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 , 2012, and ending , 20

Name of foundation
THE DR. M. LEE PEARCE FOUNDATION, INC.

A Employer identification number
59-2424272

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
5601 N. DIXIE HIGHWAY, #411

B Telephone number (see instructions)
(954) 202-1998
EXT 242

City or town, state, and ZIP code
FORT LAUDERDALE, FL 33334

C If exemption application is pending, check here ▶ ☐

G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name change

D 1 Foreign organizations, check here ▶ ☐
2 Foreign organizations meeting the 85% test check here and attach computation ▶ ☐

H Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year *(from Part II, col (c), line 16)* ▶ $ 11,869,685.

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

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

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts grants etc received (attach schedule)	537,918.			
	2 Check ▶ ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	41,507.	41,507.		ATCH 1
	4 Dividends and interest from securities	133,463.	133,463.		ATCH 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-120,480.			
	b Gross sales price for all assets on line 6a 2,684,187.				
	7 Capital gain net income (from Part IV, line 2)		0		
	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) (attach schedule)				
	11 Other income (attach schedule) ATCH 3	15,906.	-7.		
	12 **Total** Add lines 1 through 11	608,314.	174,963.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0			
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)				
	c Other professional fees (attach schedule) *	143,187.	45,149.		3,840.
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 5	2,259.	2,234.		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule) ATCH 6	169,104.	282.		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	314,550.	47,665.		3,840.
	25 Contributions, gifts, grants paid	954,818.			954,818.
	26 **Total expenses and disbursements** Add lines 24 and 25	1,269,368.	47,665.		958,658.
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	-661,054.			
	b **Net investment income** (if negative, enter -0-)		127,298.		
	c **Adjusted net income** (if negative, enter -0-)				

SCANNED NOV 27 2013

JSA **For Paperwork Reduction Act Notice, see instructions.** *ATCH 4 Form **990-PF** (2012)
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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	10,335.	50,969.	50,969.
	2	Savings and temporary cash investments	477,460.	180,713.	180,713.
	3	Accounts receivable ▶			
		Less allowance for doubtful accounts ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accounts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule)			
	b	Investments - corporate stock (attach schedule) ATCH 7	8,462,755.	8,254,013.	8,997,895.
	c	Investments - corporate bonds (attach schedule) ATCH 8	1,408,352.	1,301,840.	1,285,366.
	11	Investments - land, buildings, and equipment basis ▶ 4,201. Less accumulated depreciation (attach schedule) ▶ 4,201.			ATCH 9
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule) ATCH 10	49,411.	46,672.	46,672.
	14	Land, buildings, and equipment basis ▶ Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶ ATCH 11)	1,300,873.	1,308,070.	1,308,070.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	11,709,186.	11,142,277.	11,869,685.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶ ATCH 12)	410.		
	23	**Total liabilities** (add lines 17 through 22)	410.	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ X			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	11,708,776.	11,142,277.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	11,709,186.	11,142,277.	

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	11,708,776.
2	Enter amount from Part I, line 27a	2	-661,054.
3	Other increases not included in line 2 (itemize) ▶ ATCH 13	3	94,918.
4	Add lines 1, 2, and 3	4	11,142,640.
5	Decreases not included in line 2 (itemize) ▶ ATCH 14	5	363.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	11,142,277.

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 }	2	-120,480.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	1,143,380.	12,240,882.	0.093407
2010	1,239,489.	12,504,598.	0.099123
2009	834,509.	12,432,989.	0.067121
2008	1,054,970.	15,505,631.	0.068038
2007	811,278.	15,068,123.	0.053841

2	**Total** of line 1, column (d)	2	0.381530
3	Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	0.076306
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	11,546,855.
5	Multiply line 4 by line 3	5	881,094.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	1,273.
7	Add lines 5 and 6	7	882,367.
8	Enter qualifying distributions from Part XII, line 4	8	958,658.

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	1,273.
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)				
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			2	
3	Add lines 1 and 2			3	1,273.
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	1,273.
6	Credits/Payments				
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	11,983.		
b	Exempt foreign organizations - tax withheld at source	6b			
c	Tax paid with application for extension of time to file (Form 8868)	6c			
d	Backup withholding erroneously withheld	6d			
7	Total credits and payments Add lines 6a through 6d			7	11,983.
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	10,710.
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 10,710. **Refunded** ▶			11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		X
	*If the answer is "Yes" to **1a** or **1b**, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities*			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ▶ $ ______ (2) On foundation managers ▶ $ ______			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ______			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
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) ▶ DE, FL,			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? 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

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

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

Website address ▶ N/A

14 The books are in care of ▶ PHYLLIS JOHNS Telephone no ▶ 954-202-1998
Located at ▶ 5601 N. DIXIE HIGHWAY, SUITE 411 FORT LAUDERDALE, FL ZIP+4 ▶ 33334

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.		Yes	No
1a During the year did the foundation (either directly or indirectly)			
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No			
b If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		
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)	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)*	3b		X
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)*

		Yes	No
5a	During the year did the foundation pay or incur any amount to		
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No		
	(4) Provide a grant to an organization other than a charitable, etc, organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? 5b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐		
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ 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? 7b		X

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 15		0	0	0

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

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

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

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

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

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

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

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 NOT APPLICABLE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NOT APPLICABLE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc, purposes		
a	Average monthly fair market value of securities	1a	8,352,540.
b	Average of monthly cash balances	1b	258,747.
c	Fair market value of all other assets (see instructions)	1c	3,111,408.
d	**Total** (add lines 1a, b, and c)	1d	11,722,695.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	11,722,695.
4	Cash deemed held for charitable activities Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	175,840.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	11,546,855.
6	**Minimum investment return.** Enter 5% of line 5	6	577,343.

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	577,343.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	1,273.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	1,273.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	576,070.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	576,070.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	576,070.

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	958,658.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc, purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	958,658.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	1,273.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	957,385.

