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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: GLASS FOUNDATION, INC.

A Employer identification number: 56-2196225

Number and street (or P O box number if mail is not delivered to street address): ONE WEST PACK SQUARE — Room/suite: 305

B Telephone number (see instructions): 828-210-8120

City or town, state, and ZIP code: ASHEVILLE NC 28801

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) ▶ $ 13,535,602

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

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)	1,420,249			
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temporary cash investments	154,015	154,015		
	4	Dividends and interest from securities	159,677	159,677		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10 STMT 1	-56,926			
	b	Gross sales price for all assets on line 6a 3,767,248				
	7	Capital gain net income (from Part IV, line 2)		0		
	8	Net short-term capital gain			0	
	9	Income modifications				
	10a	Gross sales less returns and allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	1,677,015	313,692	0	
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc	63,750			
	14	Other employee salaries and wages		12,066		
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule) SEE STMT 2	2,500			
	b	Accounting fees (attach schedule) STMT 3	8,150	7,335		
	c	Other professional fees (attach schedule) STMT 4	6,000	300		
	17	Interest				
	18	Taxes (attach schedule) (see instructions) STMT 5	9,046	2,183		
	19	Depreciation (attach schedule) and depletion STMT 6	399			
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (att. sch) STMT 7	65,424	62,002		
	24	**Total operating and administrative expenses.** Add lines 13 through 23	155,269	83,886	0	0
	25	Contributions, gifts, grants paid	675,337			675,337
	26	**Total expenses and disbursements.** Add lines 24 and 25	830,606	83,886	0	675,337
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	846,409			
	b	**Net investment income** (if negative, enter -0-)		229,806		
	c	**Adjusted net income** (if negative, enter -0-)			0	

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Part II Balance Sheets

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

				Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash – non-interest-bearing		2		
	2	Savings and temporary cash investments		2,471,904	1,661,324	1,661,324
	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 (att schedule) ▶				
		Less allowance for doubtful accounts ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges		142		
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) SEE STMT 8		9,601,840	11,260,474	11,874,278
	c	Investments – corporate bonds (attach schedule)				
	11	Investments – land, buildings, and equipment basis ▶				
		Less accumulated depreciation (attach sch) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule)				
	14	Land, buildings, and equipment basis ▶	10,466			
		Less accumulated depreciation (attach sch.) ▶ STMT 9	10,041	824	425	
	15	Other assets (describe ▶)				
	16	**Total assets** (to be completed by all filers – see the instructions Also, see page 1, item I)		12,074,712	12,922,223	13,535,602
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶ SEE STATEMENT 10)		1,562	2,664	
	23	**Total liabilities** (add lines 17 through 22)		1,562	2,664	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.**	▶ ☐			
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	▶ ☒			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, bldg , and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds		12,073,150	12,919,559	
	30	**Total net assets or fund balances** (see instructions)		12,073,150	12,919,559	
	31	**Total liabilities and net assets/fund balances** (see instructions)		12,074,712	12,922,223	

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	12,073,150
2	Enter amount from Part I, line 27a	2	846,409
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	12,919,559
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	12,919,559

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	N/A			
b				
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e				

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e) Do not complete this part

1 Enter the appropriate amount in each column for each year, see 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	456,538	11,193,266	0.040787
2010	440,022	9,587,411	0.045896
2009	460,272	7,977,702	0.057695
2008	471,758	7,830,961	0.060243
2007	356,676	7,293,888	0.048901

2 **Total** of line 1, column (d)	2	0.253522
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	0.050704
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	12,410,564
5 Multiply line 4 by line 3	5	629,265
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	2,298
7 Add lines 5 and 6	7	631,563
8 Enter qualifying distributions from Part XII, line 4	8	675,337

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	2,298
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	2,298
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4	0
5	**Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-	5	2,298
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
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	
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8	51
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	2,349
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ **Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ ________ **(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	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7	Did the foundation have at least $5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NC			
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 SEE STMT 11	8b		X
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

Part VII-A Statements Regarding Activities (continued)

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ N/A

14 The books are in care of ▶ LARA NOLLETTI Telephone no. ▶ 828-210-8120
1 W PACK SQUARE, SUITE 305
Located at ▶ ASHEVILLE NC ZIP+4 ▶ 28801

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

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

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies. Yes No

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)? — 1b: No X

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? N/A — 1c

2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))

a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No

If "Yes," list the years ▶ 20 , 20 , 20 , 20

b Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement – see instructions) N/A — 2b

c If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here
▶ 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) N/A — 3b

			Yes	No
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)?	N/A	**5b**
	Organizations relying on a current notice regarding disaster assistance check here	▶ ☐	
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A ☐ Yes ☐ No	
	If "Yes," attach the statement required by Regulations section 53 4945–5(d).		
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	☐ Yes ☒ No	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		**6b** No: X
	If "Yes" to 6b, file Form 8870		
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	☐ Yes ☒ No	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	**7b**

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

1 List all officers, directors, trustees, foundation managers and their compensation (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
KENNETH E. GLASS ASHEVILLE 28 PEACH KNOB DRIVE NC 28804	BD DIR CHMN 0.00	0	0	0
NANCY J. GLASS ASHEVILLE 28 PEACH KNOB DRIVE NC 28804	VP/SECRETARY 0.00	0	0	0
LARA NOLLETTI ASHEVILLE 44 COOPERS HAWK DRIVE NC 28803	PRESIDENT 15.00	59,750	0	0
DAVID NOLLETTI ASHEVILLE 44 COOPERS HAWK DRIVE NC 28803	VP/TREASURER 0.50	4,000	0	0

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

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

Total number of other employees paid over $50,000 ▶ 0

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

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 N/A	
2	
3	
4	

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

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

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	10,807,872
b	Average of monthly cash balances		1b	1,791,614
c	Fair market value of all other assets (see instructions)		1c	71
d	**Total** (add lines 1a, b, and c)		1d	12,599,557
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e 0		
2	Acquisition indebtedness applicable to line 1 assets		2	0
3	Subtract line 2 from line 1d		3	12,599,557
4	Cash deemed held for charitable activities Enter 1½% of line 3 (for greater amount, see instructions)		4	188,993
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	12,410,564
6	**Minimum investment return.** Enter 5% of line 5		6	620,528

