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 JOHN M RIVERS, JR. FOUNDATION	A Employer identification number 57-0907666
Number and street (or P O box number if mail is not delivered to street address) 40 CALHOUN STREET — Room/suite 500	B Telephone number (843)723-9900
City or town, state, and ZIP code CHARLESTON, SC 29403	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 [X] 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) ▶$ 2210472. — J Accounting method: [X] 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))

		(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	1155.			
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	74.	74.		STATEMENT 1
	4 Dividends and interest from securities	66962.	66962.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	209571.			
	b Gross sales price for all assets on line 6a 2108676.				
	7 Capital gain net income (from Part IV, line 2)		209571.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	509.	509.	0.	STATEMENT 3
	12 **Total** Add lines 1 through 11	278271.	277116.	0.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	7975.	7178.	0.	797.
	c Other professional fees STMT 5	20356.	18320.	0.	2036.
	17 Interest				
	18 Taxes STMT 6	1636.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 7	7236.	152.	0.	17.
	24 **Total operating and administrative expenses** Add lines 13 through 23	37203.	25650.	0.	2850.
	25 Contributions, gifts, grants paid	117500.			117500.
	26 **Total expenses and disbursements** Add lines 24 and 25	154703.	25650.	0.	120350.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	123568.			
	b **Net investment income** (if negative, enter -0-)		251466.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

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17470520 352631 570907666 2012.03030 JOHN M RIVERS, JR. FOUNDATI 57090761

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing			
	2	Savings and temporary cash investments	24576.	549451.	549451.
	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			
	7	Other notes and loans receivable ▶			
		Less: allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges	1600.	2200.	
	10a	Investments - U S. and state government obligations			
	b	Investments - corporate stock STMT 8	1875571.	1468219.	1661021.
	c	Investments - corporate bonds			
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other			
	14	Land, buildings, and equipment: basis ▶			
		Less accumulated depreciation ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers)	1901747.	2019870.	2210472.
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			
	22	Other liabilities (describe ▶ STATEMENT 9)	7109.	1664.	
	23	**Total liabilities** (add lines 17 through 22)	7109.	1664.	
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	0.	0.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund	2433492.	2433492.	
	29	Retained earnings, accumulated income, endowment, or other funds	-538854.	-415286.	
	30	**Total net assets or fund balances**	1894638.	2018206.	
	31	**Total liabilities and net assets/fund balances**	1901747.	2019870.	

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	1894638.
2	Enter amount from Part I, line 27a	2	123568.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2018206.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2018206.

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				
b	SEE ATTACHED STATEMENTS			
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	2108676.		1899105.	209571.

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				209571.

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 — 209571.

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). If (loss), enter -0- in Part I, line 8 — 3 — N/A

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	100514.	2056511.	.048876
2010	110593.	2050269.	.053941
2009	110350.	1839580.	.059987
2008	96157.	2443315.	.039355
2007	175269.	3199156.	.054786

2	Total of line 1, column (d)	2	.256945
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	.051389
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2096978.
5	Multiply line 4 by line 3	5	107762.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2515.
7	Add lines 5 and 6	7	110277.
8	Enter qualifying distributions from Part XII, line 4	8	120350.

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 ▶ [X] and enter 1% of Part I, line 27b			1	2515.
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	2515.
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	2515.
6	Credits/Payments:				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	2200.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c	2915.		
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments. Add lines 6a through 6d			7	5115.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	2600.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 2600. **Refunded** ▶			11	0.

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 definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
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) ▶ NONE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	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 ▶ RIVERS ENTERPRISES, INC. Telephone no. ▶843-723-9900			
	Located at ▶400 CALHOUN ST. SUITE 500, CHARLESTON, SC ZIP+4 ▶29403			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐ and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	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

		Line	Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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)? N/A	1b		
	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?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ____, ____, ____, ____			
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. ▶ ____, ____, ____, ____			
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		
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)?	☐ 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	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.

(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 10		0.	0.	0.

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

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

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

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3 ▶	0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	1841899.
b	Average of monthly cash balances	1b	287013.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2128912.
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	2128912.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	31934.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2096978.
6	**Minimum investment return** Enter 5% of line 5	6	104849.

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	104849.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	2515.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	2515.
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	102334.
4	Recoveries of amounts treated as qualifying distributions			4	0.
5	Add lines 3 and 4			5	102334.
6	Deduction from distributable amount (see instructions)			6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1			7	102334.

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	120350.
b	Program-related investments - total from Part IX-B	1b	0.
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	120350.
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	5	2515.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	117835.

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				102334.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			37909.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	0.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 120350.				
a Applied to 2011, but not more than line 2a			37909.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				82441.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				19893.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

Check here ▶ ☐ 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:

JOHN M. RIVERS, JR. P.O. BOX 21050, CHARLESTON, SC 29413

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

WRITTEN REQUEST

c Any submission deadlines:

NONE

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

CHARLESTON, SC AREA AND CASHIERS, NC AREA

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				
ASHLEY HALL SCHOOL 172 RUTLEDGE AVENUE CHARLESTON, SC 29403			LIBRARY ENDOWMENT/LANE EVENT/MINORITY SCHOLARSHIP/1909 SOCIETY CENTENNIAL CAMPAIGN FOR ENDOWMENT	25000.
CHOATE ROSEMARY HALL SCHOOL 333 CHRISTIAN STREET WALLINGFORD, CT 06492			RIVERS ENDOWED SCHOLARSHIP	25000.
CHURCH OF GOOD SHEPHERD PO BOX 32 CASHIERS, NC 28717			HONOR OF MARTHA, CAROLINE & MINOTT RIVERS	5000.
COASTAL CONSERVATION LEAGUE 90 ALEXANDER STREET CHARLESTON, SC 29403			GENERAL FUND	1000.
COLLEGE OF CHARLESTON FOUNDATION 66 GEORGE STREET CHARLESTON, SC 29424-0001			PURCHASE OF MCKENZIE BOOKS	2500.
Total SEE CONTINUATION SHEET(S)			▶ 3a	117500.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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	74.	
4 Dividends and interest from securities			14	66962.	
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			18	509.	
8 Gain or (loss) from sales of assets other than inventory			18	209571.	
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.		277116.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 277116.

(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).

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

Signature of officer or trustee | Date 5/28/13 | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
EDWARD H. DANIELL	Edward Daniell CPA	5-21-13		P01357704

Firm's name ▶ Edward H. Daniell, CPA | Firm's EIN ▶

Firm's address ▶ 631 St. Andrews Blvd. Charleston, S.C. 29407 | Phone no.

57-1103236

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	800 SH AFLAC INC	P	08/11/11	11/09/12
b	54 SH APPLE COMPUTER INC	P	07/24/06	10/08/12
c	100 SH APPLE COMPUTER INC	P	03/31/08	10/08/12
d	30 SH APPLE COMPUTER INC	P	06/25/08	10/08/12
e	50 SH APPLE COMPUTER INC	P	09/26/08	10/08/12
f	400 SH BOEING COMPANY	P	12/14/10	03/14/12
g	350 SH BOEING COMPANY	P	06/15/11	03/14/12
h	400 SH CENTURYLINK INC	P	03/15/12	07/27/12
i	880 SH CISCO SYSTEMS INC	P	12/23/10	02/10/12
j	1120 SH CISCO SYSTEMS INC	P	02/10/11	02/10/12
k	1000 SH CORNING INC	P	08/02/11	12/11/12
l	100 SH CORNING INC	P	10/21/11	12/11/12
m	900 SH CORNING INC	P	07/27/12	12/11/12
n	2400 SH CSX CORP	P	04/16/12	12/11/12
o	700 SH DU PONT I DE NEMOURS	P	10/06/11	04/23/12

	(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	36879.		30415.	6464.
b	34559.		3302.	31257.
c	63999.		14418.	49581.
d	19200.		5254.	13946.
e	31999.		6318.	25681.
f	30060.		25783.	4277.
g	26303.		25955.	348.
h	16453.		15673.	780.
i	17441.		17307.	134.
j	22198.		21087.	1111.
k	12593.		15295.	-2702.
l	1259.		1361.	-102.
m	11334.		10355.	979.
n	47324.		52721.	-5397.
o	35937.		29057.	6880.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				6464.
b				31257.
c				49581.
d				13946.
e				25681.
f				4277.
g				348.
h				780.
i				134.
j				1111.
k				-2702.
l				-102.
m				979.
n				-5397.
o				6880.