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					576,070.
2 Undistributed income, if any, as of the end of 2012					
a Enter amount for 2011 only					
b Total for prior years 20 10 ,20 09 ,20 08					
3 Excess distributions carryover, if any, to 2012					
a From 2007					
b From 2008					
c From 2009					
d From 2010	529,613.				
e From 2011	534,702.				
f Total of lines 3a through e		1,064,315.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 958,658.					
a Applied to 2011, but not more than line 2a					
b Applied to undistributed income of prior years (Election required - see instructions)					
c Treated as distributions out of corpus (Election required - see instructions)					
d Applied to 2012 distributable amount					576,070.
e Remaining amount distributed out of corpus		382,588.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*					
6 **Enter the net total of each column as indicated below:**					
a Corpus Add lines 3f, 4c, and 4e Subtract line 5		1,446,903.			
b Prior years' undistributed income Subtract line 4b from line 2b					
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed					
d Subtract line 6c from line 6b Taxable amount - see instructions					
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions					
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013					
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)					
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)					
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		1,446,903.			
10 Analysis of line 9					
a Excess from 2008					
b Excess from 2009					
c Excess from 2010	529,613.				
d Excess from 2011	534,702.				
e Excess from 2012	382,588.				

Part XIV Private Operating Foundations (see instructions and Part VII-A, question 9) NOT APPLICABLE

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

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

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

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

1 Information Regarding Foundation Managers:

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

M. LEE PEARCE

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

N/A

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

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

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

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

c Any submission deadlines

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ATCH 16				
Total . . . . ▶ **3a**				954,818.
b *Approved for future payment*				
Total . . . . ▶ **3b**				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions.)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	41,507.	
4 Dividends and interest from securities			14	133,463.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-120,480.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b ATCH 17		-332.		-7.	16,245.
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		-332.		54,483.	16,245.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 70,396.

(See worksheet in line 13 instructions to verify calculations.)

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

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

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

M Lee Pearce 11/05/2013 CEO

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Jeffrey Mutnik	Jeffrey Mutnik CPA	11/3/13		P00047373
Firm's name ▶ BERKOWITZ POLLACK BRANT, LLP			Firm's EIN ▶ 59-2742314	
Firm's address ▶ 200 S. BISCAYNE BLVD., SIXTH FLOOR MIAMI, FL 33131			Phone no 305 379-7000	

JSA
2E1493 1 000
04M1HN 3307 11/3/2013 7:56:23 AM V 12-7F 3709

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

Schedule of Contributors

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

OMB No 1545-0047

2012

Name of the organization
THE DR. M. LEE PEARCE FOUNDATION, INC.

Employer identification number
59-2424272

Organization type (check one)

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

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

General Rule

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

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $______________

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

Name of organization THE DR. M. LEE PEARCE FOUNDATION, INC.

Employer identification number 59-2424272

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

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	M. LEE PEARCE, M.D. 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	$ 451,100.	Person [X] Payroll [ ] Noncash [X] (Complete Part II if there is a noncash contribution)
2	M. LEE PEARCE, M.D. 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	$ 82,500.	Person [X] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)
		$	Person [ ] Payroll [ ] Noncash [ ] (Complete Part II if there is a noncash contribution)

Name of organization THE DR. M. LEE PEARCE FOUNDATION, INC.

Employer identification number 59-2424272

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
1	10,000 SHARES TEVA PHARMECEUTICAL STOCK	$ 451,100.	01/31/2012

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

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

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

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

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

Name of organization THE DR. M. LEE PEARCE FOUNDATION, INC.

Employer identification number 59-2424272

Part III ***Exclusively*** **religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than $1,000 for the year.** Complete columns **(a)** through **(e)** and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **$1,000 or less** for the year (Enter this information once See instructions) ▶ $ ____________

Use duplicate copies of Part III if additional space is needed

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

(a) No from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
----			

(e) Transfer of gift

Transferee's name, address, and ZIP + 4	Relationship of transferor to transferee

FORM 990PF, PART I - INTEREST ON TEMPORARY CASH INVESTMENTS

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MONEY MARKET ACCOUNTS AND MISCELLANEOUS	889.	889.
GOLDMAN SACHS	35,267.	35,267.
WELLS FARGO	5,351.	5,351.
TOTAL	41,507.	41,507.

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

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
GOLDMAN SACHS	50,733.	50,733.
WELLS FARGO	82,730.	82,730.
TOTAL	133,463.	133,463.

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FROM BHI ISLANDWINDS, LLC	-332.	
FROM CORP. RESURGENCE PARTNERS IV	-7.	-7.
990-T REFUND	16,245.	
TOTALS	15,906.	-7.

FORM 990PF, PART I - OTHER PROFESSIONAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
PROFESSIONAL FEES	19,378.	3,840.	3,840.
ADVISORY FEE	41,309.	41,309.	
CONSULTING EXPENSE	82,500.		
TOTALS	143,187.	45,149.	3,840.

ATTACHMENT 5

FORM 990PF, PART I - TAXES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
FOREIGN TAX EXPENSE	2,234.	2,234.
ANNUAL FRANCHISE TAX	25.	
TOTALS	2,259.	2,234.

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
INSURANCE PREM NET OF CSV INCS	168,545.	
K-1 PORTFOLIO DEDUCTIONS	282.	282.
BANK CHARGES	48.	
DELIVERY CHARGES	229.	
TOTALS	169,104.	282.

ATTACHMENT 7

FORM 990PF, PART II - CORPORATE STOCK

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
QUELLOS STATEGIC PARTNERS, INC	1,869,497.	1,869,497.
GOLDMAN SACHS - FIXED INC. D	983,127.	1,104,533.
GOLDMAN SACHS - EQUITIES	3,194,912.	3,248,223.
GOLDMAN SACHS - HEDGE	600,000.	729,382.
WELLS FARGO TRUST - EQUITIES	1,305,994.	1,754,824.
WELLS FARGO TRUST - REAL ASSET	300,483.	291,436.
TOTALS	8,254,013.	8,997,895.

