23181	5,000
3701	10/2/12	West Point High School & Middle School, 2700 Mattaponi Ave., West Point, VA 23181	5,000
3702	10/2/12	West Point High School, 2700 Mattaponi Ave., West Point, VA 23181	2,500
3703	10/2/12	International Seamen's House, 1222 W. Olney Rd., Norfolk, VA 23507	1,500
3704	10/2/12	Rural Infant Services Program, P. O. Box 40, Saluda, VA 23149	2,500
3705	10/2/12	Food for the Poor, Inc., 550 S.W. 12 th St., Deerfield Beach, FL 33442	15,000
3706	10/22/12	The Arts Center in Orange, P. O. Box 13, Orange, VA 22960	5,000
3707	10/22/12	Hospital Hospitality House of Richmond, Inc., 612 E. Marshall St., Richmond, VA 23219	10,000
3708	10/22/12	Our Lady of the Blessed Sacrament Preschool, 207 West Euclid Boulevard, West Point, VA 23181	5,000
3709	10/22/12	Community Care Clinic of Dare, 2 Juniper Trail, Kitty Hawk, NC 27949	5,000
3710	10/22/12	Children's Hospital Foundation, 2924 Brook Rd., Richmond, VA 23220-1298	15,000
3711	10/22/12	Melvin Rosson Veterans of Foreign Wars Post 8356, West Point, VA 23181	1,000
3712	10/22/12	Orange County Free Clinic, P. O. Box 441, Orange, VA 22960	2,500
3713	10/22/12	Piedmont Regional Dental Clinic, P. O. Box 151, Orange, VA 22960	2,500
3714	10/22/12	West Point Ministers' Association, P. O. Box 1139, West Point, VA 23181	10,000
3715	10/22/12	West Point Volunteer Fire Dept. & Rescue Squad, Inc., Box X, West Point, VA 23181	11,000
3717	11/28/12	Virginia Institute of Marine Science Foundation, P. O. Box 1346, Gloucester, VA 23062	25,000
3718	11/20/12	American Red Cross, Greater Richmond Chapter, P. O. Box 27006, Richmond, VA 23261	20,000

<u>Ck. No.</u>	<u>Date</u>	<u>Payee</u>	<u>Amount</u>
3719	11/20/12	St. David's Com. Dev. Center, P. O. Box 68, Aylett, VA 23009	5,000
3720	11/20/12	Gloucester-Mathews Free Clinic, 2276 Geo. Washington Mem. Hwy., Hayes, VA 23072	3,000
3721	11/29/12	Riverside Convalescent Center, West Point Auxiliary, 2960 Chelsea Road, West Point, VA 23181	3,000
3722	11/29/12	Arc of Virginia Peninsula, Inc., 2520 58 th St., Hampton, VA 23661	3,000
3723	12/3/12	National Multiple Sclerosis Society, 4200 Innslake Drive, Suite 301, Glen Allen, VA 23060	3,000
3724	12/3/12	Alzheimer's Disease Research, AHAF, 22512 Gateway Ctr. Drive, Clarksburg, MD 20871	5,000
3725	12/3/12	American Swedish Historical Museum, 1900 Pattison Ave., Philadelphia, PA 19145-5901	1,000
3726	12/3/12	Learning Ally, Inc., 3500 Remson Court, Charlottesville, VA 22901	2,000
3727	12/3/12	Casting for Cats, Inc., P. O. Box 650, Islamorada, FL 33036	2,000
3728	12/17/12	Alzheimer's Association, Greater Richmond Chapter, 4600 Cox Rd., Suite 130, Richmond, VA 23060	5,000
3729	12/21/12	Virginia Union University, 1500 N. Lombardy St., Richmond, VA 23220	3,000
3730	12/21/12	West Point Public Schools, P. O. Box T, West Point, VA 23181	123,000
3731	12/21/12	World Pediatric Project, 7201 Glen Forest Drive, Suite 304, Richmond, VA 23226-3759	5,000
3732	12/21/12	Science Museum of Virginia Foundation, P. O. Box 11624, Richmond, VA 23230-0624	1,500
			<u>\$1,037,833</u>