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	620,528
2a	Tax on investment income for 2012 from Part VI, line 5	2a 2,298		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	2,298
3	Distributable amount before adjustments Subtract line 2c from line 1		3	618,230
4	Recoveries of amounts treated as qualifying distributions		4	
5	Add lines 3 and 4		5	618,230
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	618,230

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	675,337
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	675,337
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	2,298
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	673,039

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Part XIII Undistributed Income (see instructions)

		(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7					618,230
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 ____ , 20 ____ , 20 ____					
3 Excess distributions carryover, if any, to 2012:					
a From 2007	8,964				
b From 2008	84,548				
c From 2009	64,222				
d From 2010					
e From 2011					
f **Total** of lines 3a through e		157,734			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 675,337					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required – see instructions)					
c Treated as distributions out of corpus (Election required – see instructions)					
d Applied to 2012 distributable amount					618,230
e Remaining amount distributed out of corpus		57,107			
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		214,841			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount – see instructions					
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount – see instructions					
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)		8,964			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		205,877			
10 Analysis of line 9					
a Excess from 2008	84,548				
b Excess from 2009	64,222				
c Excess from 2010					
d Excess from 2011					
e Excess from 2012	57,107				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

REFER TO SCHEDULE OF CONTRIBUTORS

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

N/A

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

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

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

N/A

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

N/A

c Any submission deadlines

N/A

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

N/A

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year SEE STATEMENT 12				675,337
Total			▶ 3a	675,337
b Approved for future payment N/A				
Total			▶ 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue.					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	154,015	
4 Dividends and interest from securities			14	159,677	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory					-56,926
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue: a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0		313,692	-56,926

13 Total. Add line 12, columns (b), (d), and (e) 13 256,766

(See worksheet in line 13 instructions to verify calculations)

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

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

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

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

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

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

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

b If "Yes," complete the following schedule

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

Sign Here

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

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

Signature of officer or trustee: [signature] | Date: 11-15-13 | Title: PRESIDENT

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed
G. EDWARD TOWSON II C.P.A.	[signature] CPA	11/7/13	
Firm's name ▶ GOULD KILLIAN CPA GROUP, P.A.		PTIN	P00060887
Firm's address ▶ 100 COXE AVE		Firm's EIN ▶	56-1042836
ASHEVILLE, NC 28801-2354		Phone no	828-258-0363

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
GLASS FOUNDATION, INC.	56-2196225

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the $33^{1}/_{3}$ % 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	Employer identification number
GLASS FOUNDATION, INC.	56-2196225

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	KENNETH GLASS 28 PEACH KNOB ROAD ASHEVILLE NC 28804	$ 1,237,249	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	TECT-THOMASVILLE 1211 OLD ALBANY ROAD THOMASVILLE GA 31792	$ 180,000	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization GLASS FOUNDATION, INC.

Employer identification number 56-2196225

Part II **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	10,658 SHARES JOHNSON & JOHNSON AT AVERAGE HIGH/LOW VALUE	$ 743,449	11/13/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	4000 SHARES ILLINOIS TOOL WORKS AT AVERAGE HIGH/LOW VALUE	$ 243,800	11/13/12

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		$	

Federal Statements

Statement 1 - Form 990-PF, Part I, Line 6a - Sale of Assets

Description: Whom Sold	Date Acquired	Date Sold	How Received / Sale Price	Cost	Expense	Depreciation	Net Gain / Loss
PIMCO FLT RT STRT FD	1/06/12	1/23/12	PURCHASE $ 1	$ 1	$	$	$
SEE ATTACHED STATEMENT D-1	VARIOUS	VARIOUS	PURCHASE 162,632	163,924			-1,292
SEE ATTACHED STATEMENT D-1	VARIOUS	VARIOUS	PURCHASE 515,230	501,056			14,174
SEE ATTACHED STATEMENT D-2	VARIOUS	VARIOUS	PURCHASE 491,404	478,909			12,495
5047.00 SHS EXXON	VARIOUS	VARIOUS	PURCHASE 421,568	423,267			-1,699
SEE ATTACHED STATEMENT D-2	VARIOUS	VARIOUS	PURCHASE 1,473,027	1,545,356			-72,329
SEE ATTACHED STATEMENT D-3	VARIOUS	VARIOUS	PURCHASE 703,386	711,661			-8,275
TOTAL			$ 3,767,248	$ 3,824,174	$ 0	$ 0	$ -56,926

Statement 2 - Form 990-PF, Part I, Line 16a - Legal Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT LEGAL FEES	$ 2,500	$	$	$
TOTAL	$ 2,500	$ 0	$ 0	$ 0

Federal Statements

Statement 3 - Form 990-PF, Part I, Line 16b - Accounting Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
INDIRECT ACCOUNTING FEES	$ 8,150	$ 7,335	$	$
TOTAL	$ 8,150	$ 7,335	$ 0	$ 0

Statement 4 - Form 990-PF, Part I, Line 16c - Other Professional Fees

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
MANAGEMENT FEES	$ 6,000	$ 300	$	$
TOTAL	$ 6,000	$ 300	$ 0	$ 0

Statement 5 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
PAYROLL TAXES	$ 4,571	$ 617	$	$
FEDERAL INCOME TAXES	2,909			
FOREIGN TAX	1,566	1,566		
TOTAL	$ 9,046	$ 2,183	$ 0	$ 0

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation

Description Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
COMPUTER							
6/12/04	$ 2,140	$ 2,140	200DB	5	$	$	$
HP LASERJET PRINTER							
4/05/04	359	359	200DB	5			

Federal Statements

Statement 6 - Form 990-PF, Part I, Line 19 - Depreciation (continued)

Description / Date Acquired	Cost Basis	Prior Year Depreciation	Method	Life	Current Year Depreciation	Net Investment Income	Adjusted Net Income
COMPUTER PERIPHERALS							
1/12/04	$ 536	$ 536	200DB	5	$	$	$
COMPUTER							
8/06/05	2,369	2,369	200DB	5			
LAPTOP							
3/29/07	1,534	1,446	200DB	5	88		
LAPTOP							
2/06/08	726	663	200DB	5	42		
LAPTOP COMPUTER							
3/06/10	862	655	200DB	5	83		
LAPTOP COMPUTER							
5/06/10	1,940	1,474	200DB	5	186		
TOTAL	$ 10,466	$ 9,642			$ 399	$ 0	$ 0