ATTACHMENT 8

FORM 990PF, PART II - CORPORATE BONDS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
WELLS FARGO TRUST - FIXED INC.	1,301,840.	1,285,366.
TOTALS	1,301,840.	1,285,366.

INVESTMENTS - LAND, BUILDINGS, EQUIPMENT

ATTACHMENT 9

		FIXED ASSET DETAIL				ACCUMULATED DEPRECIATION DETAIL			
ASSET DESCRIPTION	METHOD/ CLASS	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
OFFICE EQUIPMENT	M7	4,201			4,201	4,201			4,201
TOTALS		4,201			4,201	4,201			4,201

ATTACHMENT 10

FORM 990PF, PART II - OTHER INVESTMENTS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
BHI ISLANDWINDS,LLC	6,587.	6,587.
APPLIED SPECTRAL IMAGING	19,293.	19,293.
CARDIAC ASSIST TECH	20,360.	20,360.
CORPORATE RESURGENCE PARTNERS		
CORP. RESURGANCE PARTNERS LV	432.	432.
TOTALS	46,672.	46,672.

ATTACHMENT 11

FORM 990PF, PART II - OTHER ASSETS

DESCRIPTION	ENDING BOOK VALUE	ENDING FMV
CSV EQUIT. LIFE INS POLICIES	1,300,169.	1,300,169.
DIV. REC. - WELLS FARGO TRUST	6,288.	6,288.
DIV. REC. - GOLDMAN SACHS	1,613.	1,613.
TOTALS	1,308,070.	1,308,070.

ATTACHMENT 12

FORM 990PF, PART II - OTHER LIABILITIES

DESCRIPTION	ENDING BOOK VALUE
FOREIGN TAXES PAYABLE	
TOTALS	

ATTACHMENT 13

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

DESCRIPTION	AMOUNT
BOOK/TAX TEMPORARY TIMING DIFFERENCES	94,918.
TOTAL	94,918.

ATTACHMENT 14

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

DESCRIPTION	AMOUNT
BOOK/TAX PERMANENT DIFFERENCES	363.
TOTAL	363.

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

ATTACHMENT 15

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
CHARLES DOUGLAS ONE SOUTH DEARBORN CHICAGO, IL 60603	VICE CHAIRMAN, PRESIDENT	0	0	0
M. LEE PEARCE, M.D. 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	CHAIRMAN, CEO & DIRECTOR	0	0	0
JOSE VALLE 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	TREASURER & DIRECTOR	0	0	0
ROBERT POTTS 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	SR. VP & DIRECTOR	0	0	0
MARY DAMON 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	ASS'T SECRETARY & TREASURER	0	0	0
TIM LINCOLN 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	SECRETARY	0	0	0

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

ATTACHMENT 15 (CONT'D)

NAME AND ADDRESS	TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION			
SCOTT KENT 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	VICE PRESIDENT & DIRECTOR	0	0	0
ROBERT L. ACHOR 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	DIRECTOR	0	0	0
JEFFREY BIVINS 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	DIRECTOR	0	0	0
DALE RUSTED 5601 N. DIXIE HIGHWAY, #411 FORT LAUDERDALE, FL 33334	DIRECTOR	0	0	0
	GRAND TOTALS			

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 16

RECIPIENT NAME AND ADDRESS	RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR AND FOUNDATION STATUS OF RECIPIENT	PURPOSE OF GRANT OR CONTRIBUTION	AMOUNT
SEE ATTACHED STATEMENT		TO SUPPORT THE MISSION OF THE TAX EXEMPT ORGANIZATIONS	481,050
FOUNDATION OF AMERICAN ACADEMY OF OPHTHAMOLOGY 655 BEACH STREET SAN FRANCISCO, CA 94109-1336		TO SUPPORT THE MISSION OF THE TAX EXEMPT ORGANIZATION.	4,318
THE METROLPOLITAN OPERA - 10,000 SHS OF TEVA LINCOLN CENTER PLAZA NEW YORK, NY 10023		TO SUPPORT THE MISSION OF THE TAX EXEMPT ORGANIZATION	450,250
THE METROPOLITAN OPERA - 7,500 SHS OF LTS LINCOLN CENTER PLAZA NEW YORK, NY 10023		TO SUPPORT THE MISSION OF THE TAX EXEMPT ORGANIZATION	19,200
		TOTAL CONTRIBUTIONS PAID	954,818

THE DR. M. LEE PEARCE FOUNDATION, INC. 59-2424272

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
PARTNERSHIP INVESTMENT INCOME			14	-7.	
PARTNERSHIP UBTI	531390	-332.			
990-T REFUND					16,245.
TOTALS		-332.		-7.	16,245.

SCHEDULE D (Form 1041)

Department of the Treasury
Internal Revenue Service

Capital Gains and Losses

▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at *www.irs.gov/form1041*.

OMB No 1545-0092

2012

Name of estate or trust: THE DR. M. LEE PEARCE FOUNDATION, INC.

Employer identification number: 59-2424272

Note: *Form 5227 filers need to complete only Parts I and II*

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					

b	Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b	1b	21,427.
2	Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824	2	
3	Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts	3	
4	Short-term capital loss carryover Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet	4	( )
5	**Net short-term gain or (loss).** Combine lines 1a through 4 in column (f) Enter here and on line 13, column (3) on the back ▶	5	21,427.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a					

b	Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b	6b	-187,994.
7	Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824	7	
8	Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts	8	379.
9	Capital gain distributions	9	45,708.
10	Gain from Form 4797, Part I	10	
11	Long-term capital loss carryover Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet	11	( )
12	**Net long-term gain or (loss).** Combine lines 6a through 11 in column (f) Enter here and on line 14a, column (3) on the back ▶	12	-141,907.

Part III **Summary of Parts I and II**
Caution: *Read the instructions* ***before*** *completing this part*

			(1) Beneficiaries' (see instr)	(2) Estate's or trust's	(3) Total
13	**Net short-term gain or (loss)**	13			21,427.
14	**Net long-term gain or (loss):**				
a	Total for year	14a			-141,907.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht)	14b			
c	28% rate gain	14c			
15	**Total net gain or (loss).** Combine lines 13 and 14a ▶	15			-120,480.

