



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



**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

2012

Open to Public Inspection

<b>For calendar year 2012 or tax year beginning</b> Name of foundation <b>SCHOENITH FOUNDATION</b> Number and street (or P.O. box number if mail is not delivered to street address) <b>P.O. BOX 40200, FL9-100-10-19</b> City or town, state, and ZIP code <b>JACKSONVILLE, FL 32203-0200</b>		<b>, 2012, and ending</b> Room/suite <b>877- 446-1410</b>	<b>A Employer identification number</b> <b>56-6039185</b> <b>B Telephone number (see instructions)</b> <b>877- 446-1410</b> <b>C If exemption application is pending, check here . . . . . ►</b> <b>D 1. Foreign organizations, check here . . . . . ►</b> <b>2. Foreign organizations meeting the 85% test, check here and attach computation . . . . . ►</b> <b>E If private foundation status was terminated under section 507(b)(1)(A), check here . . . . . ►</b> <b>F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here . . . . . ►</b>
<b>G Check all that apply:</b> <input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input checked="" type="checkbox"/> Address change <b>H Check type of organization:</b> <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation <b>I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ► \$ 1,142,778.</b>		<b>J Accounting method:</b> <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	<b>(Part I, column (d) must be on cash basis.)</b>
<b>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))</b>		<b>(a) Revenue and expenses per books</b> <b>(b) Net investment income</b> <b>(c) Adjusted net income</b> <b>(d) Disbursements for charitable purposes (cash basis only)</b>	
<b>1 Contributions, gifts, grants, etc., received (attach schedule)</b> <b>2 Check ►</b> <input type="checkbox"/> <b>if the foundation is not required to attach Sch. B . . . . .</b> <b>3 Interest on savings and temporary cash investments</b> <b>4 Dividends and interest from securities . . . . .</b> <b>5a Gross rents . . . . .</b> <b>b Net rental income or (loss) _____</b> <b>6a Net gain or (loss) from sale of assets not on line 10</b> <b>b Gross sales price for all assets on line 6a</b> <b>598,410</b> <b>7 Capital gain net income (from Part IV, line 2) . . . . .</b> <b>8 Net short-term capital gain . . . . .</b> <b>9 Income modifications . . . . .</b> <b>10a Gross sales less returns and allowances . . . . .</b> <b>b Less: Cost of goods sold . . . . .</b> <b>c Gross profit or (loss) (attach schedule) . . . . .</b> <b>11 Other income (attach schedule) . . . . .</b> <b>12 Total. Add lines 1 through 11 . . . . .</b>		<b>33,540.</b> <b>59,077.</b> <b>59,077.</b> <b>15 2013</b> <b>15 2013</b> <b>15 2013</b> <b>92,617.</b> <b>14,901.</b> <b>845.</b> <b>1,011.</b> <b>85.</b> <b>16,842.</b> <b>48,144.</b> <b>64,986.</b> <b>27,631.</b>	<b>33,133.</b> <b>59,077.</b> <b>59,077.</b> <b>15 2013</b> <b>15 2013</b> <b>15 2013</b> <b>92,210.</b> <b>8,940.</b> <b>NONE</b> <b>229.</b> <b>85.</b> <b>9,254.</b> <b>NONE</b> <b>6,805.</b> <b>48,144.</b> <b>9,254.</b> <b>NONE</b> <b>82,956.</b>
<b>13 Compensation of officers, directors, trustees, etc.</b> <b>14 Other employee salaries and wages . . . . .</b> <b>15 Pension plans, employee benefits . . . . .</b> <b>16a Legal fees (attach schedule) . . . . .</b> <b>b Accounting fees (attach schedule) <b>STMT. 7</b></b> <b>c Other professional fees (attach schedule) . . . . .</b> <b>17 Interest . . . . .</b> <b>18 Taxes (attach schedule) (see instructions) <b>STMT. 8</b></b> <b>19 Depreciation (attach schedule) and depletion . . . . .</b> <b>20 Occupancy . . . . .</b> <b>21 Travel, conferences, and meetings . . . . .</b> <b>22 Printing and publications . . . . .</b> <b>23 Other expenses (attach schedule) <b>STMT. 9</b></b> <b>24 Total operating and administrative expenses.</b> <b>Add lines 13 through 23 . . . . .</b> <b>25 Contributions, gifts, grants paid . . . . .</b> <b>26 Total expenses and disbursements Add lines 24 and 25</b>		<b>16,842.</b> <b>48,144.</b> <b>64,986.</b> <b>27,631.</b>	<b>9,254.</b> <b>NONE</b> <b>NONE</b> <b>6,805.</b> <b>48,144.</b> <b>54,949.</b>
<b>27 Subtract line 26 from line 12:</b> <b>a Excess of revenue over expenses and disbursements . . . . .</b> <b>b Net investment income (if negative, enter -0-) . . . . .</b> <b>c Adjusted net income (if negative, enter -0-) . . . . .</b>		<b>27,631.</b> <b>82,956.</b>	

<b>Part II - Balance Sheets</b>		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		
		<b>Beginning of year</b>	<b>End of year</b>	
		<b>(a) Book Value</b>	<b>(b) Book Value</b>	<b>(c) Fair Market Value</b>
<b>Assets</b>	1 Cash - non-interest-bearing	NONE		
	2 Savings and temporary cash investments	34,652.	107,016.	107,016.
	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	NONE		
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S. and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) <b>STMT 10</b>	957,005.	912,377.	1,035,762.
	c Investments - corporate bonds (attach schedule)	NONE		
	11 Investments - land, buildings, and equipment: basis			
Less accumulated depreciation (attach schedule) ►				
12 Investments - mortgage loans	NONE			
13 Investments - other (attach schedule)	NONE			
14 Land, buildings, and equipment: basis				
Less: accumulated depreciation (attach schedule) ►				
15 Other assets (describe ►)	NONE			
16 Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	991,657.	1,019,393.	1,142,778.	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)			NONE
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> 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. ► <input checked="" type="checkbox"/>			
	27 Capital stock, trust principal, or current funds	991,657.	991,657.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds	NONE	27,736.	
	30 Total net assets or fund balances (see instructions)	991,657.	1,019,393.	
31 Total liabilities and net assets/fund balances (see instructions)	991,657.	1,019,393.		