Statement 7 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
	$	$	$	$
EXPENSES				
TELEPHONE	1,403	189		
INVESTMENT FEES	61,813	61,813		
GRAPHIC DESIGN	192			
RENT	720			
DUES AND SUBSCRIPTIONS	695			
OFFICE SUPPLIES	469			
POSTAGE AND DELIVERY	132			
TOTAL	$ 65,424	$ 62,002	$ 0	$ 0

Federal Statements

Statement 8 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
PUBLICALLY TRADED CORPORATE STOCK	$ 9,601,840	$ 11,260,474	COST	$ 11,874,278
TOTAL	$ 9,601,840	$ 11,260,474		$ 11,874,278

Statement 9 - Form 990-PF, Part II, Line 14 - Land, Building, and Equipment

Description	Beginning Net Book	End Cost / Basis	End Accumulated Depreciation	Net FMV
COMPUTER EQUIPMENT	$ 824	$ 10,466	$ 10,041	$
TOTAL	$ 824	$ 10,466	$ 10,041	$ 0

Federal Statements

Statement 10 - Form 990-PF, Part II, Line 22 - Other Liabilities

Description	Beginning of Year	End of Year
PAYROLL TAXES WITHHELD	$ 1,562	$ 2,664
TOTAL	$ 1,562	$ 2,664

Federal Statements

Statement 11 - Form 990-PF, Part VII-A, Line 8b - Not Filing with Attorney General Explanation

Description
NOT REQUIRED

Federal Statements

Form 990-PF, Part XV, Line 1a - Managers Who Contributed Over 2% or $5,000

Name of Manager	Amount
REFER TO SCHEDULE OF CONTRIBUTORS	$
TOTAL	$ 0

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year

Name / Address	Address / Relationship	Status	Purpose	Amount
AOPA AIR SAFETY FOUNDATION			CHARITABLE	10,000
ARCHBOLD FOUNDATION			CHARITABLE	1,000
ARTS 2 PEOPLE			CHARITABLE	2,000
ASHEVILLE COMMUNITY THEATER			CHARITABLE	
ASHEVILLE HUMANE SOCIETY			CHARITABLE	1,000
ASSOCIATION OF MARSHALL SCHOLARS			CHARITABLE	1,000
AVIATION HIGH SCHOOL			CHARITABLE	1,000
BEYOND SOCCER			CHARITABLE	1,000
BIG BROS/SISTERS OF WNC			CHARITABLE	10,660
BLACK MOUNTAIN HOME FOR CHILDREN			CHARITABLE	25,000
BLUE RIDGE FOREVER			CHARITABLE	
BOY SCOUTS OF AMERICA			CHARITABLE	
BULLINGTON CENTER			CHARITABLE	
BUTLER COMMUNITY COLLEGE FDTN			CHARITABLE	1,500
CAROLINA DAY SCHOOL			CHARITABLE	
CENTRAL PRARIE HONOR FLIGHT			CHARITABLE	
CHANNELS FOR CHILD CARE ADVANCEMENT			CHARITABLE	1,000

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
CHILDREN FIRST OF BUNCOMB			CHARITABLE	10,000
COMMUNITY SERVICES OF SWAIN INC			CHARITABLE	50,000
DANA FARBER CANCER INST			CHARITABLE	3,000
ESTES ELEMENTARY SCHOOL			CHARITABLE	
EVERGREEN COMMUNITY CHARTER SCHOOL			CHARITABLE	
FIRST STAGE YOUTH THEATER			CHARITABLE	5,000
FOOTHILLS CONSERVANCY OF NC			CHARITABLE	
GEORGE C MARSHALL FOUNDTN			CHARITABLE	
HANDS ON! CHILDRENS GALLERY			CHARITABLE	21,852
HEARTS WITH HANDS			CHARITABLE	1,000
IRENE WORTHAM CENTER			CHARITABLE	80,000
ISLAND HARVEST			CHARITABLE	5,000
KANSAS AVIATION MUSEUM			CHARITABLE	2,500
KANSAS FOOD BANK			CHARITABLE	3,400
MAINSTAY INC			CHARITABLE	20,000
MANNA FOOD BANK			CHARITABLE	2,000
MASS DOWN SYNDROME CONGRESS			CHARITABLE	1,000

Federal Statements

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
MAYOR'S FUND TO ADVANCE NYC			CHARITABLE	5,000
MEALS ON WHEELS			CHARITABLE	
MIDAMERICA ALL INDIAN CENTER			CHARITABLE	1,500
MISSION HEALTHCARE FOUNDATION			CHARITABLE	14,434
MNW BOYS & GIRLS CLUBS			CHARITABLE	2,500
MOUNTAIN COMMUNITY SCHOOL			CHARITABLE	23,550
MUDDY SNEAKERS			CHARITABLE	23,401
NC OUTWARD BOUND SCHOOL			CHARITABLE	34,000
NC TRANSPORTATION MUSEUM			CHARITABLE	2,500
PGA TOUR CHARITIES INC			CHARITABLE	8,940
PISGAH LEGAL SERVICES			CHARITABLE	2,000
PLANTATION WILDLIFE ARTS FESTIVAL			CHARITABLE	2,500
PLAYING FOR PINK			CHARITABLE	1,000
PRATT & WHITNEY/UNITED WAY			CHARITABLE	20,000
PREVENT CHILD ABUSE NC			CHARITABLE	2,000
RAES SEATTLE BRANCH			CHARITABLE	500
RAINY INSTITUTE			CHARITABLE	2,750

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
SARAH'S PLACE			CHARITABLE	
SPRING CREEK LITERACY PROJECT			CHARITABLE	20,000
SUPPY MGT CENTRAIDE GOLF			CHARITABLE	
SUSAN G KOMEN FOR CURE			CHARITABLE	
TC ROBERSON HIGH SCHOOL			CHARITABLE	500
TEPPER SCHOOL OF BUSINESS			CHARITABLE	
TEPPER SCHOOL OF BUSINESS			CHARITABLE	5,000
THE HEALTH ADVENTURE			CHARITABLE	
THE LEUKEMIA&LYMPHOMA			CHARITABLE	
THE MUSIC SETTLEMENT			CHARTIABLE	1,250
THE RATHBURN CENTER			CHARITABLE	
THE RATHBURN CENTER			CHARITABLE	40,000
THOMASVLLE ANTIQUES FNDTN			CHARITABLE	2,500
TPC RIVER'S BEND			CHARITABLE	
UNITED WAY OF HAYWOOD CO			CHARITABLE	5,000
UNITED WAY OF THE PLAINS			CHARITABLE	10,600
UNIVERSITY OF CINCINNATI FDTN			CHARITABLE	100,000

