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Form **990-PF**

Return of Private Foundation or Section 4947(a)(1) Nonexempt Charitable Trust Treated as a Private Foundation

OMB No 1545-0052

2012Department of the Treasury
Internal Revenue Service

Note The foundation may be able to use a copy of this return to satisfy state reporting requirements

Open to Public Inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation THE BOB ALLEN FAMILY FOUNDATION		A Employer identification number 59-6914582
Number and street (or P O box number if mail is not delivered to street address) 305 PALM STREET	Room/suite	B Telephone number (see instructions) 407-876-3554
City or town, state, and ZIP code WINDERMERE FL 34786		C If exemption application is pending, check here <input type="checkbox"/>
G Check all that apply: <input type="checkbox"/> Initial return <input checked="" type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1 Foreign organizations, check here <input type="checkbox"/> 2 Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 705,803	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify)	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>
(Part I, column (d) must be on cash basis.)		

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)	3,363			
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	1,686	1,686	1,686	
	4 Dividends and interest from securities	16,320	16,320	16,320	
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	14,217			
	b Gross sales price for all assets on line 6a	284,725			
	7 Capital gain net income (from Part IV, line 2)		14,217		
	8 Net short-term capital gain			0	
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less: Cost of goods sold					
c Gross profit or (loss) (attach schedule)					
11 Other income (attach schedule)					
12 Total. Add lines 1 through 11	35,586	32,223	18,006		
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) STMT 1	550			
	c Other professional fees (attach schedule)				
	17 Interest				
	18 Taxes (attach schedule) (see instructions) STMT 2	1,127	1,127		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (att sch) STMT 3	11,807	10,321		
	24 Total operating and administrative expenses. Add lines 13 through 23	13,484	11,448	0	0
	25 Contributions, gifts, grants paid	46,000			46,000
26 Total expenses and disbursements. Add lines 24 and 25	59,484	11,448	0	46,000	
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements	-23,898				
b Net investment income (if negative, enter -0-)		20,775			
c Adjusted net income (if negative, enter -0-)			18,006		

For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

25

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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		38,409	4,321	4,321
	2	Savings and temporary cash investments				
	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 ▶	0			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments – U S and state government obligations (attach schedule)				
	b	Investments – corporate stock (attach schedule) SEE STMT 4		517,544	522,149	662,701
	c	Investments – corporate bonds (attach schedule) SEE STMT 5		35,475	41,060	38,781
	11	Investments – land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶				
	12	Investments – mortgage loans				
	13	Investments – other (attach schedule)				
	14	Land, buildings, and equipment basis ▶ Less: accumulated depreciation (attach sch) ▶				
	15	Other assets (describe ▶)				
	16	Total assets (to be completed by all filers – see the instructions. Also, see page 1, item I)		591,428	567,530	705,803
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 ▶)				
	23	Total liabilities (add lines 17 through 22)		0	0	
Net Assets or Fund Balances		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ▶ <input checked="" type="checkbox"/>				
	24	Unrestricted		591,428	567,530	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input type="checkbox"/>				
	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)		591,428	567,530	
	31	Total liabilities and net assets/fund balances (see instructions)		591,428	567,530	

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	591,428
2	Enter amount from Part I, line 27a	2	-23,898
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	567,530
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) – Part II, column (b), line 30	6	567,530

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 NEUBERGER BERMAN LLC		P	VARIOUS	VARIOUS
b NEUBERGER BERMAN LLC		P	VARIOUS	VARIOUS
c NEUBERGER BERMAN LLC				
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 93,441		99,379	-5,938
b 189,792		171,129	18,663
c 1,492			1,492
d			
e			

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
a			-5,938
b			18,663
c			1,492
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	14,217
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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

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

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

N/A

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			
2010			
2009			
2008			
2007			

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

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 <input type="checkbox"/> 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 <input type="checkbox"/> and enter 1% of Part I, line 27b	1	416
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	416
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	416
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	
b	Exempt foreign organizations – tax withheld at source	6b	
c	Tax paid with application for extension of time to file (Form 8868)	6c	
d	Backup withholding erroneously withheld	6d	
7	Total credits and payments. Add lines 6a through 6d	7	
8	Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8	
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	416
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	
11	Enter the amount of line 10 to be. Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>	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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? If the answer is "Yes" to 1a or 1b , attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. \$ _____ (2) On foundation managers \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) 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	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

N/A

Part VII-A Statements Regarding Activities (continued)

11 At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	<input type="checkbox"/>	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	<input type="checkbox"/>	X
13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	<input type="checkbox"/>