**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	991,657.
2 Enter amount from Part I, line 27a	2	27,631.
3 Other increases not included in line 2 (itemize) ► <b>SEE STATEMENT 11</b>	3	517.
4 Add lines 1, 2, and 3	4	1,019,805.
5 Decreases not included in line 2 (itemize) ► <b>SEE STATEMENT 12</b>	5	412.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,019,393.

Form 990-PP (2012)

**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.)
<b>1a PUBLICLY TRADED SECURITIES</b>					
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>(e) Gross sales price</b>	<b>(f) Depreciation allowed (or allowable)</b>	<b>(g) Cost or other basis plus expense of sale</b>	<b>(h) Gain or (loss) (e) plus (f) minus (g)</b>		
<b>a</b> 598,167.		539,090.	59,077.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			<b>(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))</b>		
<b>(i) F.M.V. as of 12/31/69</b>	<b>(j) Adjusted basis as of 12/31/69</b>	<b>(k) Excess of col. (i) over col. (j), if any</b>			
<b>a</b>			59,077.		
<b>b</b>					
<b>c</b>					
<b>d</b>					
<b>e</b>					
<b>2 Capital gain net income or (net capital loss)</b>	<b>If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7</b>		<b>2</b>	59,077.	
<b>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 . . . . .</b>			<b>3</b>		

**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	53,046.	1,119,002.	0.047405
2010	48,575.	1,078,987.	0.045019
2009	53,678.	964,000.	0.055683
2008	64,832.	1,105,115.	0.058665
2007	61,398.	1,291,870.	0.047526
<b>2 Total of line 1, column (d) . . . . .</b>			<b>2</b> 0.254298
<b>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 . . . . .</b>			<b>3</b> 0.050860
<b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 . . . . .</b>			<b>4</b> 1,099,220.
<b>5 Multiply line 4 by line 3 . . . . .</b>			<b>5</b> 55,906.
<b>6 Enter 1% of net investment income (1% of Part I, line 27b) . . . . .</b>			<b>6</b> 830.
<b>7 Add lines 5 and 6 . . . . .</b>			<b>7</b> 56,736.
<b>8 Enter qualifying distributions from Part XII, line 4 . . . . .</b> 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.			<b>8</b> 54,949.

**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 ► <input type="checkbox"/> and enter "N/A" on line 1 . . .	Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)	1,659.
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .		
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .	2 3 4 5 6 7 8 9 10 11	1,659. NONE 1,659. 887. 772. Refunded
3	Add lines 1 and 2 . . . . .		
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) . . . . .		
5	<b>Tax based on investment income.</b> Subtract line 4 from line 3. If zero or less, enter -0- . . . . .		
6	<b>Credits/Payments:</b>		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .	6a	887.
b	Exempt foreign organizations - tax withheld at source . . . . .	6b	NONE
c	Tax paid with application for extension of time to file (Form 8868) . . . . .	6c	NONE
d	Backup withholding erroneously withheld . . . . .	6d	
7	Total credits and payments. Add lines 6a through 6d . . . . .	7	887.
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached . . . . .	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	9	772.
10	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	10	
11	Enter the amount of line 10 to be: <b>Credited to 2013 estimated tax</b> ► <input type="checkbox"/> <b>Refunded</b> ► <input type="checkbox"/> <b>11</b>		

**Part VII-A Statements Regarding Activities**

	Yes	No
1a	<input type="checkbox"/>	X
1b	<input type="checkbox"/>	X
1c	<input type="checkbox"/>	X
2	<input type="checkbox"/>	X
3	<input type="checkbox"/>	X
4a	<input type="checkbox"/>	X
4b	<input type="checkbox"/>	
5	<input type="checkbox"/>	X
6	<input type="checkbox"/>	X
7	<input type="checkbox"/>	
8b	<input type="checkbox"/>	
9	<input type="checkbox"/>	X
10	<input type="checkbox"/>	X

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? . . . . .

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.

1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .

1c Did the foundation file Form 1120-POL for this year? . . . . .

2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:

(1) On the foundation. ► \$ \_\_\_\_\_ (2) On foundation managers. ► \$ \_\_\_\_\_

3 Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ \_\_\_\_\_

4a 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.

4b 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 . . . . .

5 Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .

6 If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .

7 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .

If "Yes," attach the statement required by General Instruction T.

8a 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? . . . . .

8b 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

8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► NC

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 . . . . .

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .

**Part VII-A Statements Regarding Activities (continued)**

11		X
12		X
13	X	
<p>Website address ► <u>N/A</u></p> <p>14 The books are in care of ► <u>SEE STATEMENT 13</u> Telephone no. ►      Located at ► <u>ZIP+4</u> ►</p> <p>15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here ► <input type="checkbox"/>      and enter the amount of tax-exempt interest received or accrued during the year. ► <u>15</u></p> <p>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 ►</p>		
16	Yes	No

**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.**

**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:	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? . . . . .	<input type="checkbox"/>		5b	
	Organizations relying on a current notice regarding disaster assistance check here . . . . . ► <input type="checkbox"/>				
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? . . . . .	<input type="checkbox"/> Yes <input type="checkbox"/> 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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		6b	
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .	<input type="checkbox"/>			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? . . . . .	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		7b	
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .	<input type="checkbox"/>			

**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 STATEMENT 14		14,901.	-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		NONE	NONE	NONE
-----				
-----				
-----				
-----				
-----				

Total number of other employees paid over \$50,000 ► **NONE**

Form 990-PF (2012)

**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		NONE
-----		
-----		
-----		
-----		
-----		
<b>Total number of others receiving over \$50,000 for professional services . . . . . ►</b>		<b>NONE</b>

**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
<b>1</b>	NONE	
-----		
<b>2</b>		
-----		
<b>3</b>		
-----		
<b>4</b>		
-----		

**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
<b>1</b>	NONE
-----	
<b>2</b>	
-----	
All other program-related investments See instructions.	
<b>3</b>	NONE
-----	
<b>Total. Add lines 1 through 3 . . . . . ►</b>	

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

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a Average monthly fair market value of securities . . . . .	1a	1,043,006.
b Average of monthly cash balances . . . . .	1b	72,953.
c Fair market value of all other assets (see instructions) . . . . .	1c	NONE
d Total (add lines 1a, b, and c) . . . . .	1d	1,115,959.
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	NONE
3 Subtract line 2 from line 1d . . . . .	3	1,115,959.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) . . . . .	4	16,739.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4 . . . . .	5	1,099,220.
6 Minimum investment return. Enter 5% of line 5 . . . . .	6	54,961.

**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	54,961.
2a Tax on investment income for 2012 from Part VI, line 5 . . . . .	2a	1,659.
b Income tax for 2012. (This does not include the tax from Part VI.) . . . . .	2b	
c Add lines 2a and 2b . . . . .	2c	1,659.
3 Distributable amount before adjustments. Subtract line 2c from line 1 . . . . .	3	53,302.
4 Recoveries of amounts treated as qualifying distributions . . . . .	4	NONE
5 Add lines 3 and 4 . . . . .	5	53,302.
6 Deduction from distributable amount (see instructions) . . . . .	6	NONE
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1 . . . . .	7	53,302.

**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	54,949.
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	NONE
3 Amounts set aside for specific charitable projects that satisfy the:		
a Suitability test (prior IRS approval required) . . . . .	3a	NONE
b Cash distribution test (attach the required schedule) . . . . .	3b	NONE
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4 . . . . .	4	54,949.
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	N/A
6 Adjusted qualifying distributions. Subtract line 5 from line 4 . . . . .	6	54,949.

**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 . . . . .				53,302.
2 Undistributed income, if any, as of the end of 2012.				
a Enter amount for 2011 only . . . . .			48,144.	
b Total for prior years: 20 10 , 20 20 , 20 . . . . .		NONE		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 . . . . .	NONE			
b From 2008 . . . . .	NONE			
c From 2009 . . . . .	NONE			
d From 2010 . . . . .	NONE			
e From 2011 . . . . .	NONE			
f Total of lines 3a through e . . . . .	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 54,949.			48,144.	
a Applied to 2011, but not more than line 2a . . . . .				
b Applied to undistributed income of prior years (Election required - see instructions) . . . . .		NONE		
c Treated as distributions out of corpus (Election required - see instructions) . . . . .		NONE		
d Applied to 2012 distributable amount . . . . .				6,805.
e Remaining amount distributed out of corpus . . . . .		NONE		
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a).)		NONE		NONE
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5		NONE		
b Prior years' undistributed income. Subtract line 4b from line 2b			NONE	
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 . . . . .			NONE	
d Subtract line 6c from line 6b. Taxable amount - see instructions			NONE	
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 . . . . .				46,497.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .		NONE		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .		NONE		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .		NONE		
10 Analysis of line 9:				
a Excess from 2008 . . . . .	NONE			
b Excess from 2009 . . . . .	NONE			
c Excess from 2010 . . . . .	NONE			
d Excess from 2011 . . . . .	NONE			
e Excess from 2012 . . . . .	NONE			

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

**NOT APPLICABLE**

**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

	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	
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).)

N/A

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

- a** The name, address, and telephone number or e-mail of the person to whom applications should be addressed:
- b** The form in which applications should be submitted and information and materials they should include:
- c** Any submission deadlines:
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
<b>a Paid during the year</b>				
MARCH OF DIMES, CONOVER 1220 COMMERCE ST, SUITE G CONOVER NC 28613-8	NONE	PC	UNRESTRICTED GENERAL SUPPORT	2,500.
ADA JENKINS FAMILIES & CAREERS DEVELOPMENT CE P O BOX 1842 DAVIDSON NC 28036-1842	NONE	PC	UNRESTRICTED GENERAL SUPPORT	5,000.
CATHOLIC CHARITIES, ATTN: HOMELESS WOMAN'S SV 349 CEDAR STREET SAN DIEGO CA 92101	NONE	PC	UNRESTRICTED GENERAL SUPPORT	2,500.
MONARCH SCHOOL 808 WEST CEDAR STREET SAN DIEGO CA 92101	NONE	EXEMPT PUB	EDUCATION	34,144.
UNIV OF CALIFORNIA AT SAN DIEGO BUSINESS & FI 9500 GILMAN DR, MC0951 LA JOLLA CA 92093-095	NONE	PC	UNRESTRICTED GENERAL SUPPORT	2,500.
THE CHILDREN'S INITIATIVE C/O JAMES L. MCMILL 6003 WAVERLY AVENUE LA JOLLA CA 92037	NONE	PC	UNRESTRICTED GENERAL SUPPORT	1,500.
<b>Total</b>			► 3a	48,144.
<b>b Approved for future payment</b>				
<b>Total</b>			► 3b	

## Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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	
<b>1 Program service revenue:</b>						
a						
b						
c						
d						
e						
f						
<b>g Fees and contracts from government agencies</b>						
<b>2 Membership dues and assessments</b>						
<b>3 Interest on savings and temporary cash investments</b>						
<b>4 Dividends and interest from securities</b>				14	33,540.	
<b>5 Net rental income or (loss) from real estate:</b>						
a Debt-financed property						
b Not debt-financed property						
<b>6 Net rental income or (loss) from personal property</b>						
<b>7 Other investment income</b>						
<b>8 Gain or (loss) from sales of assets other than inventory</b>				18	59,077.	
<b>9 Net income or (loss) from special events</b>						
<b>10 Gross profit or (loss) from sales of inventory</b>						
<b>11 Other revenue: a</b>						
b						
c						
d						
e						
<b>12 Subtotal. Add columns (b), (d), and (e)</b>					92,617.	
<b>13 Total. Add line 12, columns (b), (d), and (e)</b>						92,617

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

150

---

**Form 990-PF (2012)**

**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.		

**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 II-1. Complete the following schedule.		
(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign** \_\_\_\_\_  
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

**Sign  
Here**

► Mary Frost

| 05/13/2013

Date \_\_\_\_\_

▶

**Title**

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

BANK OF AMERICA, N.A. BY:					
<b>Paid Preparer Use Only</b>	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	Firm's name ►			Firm's EIN ►	
	Firm's address ►			Phone no.	

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
AFLAC INC	30.	30.
AES CORP	12.	12.
AT&T INC	267.	267.
AT&T INC NT	3,548.	3,548.
AARONS INC CL A COM	3.	3.
ABBOTT LABS	50.	50.
AETNA INC NEW COM	18.	18.
AIR PRODS & CHEMS INC	10.	10.
ALLEGHENY TECHNOLOGIES INC	5.	5.
ALLEGIAN INC	5.	5.
ALLSTATE CORP	6.	6.
ALTRIA GROUP INC	15.	15.
AMEREN CORP	3.	3.
AMERICAN CAP AGY CORP COM	28.	28.
AMERICAN ELECTRIC POWER	76.	76.
AMERICAN TOWER CORP COM	20.	20.
ANADARKO PETE CORP	4.	4.
APACHE CORP	16.	16.
APACHE CORP CONV PFD SER D 6.000%	18.	18.
APPLE INC COM	119.	119.
APPLIED MATERIALS INC	50.	50.
ARES CAP CORP COM	33.	33.
BB&T CORP	27.	27.
BLACKROCK INC CL A	27.	27.
BRISTOL MYERS SQUIBB CO COM	118.	118.
CF INDUS HLDGS INC COM	20.	20.
CVS CAREMARK CORP COM	5.	5.
CA INC COM	32.	32.
CAMPBELL SOUP CO	33.	33.
CAPITALSOURCE INC COM	126.	126.
CARDINAL HEALTH INC	3.	3.
CARNIVAL CORP PAIRED CTF 1 COM	22.	22.