Statement 12 - Form 990-PF, Part XV, Line 3a - Grants and Contributions Paid During the Year (continued)

Name / Address	Address / Relationship	Status	Purpose	Amount
WASHINGTON AEROSPACE SCHOLARS			CHARITABLE	50,000
WELLINGTON COMMUNITY FOOD BANK INC			CHARITABLE	3,000
WICHITA COMMUNITY FOUNDATION			CHARITABLE	6,000
WILD SOUTH			CHARITABLE	6,500
WNC EXTREME FAST PITCH			CHARITABLE	500
WOUNDED WARRIOR PROJECT			CHARITABLE	
YMCA OF WNC			CHARITABLE	18,000
TOTAL				675,337

UBS Managed Accounts Consulting

Account name: GLASS FOUNDATION INC
Account number: A8 11273 ST

Your Financial Advisor:
STERRITT PETERSON GROUP
828-258-9860/800-438-6503

Realized gains and losses

Estimated 2012 gains and losses for transactions with trade dates through 12/31/12 have been incorporated into this statement. Please note that gain or loss recognized on the sale or redemption of certain Structured Products, like Contingent Debt Securities, may be ordinary, and not capital, gain or loss Please check with your tax advisor. To calculate gains and losses, we liquidate the oldest security lot first. This is known as the first-in, first-out or FIFO accounting method We use this method unless you specified which tax lot to close when you placed your order. This is known as a versus purchases or VSP order.

See Important information about your statement on the last page of this statement for more information. We may not adjust gains and losses for all capital changes Cost basis for coupon tax-exempt municipal securities, include securities subject to AMT, has been adjusted for mandatory amortization of bond premium Estimates in the Unclassified section can not be classified as short term or long term because information is missing, or the product is one in which the gain/loss calculation is not provided

Short-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
AMERICAN INTL GROUP INC 03.650% 011514 DTD120310 CALL @ MW + 50BP	FIFO	25,000 000	Feb 27, 12	Jul 26, 12	25,600.25	25,650.25		-50.00	
BARRICK GOLD CORP NTS 02 900% 053016 DTD060111 FC113011 CALL@MW +20BP	FIFO	16,000.000	Dec 08, 11	Jul 30, 12	16,821.44	16,443 36 [1]			378 08
BP CPTL MARK PLC B/E 03.625% 050814 DTD050809 FC110809	FIFO	5,000.000	Oct 18, 11	Jul 26, 12	5,258 90	5,275.10 [1]		-16 20	
	FIFO	5,000.000	Feb 27, 12	Jul 26, 12	5,258 90	5,302.26		-43.36	
	FIFO	15,000 000	Feb 27, 12	Jul 26, 12	15,778 05	15,906 79		-128 74	
CITIGROUP INC NTS B/E 05 125% 050514 DTD050504 FC110504	FIFO	9,000 000	Feb 28, 12	Sep 18, 12	9,272.61	9,539.19		-266 58	
CONOCOPHILLIPS NTS 04 600% 011515 DTD052109 CALL@MW+40BP FC011510	FIFO	2,000 000	Oct 11, 11	Aug 08, 12	2,188 98	2,194 06 [1]		-5.08	
COX COMMUNICATIONS INC 05.450% 121514 DTD121504 FC061505 MW+20BP NTS	FIFO	30,000 000	Feb 28, 12	Dec 27, 12	32,922.43	33,602.22		-679 79	
FHLMC NTS 05.000 % DUE 071514 DTD 071604 FC 01152005	FIFO	6,000.000	Oct 11, 11	Jun 07, 12	6,576 16	6,694.18 [1]		-118 02	
FNMA PL AD1613 04 5000 DUE 02/01/25	FIFO	5,000 000	Oct 11, 11	May 23, 12	2,793.56	2,779 87 [1]			13 69
TARGET CORP CALL@MW+20BP 05.875% 030112 DTD031102 FC090102 MTN	FIFO	2,000 000	Oct 11, 11	Mar 01, 12	2,000.00	2,042 88 [1]		-42.88	

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UBS Managed Accounts Consulting

Account name: GLASS FOUNDATION INC
Account number: A8 11273 ST

Your Financial Advisor:
STERRITT PETERSON GROUP
828-258-9860/800-438-6503

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
US TSY NOTE 01.375 % DUE 09/15/12 DTD 09/15/09 FC 03/15/10	FIFO	8,000 000	Oct 11, 11	Sep 15, 12	8,000 00	8,088.46 ¹		-88 46	
US TSY NOTE 02 750 % DUE 02/15/19 DTD 02/15/09 FC 08/15/09	FIFO	1,000.000	Aug 30, 12	Nov 16, 12	1,115.43	1,112 35			3.08
US TSY NOTE 03.375 % DUE 11/15/19 DTD 11/15/09 FC 05/15/10	FIFO	14,000.000	Oct 11, 11	Apr 04, 12	15,601 74	15,593 65 ¹			8 09
VERIZON COMMUNICATIONS 05 250% 041513 DTD040408 CALL@MW T+40BP INC NTS	FIFO	13,000.000	Mar 01, 12	Jul 26, 12	13,443 30	13,699 58		-256.28	
Total					**$162,631.75**	**$163,924.20**		**-$1,695.39**	**$402.94**
Net short-term capital gains and losses								**-$1,292.45**	

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
ANHEUSER BUSCH INBEV 03.000% 101512 DTD101609 FC041510 WORLD WID	FIFO	5,000 000	Jun 17, 10	Oct 15, 12	5,000 00	5,135 90 ¹		-135.90	
BELLSOUTH CORP M-W +15BP 04 750% 111512 DTD111504 FC051505 NTS	FIFO	7,000 000	Nov 19, 09	Jun 29, 12	7,117.95	7,525 07 ¹		-407.12	
BK OF NY MED TERM NTS 04.300% 051514 DTD051209 FC111509 B/E	FIFO	13,000 000	Jun 08, 09	Nov 06, 12	13,744 90	12,896 00 ¹			848 90
	FIFO	2,000,000	Oct 11, 11	Nov 06, 12	2,114.60	2,158.08 ¹		-43 48	
BOTTLING GROUP LLC 04 625% 111512 DTD051503 FC111503 MW+15BP	FIFO	5,000 000	Mar 11, 10	Nov 15, 12	5,000 00	5,400.05 ¹		-400 05	
CONOCOPHILLIPS NTS 04 600% 011515 DTD052109 CALL@MW+40BP FC011510	FIFO	13,000 000	Jun 08, 09	Aug 08, 12	14,228.37	13,126 75 ¹			1,101 62