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). If (loss), enter "-0-" in Part I, line 8	3	

223591
05-01-12

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	45 SH DU PONT I DE NEMOURS	P	10/06/11	04/23/12
b	1000 SH ENTERPRISE PRODUCTS	P	08/18/11	11/15/12
c	500 SH ENTERPRISE PRODUCTS	P	08/23/11	11/15/12
d	700 SH EXXON MOBIL CORP	P	06/15/11	04/20/12
e	970 SH INTEL CORP	P	06/29/12	12/26/12
f	370 SH JPMORGAN CHASE & CO	P	07/08/11	02/07/12
g	587 SH JPMORGAN CHASE & CO	P	07/08/11	03/29/12
h	790 SH JPMORGAN CHASE & CO	P	07/08/11	04/27/12
i	500 SH KELLOGG CO	P	02/01/12	04/23/12
j	200 SH KIMBERLY CLARK	P	09/12/11	01/23/12
k	450 SH KINROSS GOLD CORP	P	02/07/12	04/23/12
l	900 SH KRAFT FOODS INC	P	10/06/11	03/19/12
m	600 SH MARATHON OIL CORP	P	06/15/11	11/15/12
n	1000 SH MARATHON OIL CORP	P	07/12/11	02/08/12
o	100 SH NATIONAL GRID PLC	P	01/12/12	07/17/12

	(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	2326.		1868.	458.
b	49000.		40760.	8240.
c	24500.		19525.	4975.
d	59719.		55011.	4708.
e	20063.		25706.	-5643.
f	14050.		15035.	-985.
g	26751.		23853.	2898.
h	34310.		32103.	2207.
i	25777.		24810.	967.
j	14740.		13706.	1034.
k	3975.		5065.	-1090.
l	32579.		29934.	2645.
m	18261.		18015.	246.
n	32603.		31787.	816.
o	5186.		4867.	319.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				458.
b				8240.
c				4975.
d				4708.
e				-5643.
f				-985.
g				2898.
h				2207.
i				967.
j				1034.
k				-1090.
l				2645.
m				246.
n				816.
o				319.

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).
If (loss), enter "-0-" in Part I, line 8 } 3

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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	980 SH NATIONAL GRID PLC	P	03/29/12	07/17/12
b	2000 SH NATIONAL GRID PLC	P	05/24/11	02/16/12
c	2000 SH NATIONAL GRID PLC	P	08/23/11	02/16/12
d	1180 SH ORACLE CORP	P	03/18/11	02/07/12
e	1100 SH PAYCHEX INC	P	08/09/11	12/18/12
f	700 SH PAYCHEX INC	P	09/15/11	12/18/12
g	1700 SH PFIZER INC	P	08/09/11	04/19/12
h	2000 SH SEAGATE TECH PLC	P	04/14/11	01/13/12
i	2965 SH SEALED AIR CORP	P	05/08/12	06/27/12
j	1200 SH SILVER WHEATON CORP	P	04/18/12	12/24/12
k	100 SH ST JUDE MEDICAL INC	P	01/13/12	06/01/12
l	1300 SH ST JUDE MEDICAL INC	P	04/19/12	06/14/12
m	1600 SH TELEFONICA SA SPAIN	P	09/08/11	06/01/12
n	800 SH TELEFONICA SA SPAIN	P	12/13/11	06/01/12
o	1200 SH TELEFONICA SA SPAIN	P	02/15/12	06/01/12

	(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	50820.		49281.	1539.
b	30851.		36320.	-5469.
c	30851.		26276.	4575.
d	34014.		35621.	-1607.
e	35462.		29125.	6337.
f	22567.		18760.	3807.
g	38071.		29319.	8752.
h	38464.		33836.	4628.
i	44287.		53325.	-9038.
j	38339.		35668.	2671.
k	3778.		3714.	64.
l	46786.		49683.	-2897.
m	17855.		30608.	-12753.
n	8927.		14054.	-5127.
o	13391.		20309.	-6918.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				1539.
b				-5469.
c				4575.
d				-1607.
e				6337.
f				3807.
g				8752.
h				4628.
i				-9038.
j				2671.
k				64.
l				-2897.
m				-12753.
n				-5127.
o				-6918.

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). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	94 SH TELEFONICA SA SPAIN	P	09/08/11	06/21/12
b	FRACTIONAL SH TELEFONICA SA SPAIN	P	09/08/11	06/21/12
c	100 SH TORONTO DOMINION BANK	P	11/18/11	04/02/12
d	4000 SH TWO HARBORS INVT CORP	P	09/16/10	10/15/12
e	5300 SH TWO HARBORS INVT CORP	P	09/17/10	10/15/12
f	2000 SH VODAFONE GROUP PLC	P	12/16/10	03/15/12
g	690 SH VODAFONE GROUP PLC	P	07/08/11	03/15/12
h	4857.929 SH DWS RREEF BLOBAL INFRAST	P	03/01/12	08/28/12
i	18632.221 SH EATON VANCE GLBL MACRO	P	12/23/10	06/19/12
j	158.109 SH EATON VANCE GLBL MACRO	P	12/30/11	06/19/12
k	665 SH ISHARES TR DOW JONES US	P	08/10/11	06/01/12
l	750.469 SH NATIXIS GATEWAY FD	P	01/15/10	01/18/12
m	806.216 SH NATIXIS GATEWAY FD	P	01/15/10	07/27/12
n	365 SH SPDR BARCLY CAPTL HIGH	P	10/11/11	06/06/12
o	930 SH VANGUARD DIVIDEND	P	08/17/11	02/10/12

	(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	1175.		1276.	-101.
b	9.			9.
c	7740.		6874.	866.
d	43239.		36849.	6390.
e	57292.		48919.	8373.
f	52502.		52736.	-234.
g	18113.		18470.	-357.
h	54943.		53000.	1943.
i	190235.		197688.	-7453.
j	1614.		1556.	58.
k	35857.		31055.	4802.
l	20000.		19084.	916.
m	21961.		20502.	1459.
n	13898.		13414.	484.
o	52723.		47709.	5014.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-101.
b				9.
c				866.
d				6390.
e				8373.
f				-234.
g				-357.
h				1943.
i				-7453.
j				58.
k				4802.
l				916.
m				1459.
n				484.
o				5014.

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). If (loss), enter "-0-" in Part I, line 8	3	

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05-01-12

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	110 SH SPDR GOLD TRUST	P	10/03/12	12/20/12
b	8 SH AFLAC INC-CALL	P	04/23/12	12/21/11
c	8 SH AFLAC INC-CALL	P	05/23/12	04/25/12
d	8 SH AFLAC INC-CALL	P	07/26/12	05/23/12
e	4 SH AIR PRODUCTS&CHEM-CALL	P	10/22/12	08/03/12
f	4 SH APACHE CORP-CALL	P	05/14/12	05/03/12
g	6 SH APACHE CORP-CALL	P	06/25/12	06/08/12
h	6 SH APACHE CORP-CALL	P	09/13/12	07/26/12
i	4 SH APACHE CORP-CALL	P	11/06/12	09/13/12
j	7 SH BOEING COMPANY-CALL	P	01/31/12	12/05/11
k	7 SH BOEING COMPANY-CALL	P	03/14/12	01/31/12
l	11 SH EMERSON ELEC CO-CALL	P	11/27/12	08/03/12
m	5 SH JOHNSON CONTROLS INC-CALL	P	04/10/12	02/07/12
n	16 SH JOHNSON CONTROLS INC-CALL	P	10/26/12	08/28/12
o	20 SH MICROSOFT CORP-CALL	P	06/04/12	04/16/12

	(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	17527.		18950.	-1423.
b	1528.		200.	1328.
c	1224.		344.	880.
d	952.		320.	632.
e	980.		120.	860.
f	2300.		1340.	960.
g	852.		354.	498.
h	1332.		1548.	-216.
i	1780.		172.	1608.
j	1533.		588.	945.
k	861.		406.	455.
l	2420.		1265.	1155.
m	625.		150.	475.
n	3040.		1360.	1680.
o	2060.		740.	1320.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-1423.
b				1328.
c				880.
d				632.
e				860.
f				960.
g				498.
h				-216.
i				1608.
j				945.
k				455.
l				1155.
m				475.
n				1680.
o				1320.