FT0756 L367 05/13/2013 10:24:12

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
CHEVRONTEXACO CORP COM	270.	270.
CISCO SYS INC	141.	141.
CITIGROUP INC NEW COM	3.	3.
CITIGROUP INC GLOBAL SUB NT	2,496.	2,496.
CLIFFS NAT RES INC COM	8.	8.
COACH INC COM	38.	38.
COLUMBIA ACORN INTERNATIONAL FUND CL Z	1,004.	1,004.
COLUMBIA INTERNATIONAL VALUE FUND CLASS	953.	953.
COLUMBIA MARSICO INTERNATIONAL OPPORTUNI	51.	51.
COLUMBIA SMALL CAP VALUE FUND II CLASS Z	239.	239.
COLUMBIA MID CAP VALUE FUND CLASS Z SHAR	403.	403.
COLUMBIA STRATEGIC INCOME FUND CLASS Z S	1,923.	1,923.
COLUMBIA INTERMEDIATE BOND FUND CLASS Z	2,900.	2,900.
COLUMBIA CONTRARIAN CORE FUND CLASS Z SH	614.	614.
COMCAST CORP NEW CL A COM	23.	23.
CONOCOPHILLIPS	135.	135.
CUMMINS ENGINE CO INC COM	42.	42.
CYPRESS SEMICONDUCTOR CORP	5.	5.
DANAHER CORP	8.	8.
DELAWARE EMERGING MKTS FUND CL INSTL CL	390.	390.
DIAGEO SPONSORED ADR (UK-USD) SEDOL #213	33.	33.
DIAMOND OFFSHORE DRILLING INC COM	9.	9.
DICKS SPORTING GOODS INC COM	96.	96.
DILLARDS INC CL A	48.	48.
DISCOVER FINL SVCS COM	33.	33.
DISH NETWORK CORP COM CL A	23.	23.
DOWTAR CORP NEW COM	7.	7.
DONNELLEY R R & SONS CO	54.	54.
DOW CHEMICAL CO	39.	39.
DUN & BRADSTREET CORP DEL NEW COM	20.	20.
EATON CORP	44.	44.
EL PASO CORP	3.	3.
ENTERGY CORP NEW COM	114.	114.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EQUITY RESIDENTIAL SH BEN INT	7.	7.
EXELON CORP COM	50.	50.
EXPEDIA INC DEL NEW COM	2.	2.
EXTRA SPACE STORAGE INC REITS	9.	9.
EXXON MOBIL CORPORATION	104.	104.
FLUOR CORP (NEW) -WI	14.	14.
FOOT LOCKER INC COM	2.	2.
FORD MTR CO DEL	14.	14.
GNC HLDS INC COM	8.	8.
GAMESTOP CORP CL A COM	57.	57.
GENERAL ELEC CO	41.	41.
GENUINE PARTS CO	23.	23.
GOLDMAN SACHS GROUP INC	43.	43.
GRAINGER W W INC	46.	46.
HALLIBURTON * COM	38.	38.
HARTFORD FINANCIAL SVCS GRP	6.	6.
HEINZ H J CO	24.	24.
HILL ROM HLDS INC COM	2.	2.
HOME DEPOT INC	88.	88.
HUMANA INC	3.	3.
ILLINOIS TOOL WKS INC	18.	18.
INTEL CORP	5.	5.
INTERNATIONAL BUSINESS MACHS	12.	12.
INTERSIL CORP CL A	6.	6.
J P MORGAN CHASE & CO COM	221.	221.
JOHNSON & JOHNSON	16.	16.
KELLOGG CO	23.	23.
KINDER MORGAN INC DEL COM	126.	126.
KROGER CO	15.	15.
LAUDER ESTEE COS INC CL A	21.	21.
LILLY ELI & CO	67.	67.
LIMITED BRANDS INC COM	231.	231.
LINCOLN NATIONAL CORP IND	9.	9.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
LOCKHEED MARTIN CORPORATION	66.	66.
LORILLARD INC COM	107.	107.
MACYS INC COM	71.	71.
MARATHON OIL CORP COM	56.	56.
MARKET VECTORS GLOBAL ALTERNATIVE ENERGY	52.	52.
MCDONALDS CORP	131.	131.
MCGRAW HILL COS INC COM	15.	15.
MEAD JOHNSON NUTRITION CO COM	70.	70.
MERCK & CO INC NEW COM	249.	249.
METLIFE INC	87.	87.
MONSANTO CO NEW COM	93.	93.
NATIONAL OILWELL VARCO INC COM	39.	39.
NEWMONT MINING CORP	5.	5.
NIKE INC CL B	110.	110.
NORDSTROM INC	9.	9.
NORTHROP GRUMMAN CORP	29.	29.
NUCOR CORP	8.	8.
NVIDIA CORP	8.	8.
OCCIDENTAL PETROLEUM CORP	142.	142.
ONEOK INC	13.	13.
PG&E CORP COM	39.	39.
PIMCO TOTAL RETURN FUND INSTL	9,424.	9,424.
PNC BK CORP	23.	23.
PPG IND INC	15.	15.
PACCAR INC COM	27.	27.
PARKER HANNIFIN CORP	36.	36.
PERRIGO CO COM	2.	2.
PFIZER INC	297.	297.
PHILIP MORRIS INTL INC COM	125.	125.
PINNACLE WEST CAP CORP	23.	23.
PITNEY BOWES INC	197.	197.
PRAXAIR INC	68.	68.
PRECISION CASTPARTS CORP	4.	4.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
PROCTER & GAMBLE CO	39.	39.
PROTECTIVE LIFE CORP	27.	27.
PRUDENTIAL FINL INC COM	109.	109.
PUBLIC SVC ENTERPRISE GROUP	120.	120.
PUBLIC STORAGE INC	7.	7.
QUALCOMM INC COM	78.	78.
QUEST DIAGNOSTICS INC	3.	3.
RAYTHEON CO COM NEW	54.	54.
REINSURANCE GROUP AMER INC COM	14.	14.
SLM CORP COM	26.	26.
SAFEWAY INC COM NEW	124.	124.
SEMPRA ENERGY	28.	28.
SIMON PPTY GROUP INC NEW COM	72.	72.
STARBUCKS CORP COM	73.	73.
STARWOOD HOTELS & RESORTS WORLDWIDE INC	150.	150.
TJX COS INC NEW	103.	103.
TAUBMAN CTRS INC COM	40.	28.
TESORO PETROLEUM CORP 00	21.	21.
TEXTRON INC	2.	2.
TIFFANY & COMPANY COMMON	28.	28.
TIME WARNER INC NEW COM	43.	43.
TYSON FOODS INC CL A	6.	6.
US BANCORP DEL COM NEW	210.	210.
UNION PAC CORP	112.	112.
UNITED PARCEL SVC INC CL B	39.	39.
UNITED TECHNOLOGIES CORP	44.	44.
UNITEDHEALTH GROUP INC	29.	29.
VALERO ENERGY CORP - NEW	61.	61.
VECTREN CORP	6.	6.
VERIZON COMMUNICATIONS	110.	110.
VIACOM INC CL B COM	112.	112.
VISA INC CL A COM	70.	70.
WAL MART STORES INC	26.	26.