Note: *If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a) If lines 14a and 15, column (2), are net gains, go to Part V, and* **do not** *complete Part IV If line 15, column (3), is a net loss, complete Part IV and the* **Capital Loss Carryover Worksheet,** *as necessary*

Part IV **Capital Loss Limitation**

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the **smaller** of
a The loss on line 15, column (3) **or** b $3,000 | 16 | (3,000.)

Note: *If the loss on line 15, column (3), is more than $3,000,* **or** *if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the* ***Capital Loss Carryover Worksheet*** *in the instructions to figure your capital loss carryover*

Part V **Tax Computation Using Maximum Capital Gains Rates**

Form 1041 filers. Complete this part **only** if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), **and** Form 1041, line 22, is more than zero

Caution: *Skip this part and complete the* ***Schedule D Tax Worksheet*** *in the instructions if*

- *Either line 14b, col (2) or line 14c, col (2) is more than zero, or*
- *Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero*

Form 990-T trusts. Complete this part **only** if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, **and** Form 990-T, line 34, is more than zero Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col (2) or line 14c, col (2) is more than zero

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17	
18	Enter the **smaller** of line 14a or 15 in column (2) but not less than zero	18	
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19	
20	Add lines 18 and 19	20	
21	If the estate or trust is filing Form 4952, enter the amount from line 4g, otherwise, enter -0- ▶	21	
22	Subtract line 21 from line 20 If zero or less, enter -0-	22	
23	Subtract line 22 from line 17 If zero or less, enter -0-	23	
24	Enter the **smaller** of the amount on line 17 or $2,400	24	
25	Is the amount on line 23 equal to or more than the amount on line 24? ☐ **Yes.** Skip lines 25 and 26, go to line 27 and check the "No" box ☐ **No.** Enter the amount from line 23	25	
26	Subtract line 25 from line 24	26	
27	Are the amounts on lines 22 and 26 the same? ☐ **Yes.** Skip lines 27 thru 30, go to line 31 ☐ **No.** Enter the smaller of line 17 or line 22	27	
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28	
29	Subtract line 28 from line 27	29	
30	Multiply line 29 by 15% (15)	30	
31	Figure the tax on the amount on line 23 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31	
32	Add lines 30 and 31	32	
33	Figure the tax on the amount on line 17 Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33	
34	**Tax on all taxable income.** Enter the **smaller** of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34	

SCHEDULE D-1 (Form 1041)

Department of the Treasury Internal Revenue Service

Continuation Sheet for Schedule D (Form 1041)

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

▶ Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041.

OMB No 1545-0092

2012

Name of estate or trust: THE DR. M. LEE PEARCE FOUNDATION, INC.

Employer identification number: 59-2424272

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
1a					
SEE ATTACHMENT A	VARIOUS	VARIOUS	270,345.	249,315.	21,030.
SEE ATTACHMENT B	VARIOUS	VARIOUS	312,050.	313,054.	-1,004.
SEE ATTACHMENT E	VARIOUS	VARIOUS	13,865.	12,464.	1,401.

1b **Total.** Combine the amounts in column (f) Enter here and on Schedule D, line 1b . . . . 21,427.

Name of estate or trust as shown on Form 1041 Do not enter name and employer identification number if shown on the other side | **Employer identification number**

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 sh 7% preferred of "Z" Co)	(b) Date acquired (mo , day, yr)	(c) Date sold (mo , day, yr)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) Subtract (e) from (d)
6a SEE ATTACHMENT C	VARIOUS	VARIOUS	120,671.	127,501.	-6,830.
SEE ATTACHMENT D	VARIOUS	VARIOUS	1,185,708.	1,248,537.	-62,829.
SEE ATTACHMENT F	VARIOUS	VARIOUS	729,492.	853,796.	-124,304.
CORPORATE RESURGENCE PARTNERS LV, LLC - EXCESS	11/01/2010	03/31/2012	5,969.		5,969.

6b Total. Combine the amounts in column (f) Enter here and on Schedule D, line 6b . . . . -187,994.

WELLS FARGO

PEARCE FDN

ATTACHMENT A
EIN: 59-2424272
FORM 990-PF
TAX YEAR: 2012

2012 Form 1099

Forms 1099 for 2012

1099-B Proceeds From Broker and Barter Exchange Transactions (OMB No. 1545-0715) **Copy B, For Recipient**

A schedule of your net gains and losses is shown below. Although we have shown quantity sold on the sales with either two decimal places, as a whole number, or as a fractional share, all of these amounts will be filed with the IRS as whole numbers per IRS publication 1220. Please note that if you have sold an asset for which we do not have cost basis information, it is either shown separately in the section entitled Cost Not Available or it may appear with a zero tax cost. Please review these carefully when preparing your return. Note also that an asterisk symbol (*) next to tax cost indicates that the tax cost has been adjusted for current year's return of capital. However, we have not made any adjustments to the cost basis of all partnerships. If applicable, we have shown IRC Section 988 translation gains and losses separately within the sales sections. Please note these gains or losses are not entitled to capital gains treatment. Rather, under IRC Section 988, they are either ordinary income or loss.

Proceeds from Short Term Covered Security Transactions

This category includes transactions that are short-term gain or loss on Form 1099-B, Box 1c. Form 1099-B, Box 6b is checked because this category includes only sales of covered securities. If applicable, transactions subject to wash sale are shown separately. If wash sales are not shown separately, your account has no wash sales in this category. For individual taxpayers, these transactions are reportable on Form 8949, Part I, Box A.