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). If (loss), enter "-0-" in Part I, line 8	3	

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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	20 SH MICROSOFT CORP-CALL	P	07/17/12	06/04/12
b	20 SH MICROSOFT CORP-CALL	P	10/22/12	08/28/12
c	18 SH ORACLE CORP-CALL	P	06/04/12	04/20/12
d	18 SH ORACLE CORP-CALL	P	11/27/12	07/26/12
e	3 SH PEPSICO INC-CALL	P	02/09/12	10/10/11
f	4 SH PEPSICO INC-CALL	P	02/09/12	10/10/11
g	7 SH PEPSICO INC-CALL	P	09/13/12	05/16/12
h	7 SH PEPSICO INC-CALL	P	10/26/12	09/13/12
i	1 SH ST JUDE MEDICAL INC-CALL	P	04/10/12	02/07/12
j	14 SH ST JUDE MEDICAL INC-CALL	P	06/02/12	05/25/12
k	13 SH ST JUDE MEDICAL INC-CALL	P	06/18/12	06/01/12
l	9 SH UNITED TECHS CORP-CALL	P	11/15/12	08/31/12
m	26 SH AFFILIATED MANAGERS GRP	P	01/28/11	03/28/12
n	1 SH AFFILIATED MANAGERS GRP	P	07/05/11	03/28/12
o	9 SH AFFILIATED MANAGERS GRP	P	07/05/11	07/17/12

	(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	2280.		2220.	60.
b	2420.		600.	1820.
c	2196.		1080.	1116.
d	1980.		756.	1224.
e	666.		282.	384.
f	884.		376.	508.
g	1330.		1043.	287.
h	721.		217.	504.
i	215.		50.	165.
j	1470.		980.	490.
k	2600.		1560.	1040.
l	999.		153.	846.
m	2889.		2654.	235.
n	111.		104.	7.
o	986.		937.	49.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				60.
b				1820.
c				1116.
d				1224.
e				384.
f				508.
g				287.
h				504.
i				165.
j				490.
k				1040.
l				846.
m				235.
n				7.
o				49.

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).
If (loss), enter "-0-" in Part I, line 8 } 3

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	82 SH AKAMAI TECHNOLOGIES INC	P	11/29/11	03/28/12
b	36 SH ALBEMARLE CORP	P	03/25/11	03/28/12
c	2 SH ALBEMARLE CORP	P	07/05/11	03/28/12
d	33 SH AUTOLIV INC	P	03/28/11	03/28/12
e	14 SH AUTOLIV INC	P	07/05/11	03/28/12
f	7 SH AUTOLIV INC	P	07/11/11	03/28/12
g	16 SH AUTONATION INC	P	01/28/11	03/28/12
h	47 SH AUTONATION INC	P	07/05/11	03/28/12
i	30 SH CARDTRONICS INC	P	01/11/12	03/28/12
j	72 SH CAREFUSION CORP	P	01/28/11	03/21/12
k	31 SH CAREFUSION CORP	P	07/05/11	03/21/12
l	1 SH CAREFUSION CORP	P	07/07/11	03/21/12
m	31 SH CAREFUSION CORP	P	07/11/11	03/21/12
n	170 SH CBRE GROUP INC	P	01/28/11	03/28/12
o	60 SH COINSTAR INC	P	03/08/12	03/28/12

	(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	3020.		2288.	732.
b	2278.		2095.	183.
c	126.		140.	-14.
d	2169.		2393.	-224.
e	920.		1108.	-188.
f	460.		482.	-22.
g	558.		462.	96.
h	1640.		1746.	-106.
i	788.		799.	-11.
j	1819.		1831.	-12.
k	783.		861.	-78.
l	25.		28.	-3.
m	783.		858.	-75.
n	3365.		3724.	-359.
o	3796.		3734.	62.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col. (h) gain over col (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col (j), if any	
a				732.
b				183.
c				-14.
d				-224.
e				-188.
f				-22.
g				96.
h				-106.
i				-11.
j				-12.
k				-78.
l				-3.
m				-75.
n				-359.
o				62.

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). If (loss), enter "-0-" in Part I, line 8		3	

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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	25 SH CULLEN FRST BKRS PV	P	01/28/11	03/28/12
b	15 SH CULLEN FRST BKRS PV	P	03/16/11	03/28/12
c	3 SH CULLEN FRST BKRS PV	P	07/05/11	03/28/12
d	138 SH CYPRESS SEMICNDTR PV	P	10/03/11	03/28/12
e	110 SH CYPRESS SEMICNDTR PV	P	10/03/11	06/13/12
f	24 SH DECKERS OUTDOORS CORP	P	01/28/11	01/12/12
g	10 SH DECKERS OUTDOORS CORP	P	07/05/11	01/12/12
h	11 SH DECKERS OUTDOORS CORP	P	07/11/11	01/12/12
i	44 SH DEVRY INC	P	02/28/11	03/28/12
j	2 SH DEVRY INC	P	07/05/11	03/28/12
k	18 SH DEVRY INC	P	07/05/11	06/13/12
l	20 SH DEVRY INC	P	07/11/11	06/13/12
m	50 SH DICE HLDGS INC	P	02/11/11	03/28/12
n	53 SH DICE HLDGS INC	P	05/10/11	03/28/12
o	45 SH DOLBY LABORATORIES INC	P	01/23/12	03/28/12

	(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	1464.		1457.	7.
b	878.		865.	13.
c	176.		172.	4.
d	2132.		1978.	154.
e	1407.		1577.	-170.
f	2095.		1793.	302.
g	873.		907.	-34.
h	960.		1016.	-56.
i	1529.		2376.	-847.
j	69.		121.	-52.
k	480.		1091.	-611.
l	534.		1212.	-678.
m	477.		790.	-313.
n	506.		859.	-353.
o	1716.		1671.	45.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				7.
b				13.
c				4.
d				154.
e				-170.
f				302.
g				-34.
h				-56.
i				-847.
j				-52.
k				-611.
l				-678.
m				-313.
n				-353.
o				45.