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
WALGREEN CO	23.	23.
WELLS FARGO COMPANY	344.	344.
WELLS FARGO & CO NEW PFD DEP SHS SER J	92.	92.
WESTERN DIGITAL CORP COM	28.	28.
WILLIAMS COS INC DEL COM	21.	21.
WYNN RESORTS LTD COM	407.	143.
XCEL ENERGY INC	27.	27.
YUM BRANDS INC COM	79.	79.
BANK OF AMERICA MONEY MARKET SAVINGS ACC	46.	46.
AON PLC COM	2.	2.
ACCENTURE PLC CL A COM	101.	101.
EVEREST RE GROUP LTD COM	5.	5.
MARVELL TECHNOLOGY GROUP LTD COM	5.	5.
VALIDUS HLDGS LTD COM ISIN BMG9319H1025	9.	9.
ACE LTD COM	46.	46.
TE CONNECTIVITY LTD COM	13.	13.
TYCO INTL LTD NEW F COM	12.	12.
LYONDELLBASELL INDUSTRIES NV CL A COM	479.	353.
AVAGO TECHNOLOGIES LTD COM	6.	6.
TOTAL	33,540.	33,133.

## FORM 990PF, PART I - ACCOUNTING FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
TAX PREPARATION FEE - BOA	845.			845.
TOTALS	845.	NONE	NONE	845.

## FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
EXCISE TAX ESTIMATES		
FOREIGN TAXES ON QUALIFIED FOR	782.	155.
FOREIGN TAXES ON NONQUALIFIED		74.
TOTALS	1,011.	229.

## FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INVESTMENT FEE	85.	85.
TOTALS	85.	85.

## FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	BOOK VALUE	ENDING FMV
57060U407 MARKET VECTORS GLOBA	4,249.	2,760.
197199854 COLUMBIA ACORN SELEC	31,778.	46,473.
19765J723 COLUMBIA SMALL CAP G	19,635.	22,446.
19765J764 COLUMBIA SMALL CAP V	15,808.	23,899.
19765J830 COLUMBIA MID CAP VAL	22,853.	43,072.
19765P406 COLUMBIA CONTRARIAN	46,159.	59,006.
693390700 PIMCO TOTAL RETURN F	170,266.	180,080.
19765L694 COLUMBIA STRATEGIC I	38,894.	41,797.
19765N468 COLUMBIA INTERMEDIAT	57,669.	67,378.
245914817 DELAWARE EMERGING MK	37,752.	35,097.
197199813 COLUMBIA ACORN INTER	40,650.	44,711.
19765H586 COLUMBIA INTERNATION	26,142.	22,595.
19765H636 COLUMBIA MARSICO INT	43,725.	35,549.
<b>TOTALS</b>	<b>555,580.</b>	<b>624,863.</b>

## FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
TAX EFFECTIVE POSTING ADJUSTMENT	419.
FOREIGN TAX RECLAIMED	4.
TAX EFFECTIVE SALES ADJUSTMENT	88.
ROUNDING	6.
<b>TOTAL</b>	<b>517.</b>

STATEMENT 11

## FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES

DESCRIPTION	AMOUNT
COST BASIS ADJUSTMENT	401.
SALES ADJUSTMENT	11.
<b>TOTAL</b>	<b>412.</b>

FORM 990PF, PART VII-A, LINE 14 - BOOKS ARE IN THE CARE OF  
=====

NAME: BANK OF AMERICA, N.A.

ADDRESS: P O BOX 40200, FL9-100-10-19  
JACKSONVILLE, FL 32203-0200

TELEPHONE NUMBER: (877)446-1410

STATEMENT 13

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

## =====

## OFFICER NAME:

BANK OF AMERICA NA

## ADDRESS:

P O BOX 40200, FL9-100-10-19  
JACKSONVILLE, FL 32203-0200

## TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 01

COMPENSATION .....

13,297.

## OFFICER NAME:

LINSEY MCMILLAN

## ADDRESS:

331 DUNEMERE DR  
LA JOLLA, CA 92037

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

COMPENSATION .....

401.

## OFFICER NAME:

CHARLES KNOX JR.

## ADDRESS:

16740 BIRKDLE CMNS PKWY STE 202  
HUNTERSVILLE, NC 28078-4462

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

COMPENSATION .....

401.

## OFFICER NAME:

JAMES L MCMILLAN

## ADDRESS:

733 8TH AVE  
SAN DIEGO, CA 92101

## TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

COMPENSATION .....

401.

## FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

HOLLY L MCMILLAN

ADDRESS:

331 DUNEMELE DRIVE  
LA JOLLA, CA 92037

TITLE:

DIRECTOR

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 20

COMPENSATION ..... 401.

=====

TOTAL COMPENSATION:

14,901.