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UBS Managed Accounts Consulting

Account name: GLASS FOUNDATION INC
Account number: A8 11273 ST

Your Financial Advisor:
STERRITT PETERSON GROUP
828-258-9860/800-438-6503

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
COX COMMUNICATIONS INC 05.450% 121514 DTD121504 FC061505 MW+20BP NTS	FIFO	4,000.000	Oct 26, 11	Dec 27, 12	4,389 66	4,464 76 [1]		-75 10	
FHLMC NTS 05 000 % DUE 071514 DTD 071604 FC 01152005	FIFO	8,000.000	Jun 19, 08	Jun 07, 12	8,768.22	8,192 70 [1]			575.52
	FIFO	21,000.000	Sep 16, 08	Jun 07, 12	23,016 57	22,652 09 [1]			364.48
	FIFO	20,000.000	Apr 24, 09	Jun 07, 12	21,920 54	22,359.82 [1]		-439.28	
FNMA PL 190379 05 5000 DUE 05/01/37	FIFO	87,000.000	Sep 13, 10	Dec 07, 12	16,197.26	15,959 07 [1]			238 19
FNMA PL 888129 05.5000 DUE 02/01/37	FIFO	57,000 000	Sep 15, 08	Dec 07, 12	11,090 19	10,396 66 [1]			693.53
	FIFO	48,000 000	Apr 24, 09	Dec 07, 12	9,339.11	8,944.07 [1]			395 04
FNMA PL 889579 06 0000 DUE 05/01/38	FIFO	16,000 000	Oct 11, 11	Dec 07, 12	3,224.25	3,243 43 [1]		-19 18	
FREDDIE MAC NTS 02 125 % DUE 032312 DTD 021909 FC 09232009	FIFO	15,000.000	Oct 15, 09	Mar 23, 12	15,000 00	15,267 78 [1]		-267.78	
FREDDIE MAC NTS 01 750 % DUE 061512 DTD 052109 FC 12152009	FIFO	30,000.000	Oct 15, 09	Jun 15, 12	30,000.00	30,176.49 [1]		-176 49	
GOLDMAN SACHS GROUP INC 05.450% 110112 DTD101807 FC050108 NOTES	FIFO	16,000 000	Feb 26, 09	Nov 01, 12	16,000.00	15,526 88 [1]			473.12
	FIFO	15,000.000	Apr 24, 09	Nov 01, 12	15,000.00	15,143.55 [1]		-143.55	
	FIFO	3,000.000	Oct 11, 11	Nov 01, 12	3,000 00	3,098 73 [1]		-98 73	
INTL BK RECON & DEVELOP 02 000 % DUE 040212 DTD 040209 FC 10022009	FIFO	10,000.000	Jan 07, 10	Apr 02, 12	10,000.00	10,150.10 [1]		-150.10	
J P MORGAN CHASE & CO 05.375% 100112 DTD100107 FC040108 NTS	FIFO	7,000 000	Nov 19, 09	Oct 01, 12	7,000.00	7,663.39 [1]		-663 39	
TARGET CORP CALL@MW+20BP 05 875% 030112 DTD031102 FC090102 MTN	FIFO	12,000.000	Apr 24, 09	Mar 01, 12	12,000 00	12,870.00 [1]		-870.00	

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UBS Managed Accounts Consulting

Account name: GLASS FOUNDATION INC
Account number: A8 11273 ST

Your Financial Advisor:
STERRITT PETERSON GROUP
828-258-9860/800-438-6503

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
US TSY NOTE 01 125 % DUE 12/15/12 DTD 12/15/09 FC 06/15/10	FIFO	27,000 000	Jan 07, 10	Dec 15, 12	27,000 00	26,654.16 [1]			345 84
US TSY NOTE 01 125 % DUE 06/15/13 DTD 06/15/10 FC 12/15/10	FIFO	13,000 000	Jul 13, 10	Jul 26, 12	13,106 09	13,031 53 [1]			74 56
	FIFO	22,000.000	Nov 09, 10	Jul 26, 12	22,179.55	22,339 53 [1]		-159 98	
US TSY NOTE 01.375 % DUE 09/15/12 DTD 09/15/09 FC 03/15/10	FIFO	56,000.000	Oct 05, 10	Sep 15, 12	56,000 00	57,043 62 [1]		-1,043.62	
US TSY NOTE 02 625 % DUE 08/15/20 DTD 08/15/10 FC 02/15/11	FIFO	23,000 000	Aug 25, 10	May 01, 12	24,736.59	23,305 56 [1]			1,431 03
	FIFO	30,000.000	Oct 28, 10	May 01, 12	32,265 12	29,846 60 [1]			2,418 52
US TSY NOTE 02 750 % DUE 02/15/19 DTD 02/15/09 FC 08/15/09	FIFO	9,000.000	Mar 24, 09	Nov 16, 12	10,038 83	9,073 13 [1]			965 70
	FIFO	14,000 000	Apr 24, 09	Nov 16, 12	15,615 97	13,734.82 [1]			1,881 15
	FIFO	4,000.000	Oct 11, 11	Nov 16, 12	4,461.70	4,276 27 [1]			185.43
US TSY NOTE 03 375 % DUE 11/15/19 DTD 11/15/09 FC 05/15/10	FIFO	49,000 000	Jan 11, 10	Apr 04, 12	54,606.09	47,206 72 [1]			7,399.37
VERIZON COMMUNICATIONS 05.250% 041513 DTD040408 CALL@MW T+40BP INC NTS	FIFO	2,000.000	Jul 13, 10	Jul 26, 12	2,068.20	2,192 28 [1]		-124 08	
Total					**$515,229.76**	**$501,055.59**		**-$5,217.83**	**$19,392.00**
Net long-term capital gains or losses									**$14,174.17**
Net capital gains/losses:									**$12,881.72**

[1] Indicates cost basis information provided by you or another third party UBS FS has not verified this information and does not guarantee its accuracy.