Short Term Covered Security Transactions (Form 8949, Part I, Box A)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
THE BANK OF NEW YORK MELLON C	BK	064058100	669	08/25/11	01/09/12	$13,815.52	$13,592 01	$223.51
COVIDIEN PLC	COV	G2554F113	287	09/15/11	01/09/12	$12,958.12	$13,736.42	$-778 30
AGILENT TECHNOLOGIES INC	A	00846U101	323	05/27/11	03/14/12	$14,478.96	$15,947 51	$-1,468 55
TIBCO SOFTWARE INC	TIBX	88632Q103	634	01/09/12	04/16/12	$20,781.16	$14,736.44	$6,044.72
FOOT LOCKER INC	FL	344849104	117	09/15/11	06/13/12	$3,555.37	$2,538.58	$1,016.79
DUKE ENERGY HOLDING CORP. COI	DUK	26441C204	0.33	09/15/11	07/13/12	$22.12	$19.38	$2.74
ALLIANCE DATA SYS CORP	ADS	018581108	142	11/07/11	07/25/12	$18,029.33	$14,620.35	$3,408.98

WELLS FARGO

PEARCE FDN

2012 Form 1099

Short Term Covered Security Transactions (Form 8949, Part I, Box A)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
W. R. GRACE & CO COM	GRA	38388F108	277	05/14/12	07/25/12	$14,256.87	$15,946.06	$-1,689.19
SYMANTEC CORP	SYMC	871503108	249	06/13/12	07/25/12	$3,640.30	$3,592.22	$48.08
FIFTH THIRD BANCORP	FITB	316773100	1210	11/07/11	07/25/12	$16,540.32	$14,781.24	$1,759 08
DENBURY RESOURCES	DNR	247916208	853	03/14/12	07/25/12	$12,393.81	$16,638.45	$-4,244.64
GNC HOLDINGS INC	GNC	36191G107	500	02/21/12	07/25/12	$18,554.58	$16,429.45	$2,125.13
FOOT LOCKER INC	FL	344849104	530	09/15/11	07/25/12	$17,378.31	$11,499.57	$5,878.74
QUESTCOR PHARMACEUTICALS INC	QCOR	74835Y101	348	01/09/12	07/25/12	$15,753.60	$14,775.56	$978.04
FEDEX CORPORATION	FDX	31428X106	189	04/16/12	08/07/12	$17,032.38	$16,685.09	$347.29
E M C CORP MASS	EMC	268648102	628	09/15/11	08/07/12	$16,936.84	$14,185.52	$2,751.32
DUKE ENERGY HOLDING CORP. CON	DUK	26441C204	241	09/15/11	08/07/12	$16,404 52	$14,018.76	$2,385.76
HERBALIFE LTD	HLF	G4412G101	98	06/13/12	08/07/12	$5,182 13	$4,437.38	$744.75
HERBALIFE LTD	HLF	G4412G101	245	09/15/11	08/07/12	$12,955.33	$14,020.10	$-1,064.77
METLIFE INC	MET	59156R108	163	06/13/12	09/18/12	$5,791.26	$4,832.88	$958.38
CISCO SYSTEMS INC	CSCO	17275R102	296	06/13/12	09/18/12	$5,632.75	$4,958.62	$674.13
JPMORGAN CHASE & CO	JPM	46625H100	94	06/13/12	10/03/12	$3,836.99	$3,253.85	$583.14
CONOCOPHILLIPS	COP	20825C104	77	05/14/12	10/03/12	$4,414.31	$4,069.38	$344.93
Total short term gain/loss from covered security transactions not subject to wash sale:						$270,344.88	$249,314.82	$21,030.06

Total short term gain/loss from covered security transactions:	**Gross Proceeds**	**Tax Cost**	**Gain or Loss**	**Loss Disallowed**	**Net Gain or Loss**
Report each transaction on Form 8949, Part I, Box A	**$270,344.88**	**$249,314.82**	**$21,030.06**	**$0.00**	**$21,030.06**

WELLS FARGO

PEARCE FDN

ATTACHMENT B
EIN 59-2424272
FORM 990-PF
TAX YEAR. 2012

2012 Form 1099

Short Term Noncovered Security Transactions (Form 8949, Part I, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
FED NATL MTG ASSN 1.250% 7		3135G0BU6	25000	08/02/11	01/18/12	$25,000.00	$25,062.50	$-62.50
FED FARM CREDIT BK 2.800% 2		31331KCF5	20000	02/16/11	02/16/12	$20,000.00	$20,000.00	$0.00
FED HOME LN BK 1.300% 3		3133735Z1	25000	07/25/11	03/28/12	$25,000.00	$25,141 75	$-141.75
FED FARM CREDIT BK 2.700% 4		31331KHG8	35000	05/13/11	04/18/12	$35,000.00	$35,364.00	$-364.00
FED FARM CREDIT BK 1.620% 4		31331KHF0	35000	05/26/11	04/25/12	$35,000.00	$35,314.62	$-314.62
FED HOME LN MTG CORP 1.450% 4		3134G3TR1	20000	04/26/12	07/25/12	$20,025.86	$20,030.00	$-4.14
FED NATL MTG ASSN 1.050% 8		3136FRP80	25000	08/24/11	07/25/12	$24,920.05	$25,000.00	$-79.95
FED HOME LN MTG CORP 1.750% 8		3134G2XP2	25000	08/17/11	07/25/12	$24,910.95	$25,186.00	$-275 05
FED FARM CREDIT BK 1.230% 5		3133EAPB8	15000	06/07/12	07/25/12	$14,936.38	$15,019.50	$-83 12
FED NATL MTG ASSN 1.625% 10		31398A4M1	20000	03/27/12	07/25/12	$20,750.26	$20,578.08	$172.18
FED NATL MTG ASSN 0.500% 10		3136G0FF3	25000	05/02/12	07/25/12	$24,792.75	$24,995.00	$-202 25
FED FARM CREDIT BK 1.625% 11		31331KHW3	20000	03/27/12	07/25/12	$20,601.60	$20,561.28	$40.32
FED HOME LN MTG CORP 2.000% 8		3137EACW7	20000	03/27/12	07/25/12	$21,111.70	$20,801.48	$310.22
Total short term gain/loss from noncovered security transactions not subject to wash sale:						$312,049.55	$313,054.21	$-1,004.66