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). If (loss), enter "-0-" in Part I, line 8	3	

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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	88 SH ENTEGRIS INC MINNESOTA	P	02/14/11	03/28/12
b	101 SH ENTEGRIS INC MINNESOTA	P	03/28/11	03/28/12
c	9 SH ENTEGRIS INC MINNESOTA	P	07/05/11	03/28/12
d	37 SH EXPEDIA INC	P	01/28/11	03/28/12
e	17 SH EXPEDIA INC	P	03/24/11	03/28/12
f	2 SH EXPEDIA INC	P	07/05/11	03/28/12
g	33 SH F E I COMPANY	P	01/11/12	03/28/12
h	4 SH F E I COMPANY	P	01/19/12	03/28/12
i	14 SH FACTSET RESH SYS	P	01/28/11	03/28/12
j	1 SH FACTSET RESH SYS	P	07/05/11	03/28/12
k	5 SH FACTSET RESH SYS	P	07/05/11	07/17/12
l	1 SH FACTSET RESH SYS	P	07/07/11	07/17/12
m	6 SH FACTSET RESH SYS	P	07/11/11	07/17/12
n	13 SH F5 NETWORKS INC	P	01/28/11	03/08/12
o	21 SH F5 NETWORKS INC	P	03/24/11	03/08/12

	(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	814.		827.	-13.
b	935.		866.	69.
c	83.		93.	-10.
d	1217.		865.	352.
e	559.		350.	209.
f	66.		56.	10.
g	1615.		1437.	178.
h	196.		179.	17.
i	1381.		1404.	-23.
j	98.		102.	-4.
k	458.		511.	-53.
l	92.		103.	-11.
m	550.		597.	-47.
n	1632.		1431.	201.
o	2636.		1987.	649.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				-13.
b				69.
c				-10.
d				352.
e				209.
f				10.
g				178.
h				17.
i				-23.
j				-4.
k				-53.
l				-11.
m				-47.
n				201.
o				649.

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) If (loss), enter "-0-" in Part I, line 8	3	

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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	14 SH F5 NETWORKS INC	P	07/05/11	03/08/12
b	16 SH F5 NETWORKS INC	P	07/11/11	03/08/12
c	36 SH GEN-PROBE INC DELAWARE	P	01/28/11	03/28/12
d	2 SH GEN-PROBE INC DELAWARE	P	07/05/11	03/28/12
e	15 SH GEN-PROBE INC DELAWARE	P	07/05/11	04/30/12
f	1 SH GEN-PROBE INC DELAWARE	P	07/07/11	04/30/12
g	15 SH GEN-PROBE INC DELAWARE	P	07/11/11	04/30/12
h	47 SH HARMAN INTL INDS INC	P	01/28/11	03/28/12
i	20 SH HARMAN INTL INDS INC	P	07/05/11	03/28/12
j	13 SH HARMAN INTL INDS INC	P	07/11/11	03/28/12
k	8 SH HARMAN INTL INDS INC	P	07/11/11	06/15/12
l	56 SH HARMAN INTL INDS INC	P	12/06/11	06/15/12
m	61 SH HEARTLAND PMT SYS	P	11/15/11	03/28/12
n	6 SH HEARTLAND PMT SYS	P	11/16/11	03/28/12
o	7 SH HEARTLAND PMT SYS	P	11/21/11	03/28/12

	(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	1758.		1583.	175.
b	2008.		1801.	207.
c	2392.		2248.	144.
d	133.		137.	-4.
e	1224.		1030.	194.
f	82.		69.	13.
g	1225.		991.	234.
h	2196.		2015.	181.
i	935.		935.	0.
j	608.		601.	7.
k	296.		370.	-74.
l	2069.		2284.	-215.
m	1823.		1341.	482.
n	179.		131.	48.
o	209.		148.	61.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				175.
b				207.
c				144.
d				-4.
e				194.
f				13.
g				234.
h				181.
i				0.
j				7.
k				-74.
l				-215.
m				482.
n				48.
o				61.

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). If (loss), enter "-0-" in Part I, line 8	3	

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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	38 SH HELMERICH PAYNE INC	P	01/28/11	03/28/12
b	2 SH HELMERICH PAYNE INC	P	07/05/11	03/28/12
c	46 SH HERBALIFE LTD	P	05/25/11	03/28/12
d	20 SH HERBALIFE LTD	P	07/05/11	03/28/12
e	8 SH HERBALIFE LTD	P	07/11/11	03/28/12
f	13 SH HERBALIFE LTD	P	07/11/11	05/04/12
g	18 SH HERBALIFE LTD	P	07/18/11	05/04/12
h	29 SH HERBALIFE LTD	P	07/18/11	07/17/12
i	231 SH HERTZ GLOBAL HOLDINGS	P	01/28/11	03/28/12
j	19 SH HERTZ GLOBAL HOLDINGS	P	07/05/11	03/28/12
k	35 SH HOME INNS & HOTELS MGMT	P	01/28/11	01/09/12
l	9 SH HOME INNS & HOTELS MGMT	P	01/28/11	01/10/12
m	17 SH HOME INNS & HOTELS MGMT	P	07/05/11	01/10/12
n	2 SH HOME INNS & HOTELS MGMT	P	07/07/11	01/10/12
o	18 SH HOME INNS & HOTELS MGMT	P	07/11/11	01/10/12

	(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	2012.		2149.	-137.
b	106.		135.	-29.
c	3219.		2419.	800.
d	1400.		1195.	205.
e	560.		462.	98.
f	613.		750.	-137.
g	849.		1026.	-177.
h	1436.		1654.	-218.
i	3415.		3335.	80.
j	281.		307.	-26.
k	906.		1247.	-341.
l	241.		321.	-80.
m	455.		684.	-229.
n	54.		80.	-26.
o	482.		672.	-190.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-137.
b				-29.
c				800.
d				205.
e				98.
f				-137.
g				-177.
h				-218.
i				80.
j				-26.
k				-341.
l				-80.
m				-229.
n				-26.
o				-190.

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). If (loss), enter "-0-" in Part I, line 8	3	

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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	65 SH IAC INTERACTIVECORP	P	08/09/11	03/28/12
b	82 SH ILLUMINA INC	P	12/08/11	03/28/12
c	51 SH INCYTE CORPORATION	P	01/28/11	03/28/12
d	66 SH INFORMATICA CORP	P	01/28/11	03/28/12
e	9 SH INFORMATICA CORP	P	07/05/11	03/28/12
f	28 SH INFORMATICA CORP	P	07/05/11	06/15/12
g	2 SH INFORMATICA CORP	P	07/07/11	06/15/12
h	69 SH IRON MOUNTAIN INC	P	01/28/11	03/28/12
i	2 SH IRON MOUNTAIN INC	P	07/05/11	03/28/12
j	129 SH JABIL CIRCUIT INC	P	02/10/12	03/28/12
k	12 SH JABIL CIRCUIT INC	P	03/08/12	03/28/12
l	205 SH JANUS CAPITAL GROUP INC	P	02/10/12	03/28/12
m	47 SH JARDEN CORP	P	03/15/12	03/28/12
n	23 SH KAPSTONE PAPR AND PCKG	P	02/14/11	03/28/12
o	25 SH KAPSTONE PAPR AND PCKG	P	02/24/11	03/28/12

	(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	3171.		2381.	790.
b	4095.		2383.	1712.
c	984.		756.	228.
d	3412.		2994.	418.
e	465.		548.	-83.
f	1186.		1704.	-518.
g	85.		122.	-37.
h	1967.		1720.	247.
i	57.		69.	-12.
j	3247.		3177.	70.
k	302.		307.	-5.
l	1873.		1751.	122.
m	1868.		1859.	9.
n	465.		406.	59.
o	506.		408.	98.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				790.
b				1712.
c				228.
d				418.
e				-83.
f				-518.
g				-37.
h				247.
i				-12.
j				70.
k				-5.
l				122.
m				9.
n				59.
o				98.