14 The books are in care of ► **CT ALLEN** Telephone no ► **407-876-1678**
305 PALM STREET
 Located at ► **WINDERMERE** FL ZIP+4 ► **34786**

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** ► ☐

16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►	16	Yes <input type="checkbox"/>	No X
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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) <div style="margin-left: 20px;"> (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>			
b If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here <div style="text-align: right;"> N/A ► <input type="checkbox"/> </div>	1b		
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? <div style="text-align: right;"> N/A </div>	1c		
2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): <div style="margin-left: 20px;"> a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ► 20 , 20 , 20 , 20 <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement – see instructions) N/A c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ► 20 , 20 , 20 , 20 </div>	2b		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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? 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? <div style="text-align: right;"> X </div>	4a		X
	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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	N/A	5b		
Organizations relying on a current notice regarding disaster assistance check here	<input type="checkbox"/>			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?	N/A <input type="checkbox"/> Yes <input type="checkbox"/> No			
If "Yes," attach the statement required by Regulations section 53.4945–5(d).				
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	N/A	7b		

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 6				

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

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

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

0

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

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

Part IX-A Summary of Direct Charitable Activities

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

	Expenses
1 N/A	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
All other program-related investments. See instructions.	
3	
Total. Add lines 1 through 3	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	672,324
b	Average of monthly cash balances	1b	21,365
c	Fair market value of all other assets (see instructions)	1c	0
d	Total (add lines 1a, b, and c)	1d	693,689
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	693,689
4	Cash deemed held for charitable activities. Enter 1½% of line 3 (for greater amount, see instructions)	4	10,405
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	683,284
6	Minimum investment return. Enter 5% of line 5	6	34,164

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	34,164
2a	Tax on investment income for 2012 from Part VI, line 5	2a	416
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	416
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	33,748
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	33,748
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	33,748

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	46,000
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	46,000
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	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	46,000

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				33,748
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years: 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e				
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 46,000				
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				33,748
e Remaining amount distributed out of corpus	12,252			
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	12,252			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount – see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount – see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	12,252			
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	12,252			

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

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

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

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

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

1 Information Regarding Foundation Managers:

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

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

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:
Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

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

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

c Any submission deadlines:
N/A

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

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

Recipient	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
Name and address (home or business)				
a Paid during the year				
TOWN OF WINDERMERE 614 MAIN STREET WINDERMERE FL 34786			DONATION	35,000
LIFE PATH HOSPICE 3725 UPPER CREEK DRIVE RUSKIN FL 33573			DONATION	1,000
ORLANDO BALLET 1111 N. ORANGE AVENUE ORLANDO FL 32804			DONATION	500
GLOBAL PEACE FILM FESTIVAL 1000 UNIVERSAL STUDIOS PL ORLANDO FL 32819			DONATION	5,000
GARDEN THEATRE 160 WEST PLANT STREET WINTER GARDEN FL 34787			DONATION	1,000
ROPER YMCA 100 WINDERMERE ROAD WINTER GARDEN FL 34787			DONATION	1,000
FL UNITED METHODIST FOUNDATION P.O. BOX 3549 LAKELAND FL 33802			DONATION	2,500
Total			► 3a	46,000
b Approved for future payment N/A				
Total			► 3b	

Federal Statements**Statement 1 - Form 990-PF, Part I, Line 16b - Accounting Fees**

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
ACCOUNTING FEES	\$ 550	\$	\$	\$
TOTAL	\$ 550	\$ 0	\$ 0	\$ 0

Statement 2 - Form 990-PF, Part I, Line 18 - Taxes

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
FOREIGN TAX	\$ 1,127	\$ 1,127	\$	\$
TOTAL	\$ 1,127	\$ 1,127	\$ 0	\$ 0

Statement 3 - Form 990-PF, Part I, Line 23 - Other Expenses

Description	Total	Net Investment	Adjusted Net	Charitable Purpose
EXPENSES	\$	\$	\$	\$
ADVISORY FEES	10,291	10,291		
ADR FEES	30	30		
ADMINISTRATIVE COSTS	1,486			
TOTAL	\$ 11,807	\$ 10,321	\$ 0	\$ 0

Federal Statements**Statement 4 - Form 990-PF, Part II, Line 10b - Corporate Stock Investments**

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
EQUITIES	\$ 517,544	\$ 522,149	COST	\$ 662,701
TOTAL	\$ 517,544	\$ 522,149		\$ 662,701

Statement 5 - Form 990-PF, Part II, Line 10c - Corporate Bond Investments

Description	Beginning of Year	End of Year	Basis of Valuation	Fair Market Value
BONDS	\$ 35,475	\$ 41,060	COST	\$ 38,781
TOTAL	\$ 35,475	\$ 41,060		\$ 38,781

02217 THE BOB ALLEN FAMILY FOUNDATION

59-6914582

FYE: 12/31/2012

Federal Statements

Statement 6 - Form 990-PF, Part VIII, Line 1 - List of Officers, Directors, Trustees, Etc.