Portfolio Appraisal

Elis Olsson Memorial Foundation
Account # 4338
December 31, 2012

Security Name	Trade Date	Quantity or Fac	Cost	Market Value	% Assets
Cash & Cash Equivalents					
ACCURED STOCK DIVIDENDS			3,983.52	3,983.52	0.0
ARCHSTONE EQU STRAT LTD REDEMP RECEIVABLE			1,197,703.00	1,197,703.00	6.0
MONEY MKT OBLIGS TR FD TREAS INST			1,032,860.94	1,032,860.94	5.1
YORK GLOBAL VAL UNIT TR LTD A HOLDBACK			-0.01	-0.01	-0.0
			2,234,547.45	2,234,547.45	11.1
International Bonds					
TEMPLETON INCOME TR GLB BD ADVSR	09-06-11	66,421.5100	873,055.62	886,062.94	4.4
WELLS FARGO ADVANTAGE WFA INTL BD INST	02-16-07	32,821.1520	353,228.82	383,351.06	1.9
			1,226,284.44	1,269,414.00	6.3
Fixed Income-Taxable Bonds					
LOOMIS SAYLES FDS BD FD	01-20-12	58,559.3150	846,387.78	885,416.84	4.4
VANGUARD BD INDEX FD TOT BD PTF INS	09-14-09	72,986.5430	770,985.52	809,420.76	4.0
			1,617,373.30	1,694,837.60	8.4
High Yield Bonds					
ISHARES TR HIGH YLD CORP	01-31-12	3,859.0000	349,869.29	360,237.65	1.8
TOW FDS INC EMRG MKTS CL I	09-06-11	76,420.8560	659,205.87	712,242.38	3.5
UNIFIED-SER TR IRON STRAT INC	02-16-07	80,242.5280	872,092.70	908,345.42	4.5
			1,881,167.86	1,980,825.44	9.9
Domestic Equities					
AIRGAS INC COM	11-20-12	660.0000	58,736.03	60,251.40	0.3
AMETEK INC NEW COM	04-25-11	1,977.0000	55,212.09	74,275.89	0.4
AMPHENOL	11-19-10	849.0000	46,149.34	54,930.30	0.3
BLOUNT INTL INC NEW COM	01-29-10	2,100.0000	23,101.54	33,222.00	0.2
COMVERSE INC COM	11-01-12	51.0000	1,540.71	1,455.03	0.0
COMVERSE TECHNOLOGY COM PAR \$0.10	12-09-11	510.0000	0.00	1,958.40	0.0
DENTSPLY INTL INC NEW	10-13-08	1,911.0000	66,983.01	75,694.71	0.4
FIRST REP BANK COM	07-27-11	1,260.0000	34,110.66	41,302.80	0.2
GARMIN LTD SHS	09-23-10	1,924.0000	63,957.01	78,403.00	0.4
HARLEY DAVIDSON INC COM	11-14-12	1,554.0000	73,227.81	75,881.82	0.4
HEICO CORP NEW COM	06-26-12	690.0000	25,593.26	30,884.40	0.2
IHS INC CL A	04-24-09	757.0000	38,186.77	72,672.00	0.4
ISHARES TR S&P GL C STAPL	08-20-12	9,545.0000	700,401.60	702,798.35	3.5
KIRBY CORP COM	03-02-07	1,940.0000	75,229.14	120,066.60	0.6
MARKEL CORP COM	11-02-10	133.0000	48,528.89	57,644.86	0.3

Investment Balances, Management Fees, and Performance Results are based on actual and estimated information as reported to GenSpring.