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Account name: GLASS FOUNDATION INC
Account number: A8 11274 ST

Your Financial Advisor:
STERRITT PETERSON GROUP
828-258-9860/800-438-6503

Realized gains and losses (continued)

Short-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
CONSUMERS STAPLES SECTOR SPDR TRUST SHS	FIFO	1,846.000	May 26, 11	Feb 10, 12	59,979 81	58,865.99			1,113.82
GEORGIA POWER CO 6.375% DUE 07/15/47 CALLABLE	FIFO	2,000.000	Jul 10, 07	Jul 16, 12	50,000 00	50,000.00			
GLAXO SMITHKLINE PLC ADR	FIFO	833 000	Aug 09, 12	Dec 11, 12	36,961 39	38,974 20		-2,012 81	
	FIFO	215 000	Oct 05, 12	Dec 11, 12	9,539 85	10,212.50		-672.65	
NESTLE S A SPONSORED ADR REPSTG REG SHS SWITZ ADR	FIFO	637 000	Feb 10, 12	Aug 09, 12	39,677.84	37,353.68			2,324.16
PEPSICO INC	FIFO	588 000	Feb 10, 12	Mar 12, 12	37,614 79	37,495.23			119 56
PROCTER & GAMBLE CO	FIFO	589 000	Feb 10, 12	May 23, 12	36,695.40	37,495 68		-800 28	
SECTOR SPDR TRUST SHS BEN INT-MATERIALS	FIFO	356.000	May 26, 11	Feb 10, 12	13,140 48	13,854.59		-714.11	
USB CAP XII 6 300% DUE 02/15/67 CALLABLE	FIFO	1,000.000	Jan 25, 07	May 18, 12	25,000.00	25,000 00			
WACHOVIA CAP TRUST 6.375% DUE 06/01/67 CALLABLE	FIFO	2,000 000	May 01, 07	Jun 15, 12	50,000 00	50,000 00			
WPP PLC SPON ADR	FIFO	611.000	Feb 10, 12	Dec 11, 12	42,852 98	37,506.23			5,346.75
	FIFO	100 000	Oct 05, 12	Dec 11, 12	7,013 58	7,077 00		-63 42	
3M CO	FIFO	431.000	Feb 10, 12	May 23, 12	36,004.93	37,559 49		-1,554.56	
Total					491,403.92	478,909.34		12,494.58	
Net short-term capital gains and losses									

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UBS Strategic Advisor

Account name: GLASS FOUNDATION INC
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Your Financial Advisor:
STERRITT PETERSON GROUP
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Realized gains and losses (continued)

Long-term capital gains and losses

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
CONSUMERS STAPLES SECTOR SPDR TRUST SHS	FIFO	1,920.000	May 26, 11	Oct 04, 12	69,831 52	61,225 72			8,605.80

UBS Strategic Advisor

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Account number: A8 11274 ST

Your Financial Advisor:
STERRITT PETERSON GROUP
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Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
INDUSTRIAL SECTOR SPDR TRUST SHARES	FIFO	4,623.000	Jan 22, 07	Feb 10, 12	170,498.50	163,746.67			6,751.83
ISHARES INC MSCI PAC EX JAPAN INDEX FUND	FIFO	1,189.000	Sep 29, 09	Oct 04, 12	53,506.87	47,938.34			5,568 53
ISHARES S&P GLOBAL 100 INDEX FUND	FIFO	2,400 000	Oct 30, 07	May 23, 12	136,573.77	203,376 00		-66,802 23	
	FIFO	250.000	Nov 29, 07	May 23, 12	14,226.43	20,677.50		-6,451.07	
	FIFO	350.000	Nov 29, 07	Oct 04, 12	22,159.96	28,948.50		-6,788 54	
	FIFO	440.000	Feb 14, 08	Oct 04, 12	27,858 23	31,829.60		-3,971.37	
ISHARES TR MSCI ALL CTRY ASIA EX JAPAN INDEX FUND ETF	FIFO	313 000	Sep 30, 10	Oct 04, 12	17,842.63	18,952.15		-1,109.52	
ISHARES TRUST DOW JONES U S TELECOMMCTNS SECTOR INDEX FUND	FIFO	463 000	Jan 05, 09	Feb 10, 12	10,149.77	7,722.84			2,426 93
	FIFO	279 000	Jan 05, 09	Oct 04, 12	7,073 27	4,653.72			2,419.55
ISHARES TRUST DOW JONES EPAC SELECT DIVID INDEX FUND	FIFO	2,506.000	Apr 22, 10	Oct 04, 12	80,816.68	79,765.98			1,050.70
JOHNSON & JOHNSON COM	FIFO	1,400.000	Jan 18, 05	Dec 11, 12	99,454 19	88,175 75			11,278.44