Total short term gain/loss from noncovered security transactions:	Gross Proceeds	Tax Cost	Gain or Loss	Loss Disallowed	Net Gain or Loss
Report each transaction on Form 8949, Part I, Box B	**$312,049.55**	**$313,054.21**	**$-1,004.66**	**$0.00**	**$-1,004.66**

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PEARCE FDN

ATTACHMENT C
EIN 59-2424272
FORM 990-PF
TAX YEAR 2012

2012 Form 1099

Long Term Covered Security Transactions (Form 8949, Part II, Box A)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition (Box 1b)	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis (Box 3)	Net gain or loss
CBS CORP NEW	CBS	124857202	158	04/20/11	06/13/12	$4,990.64	$3,893.69	$1,096.95
ROCKWOOD HLDGS INC	ROC	774415103	334	04/20/11	07/25/12	$13,894.08	$16,331.10	$-2,437.02
RAYMOND JAMES FINL INC	RJF	754730109	417	03/08/11	07/25/12	$13,589.72	$16,196.61	$-2,606.89
SYMANTEC CORP	SYMC	871503108	821	05/27/11	07/25/12	$12,002.74	$15,941.44	$-3,938.70
WABCO HOLDINGS INC	WBC	92927K102	253	01/18/11	07/25/12	$12,568.75	$15,542.09	$-2,973.34
UNITEDHEALTH GROUP INC	UNH	91324P102	298	07/13/11	08/07/12	$15,561.24	$15,595.03	$-33.79
METLIFE INC	MET	59156R108	365	05/27/11	09/18/12	$12,968.15	$15,981.67	$-3,013.52
NATIONAL OILWELL INC COM	NOV	637071101	196	03/08/11	09/18/12	$16,422.47	$15,574.63	$847.84
CBS CORP NEW	CBS	124857202	505	04/20/11	09/18/12	$18,672.96	$12,445.02	$6,227.94
Total long term gain/loss from covered security transactions not subject to wash sale:						$120,670.75	$127,501.28	$-6,830.53

	Gross Proceeds	Tax Cost	Gain or Loss	Loss Disallowed	Net Gain or Loss
Total long term gain/loss from covered security transactions:					
Report each transaction on Form 8949, Part II, Box A	$120,670.75	$127,501.28	$-6,830.53	$0.00	$-6,830.53

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PEARCE FDN

ATTACHMENT D
EIN. 59-2424272
FORM 990-PF
TAX YEAR: 2012

2012 Form 1099

Long Term Noncovered Security Transactions (Form 8949, Part II, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
3M CO	MMM	88579Y101	180	11/09/09	01/09/12	$15,062.47	$13,798.89	$1,263.58
APPLE COMPUTER INC COM	AAPL	037833100	16	07/12/10	01/09/12	$6,776.83	$4,173.55	$2,603.28

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2012 Form 1099

PEARCE FDN

Long Term Noncovered Security Transactions (Form 8949, Part II, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
PIMCO MODERATE DURATION-INST	PMDRX	693390593	8466.6	02/04/10	01/11/12	$90,000 00	$89,915 33	$84.67
GOLDMAN SACHS GRTH OPP FD-I 11	GGOIX	38142Y401	3292.36	09/28/09	01/11/12	$75,000.00	$62,423 20	$12,576.80
PIMCO REAL RETURN BOND FD-I 12	PRRIX	693391104	4205.21	08/14/07	01/11/12	$50,000.00	$44,617.32	$5,382.68
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	852.1	09/28/09	01/11/12	$5,709.07	$6,348.15	$-639.08
JPMORGAN HIGH YIELD FUND SS 35	OHYFX	4812C0803	1255.35	08/04/08	01/11/12	$9,678.73	$9,302 13	$376.60
JPMORGAN HIGH YIELD FUND SS 35	OHYFX	4812C0803	397.35	03/12/08	01/11/12	$3,063.58	$3,000.00	$63.58
JPMORGAN HIGH YIELD FUND SS 35	OHYFX	4812C0803	941 34	08/14/07	01/11/12	$7,257.69	$7,737.78	$-480.09
PIMCO COMMODITY REAL RET STRA	PCRIX	722005667	3625.51	08/04/08	01/11/12	$24,290 93	$62,866 38	$-38,575 45
AMERIPRISE FINL INC	AMP	03076C106	285	02/09/10	02/21/12	$16,029.54	$10,788.96	$5,240.58
APPLE COMPUTER INC COM	AAPL	037833100	6	07/12/10	03/14/12	$3,486.42	$1,565 08	$1,921.34
UNION PACIFIC CORP	UNP	907818108	158	11/10/10	04/16/12	$17,079 99	$14,307.69	$2,772.30
PHILLIPS 66	PSX	718546104	114	08/17/07	05/14/12	$3,560 35	$4,142.74	$-582.39
DANAHER CORP	DHR	235851102	328	11/04/10	05/14/12	$17,518.35	$14,675.61	$2,842.74
FED FARM CREDIT BK 2.590% 6		31331JQD8	25000	09/01/10	06/08/12	$25,000 00	$25,732.50	$-732.50
HOME DEPOT INC	HD	437076102	165	03/30/09	06/13/12	$8,517.80	$3,825.48	$4,692.32
ROSS STORES INC	ROST	778296103	118	05/09/08	06/13/12	$7,636.67	$2,064.81	$5,571.86
JPMORGAN HIGH YIELD FUND SS 35	OHYFX	4812C0803	379.27	12/09/10	07/06/12	$3,000.00	$3,087 23	$-87.23
FED FARM CREDIT BK 4.150% 5		31331QK22	50000	11/29/07	07/25/12	$51,234.79	$49,913.20	$1,321.59
FED HOME LN MTG CORP 1.375% 1		3137EACG2	50000	12/01/09	07/25/12	$50,266.50	$49,951.50	$315.00
FED HOME LN BK 1.875% 6		3133XXYX9	35000	02/10/11	07/25/12	$35,516.25	$35,596 75	$-80.50
LAZARD EMERGING MKTS PTFL 638	LZEMX	52106N889	6685.11	08/04/08	07/25/12	$118,259.57	$145,000.00	$-26,740.43
IAC/INTERACTIVECORP	IACI	44919P508	358	08/26/10	07/25/12	$17,888.85	$8,852.52	$9,036.33
LAZARD EMERGING MKTS PTFL 638	LZEMX	52106N889	88.65	03/12/08	07/25/12	$1,568.25	$2,000.00	$-431 75
LAZARD EMERGING MKTS PTFL 638	LZEMX	52106N889	35.61	08/14/07	07/25/12	$629 94	$827.58	$-197 64
HARBOR INTERNATION FD INST 201	HAINX	411511306	2162.94	08/14/07	07/25/12	$116,906.85	$142,580.95	$-25,674.10
HARBOR INTERNATION FD INST 201	HAINX	411511306	487.14	03/12/08	07/25/12	$26,329.76	$32,000.00	$-5,670 24