Portfolio Appraisal

Elis Olsson Memorial Foundation
Account # 4338
December 31, 2012

Security Name	Trade Date	Quantity or Face	Cost	Market Value	% Assets
MICROS SYS INC COM	12-14-12	380,000	15,143.57	16,127.20	0.1
MSC INDL DIRECT INC CL A	07-26-12	940,000	65,034.78	70,857.20	0.4
O REILLY AUTOMOTIVE INC COM	03-02-07	955,000	33,814.25	85,396.10	0.4
PALL CORP COM	08-22-12	1,310,000	77,056.75	78,940.60	0.4
PATTERSON COMPANIES INC	03-05-09	241,000	4,081.19	8,249.43	0.0
PAYCHEX INC COM	08-08-11	1,679,000	47,763.64	52,216.90	0.3
PERKINELMER INC COM	06-11-08	2,575,000	50,860.82	81,730.50	0.4
PERRIGO CO COM	04-23-10	483,000	33,886.88	50,246.49	0.3
SCRIPTS NETWORKS INTER CL A COM	05-03-12	883,000	49,604.48	51,143.36	0.3
SHERWIN WILLIAMS CO COM	01-23-09	574,000	34,896.96	88,292.68	0.4
SIGMA ALDRICH CORP COM	05-14-10	1,017,000	56,401.00	74,830.86	0.4
TRANSIGM GROUP INC COM	10-03-11	579,000	51,297.49	78,952.44	0.4
VANGUARD WHITEHALL FDS HIGH DIV YLD	05-04-12	12,486,000	599,952.30	616,558.68	3.1
WABTEC	03-05-10	853,000	55,107.26	74,671.62	0.4
WILLIAMS SONOMA INC COM	03-08-12	1,635,000	62,919.82	71,563.95	0.4
WOLVERINE WORLD WIDE INC	08-28-12	1,618,000	71,717.45	66,305.64	0.3
			2,600,498.50	3,047,525.21	15.2
Global Equities					
FPA FDS TR FPA CRESCENT I	03-07-11	33,253,528	922,783.75	973,995.84	4.9
IVA FIDUCIARY TR IVA WRDLWIDE I	03-07-11	58,061,830	958,536.02	923,183.10	4.6
			1,881,319.77	1,897,178.93	9.5
International Equities					
ARTISAN FDS INC INTL VALUE INV	01-24-07	22,851,0400	627,235.22	694,214.60	3.5
DFA INVT DIMENSION GRP EMRG MKTS VAL	03-15-10	28,196,3150	858,086.12	841,378.04	4.2
HARRY WINSTON DIAMOND COM	03-23-11	685,0000	9,812.76	9,637.95	0.0
SIGNET JEWELERS LTD SHS	09-09-09	1,544,0000	40,627.56	82,449.60	0.4
STEEL PTNRS JAPAN STRATEGIC OFFSH FUND LTD	03-01-07	1,0000	466,351.10	57,182.06	0.3
			2,002,112.76	1,684,862.24	8.4
Precious Metals					
SPDR GOLD TRUST GOLD SHS	12-06-12	2,430,0000	399,700.25	393,709.57	2.0
			399,700.25	393,709.57	2.0
Alternative Investments					
ABBEY CAPITAL ACL ALTERNATIVE FUND LTD	01-30-07	6,796,3190	1,973,989.00	1,599,235.03	8.0
GCP SPV LTD	11-01-09	653,1009	77,983.61	48,719.08	0.2
LYRICAL MULTI MGR OFFSHORE FUND LTD	02-01-07	1,0000	1,100,000.00	1,304,847.15	6.5

Investment Balances, Management Fees, and Performance Results are based on actual and estimated information as reported to GenSpring.

Portfolio Appraisal

Elis Olsson Memorial Foundation
Account # 4338
December 31, 2012

Security Name	Trade Date	Quantity or Face	Cost	Market Value	% Assets
MULTI MANAGER TEI PORTFOLIO LLC	11-01-09	15,117,335.1	1,563,164.11	1,680,506.26	8.4
PIMCO FDS PAC INVT MGM COMM REALSTR I	12-10-08	49,896,375.0	345,001.91	331,311.93	1.7
SILVER CREEK LOW VOLATILITY FUND LTD	02-01-07	1,000	772,623.00	717,699.20	3.6
THE 1794 EVENT DRIVEN OVERSEAS FUND LTD	07-01-07	1,000	99,506.47	37,673.17	0.2
			5,932,268.10	5,719,991.82	28.5
Real Estate					
BROOKFIELD ASSET MGMT CL A LTD VT SH	11-20-08	2,441,000	32,677.47	89,462.65	0.4
CBRE GROUP INC CL A	11-23-11	2,743,000	43,728.09	54,625.50	0.3
			76,405.56	144,088.15	0.7
TOTAL PORTFOLIO			19,851,677.99	20,066,980.43	100.0

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 ☐
- 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	Employer identification number (EIN) or
	ELIS OLSSON MEMORIAL FOUNDATION	54-6062436
	Number, street, and room or suite no. If a P O box, see instructions	Social security number (SSN)
	P O BOX 1908	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	ORLANDO	FL 32802-1908

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-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 ► SUNTRUST BANK

Telephone No ► (240) 482-1405

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	\$	5,682
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	\$	24,060
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	\$	0

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

Form 8868 (Rev 1-2013)

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	Enter filer's identifying number, see instructions	
	Name of exempt organization ELIS OLSSON MEMORIAL FOUNDATION	Employer identification number (EIN) or 54-6062436
	Number, street, and room or suite no. If a P O box, see instructions P O. BOX 1908	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ORLANDO FL 32802-1908	

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 **SUNTRUST BANK**
 Telephone No. **(240) 482-1405** 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 An attempt to obtain information necessary for filing a return was requested in a timely fashion, but the information was not furnished in sufficient time to permit the timely filing of the return, or the taxpayer personally visited an IRS office for the purpose of securing information or advice and was unable to meet with an IRS representative

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	\$	2,199
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	\$	24,060
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 *James Takacs* Title *Manager* Date *8-12-2013*
 Form 8868 (Rev 1-2013)