=====

STATEMENT 15

## FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A., AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES.

**SCHOENITH FOUNDATION**  
**56-6039185**  
**Balance Sheet**  
**12/31/2012**

**Bank of America**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
	Cash/Cash Equivalent	107015.870	107,015.87	107,015.87
001055102	AFLAC INC	73.000	3,620.17	3,877.76
00130H105	AES CORP	311.000	4,016.90	3,327.70
00206R102	AT&T INC	222.000	6,691.70	7,483.62
002535300	AARONS INC	111.000	2,944.79	3,139.08
00766T100	AECOM TECHNOLOGY CORP	43.000	945.88	1,023.40
00817Y108	AETNA INC	25.000	977.01	1,157.75
020002101	ALLSTATE CORP	25.000	1,015.71	1,004.25
02209S103	ALTRIA GROUP INC	34.000	1,176.44	1,068.96
023135106	AMAZON COM INC	4.000	710.89	1,003.48
02503Y103	AMERICAN CAP LTD	278.000	2,820.40	3,341.70
026874784	AMERICAN INTL GROUP INC	32.000	1,110.98	1,129.60
03027X100	AMERICAN TOWER CORP	57.000	4,153.33	4,404.39
037411105	APACHE CORP	8.000	697.06	628.00
037833100	APPLE INC	11.000	1,162.52	5,853.90
038222105	APPLIED MATLS INC	55.000	655.42	629.20
053332102	AUTOZONE INC	11.000	3,973.59	3,898.73
084670702	BERKSHIRE HATHAWAY INC DEL	15.000	1,192.91	1,345.50
09062X103	BIOGEN IDEC INC	46.000	4,854.81	6,733.02
09247X101	BLACKROCK INC	14.000	2,553.30	2,893.94
101137107	BOSTON SCIENTIFIC CORP	146.000	858.27	836.58
110122108	BRISTOL MYERS SQUIBB CO	196.000	6,388.75	6,387.64
124857202	CBS CORP	166.000	6,008.14	6,316.30
125269100	CF INDS HLDGS INC	18.000	3,225.15	3,656.88
126650100	CVS CAREMARK CORP	62.000	2,925.21	2,997.70
12673P105	CA INC	67.000	1,777.24	1,472.66
134429109	CAMPBELL SOUP CO	29.000	991.69	1,011.81
14055X102	CAPITALSOURCE INC	246.000	1,807.41	1,864.68
14149Y108	CARDINAL HEALTH INC	81.000	3,244.61	3,335.58
166764100	CHEVRON CORP	72.000	5,611.21	7,786.08
169656105	CHIPOTLE MEXICAN GRILL INC	7.000	1,722.33	2,082.22
17275R102	CISCO SYS INC	310.000	6,093.99	6,091.31
172967424	CITIGROUP INC	267.000	10,382.33	10,562.52
197199813	COLUMBIA ACORN INTERNATIONAL	1094.794	40,649.70	44,711.39

**SCHOENITH FOUNDATION**  
**56-6039185**  
**Balance Sheet**  
**12/31/2012**

**Bank of America**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
197199854	COLUMBIA ACORN SELECT FUND	1817.489	31,777.57	46,473.19
19765H586	COLUMBIA INTERNATIONAL VALUE	1763.822	26,141.54	22,594.56
19765H636	COLUMBIA MARSICO INTERNATIONAL	2982.314	43,725.09	35,549.18
19765J723	COLUMBIA SMALL CAP GROWTH	1742.720	19,634.57	22,446.23
19765J764	COLUMBIA SMALL CAP VALUE FUND	1610.429	15,807.97	23,898.77
19765J830	COLUMBIA MID CAP VALUE FUND	2906.362	22,853.36	43,072.28
19765L694	COLUMBIA STRATEGIC INCOME FUND	6592.549	38,893.55	41,796.76
19765N468	COLUMBIA INTERMEDIATE BOND	7114.838	57,669.14	67,377.52
19765P406	COLUMBIA CONTRARIAN CORE FUND	3649.116	46,159.42	59,006.21
20030N101	COMCAST CORP	178.000	6,246.90	6,650.08
20825C104	CONOCOPHILLIPS	89 000	4,756.20	5,161.11
231021106	CUMMINS INC	27.000	2,715.72	2,925.45
235851102	DANAHER CORP DEL	74.000	3,463.50	4,136.60
245914817	DELAWARE EMERGING MKTS FUND	2435.613	37,752.00	35,097.18
247361702	DELTA AIR LINES INC DEL	101.000	1,003.09	1,198.87
25271C102	DIAMOND OFFSHORE DRILLING INC	25.000	1,645.58	1,699.00
253393102	DICKS SPORTING GOODS INC	22.000	1,110.28	1,000.78
254067101	DILLARDS INC	9.000	567.12	753.93
254709108	DISCOVER FINL SVCS	107.000	3,291.55	4,124.85
256677105	DOLLAR GEN CORP	45.000	2,349.71	1,984.05
257559203	DOMTAR CORP	10.000	770.57	835.20
26483E100	DUN & BRADSTREET CORP DEL NEW	26.000	1,811.05	2,044.90
278642103	EBAY INC	84.000	4,194.97	4,283.81
29364G103	ENTERGY CORP NEW	12.000	775.46	765.00
29444U502	EQUINIX INC	15.000	2,864.27	3,093.00
30219G108	EXPRESS SCRIPTS HLDG CO	83.000	4,714.60	4,482.00
30225T102	EXTRA SPACE STORAGE INC	36.000	1,222.50	1,310.04
30231G102	EXXON MOBIL CORP	90.000	7,294.31	7,789.50
344849104	FOOT LOCKER INC	36.000	1,247.23	1,156.32
345370860	FORD MTR CO DEL	36.000	482.98	466.20
36191G107	GNC HLDGS INC	48.000	1,831.55	1,597.44
364730101	GANNETT INC	173.000	3,143.39	3,115.73
369550108	GENERAL DYNAMICS CORP	4.000	277.64	277.08
369604103	GENERAL ELEC CO	131.000	2,546.29	2,749.69