WELLS FARGO

PEARCE FDN

2012 Form 1099

Long Term Noncovered Security Transactions (Form 8949, Part II, Box B)

Description (Box 8)	Symbol (Box 1d)	Cusip	Quantity sold (Box 1e)	Date of acquisition	Sale date (Box 1a)	Sales price less commissions (Box 2a)	Cost or other basis	Net gain or loss
ARTIO INTERNATIONAL EQ FD II 1	JETIX	04315J837	8166.95	08/14/07	07/25/12	$77,504.35	$130,997.87	$-53,493.52
ARTIO INTERNATIONAL EQ FD II 1	JETIX	04315J837	2039.52	03/12/08	07/25/12	$19,355.01	$32,000.00	$-12,644.99
TYCO INTERNATIONAL LTD NEW	TYC	H89128104	394	09/24/09	08/07/12	$22,370 85	$13,323.78	$9,047.07
AMGEN INC	AMGN	031162100	197	12/15/08	08/07/12	$16,165.47	$11,400.94	$4,764.53
ACE LIMITED	ACE	H0023R105	204	08/17/07	08/07/12	$14,932.48	$11,613.70	$3,318.78
WELLS FARGO INTL ADV FUND-IS 4	ESICX	94985D582	880 28	02/04/10	08/07/12	$10,096.83	$10,000.00	$96.83
WELLS FARGO INTL ADV FUND-IS 4	ESICX	94985D582	463.69	09/27/07	08/07/12	$5,318.57	$5,202.65	$115.92
UNITED TECHNOLOGIES CORP	UTX	913017109	198	08/17/07	08/07/12	$15,477.33	$14,313.42	$1,163.91
ROSS STORES INC	ROST	778296103	252	05/09/08	08/07/12	$17,233 92	$4,409.60	$12,824.32
MCKESSON CORP	MCK	58155Q103	182	10/19/09	08/07/12	$16,110.45	$11,157.15	$4,953.30
CARDINAL HEALTH INC COM	CAH	14149Y108	401	03/18/10	08/07/12	$15,799 04	$14,265.66	$1,533.38
VERIZON COMMUNICATIONS	VZ	92343V104	435	11/04/10	08/07/12	$19,335 35	$14,520.87	$4,814.48
CISCO SYSTEMS INC	CSCO	17275R102	632	06/03/09	09/18/12	$12,026 69	$12,153.30	$-126.61
INTEL CORP	INTC	458140100	680	10/17/07	09/18/12	$15,850 44	$18,041.42	$-2,190.98
HALLIBURTON CO	HAL	406216101	307	11/04/10	09/18/12	$11,263.57	$10,080.38	$1,183.19
CONOCOPHILLIPS	COP	20825C104	228	08/17/07	10/03/12	$13,070.94	$13,939.94	$-869 00
JPMORGAN CHASE & CO	JPM	46625H100	368	08/17/07	10/03/12	$15,021.42	$17,468.96	$-2,447.54
MICROSOFT CORP	MSFT	594918104	545	08/17/07	10/03/12	$16,202 48	$15,210.95	$991.53
BRISTOL MYERS SQUIBB CO	BMY	110122108	501	01/24/08	10/03/12	$16,813.17	$11,556.87	$5,256.30
EXXON MOBIL CORPORATION	XOM	30231G102	151	08/17/07	10/03/12	$13,826.76	$12,680.98	$1,145.78
JOHNSON & JOHNSON	JNJ	478160104	212	08/17/07	10/03/12	$14,663 71	$13,103.72	$1,559.99
Total long term gain/loss from noncovered security transactions not subject to wash sale:						$1,185,708.01	$1,248,537.49	$-62,829 48

Total long term gain/loss from noncovered security transactions:	Gross Proceeds	Tax Cost	Gain or Loss	Loss Disallowed	Net Gain or Loss
Report each transaction on Form 8949, Part II, Box B	**$1,185,708.01**	**$1,248,537.49**	**$-62,829.48**	**$0.00**	**$-62,829.48**

Tax Year	Account No	Legal Name
2012	010-45089-8	THE DR. M LEE PEARCE

ATTACHMENT E
EIN: 59-2424272
FORM 990-PF
TAX YEAR: 2012

REALIZED GAINS AND LOSSES

SHORT-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Short-Term Gains (Losses)							
SPDR S&P 500 ETF TRUST (78462F103)	12/01/2011	04/25/2012	100 00	13,865 19	0.00	12,464 01	1,401 18
Net NonCovered Short-Term Gains (Losses)				**13,865.19**	**0.00**	**12,464.01**	**1,401.18**