Name and Address	Title	Average Hours	Compensation	Benefits	Expenses
ROLLIE RAE ALLEN 611 WEST 2ND AVENUE WINDERMERE FL 34786	PRESIDENT	2.00	0	0	0
BUCK ALLEN 110 LAUGHING OAK LANE #107 WILMINGTON NC 28401	VICE PRESIDE	2.00	0	0	0
RICK ALLEN 305 PALM STREET WINDERMERE FL 34786	TREASURER	2.00	0	0	0
CT ALLEN 305 PALM STREET WINDERMERE FL 34786	SECRETARY	2.00	0	0	0
BOB ALLEN 9222 CHARLES E LIMPUS RD ORLANDO FL 32836	DIRECTOR	1.00	0	0	0
PAM ALLEN 9222 CHARLES E LIMPUS RD ORLANDO FL 32836	DIRECTOR	1.00	0	0	0

Federal Statements

FYE: 12/31/2012

Taxable Interest on Investments

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
NEUBERGER BERMAN	\$ 934		14		
NEUBERGER BERMAN OID	752		14		
TOTAL	<u>\$ 1,686</u>				

Taxable Dividends from Securities

<u>Description</u>	<u>Amount</u>	<u>Unrelated Business Code</u>	<u>Exclusion Code</u>	<u>Postal Code</u>	<u>US Obs (\$ or %)</u>
NEUBERGER BERMAN LLC	\$ 16,320		14		
TOTAL	<u>\$ 16,320</u>				

Capital Gains

THE BOB ALLEN FAMILY FOUNDATION INC
ATT ROLLIE R ALLEN 305 PALM STREET
WINDERMERE FL 34786-8546

Capital Gains Summary From 01/01/2012 To 12/31/2012	
Description	Totals
Short Term Gain/Loss	-5,938.44
Long Term Gain/Loss	20,154.90
Total Short Sale Gain/Loss	0.00
Discount Income	0.00
Total Capital Gains/Losses	14,216.46
Adjusted Basis	270,902.60
Proceeds	285,119.06
Total Curr Gain/Loss	0.00

EQUITIES - COVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
02/03/2012	03/09/2012	100.00	0.00	ANR	ALPHA NATURAL RESOURCES INC	22.769	16.575	2,276.86	1,657.42	ST	-619.44	0.00	2,276.86	0.00	0.00
10/05/2011	03/09/2012	500.00	0.00	ANR	ALPHA NATURAL RESOURCES INC	19.309	16.575	9,654.30	8,287.10	ST	-1,367.20	0.00	9,654.30	0.00	0.00
05/16/2011	03/29/2012	200.00	0.00	CTL	CENTURYLINK INC	42.523	38.609	8,504.56	7,721.57	ST	-782.99	0.00	8,504.56	0.00	0.00
02/02/2012	03/29/2012	150.00	0.00	CTL	CENTURYLINK INC	36.958	38.609	5,543.67	5,791.17	ST	247.50	0.00	5,543.67	0.00	0.00
04/21/2011	04/10/2012	25.00	0.00	BLK	BLACKROCK INC CL A	197.737	199.627	4,943.43	4,990.56	ST	47.13	0.00	4,943.43	0.00	0.00
07/12/2011	05/09/2012	400.00	0.00	SLW	SILVER WHEATON CORP	36.540	26.316	14,616.16	10,526.16	ST	-4,090.00	0.00	14,616.16	0.00	0.00