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UBS Strategic Advisor

Account name: GLASS FOUNDATION INC
Account number: A8 11274 ST

Your Financial Advisor:
STERRITT PETERSON GROUP
828-258-9860/800-438-6503

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
MERRILL LYNCH NTS 04.300% 021412 DTD021405 FC031505	FIFO	107,000.000	Feb 09, 05	Feb 14, 12	107,000 00	107,000 00 [1]			
POWERSHARES ETF INTL DIVID ACHIEVERS PORTFOLIO	FIFO	3,400 000	Sep 30, 10	Oct 04, 12	52,257.17	49,804 90			2,452.27
	FIFO	53.000	Sep 30, 10	Oct 04, 12	814.60	776 45			38 15
SPDR S&P CAPITAL MARKETS ETF	FIFO	1,208 000	Jan 22, 07	Feb 10, 12	38,360 02	84,994 89		-46,634 87	
	FIFO	248 000	Apr 18, 07	Feb 10, 12	7,875.24	17,322.80		-9,447 56	
	FIFO	57.000	Jul 05, 07	Feb 10, 12	1,810 04	4,013.94		-2,203 90	
	FIFO	391.000	Nov 29, 07	Feb 10, 12	12,416 20	25,673.06		-13,256.86	
	FIFO	19.000	Nov 29, 07	Feb 10, 12	603 34	1,247.54		-644.20	
SPDR S&P PHARMACEUTICALS ETF	FIFO	489.000	Jul 05, 07	Oct 04, 12	29,633.81	17,667 57			11,966 24
	FIFO	500.000	Nov 29, 07	Oct 04, 12	30,300 42	17,100 00			13,200 42
	FIFO	200.000	May 22, 08	Oct 04, 12	12,120.17	6,330 00			5,790.17
	FIFO	300.000	May 22, 08	Oct 04, 12	18,180 25	9,494.40			8,685 85
	FIFO	170.000	May 26, 11	Oct 04, 12	10,302 14	8,711 07			1,591 07
UTILITIES SECTOR SPDR TRUST SHS	FIFO	290.000	Jan 22, 07	Feb 10, 12	10,074 41	10,474 80		-400 39	
	FIFO	410 000	Nov 29, 07	Feb 10, 12	14,243.12	17,474 20		-3,231.08	
	FIFO	1,200.000	Apr 23, 09	Feb 10, 12	41,687.20	30,297.60			11,389 60
	FIFO	957 000	Sep 29, 09	Feb 10, 12	33,245.54	28,287 01			4,958.53
VANGUARD ENERGY ETF	FIFO	39 000	Sep 29, 09	Feb 10, 12	4,128 42	3,135 99			992.43
	FIFO	1,389 000	Sep 29, 09	Feb 10, 12	147,035.09	111,703 38			35,331.71
VANGUARD INTL EQUITY INDEX FD INC FSTE ALL-WORLD EX-US INDEX FD ETF	FIFO	1,200.000	Feb 14, 08	Feb 10, 12	51,938.60	63,672.00		-11,733.40	
	FIFO	700.000	Feb 14, 08	Feb 10, 12	30,297.52	37,141.93		-6,844.41	
	FIFO	1,424 000	May 22, 08	Feb 10, 12	61,633 80	83,204.32		-21,570.52	
	FIFO	26 000	May 22, 08	Feb 10, 12	1,125 34	1,519 18		-393.84	

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UBS — UBS Strategic Advisor

Account name: GLASS FOUNDATION INC
Account number: A8 11274 ST

Your Financial Advisor
STERRITT PETERSON GROUP
828-258-9860/800-438-6503

Realized gains and losses (continued)

Long-term capital gains and losses (continued)

Security description	Method	Quantity or face value	Purchase date	Sale date	Sale amount ($)	Cost basis ($)	Wash sale cost basis adjustment($)	Loss ($)	Gain ($)
VANGUARD MSCI EMERGING MARKETS ETF	FIFO	546 000	Oct 30, 07	Oct 04, 12	22,976.48	31,455 06		-8,478 58	
	FIFO	513 000	Sep 11, 08	Oct 04, 12	21,587 78	18,642 42			2,945.36
	FIFO	33.000	Sep 11, 08	Oct 04, 12	1,388 69	1,199.16			189.53
Total					1,473,027.21	1,545,356.44		-72,329.23	

Net long-term capital gains or losses

End of statement for account number A8 11274 ST

UBS

Realized Gain/Loss asof 12/31/2012

Customer Number YR702358 Account Name. Glass Foundation Client Advisor: LINDA HURD

Base Currency: USD

Currency	Quantity	Description	Acquired Date Disposed Date	Taxlot Total Adj. Cost Total Proceeds in Base	Currency G/L Market G/L in Base	Net G/L in Base	% of G/L
AUD	8,000.00	AUSTRALIAN GOVERNMENT DTD 6/15/2009 6.25% 6/15/2014[B3BXVY9(SEDOL)]	06/14/2011 03/15/2012	8,897 41 8,874.09	-19 13 -4.19	-23.32	-0.26%
AUD	8,000.00	AUSTRALIAN GOVERNMENT DTD 6/15/2009 6.25% 6/15/2014[B3BXVY9(SEDOL)]	06/14/2011 04/11/2012	8,897.41 8,747.48	-216.27 66.34	-149.93	-1.69%
AUD	30,000.00	QUEENSLAND TREASURY CORP DTD 2/22/2002 6% 8/14/2013[6516891(SEDOL)]	06/14/2011 03/15/2012	32,784 54 32,340.33	-70.46 -383.75	-454.21	-1.39%
BRL	5,000.00	INTL BK RECON & DEVELOP DTD 8/20/2009 9.25% 12/20/2012[B3W5T51(SEDOL)]	04/13/2012 07/26/2012	2,763.91 2,479.46	-276.67 -7.78	-284.45	-10.29%
BRL	20,000 00	INTL BK RECON & DEVELOP DTD 8/20/2009 9.25% 12/20/2012[B3W5T51(SEDOL)]	03/15/2012 07/26/2012	11,282.91 9,917 86	-1,334.24 -30.81	-1,365.05	-12 10%
CAD	15,000.00	CANADIAN GOVERNMENT DTD 10/6/2008 3.75% 6/1/2019[135087YR9(CUSIP)]	06/14/2011 03/15/2012	16,605.11 16,985.77	-236.53 717.19	480 66	2.91%
CHF	5,000.00	BRANDBREW SA DTD 6/11/2009 4 5% 6/11/2014[B4NTQ36(SEDOL)]	03/22/2012 10/24/2012	5,917.65 5,691.83	-175 07 -50.75	-225.82	-3.82%
EUR	15,000.00	BUNDESREPUB. DEUTSCHLAND DTD 5/30/2008 4.25% 7/4/2018[B39QCF8(SEDOL)]	06/15/2011 04/27/2012	23,712.39 23,814.49	-1,930.58 2,032.68	102.10	0.43%
EUR	15,000 00	FREDDIE MAC DTD 6/30/2002 4 75% 1/15/2013[31339QAH2(CUSIP)]	03/15/2012 06/01/2012	20,221 64 19,069.38	-1,020.25 -132.01	-1,152.26	-5.70%
EUR	27,000.00	NETHERLANDS GOVERNMENT DTD 2/13/2009 4% 7/15/2019[B4YDZT6(SEDOL)]	06/15/2011 06/04/2012	41,262.08 40,106.33	-5,587.66 4,431.91	-1,155.75	-2.80%
EUR	40,000 00	REPUBLIC OF AUSTRIA DTD 9/15/2005 4% 9/15/2016[B138LV5(SEDOL)]	06/15/2011 03/15/2012	60,874.17 57,808 06	-5,673.48 2,607.37	-3,066 11	-5.04%
EUR	20,000.00	REPUBLIC OF POLAND DTD 6/20/2008 5.625% 6/20/2018[B3CKRX0(SEDOL)]	06/15/2011 03/15/2012	31,182.43 29,573.41	-2,940.50 1,331 48	-1,609 02	-5.16%
GBP	19,000.00	UK TSY 5% 2014 DTD 7/25/2002 5% 9/7/2014 [3182950(SEDOL)]	06/14/2011 04/27/2012	34,715.02 34,204.33	-32 67 -478.02	-510 69	-1.47%
JPY	3,000,000.00	DEVELOPMENT BK OF JAPAN DTD 6/27/2003 1.05% 6/20/2023[7622099(SEDOL)]	06/14/2011 03/15/2012	35,746.20 35,683.48	-1,297.88 1,235.16	-62.72	-0.18%
JPY	4,000,000 00	JAPAN FIN CORP MUNI ENT DTD 11/26/2003 1 35% 11/26/2013[7722888(SEDOL)]	06/14/2011 03/15/2012	51,104.48 48,914.36	-1,861.06 -329 06	-2,190.12	-4.29%
JPY	5,000,000.00	KFW DTD 2/16/2006 2.05% 2/16/2026 [500769BN3(CUSIP)]	06/14/2011 03/15/2012	65,764.93 64,581.66	-2,387.87 1,204.60	-1,183.27	-1.80%