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). If (loss), enter "-0-" in Part I, line 8	3	

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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	2 SH KAPSTONE PAPR AND PCKG	P	07/05/11	03/28/12
b	34 SH LENDER PROCESSING SERV	P	01/28/11	03/28/12
c	16 SH LENDER PROCESSING SERV	P	07/05/11	03/28/12
d	2 SH LENDER PROCESSING SERV	P	07/07/11	03/28/12
e	13 SH LENDER PROCESSING SERV	P	07/11/11	03/28/12
f	19 SH LENDER PROCESSING SERV	P	12/06/11	03/28/12
g	29 SH MERCADOLIBRE INC	P	01/28/11	03/28/12
h	13 SH MERCADOLIBRE INC	P	07/05/11	03/28/12
i	3 SH MERCADOLIBRE INC	P	07/11/11	03/28/12
j	14 SH METTLER-TOLEDO INTL INC	P	01/28/11	02/03/12
k	7 SH METTLER-TOLEDO INTL INC	P	07/05/11	02/03/12
l	6 SH METTLER-TOLEDO INTL INC	P	07/11/11	02/03/12
m	43 SH MOMENTA PHARMA INC	P	01/19/12	03/28/12
n	34 SH MOMENTA PHARMA INC	P	01/19/12	08/06/12
o	8 SH NORDSON CORP	P	03/14/11	03/28/12

	(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	40.		34.	6.
b	860.		1080.	-220.
c	405.		331.	74.
d	50.		39.	11.
e	329.		259.	70.
f	481.		369.	112.
g	2929.		1967.	962.
h	1313.		1066.	247.
i	303.		241.	62.
j	2562.		2068.	494.
k	1281.		1209.	72.
l	1098.		991.	107.
m	655.		833.	-178.
n	473.		659.	-186.
o	436.		426.	10.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				6.
b				-220.
c				74.
d				11.
e				70.
f				112.
g				962.
h				247.
i				62.
j				494.
k				72.
l				107.
m				-178.
n				-186.
o				10.

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). If (loss), enter "-0-" in Part I, line 8	3	

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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	36 SH NORDSON CORP	P	03/15/11	03/28/12
b	2 SH NORDSON CORP	P	07/05/11	03/28/12
c	74 SH NU SKIN ENTERPRS A	P	01/28/11	03/28/12
d	12 SH NU SKIN ENTERPRS A	P	07/05/11	03/28/12
e	31 SH NU SKIN ENTERPRS A	P	07/05/11	04/30/12
f	2 SH NU SKIN ENTERPRS A	P	07/07/11	04/30/12
g	5 SH NU SKIN ENTERPRS A	P	07/11/11	04/30/12
h	31 SH NU SKIN ENTERPRS A	P	07/11/11	07/17/12
i	52 SH NXP SEMICONDUCTORS NV	P	03/03/11	03/28/12
j	32 SH NXP SEMICONDUCTORS NV	P	03/24/11	03/28/12
k	4 SH NXP SEMICONDUCTORS NV	P	07/05/11	03/28/12
l	18 SH PANERA BREAD CO	P	09/20/11	03/28/12
m	61 SH PETSMART INC	P	01/28/11	03/28/12
n	3 SH PETSMART INC	P	07/05/11	03/28/12
o	26 SH POLARIS INDUSTRIES COM	P	01/17/12	03/28/12

	(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	1961.		1888.	73.
b	109.		112.	-3.
c	4356.		2239.	2117.
d	706.		458.	248.
e	1405.		1184.	221.
f	91.		79.	12.
g	227.		194.	33.
h	1449.		1203.	246.
i	1385.		1623.	-238.
j	852.		906.	-54.
k	107.		108.	-1.
l	2896.		2131.	765.
m	3487.		2449.	1038.
n	172.		138.	34.
o	1892.		1582.	310.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				73.
b				-3.
c				2117.
d				248.
e				221.
f				12.
g				33.
h				246.
i				-238.
j				-54.
k				-1.
l				765.
m				1038.
n				34.
o				310.

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). If (loss), enter "-0-" in Part I, line 8	3	

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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	60 SH RACKSPACE HOSTING INC	P	01/28/11	03/28/12
b	14 SH RACKSPACE HOSTING INC	P	07/05/11	03/28/12
c	16 SH RACKSPACE HOSTING INC	P	07/05/11	10/10/12
d	2 SH RACKSPACE HOSTING INC	P	07/07/11	10/10/12
e	10 SH RACKSPACE HOSTING INC	P	07/11/11	10/10/12
f	55 SH RIVERBED TECHNOLOGY INC	P	01/28/11	03/21/12
g	34 SH RIVERBED TECHNOLOGY INC	P	07/05/11	03/21/12
h	28 SH RIVERBED TECHNOLOGY INC	P	07/11/11	03/21/12
i	47 SH RIVERBED TECHNOLOGY INC	P	09/15/11	03/21/12
j	82 SH ROLLINS INC	P	01/28/11	03/28/12
k	7 SH ROLLINS INC	P	07/05/11	03/28/12
l	22 SH ROLLINS INC	P	07/05/11	10/25/12
m	11 SH ROLLINS INC	P	07/15/11	11/14/12
n	9 SH ROLLINS INC	P	07/11/11	11/14/12
o	19 SH ROLLINS INC	P	07/11/11	11/15/12

	(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	3473.		2046.	1427.
b	810.		619.	191.
c	1095.		708.	387.
d	137.		91.	46.
e	684.		430.	254.
f	1496.		1989.	-493.
g	925.		1338.	-413.
h	762.		1114.	-352.
i	1278.		1166.	112.
j	1729.		1556.	173.
k	148.		146.	2.
l	495.		459.	36.
m	241.		230.	11.
n	197.		188.	9.
o	411.		398.	13.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				1427.
b				191.
c				387.
d				46.
e				254.
f				-493.
g				-413.
h				-352.
i				112.
j				173.
k				2.
l				36.
m				11.
n				9.
o				13.

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). If (loss), enter "-0-" in Part I, line 8	3	

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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	10 SH ROLLINS INC	P	07/11/11	11/16/12
b	46 SH RYDER SYSTEM INC	P	01/28/11	03/28/12
c	2 SH RYDER SYSTEM INC	P	07/05/11	03/28/12
d	18 SH RYDER SYSTEM INC	P	07/05/11	06/13/12
e	20 SH RYDER SYSTEM INC	P	07/11/11	06/13/12
f	201 SH SANDRIDGE ENERGY INC	P	03/24/11	03/28/12
g	8 SH SANDRIDGE ENERGY INC	P	07/05/11	03/28/12
h	50 SH SENSATA TECH HLDNG BV	P	01/28/11	03/28/12
i	6 SH SENSATA TECH HLDNG BV	P	07/05/11	03/28/12
j	21 SH SENSATA TECH HLDNG BV	P	07/05/11	07/17/12
k	1 SH SENSATA TECH HLDNG BV	P	07/07/11	07/17/12
l	23 SH SENSATA TECH HLDNG BV	P	07/11/11	07/17/12
m	39 SH SIGNET JEWELERS LTD	P	01/28/11	03/28/12
n	19 SH SIGNET JEWELERS LTD	P	06/27/11	03/28/12
o	20 SH SIGNET JEWELERS LTD	P	07/05/11	03/28/12

	(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	215.		209.	6.
b	2428.		2212.	216.
c	106.		116.	-10.
d	741.		1040.	-299.
e	823.		1143.	-320.
f	1562.		2357.	-795.
g	62.		87.	-25.
h	1651.		1554.	97.
i	198.		233.	-35.
j	558.		816.	-258.
k	27.		39.	-12.
l	612.		859.	-247.
m	1908.		1624.	284.
n	930.		843.	87.
o	979.		954.	25.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				6.
b				216.
c				-10.
d				-299.
e				-320.
f				-795.
g				-25.
h				97.
i				-35.
j				-258.
k				-12.
l				-247.
m				284.
n				87.
o				25.