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

ATTACHMENT F
EIN. 59-2424272
FORM 990-PF
TAX YEAR 2012

Tax Year	Account No	Legal Name
2012	010-45089-8	THE DR M. LEE PEARCE

REALIZED GAINS AND LOSSES

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
EKSPORTFINANS ASA LINKED TO ASIAN FX BASK VS USD 0% COUPON DUE JAN 2012 STRUCTURED NOTE (28264QU36)	12/01/2010	01/10/2012	100,000 00	97,631.26	0.00	100,000 00	(2,368 74)
RABOBANK NEDERLAND, UTRECHT LNKD TO ISHARES FTSE/CHINA 0% COUPON DUE 5/7/2012 STRUCTURED NOTE (21686C605)	10/12/2009	05/07/2012	80 00	80,000 00	0.00	80,000 00	0 00
THE GOLDMAN SACHS GROUP, INC LINKED TO SP GSCI AGRICULTURE 0% DUE 09/07/2012 STRUCTURED NOTE (38143URT0)	02/28/2011	09/07/2012	50,000.00	50,000 00	0.00	50,000 00	0 00
FHLB 4 500000% 11/15/2012 MN (3133MTZL5)	09/18/2009	11/15/2012	100,000.00	100,000 00	(8,498 30)	100,000 00	0 00
FHLB 4.500000% 11/15/2012 MN (3133MTZL5)	04/05/2007	11/15/2012	150,000 00	150,000 00	0 00	148,348.50	1,651.50
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF (464287465)	11/08/2007	11/21/2012	500.00	26,581 90	0.00	41,721 65	(15,139.75)
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF (464287465)	12/06/2007	12/26/2012	490 00	27,596 67	0 00	40,839 74	(13,243 07)

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

Goldman Sachs

REALIZED GAINS AND LOSSES (Continued)

Supplemental Information - Consult your Form 1099 for tax reporting purposes

LONG-TERM GAINS (LOSSES)

Description (Product Identifier)	Date Acquired or Sold Short	Date Sold or Covered	Quantity	Sale Proceeds [5]	Total accretion (Amortization)	Cost Basis [4]	Total Gain (Loss)
NonCovered Long-Term Gains (Losses)							
ISHARES TR-ISHARES MSCI EAFE INDEX FUND ETF (464287465)	11/08/2007	12/26/2012	3,510 00	197,682 27	0.00	292,885.99	(95,203 72)
Net NonCovered Long-Term Gains (Losses)				**729,492.10**	**(8,498.30)**	**853,795.88**	**(124,303.78)**

[4] Basis may have been increased by accruals of market discount and/or original issue discount or decreased by premium amortization This increase or decrease of basis assumes the investor has elected to include market discount in income currently and/or amortize premium currently You should consult with your own tax advisor to determine your correct basis

[5] Sale Proceeds may have been adjusted by an option premium due to an option assignment

THE DR M LEE PEARCE FOUNDATION, INC
CASH CONTRIBUTIONS MADE-2012

Contributions
2012

Amount

The Metropolitan Opera		140,550
The Metropolitan Opera		100,000
Mariinsky Foundation of America		50,000
Harvard Medical School		25,000
Tufts University		15,000
Cummings School of Veterinary Medicine at Tufts University		15,000
White Nights Foundation		12,500
Friends of FAI		10,000
Alexis De Tocquerville/United Way		10,000
Friends of FAI		10,000
Salzburg Festival Society		10,000
American Enterprise Institute		5,000
Casa Italiana		5,000
M D Schneberger Memorial Foundation		5,000
Marine Corps Scholarship Foundation		5,000
National Foundation Advancement of the Arts		5,000
WPBT-Channel 2		5,000
"189" Class Central High School		3,000
American Friends of the Hebrew University		2,500
American Museum of Natural History		2,500
Dranoff International Competition		2,500
Florida International University		2,500
Metropolitan Museum of Art		2,500
Miami City Ballet		2,500
Miami Dade College		2,500
United Negro College Fund		2,500
Villa Nazareth		2,500
WNET/Channel 13		2,500
ACLM Foundation		1,000
American Fund for Westminister Abbey		1,000
Bonnet House		1,000
The Buoniconti Fund to Cure Paralysis		1,000
Clinton County Historical Society		1,000
Colonial Williamsburg		1,000
Emory University		1,000
Good Shepherd Services		1,000
International Festival Society		1,000
Jackson Laboratory		1,000
James Madison Institute		1,000
Los Angeles Philharmonic		1,000
Milford Historical Society		1,000
NAACP		1,000
National Geographical Society		1,000
National Hispanic Foundation for the Arts		1,000
National Trust for Historic Preservation		1,000
Project Hope		1,000
Salvation Army		1,000
Smithsonian Institute		1,000
St Judes Childrens Research Hospital		1,000
USS Constitution Museum		1,000
Valley View Foundation		1,000
Wagner Society		1,000
Zoological Society of Florida		1,000
Total Cash Contributions - 2012		$ 481,050

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property: Gross sale price less expenses of sale	Kind of Property: Depreciation allowed/ allowable	Description: Cost or other basis	Description: FMV as of 12/31/69	Description: Adj basis as of 12/31/69	Description: Excess of FMV over adj basis	P or D	Date acquired / Gain or (loss)	Date sold
		TOTAL LONG-TERM COMMON TRUST FUND AND PARTNERSHIP, S CORPORATION, AND OTHER ESTATES OR TRUST GAIN OR LOSS					379.	
		TOTAL CAPITAL GAIN DISTRIBUTIONS					45,708.	
		SEE ATTACHMENT A PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
270,345.		249,315.					21,030.	
		SEE ATTACHMENT B PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
312,050.		313,054.					-1,004.	
		SEE ATTACHMENT C PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
120,671.		127,501.					-6,830.	
		SEE ATTACHMENT D PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
1,185,708.		1,248,537.					-62,829.	
		SEE ATTACHMENT E PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
13,865.		12,464.					1,401.	
		SEE ATTACHMENT F PROPERTY TYPE: SECURITIES				P	VARIOUS	VARIOUS
729,492.		853,796.					-124,304.	
		CORPORATE RESURGENCE PARTNERS LV, LLC -					11/01/2010	03/31/2012
5,969.							5,969.	
TOTAL GAIN(LOSS)							-120,480.	