05/18/2011	05/10/2012	150.00	0.00	FTI	FMC TECHNOLOGIE S INC	42.297	45.064	6,344.51	6,759.52	ST	415.01	0.00	6,344.51	0.00	0.00
10/31/2011	05/23/2012	75.00	0.00	VMI	VALMONT INDUSTRIES INC	85.928	114.785	6,444.62	8,608.70	ST	2,164.08	0.00	6,444.62	0.00	0.00
01/17/2012	06/06/2012	250.00	0.00	CY	CYPRESS SEMICONDUCTOR CORP	17.543	13.202	4,385.65	3,300.45	ST	-1,085.20	0.00	4,385.65	0.00	0.00
09/05/2011	07/10/2012	1,000.00	0.00	SATS.SP	***SATS LTD SGD0.10	1.879	2.193	1,878.96	2,192.82	ST	313.86	0.00	1,878.96	0.00	0.00
08/27/2012	11/02/2012	250.00	0.00	EXC	EXELON CORP	37.182	32.476	9,295.43	8,118.85	ST	-1,176.58	0.00	9,295.43	0.00	0.00
01/12/2012	11/21/2012	350.00	0.00	POT	***POTASH CORP OF SASKATCHEWAN INC	43.082	38.142	15,078.66	13,349.25	ST	-1,729.41	0.00	15,078.66	0.00	0.00
ST - TERM TOTAL		3,450.00						88,966.81	81,303.57	ST	-7,663.24	0.00	88,966.81	0.00	0.00
01/25/2011	05/01/2012	50.00	0.00	KUB	***KUBOTA CORP-ADR	52.110	47.710	2,605.52	2,385.46	LT	0.00	-220.06	2,605.52	0.00	0.00
02/15/2011	05/01/2012	100.00	0.00	FTI	FMC TECHNOLOGIE S INC	43.883	47.742	4,388.25	4,774.09	LT	0.00	385.84	4,388.25	0.00	0.00
01/10/2011	05/10/2012	200.00	0.00	FTI	FMC TECHNOLOGIE S INC	42.726	45.064	8,545.20	9,012.70	LT	0.00	467.50	8,545.20	0.00	0.00
02/15/2011	05/10/2012	50.00	0.00	FTI	FMC TECHNOLOGIE S INC	43.883	45.064	2,194.13	2,253.17	LT	0.00	59.04	2,194.13	0.00	0.00
03/07/2011	08/08/2012	150.00	0.00	SNY	SANOFI AVENTIS SPONSORED ADR	35.346	41.482	5,301.88	6,222.21	LT	0.00	920.33	5,301.88	0.00	0.00
03/07/2011	08/17/2012	250.00	0.00	SNY	SANOFI AVENTIS SPONSORED ADR	35.346	40.991	8,836.48	10,247.60	LT	0.00	1,411.12	8,836.48	0.00	0.00
07/14/2011	08/30/2012	1,500.00	0.00	TWE AU	***TREASURY WINE ESTATES	3.730	4.745	5,594.86	7,117.45	LT	0.00	1,522.59	5,594.86	0.00	0.00
LT - TERM TOTAL		2,300.00						37,466.32	42,012.68	LT	0.00	4,546.36	37,466.32	0.00	0.00
SECTION TOTAL		5,750.00						126,433.13	123,316.25		-7,663.24	4,546.36	126,433.13	0.00	0.00