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).
If (loss), enter "-0-" in Part I, line 8 } 3

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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	87 SH SILGAN HLDGS INC	P	01/28/11	03/28/12
b	5 SH SILGAN HLDGS INC	P	07/05/11	03/28/12
c	18 SH SILGAN HLDGS INC	P	07/05/11	06/22/12
d	2 SH SILGAN HLDGS INC	P	07/05/11	06/25/12
e	43 SH SIRONA DENTAL SYSTEMS	P	01/28/11	03/28/12
f	2 SH SIRONA DENTAL SYSTEMS	P	07/05/11	03/28/12
g	17 SH SIRONA DENTAL SYSTEMS	P	07/05/11	07/17/12
h	1 SH SIRONA DENTAL SYSTEMS	P	07/07/11	07/17/12
i	18 SH SIRONA DENTAL SYSTEMS	P	07/11/11	07/17/12
j	69 SH SOLARWINDS INC	P	05/31/11	03/28/12
k	31 SH SOLARWINDS INC	P	07/05/11	03/28/12
l	1 SH SOLARWINDS INC	P	07/07/11	03/28/12
m	22 SH SOLARWINDS INC	P	07/11/11	03/28/12
n	9 SH SOLARWINDS INC	P	07/11/11	09/19/12
o	41 SH SOLARWINDS INC	P	08/31/11	09/19/12

	(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	3842.		3201.	641.
b	221.		207.	14.
c	786.		746.	40.
d	85.		83.	2.
e	2181.		1880.	301.
f	101.		109.	-8.
g	758.		930.	-172.
h	45.		56.	-11.
i	803.		983.	-180.
j	2653.		1677.	976.
k	1192.		794.	398.
l	38.		26.	12.
m	846.		556.	290.
n	537.		228.	309.
o	2447.		1038.	1409.

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				641.
b				14.
c				40.
d				2.
e				301.
f				-8.
g				-172.
h				-11.
i				-180.
j				976.
k				398.
l				12.
m				290.
n				309.
o				1409.

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). If (loss), enter "-0-" in Part I, line 8	3	

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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	45 SH TEMPUR PEDIC INTL INC	P	09/20/11	03/28/12
b	12 SH TEMPUR PEDIC INTL INC	P	09/20/11	08/30/12
c	23 SH TEMPUR PEDIC INTL INC	P	01/17/12	08/30/12
d	70 SH TIBCO SOFTWARE INC	P	02/10/11	03/28/12
e	24 SH TIBCO SOFTWARE INC	P	02/11/11	03/28/12
f	48 SH TIBCO SOFTWARE INC	P	07/05/11	03/28/12
g	2 SH TIBCO SOFTWARE INC	P	07/07/11	03/28/12
h	3 SH TIBCO SOFTWARE INC	P	07/11/11	03/28/12
i	24 SH TOWERS WATSON & CO	P	01/28/11	03/28/12
j	11 SH TOWERS WATSON & CO	P	07/05/11	03/28/12
k	11 SH TOWERS WATSON & CO	P	07/11/11	03/28/12
l	9 SH TOWERS WATSON & CO	P	08/03/11	03/28/12
m	68 SH TRACTOR SUPPLY CO	P	01/28/11	01/19/12
n	2 SH TRACTOR SUPPLY CO	P	07/05/11	01/19/12
o	25 SH TRACTOR SUPPLY CO	P	07/05/11	03/28/12

	(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	3718.		2811.	907.
b	377.		749.	-372.
c	723.		1338.	-615.
d	2170.		1762.	408.
e	744.		607.	137.
f	1488.		1464.	24.
g	62.		62.	0.
h	93.		90.	3.
i	1587.		1288.	299.
j	727.		727.	0.
k	727.		693.	34.
l	595.		547.	48.
m	5481.		3461.	2020.
n	161.		142.	19.
o	2261.		1772.	489.

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) Losses (from col (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a				907.
b				-372.
c				-615.
d				408.
e				137.
f				24.
g				0.
h				3.
i				299.
j				0.
k				34.
l				48.
m				2020.
n				19.
o				489.

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). If (loss), enter "-0-" in Part I, line 8	3	

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co.	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	2 SH TRACTOR SUPPLY CO	P	07/07/11	03/28/12
b	3 SH TRACTOR SUPPLY CO	P	07/11/11	03/28/12
c	37 SH TRIPADVISOR INC.	P	01/28/11	03/28/12
d	17 SH TRIPADVISOR INC.	P	03/24/11	03/28/12
e	3 SH TRIPADVISOR INC.	P	07/05/11	03/28/12
f	21 SH TRIPADVISOR INC	P	07/05/11	07/17/12
g	1 SH TRIPADVISOR INC	P	07/07/11	07/17/12
h	23 SH TRIPADVISOR INC	P	07/11/11	07/17/12
i	35 SH ULTA SALON COSMETICS & FRAGRANCE	P	02/14/11	01/12/12
j	2 SH ULTA SALON COSMETICS & FRAGRANCE	P	02/14/11	03/28/12
k	20 SH ULTA SALON COSMETICS & FRAGRANCE	P	07/05/11	03/28/12
l	28 SH UNDER ARMOUR INC	P	01/28/11	01/17/12
m	13 SH UNDER ARMOUR INC	P	07/05/11	01/17/12
n	13 SH UNDER ARMOUR INC	P	07/11/11	01/17/12
o	131 SH UNITED RENTALS INC	P	01/28/11	03/28/12

	(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	181.		145.	36.
b	271.		208.	63.
c	1271.		979.	292.
d	584.		396.	188.
e	103.		95.	8.
f	958.		662.	296.
g	46.		32.	14.
h	1049.		740.	309.
i	2483.		1508.	975.
j	186.		86.	100.
k	1857.		1324.	533.
l	2136.		1674.	462.
m	992.		1049.	-57.
n	992.		1002.	-10.
o	5447.		3553.	1894.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				36.
b				63.
c				292.
d				188.
e				8.
f				296.
g				14.
h				309.
i				975.
j				100.
k				533.
l				462.
m				-57.
n				-10.
o				1894.

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). If (loss), enter "-0-" in Part I, line 8	3	

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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	1 SH UNITED RENTALS INC	P	01/28/11	07/17/12
b	47 SH UNITED RENTALS INC	P	07/05/11	07/17/12
c	55 SH VERIFONE SYSTEMS INC	P	05/19/11	03/28/12
d	24 SH VERIFONE SYSTEMS INC	P	07/05/11	03/28/12
e	4 SH VERIFONE SYSTEMS INC	P	07/11/11	03/28/12
f	21 SH VERIFONE SYSTEMS INC	P	07/11/11	07/17/12
g	44 SH VERIFONE SYSTEMS INC	P	09/15/11	07/17/12
h	29 SH VOLCANO CORP	P	02/15/11	03/28/12
i	29 SH VOLCANO CORP	P	02/24/11	03/28/12
j	37 SH VOLCANO CORP	P	03/28/11	03/28/12
k	5 SH VOLCANO CORP	P	07/05/11	03/28/12
l	27 SH WABTEC	P	01/28/11	03/28/12
m	2 SH WABTEC	P	07/05/11	03/28/12
n	21 SH WALTER ENERGY INC	P	06/24/11	03/07/12
o	9 SH WALTER ENERGY INC	P	07/05/11	03/07/12

	(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	34.		27.	7.
b	1610.		1214.	396.
c	2793.		2496.	297.
d	1219.		1077.	142.
e	203.		175.	28.
f	747.		917.	-170.
g	1565.		1608.	-43.
h	816.		798.	18.
i	816.		760.	56.
j	1041.		930.	111.
k	141.		164.	-23.
l	1994.		1440.	554.
m	148.		134.	14.
n	1214.		2378.	-1164.
o	520.		1099.	-579.

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				7.
b				396.
c				297.
d				142.
e				28.
f				-170.
g				-43.
h				18.
i				56.
j				111.
k				-23.
l				554.
m				14.
n				-1164.
o				-579.