**SCHOENITH FOUNDATION**  
**56-6039185**  
**Balance Sheet**  
**12/31/2012**

**Bank of America**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
375558103	GILEAD SCIENCES INC	88.000	5,640.95	6,463.60
38141G104	GOLDMAN SACHS GROUP INC	6.000	556.42	765.36
38259P508	GOOGLE INC	3.000	2,075.08	2,122.14
384802104	GRAINGER W W INC	25.000	5,001.75	5,059.25
437076102	HOME DEPOT INC	72.000	2,942.32	4,453.20
452308109	ILLINOIS TOOL WKS INC	42.000	2,576.73	2,554.02
46120E602	INTUITIVE SURGICAL INC	7.000	3,565.42	3,432.59
46625H100	J P MORGAN CHASE & CO	192.000	8,215.62	8,442.07
478160104	JOHNSON & JOHNSON	9.000	585.82	630.90
49456B101	KINDER MORGAN INC DEL	65.000	2,508.55	2,296.45
518439104	LAUDER ESTEE COS INC	29.000	886.95	1,735.94
530555101	LIBERTY GLOBAL INC	46.000	2,749.04	2,896.16
532457108	LILLY ELI & CO	61.000	2,470.48	3,008.52
532716107	LIMITED BRANDS INC	46.000	2,096.49	2,164.76
53578A108	LINKEDIN CORP	10.000	919.23	1,148.20
548661107	LOWES COS INC	122.000	4,362.46	4,333.44
550021109	LULULEMON ATHLETICA INC	43.000	2,680.42	3,277.89
55616P104	MACYS INC	91.000	2,408.01	3,550.82
565849106	MARATHON OIL CORP	117.000	3,701.21	3,587.22
57060U407	MARKET VECTORS GLOBAL	250.000	4,249.21	2,760.00
580135101	MCDONALDS CORP	25.000	1,222.69	2,205.25
58933Y105	MERCK & CO INC	65.000	1,511.54	2,661.10
59156R108	METLIFE INC	117.000	4,841.87	3,853.98
61166W101	MONSANTO CO	62.000	2,976.36	5,868.30
61945C103	MOSAIC CO	11.000	592.73	622.93
637071101	NATIONAL OILWELL VARCO INC	67.000	4,537.98	4,579.45
654106103	NIKE INC	80.000	2,094.74	4,128.00
666807102	NORTHROP GRUMMAN CORP	48.000	3,242.22	3,243.84
67066G104	NVIDIA CORP	110.000	1,521.62	1,348.60
69331C108	PG&E CORP	85.000	3,600.53	3,415.30
693390700	PIMCO TOTAL RETURN FUND	16021.377	170,266.30	180,080.28
714290103	PERRIGO CO	10.000	1,088.43	1,040.30
717081103	PFIZER INC	348.000	7,004.95	8,727.60
718172109	PHILIP MORRIS INTL INC	36.000	1,264.75	3,011.04

**SCHOENITH FOUNDATION**  
**56-6039185**  
**Balance Sheet**  
**12/31/2012**

**Bank of America**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
723484101	PINNACLE WEST CAP CORP	39.000	2,071.70	1,988.22
740189105	PRECISION CASTPARTS CORP	30.000	4,138.64	5,682.60
741503403	PRICELINE COM INC	7.000	1,951.24	4,342.73
742718109	PROCTER & GAMBLE CO	23.000	1,556.06	1,561.47
744320102	PRUDENTIAL FINL INC	72.000	4,236.45	3,839.76
744573106	PUBLIC SVC ENTERPRISE GROUP	113.000	3,446.90	3,457.80
747525103	QUALCOMM INC	99.000	5,743.75	6,124.10
755111507	RAYTHEON CO	57.000	2,949.60	3,280.92
78442P106	SLM CORP	69.000	1,085.36	1,181.97
786514208	SAFEWAY INC	185.000	3,939.87	3,346.65
806857108	SCHLUMBERGER LTD	90.000	6,288.71	6,236.87
828806109	SIMON PPTY GROUP INC NEW	23.000	3,365.41	3,636.07
844741108	SOUTHWEST AIRLS CO	103.000	1,081.04	1,054.72
855244109	STARBUCKS CORP	64.000	2,093.55	3,432.32
85590A401	STARWOOD HOTELS & RESORTS	120.000	5,563.13	6,883.20
872540109	TJX COS INC NEW	145.000	3,282.17	6,155.25
876664103	TAUBMAN CTRS INC	40.000	3,063.69	3,148.80
880779103	TEREX CORP NEW	7.000	170.28	196.77
881609101	TESORO CORP	72.000	2,075.72	3,171.60
902973304	US BANCORP DEL	89.000	1,339.63	2,842.66
907818108	UNION PAC CORP	21.000	735.30	2,640.12
911363109	UNITED RENTALS INC	12.000	536.16	546.24
91913Y100	VALERO ENERGY CORP NEW	122.000	3,440.02	4,162.64
92826C839	VISA INC	45.000	3,867.42	6,821.10
928563402	VMWARE INC	39.000	3,820.59	3,671.46
931422109	WALGREEN CO	37.000	1,330.56	1,369.37
949746101	WELLS FARGO & CO	363.000	9,910.16	12,407.34
949746879	WELLS FARGO & CO NEW	46.000	911.72	1,350.10
958102105	WESTERN DIGITAL CORP	55.000	2,313.63	2,336.95
983134107	WYNN RESORTS LTD	42.000	4,575.35	4,724.58
984332106	YAHOO INC	92.000	1,723.63	1,830.80
988498101	YUM BRANDS INC	30.000	1,292.41	1,992.00
G1151C101	ACCENTURE PLC	26 000	1,379.28	1,729.00
G5876H105	MARVELL TECHNOLOGY GROUP LTD	39.000	445.68	283.16

**SCHOENITH FOUNDATION  
56-6039185  
Balance Sheet  
12/31/2012**

**Bank of America**



<b>Cusip</b>	<b>Asset</b>	<b>Units</b>	<b>Basis</b>	<b>Market Value</b>
G9319H102	VALIDUS HLDGS LTD	37.000	1,288.81	1,279.46
H6169Q108	PENTAIR LTD	73.000	3,342.72	3,587.95
H89128104	TYCO INTL LTD	11.000	298.88	321.75
N53745100	LYONDELLBASELL INDUSTRIES NV	170.000	8,062.56	9,705.30
		Totals:	1,019,393.03	1,142,778.01