Currency	Quantity	Description	Acquired Date / Disposed Date	Taxlot Total Adj. Cost / Total Proceeds In Base	Currency G/L / Market G/L In Base	Net G/L In Base	% of G/L
MXN	1,000.00	MEXICAN BONOS DESARR FIX RT-SER M 10 DTD 12/28/2005 8% 12/17/2015[B0Y7SL3(SEDOL)]	06/14/2011 03/23/2012	9,091.82 8,597.58	-631 94 137.70	-494.24	-5 44%
NZD	35,000.00	NEW ZEALAND GOVERNMENT SER 415 DTD 4/15/2003 6% 4/15/2015[6610726(SEDOL)]	06/16/2011 03/15/2012	30,220.24 31,087.39	268.24 598.91	867.15	2.87%
SEK	60,000.00	SWEDISH GOVERNMENT DTD 3/12/2007 4.25% 3/12/2019[B29KVV2(SEDOL)]	06/14/2011 03/15/2012	10,422.33 10,285.35	-686 61 549 63	-136.98	-1.31%
USD	25,000.00	FEDERAL HOME LOAN BANK DTD 10/19/2007 5% 11/17/2017[3133XMQ87(CUSIP)]	07/13/2011 03/15/2012	30,124.75 29,828.63	0.00 -296.12	-296.12	-0.98%
USD	45,000.00	ONTARIO (PROVINCE OF) DTD 10/7/2009 4% 10/7/2019[6832348D3(CUSIP)]	06/14/2011 04/11/2012	47,452.50 50,508.90	0 00 3,056.40	3,056.40	6 44%
USD	35,000.00	US TREASURY N/B DTD 8/15/2008 4% 8/15/2018[912828JH4(CUSIP)]	06/13/2011 03/15/2012	38,980.03 40,316.99	0.00 1,336.96	1,336.96	3.43%
USD	45,000 00	US TREASURY N/B DTD 8/15/2008 4% 8/15/2018[912828JH4(CUSIP)]	06/13/2011 04/03/2012	50,117 17 52,256.25	0.00 2,139.08	2,139.08	4.27%
USD	16,000.00	US TREASURY N/B DTD 8/15/2011 2.125% 8/15/2021[912828RC6(CUSIP)]	04/03/2012 10/22/2012	15,036.33 15,652.74	0.00 616.41	616.41	4.10%
ZAR	210,000 00	REPUBLIC OF SOUTH AFRICA DTD 5/7/2004 8.25% 9/15/2017[B012985(SEDOL)]	04/30/2012 11/19/2012	28,573 13 26,060 04	-3,505.59 992.50	-2,513.09	-8 80%
			SHORT-TERM Gain/Loss	711,660.58 703,386.19	-29,616.22 21,341.83	-8,274.39	-1.16%
			Total Gain/Loss	711,660.58 703,386.19	-29,616.22 21,341.83	-8,274.39	-1.16%

Disclaimer: Neither UBS nor its employees provide tax or legal advice. You should consult with your attorney and tax advisors regarding your personal circumstances
This material is not intended to be used, and cannot be used or relied upon, by any taxpayer for the purpose of (i) avoiding penalties under the Internal Revenue Code, or (ii) promoting, marketing or recommending to another party any transaction or tax-related matter(s).This report is not the official record of your account However, it has been prepared to assist you with your investment planning and is for informational purposes only Your UBS Client Statement is the official record of your account. Therefore, if there are any discrepancies between this report and your UBS Client Statement, you should rely on the UBS Client Statement.

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

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

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

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

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only ▶ [ ]

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

Enter filer's identifying number, see instructions

Type or print	Name of exempt organization or other filer, see instructions GLASS FOUNDATION, INC.	Employer identification number (EIN) or 56-2196225
File by the due date for filing your return See instructions	Number, street, and room or suite no If a P O box, see instructions ONE WEST PACK SQUARE 305	Social security number (SSN)
	City, town or post office, state, and ZIP code For a foreign address, see instructions ASHEVILLE NC 28801	

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 ▶ LARA NOLLETTI
  1 W PACK SQUARE, SUITE 305
  ASHEVILLE NC 28801

Telephone No ▶ 828-210-8120 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 08/15/13 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] 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	$ 0
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	$ 0
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

- 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).

		Enter filer's identifying number, see instructions
Type or print	Name of exempt organization or other filer, see instructions GLASS FOUNDATION, INC.	Employer identification number (EIN) or 56-2196225
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions ONE WEST PACK SQUARE 305	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions ASHEVILLE NC 28801	

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.

LARA NOLLETTI
1 W PACK SQUARE, SUITE 305

- The books are in the care of ▶ ASHEVILLE NC 28801

Telephone No ▶ 828-210-8120 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 11/15/13

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

6 If the tax year entered in line 5 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

7 State in detail why you need the extension
ADDITIONAL TIME IS REQUESTED TO GATHER INFORMATION TO PREPARE A COMPLETE AND ACCURATE RETURN.

8a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions.	**8a**	$ 0
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**	$ 0
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 ▶ Title ▶ CPA Date ▶ 8-9-13