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). If (loss), enter "-0-" in Part I, line 8	3	

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05-01-12

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	1 SH WALTER ENERGY INC	P	07/07/11	03/07/12
b	9 SH WALTER ENERGY INC	P	07/11/11	03/07/12
c	80 SH WESTERN REFNG INC	P	08/03/11	03/28/12
d	46 SH WYNDHAM WORLDWIDE CORP	P	01/28/11	03/28/12
e	30 SH WYNDHAM WORLDWIDE CORP	P	03/24/11	03/28/12
f	32 SH WYNDHAM WORLDWIDE CORP	P	07/05/11	03/28/12
g	1 SH WYNDHAM WORLDWIDE CORP	P	07/05/11	09/18/12
h	1 SH WYNDHAM WORLDWIDE CORP	P	07/07/11	09/18/12
i	34 SH WYNDHAM WORLDWIDE CORP	P	07/11/11	09/18/12
j	8 SH WYNDHAM WORLDWIDE CORP	P	08/26/11	09/18/12
k	95 SH XL GROUP PLC	P	01/28/11	03/28/12
l	5 SH XL GROUP PLC	P	07/05/11	03/28/12
m	CAPITAL GAINS DIVIDENDS			
n				
o				

	(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	58.		117.	-59.
b	520.		1006.	-486.
c	1477.		1570.	-93.
d	2070.		1302.	768.
e	1350.		939.	411.
f	1440.		1114.	326.
g	53.		35.	18.
h	53.		35.	18.
i	1810.		1156.	654.
j	426.		237.	189.
k	2028.		2164.	-136.
l	107.		110.	-3.
m	517.			517.
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				-59.
b				-486.
c				-93.
d				768.
e				411.
f				326.
g				18.
h				18.
i				654.
j				189.
k				-136.
l				-3.
m				517.
n				
o				

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	209571.
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). If (loss), enter "-0-" in Part I, line 8	3	N/A

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05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
COLLEGE OF CHARLESTON WOMEN'S TENNIS 66 GEORGE STREET CHARLESTON, SC 29401			RECRUITING BUDGET IN HONOR OF KRISTIN NEWMAN	5000.
COLLEGE OF CHARLESTON SCHOOL OF THE ARTS 66 GEORGE STREET CHARLESTON, SC 29424-0001			MONDAY NIGHT CONCERT SERIES	1000.
COLLEGE OF CHARLESTON WOMEN'S GOLF 103 CALHOUN STREET CHARLESTON, SC 29401			DRIVE FOR CHAMPIONSHIPS	1000.
GIBBS MUSEUM OF ART 135 MEETING STREET CHARLESTON, SC 29401			SUPPORT OF DECORATIVE ARTS	1000.
HISTORIC CHARLESTON FOUNDATION 40 EAST BAY STREET CHARLESTON, SC 29401			DECORATIVE AND FINE ARTS GALLERY EXHIBITION	1000.
LOWCOUNTRY OPEN LAND TRUST 485 EAST BAY STREET CHARLESTON, SC 29401			HONOR OF J RUTLEDGE YOUNG, JR.	1000.
MUSC KITTY HOLT FOUNDATION 18 BEE ST, MSC 450 CHARLESTON, SC 29425			KITTY HOLT FOUNDATION	5000.
SC AQUARIUM 100 AQUARIUM WHARF CHARLESTON, SC 29401			HONOR OF DR TED STERN/HILTON SMITH	1000.
SPOLETO FESTIVAL USA 14 GEORGE STREET CHARLESTON, SC 29401			OPERATING BUDGET	10000.
ST PHILIPS CHURCH 142 CHURCH STREET CHARLESTON, SC 29401			RECTORS DISCRETIONARY FUND	500.
Total from continuation sheets				59000.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
TRIDENT UNITED WAY 6296 RIVERS AVENUE NORTH CHARLESTON, SC 29406			ANNUAL COMMUNITY CAMPAIGN	10000.
CHARLESTON SYMPHONY ORCHESTRA 756 ST ANDREWS BLVD CHARLESTON, SC 29407			GENERAL FUND	1000.
COLLEGE OF CHARLESTON WOMEN'S BASKETBALL 66 GEORGE STREET CHARLESTON, SC 29401			GENERAL FUND	2000.
COLLEGE OF CHARLESTON MEN'S BASKETBALL 66 GEORGE STREET CHARLESTON, SC 29401			GENERAL FUND/ADMIRAL'S CLUB	5000.
COLLEGE OF CHARLESTON FUND FOR ATHLETIC EXCELLENCE 66 GEORGE STREET CHARLESTON, SC 29401			CHALLANGE GRANT-2 TO 1 FOR SPORTS PSYCHOLOGIST/KINESIOLO	12000.
CHARLESTON COUNTY LIBRARY 68 CALHOUNS STREET CHARLESTON, SC 29401			CHARLESTON TELLS STORYTELLING FESTIVAL SILVER SPONSORSHIP	1500.
CRISIS MINISTRIES PO BOX 20038 CHARLESTON, SC 29413			IN HONOR OF LARRY BURTSCHY	1000.
Total from continuation sheets				

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05-01-12

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
MERRILL LYNCH #2GP-03224	56.
MERRILL LYNCH #2GP-03225	15.
MERRILL LYNCH #2GP-03323	3.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	74.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
MERRILL LYNCH #2GP-03224	6003.	0.	6003.
MERRILL LYNCH #2GP-03225	59162.	517.	58645.
MERRILL LYNCH #2GP-03323	2314.	0.	2314.
TOTAL TO FM 990-PF, PART I, LN 4	67479.	517.	66962.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
SEC LITIGATION SETTLEMENT	509.	509.	0.
TOTAL TO FORM 990-PF, PART I, LINE 11	509.	509.	0.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7975.	7178.	0.	797.
TO FORM 990-PF, PG 1, LN 16B	7975.	7178.	0.	797.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MGT FEES	20356.	18320.	0.	2036.
TO FORM 990-PF, PG 1, LN 16C	20356.	18320.	0.	2036.

FORM 990-PF TAXES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL INCOME TAX	1636.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	1636.	0.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MISCELLANEOUS EXPENSES	169.	152.	0.	17.
LIFE INSURANCE PREMIUM	7067.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	7236.	152.	0.	17.

FORM 990-PF CORPORATE STOCK STATEMENT 8

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
AFFILIATED MANAGERS GRP	1223.	1562.
AFLAC INC	0.	0.
AKAMAI TECHNOLOGIES INC	1841.	2700.
ALBEMARLE CORP	2088.	1864.
ALPS ALERIAN MLP EFT	36530.	35090.
APPLE COMPUTER INC	80217.	66522.
AUTOLIV INC	2627.	2898.

AUTONATION INC	1920.	1985.
BANK OF AMERICA CORP	36187.	33089.
BANK OF SC	28410.	112847.
BOEING COMPANY	0.	0.
CAREFUSION CORP SHS	0.	0.
CBRE GROUP INC	3396.	2766.
CHEVRON CORP	21827.	31361.
CISCO SYSTEMS INC	0.	0.
CORNING INC	0.	0.
CULLEN FRST BKRS PV	1868.	1791.
CYPRESS SEMICNDTR PV	0.	0.
DECKER OUTDOORS CORP	0.	0.
DEVY INC DEL	0.	0.
DICE HLDGS INC	1164.	762.
DU PONT E I DE NEMOURS	0.	0.
EATON VANCE RCHRD BRSTN	0.	0.
ENTEGRIS INC MINNESOTA	1584.	1469.
ENTERPRISE PRODUCTS PTRS LP	0.	0.
EXPEDIA INC	2199.	4178.
EXXON MOBIL CORP	0.	0.
F5 NETWORKS INC	0.	0.
FACTSET RESH SYS INC	0.	0.
GEN-PROBE INC DELAWARE	0.	0.
GOOGLE INC	77110.	106107.
HARMON INTL INDS INC	0.	0.
HEARTLAND PMT SYS INC	1221.	1711.
HELMERICH PAYNE INC	2211.	1848.
HERBALIFE LTD	0.	0.
HERTZ GLOBAL HOLDINGS	3133.	3221.
HOME INNS & HOTELS MGMT INC	0.	0.
IAC INTERACTIVECORP	2880.	3354.
ILLUMINA INC	1889.	3613.
INCYTE CORPORATION	815.	698.
INFORMATICA CORP	1780.	910.
INTL BUSINESS MACHINES	16305.	19155.
IRON MOUNTAIN INC	2187.	1958.
ISHARES TR DOW JONES US	0.	0.
JPMORGAN CHASE & CO	0.	0.
KAPSTONE PAPR AND PCKG	691.	910.
KIMBERLY CLARK	0.	0.
KRAFT FOODS INC VA CL A	0.	0.
LENDER PROCESSING SERV-INC	1283.	1625.
MARATHON OIL CORP	55588.	64386.
MERCADOLIBRE INC	2515.	2749.
METTLER-TOLEDO INTL INC	0.	0.
MICROSOFT CORP	53846.	53419.
NATIXIS GATEWAY FUND CL	0.	0.
NORDSON CORP	2091.	2335.
NU SKIN ENTERPRS	0.	0.
NVIDIA	0.	0.
NXP SEMICONDUCTORS N.V.	1831.	1869.
ORACLE CORP	51168.	60642.
PANERA BREAD CO CL A	1539.	2065.
PAYCHEX INC	938.	1088.

PEPSICO INC	43138.	47901.
PETSMART INC	2331.	3485.
PFIZER INC	0.	0.
QUALCOMM INC	25865.	34951.
RACKSPACE HOSTING INC	1645.	3045.
RIVERBED TECHNOLOGY INC	0.	0.
ROLLINS INC	0.	0.
RYDER SYSTEM INC	0.	0.
SANDRIDGE ENERGY INC	1814.	1092.
SEAGATE TECH PLC SHS	0.	0.
SENSATA TECH HLDG BV	0.	0.
SIGNET JEWELERS LTD	2641.	3311.
SILGAN HLDGS INC	2173.	2202.
SIRONA DENTAL SYSTEMS INC	0.	0.
SOLARWINDS INC	1241.	2570.
SPDR BARCLY CAPTL HIGH	0.	0.
TELEFONICA SA SPAIN ADR	0.	0.
TEMPUR PEDIC INTL INC	0.	0.
TIBCO SOFTWARE INC	2886.	2440.
TORONTO DOMINION BANK	0.	0.
TOWERS WATSON & CO CL A	2699.	2529.
TRACTOR SUPPLY CO	1736.	2209.
TRIPADVISOR INC SHS	0.	0.
TWO HARBORS INVT CORP	0.	0.
ULTA SALON COSMETICS & FRAGRAN.	1173.	1769.
UNDER ARMOUR INC	0.	0.
UNITED RENTALS INC	1411.	2595.
VANGUARD DIVIDEND	0.	0.
VERIFONE SYSTEMS INC	0.	0.
VODAFONE GROUP PLC	0.	0.
VOLCANO CORP	2552.	1865.
WABTEC	1517.	2013.
WALTER ENERGY INC	0.	0.
WESTERN REFNG INC	1276.	1832.
WYNDHAM WORLDWIDE INC	1217.	2182.
XL GROUP PLC SHS	1715.	1980.
AIR PRODUCTS&CHEM	35533.	37389.
APACHE CORP	55529.	49455.
BAXTER INTERNTL INC	34576.	44662.
BRISTOL-MYERS SQUIBB CO	32456.	32590.
CENTURYLINK INC	54857.	54768.
CONAGRA FOODS INC	52721.	60770.
EMERSON ELEC CO	54734.	58786.
INTEL CORP	63494.	60417.
JOHNSON CONTROLS INC	77874.	83729.
MCDONALDS CORP	34736.	34843.
PPL CORPORATION	52181.	53538.
PROCTOR & GAMBLE CO	52146.	58046.
SILVER WHEATON CORP	1486.	1804.
UNITED TECH CORP	71649.	79550.
FEDERATED PRUDENT BEAR FD	54943.	52374.
MAINSTAY MARKETFIELD FD	87967.	92955.
ALLIANCE DATA SYS CORP	2491.	2895.
CARDTRONICS INC	613.	546.

COINSTAR INC	2956.	2444.
DILLARDS INC	1434.	1592.
DOLBY LABORATORIES INC	2079.	1554.
DSW INC	1272.	1445.
EAGLE MATERIALS INC	1293.	1989.
ENERSYS	1008.	1091.
F E I COMPANY	1343.	1664.
FLEETCOR TECHNOLOGIS INC	1376.	1824.
GARTNER INC	2237.	2301.
GENOMIC HEALTH INC	668.	518.
HANGER INC	662.	684.
IXIA	1044.	1070.
JABIL CIRCUIT INC	2864.	2160.
JANUS CAPITAL GROUP INC	1426.	1423.
JARDEN CORP	2036.	2637.
LKQ CORP	962.	1139.
MYRIAD GENETICS INC	665.	708.
ONYX PHARMACEUTICALS	684.	755.
PAREXEL INTRL CORP	2189.	2249.
PENN NATL GAMING CORP	1252.	1424.
POLARIS INDUSTRIES	2001.	2524.
PVH CORP	1479.	1776.
ROBERTHALF INTL INC	1301.	1464.
SALLY BEAUTY HLDGS INC	971.	849.
SELECT MEDICAL HOLDINGS	667.	575.
TOTAL SYS SVCS INC	2583.	2335.
UNITED THERAPEUTICS CORP	1395.	1335.
UNIVERSAL HEALTH SVCS	1971.	2321.
VALMONT INDUSTRIES	1820.	2048.
WILLIAMS SONOMA INC	1463.	1488.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1468219.	1661021.

FORM 990-PF OTHER LIABILITIES STATEMENT 9

DESCRIPTION	BOY AMOUNT	EOY AMOUNT
UNEXPIRED CALL OPTIONS	7109.	1664.
TOTAL TO FORM 990-PF, PART II, LINE 22	7109.	1664.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 10

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
JOHN M. RIVERS, JR. 40 CALHOUN STREET, SUITE 500 CHARLESTON, SC 29413	PRESIDENT/DIRECTOR 0.00	0.	0.	0.
J. RUTLEDGE YOUNG, JR. 28 BROAD STREET CHARLESTON, SC 29401	VICE PRESIDENT/DIRECTOR 0.00	0.	0.	0.
A. BARON HOLMES, IV 216 TURKEY POINTE CIRCLE COLUMBIA, SC 29223	SECRETARY/DIRECTOR 0.00	0.	0.	0.
T. HEYWARD CARTER, JR PO BOX 369 CHARLESTON, SC 29402	ASSISTANT SECRETARY 0.00	0.	0.	0.
EDWARD H. DANIELL 631 ST ANDREWS BLVD CHARLESTON, SC 29407	TREASURER/DIRECTOR 0.00	0.	0.	0.
THOMAS WARING 40 CALHOUN STREET, SUITE 300 CHARLESTON, SC 29401	DIRECTOR 0.00	0.	0.	0.
ANNE T. POPE 68 MONTAGU STREET CHARLESTON, SC 29401	DIRECTOR 0.00	0.	0.	0.
DAVID H. MAYBANK 40 CALHOUN STREET, SUITE 300 CHARLESTON, SC 29401	DIRECTOR 0.00	0.	0.	0.
KAREN PHILLIPS 40 CALHOUN STREET, SUITE 300 CHARLESTON, SC 29401	DIRECTOR 0.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Form 8868 (Rev. January 2013)
Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [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

Type or print	Name of exempt organization or other filer, see instructions.	Employer identification number (EIN) or
File by the due date for filing your return See instructions	JOHN M RIVERS, JR. FOUNDATION	57-0907666
	Number, street, and room or suite no If a P O box, see instructions 40 CALHOUN STREET, NO. 500	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions CHARLESTON, SC 29403	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

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 ▶ RIVERS ENTERPRISES, INC. 400 CALHOUN ST. SUITE 500 - CHARLESTON, SC 29403
  Telephone No. ▶ 843-723-9900 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 AUGUST 15, 2013 , 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	$ 5115.
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	$ 2200.
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	$ 2915.

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