EQUITIES - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
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07/12/2011	02/08/2012	200.00	0.00	AINV	APOLLO INVESTMENT CORPORATIO	10.024	7.085	2,004.74	1,417.03	ST	-587.71	0.00	2,004.74	0.00	0.00
ST - TERM		200.00			N										
TOTAL		200.00													
08/14/2009	02/08/2012	1,200.00	0.00	AINV	APOLLO INVESTMENT CORPORATIO	8.996	7.085	10,794.96	8,502.19	LT	0.00	-2,292.77	10,794.96	0.00	0.00
08/18/2008	03/20/2012	650.00	0.00	TE	TECO ENERGY INC	16.861	17.545	10,959.65	11,403.85	LT	0.00	444.20	10,959.65	0.00	0.00
06/04/2010	04/10/2012	600.00	0.00	IVZ	INVESCO LTD	18.231	24.731	10,938.54	14,838.32	LT	0.00	3,899.78	10,938.54	0.00	0.00
03/04/2009	04/19/2012	50.00	0.00	PM	PHILIP MORRIS INTERNATION AL	32.790	86.507	1,639.49	4,325.26	LT	0.00	2,685.77	1,639.49	0.00	0.00
12/27/2006	04/24/2012	200.00	0.00	EXC	EXELON CORP	61.960	37.907	12,392.00	7,581.13	LT	0.00	-4,810.87	12,392.00	0.00	0.00
08/31/2010	04/24/2012	200.00	0.00	EXC	EXELON CORP	40.572	37.907	8,114.34	7,581.13	LT	0.00	-533.21	8,114.34	0.00	0.00
10/12/2010	04/26/2012	150.00	0.00	GG	***GOLDCORP INC NEW	43.998	38.463	6,599.77	5,769.38	LT	0.00	-830.39	6,599.77	0.00	0.00
10/11/2010	04/26/2012	50.00	0.00	UPS	UNITED PARCEL SVC INC CL B	67.224	77.288	3,361.21	3,864.29	LT	0.00	503.08	3,361.21	0.00	0.00
04/06/2010	05/01/2012	50.00	0.00	KUB	***KUBOTA CORP-ADR	46.719	47.710	2,335.93	2,385.46	LT	0.00	49.53	2,335.93	0.00	0.00
09/11/2009	05/22/2012	100.00	0.00	UPS	UNITED PARCEL SVC INC CL B	58.581	74.954	5,858.14	7,495.28	LT	0.00	1,637.14	5,858.14	0.00	0.00
10/11/2010	05/22/2012	75.00	0.00	UPS	UNITED PARCEL SVC INC CL B	67.224	74.954	5,041.82	5,621.46	LT	0.00	579.64	5,041.82	0.00	0.00
02/19/2010	06/06/2012	700.00	0.00	CY	CYPRESS SEMICONDUCT OR CORP	12.160	13.202	8,511.93	9,241.26	LT	0.00	729.33	8,511.93	0.00	0.00
01/19/2010	06/08/2012	250.00	0.00	SE	SPECTRA ENERGY CORP	22.833	27.900	5,708.37	6,974.94	LT	0.00	1,266.57	5,708.37	0.00	0.00
07/02/2010	07/10/2012	5,000.00	0.00	SATS SP	***SATS LTD SGD0.10	1.968	2.193	9,838.09	10,964.11	LT	0.00	1,126.02	9,838.09	0.00	0.00
03/04/2009	10/18/2012	50.00	0.00	PM	PHILIP MORRIS INTERNATION AL	32.790	88.426	1,639.49	4,421.20	LT	0.00	2,781.71	1,639.49	0.00	0.00
01/19/2010	10/23/2012	250.00	0.00	SE	SPECTRA ENERGY CORP	22.833	28.987	5,708.38	7,246.63	LT	0.00	1,538.25	5,708.38	0.00	0.00
10/29/2010	11/19/2012	100.00	0.00	SNY	SANOFI AVENTIS SPONSORED ADR	34.984	43.213	3,498.42	4,321.20	LT	0.00	822.78	3,498.42	0.00	0.00

06/18/2009	11/21/2012	150.00	0.00	POT	***POTASH CORP OF SASKATCHEW AN INC	31.751	38.142	4,762.69	5,721.11	LT	0.00	958.42	4,762.69	0.00	0.00
07/22/2008	12/06/2012	50.00	0.00	BGEFF	***BUNGE LIMITED PERPETUAL PREF SHS CONV	121.750	101.510	6,087.50	5,075.38	LT	0.00	-1,012.12	6,087.50	0.00	0.00
LT - TERM		9,875.00						123,790.72	133,333.58		0.00	9,542.86	123,790.72	0.00	0.00
TOTAL															
SECTION		10,075.00						125,795.46	134,750.61		587.71	9,542.86	125,795.46	0.00	0.00
TOTAL															

FIXED INCOME - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
12/04/2008	03/20/2012	10,000.00	0.00	BGG28	BILL BARRETT CORPORATIO N CONVERTIBLE SENIOR NOTES 5.00000% 03/15/2028 06846NAA2 MS 15	65.500	100.000	6,550.00	10,000.00	LT	0.00	3,450.00	6,550.00	0.00	0.00
LT - TERM		10,000.00						6,550.00	10,000.00	LT	0.00	3,450.00	6,550.00	0.00	0.00
TOTAL															
SECTION		10,000.00						6,550.00	10,000.00		0.00	3,450.00	6,550.00	0.00	0.00
TOTAL															

REAL ESTATE INVESTMENT TRUST - COVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
10/18/2011	07/30/2012	5,000.00	0.00	SURVF	***SUNTEC REIT NPV	0.920	1.143	4,597.80	5,714.98	ST	1,117.18	0.00	4,597.80	0.00	0.00
06/04/2012	09/04/2012	200.00	0.00	WY	WEYERHAEUS ER CO	19.049	25.026	3,809.71	5,005.04	ST	1,195.33	0.00	3,809.71	0.00	0.00
LT - TERM		5,200.00						8,407.51	10,720.02	ST	2,312.51	0.00	8,407.51	0.00	0.00
TOTAL															
SECTION		5,200.00						8,407.51	10,720.02		2,312.51	0.00	8,407.51	0.00	0.00
TOTAL															

2A STCG 99399.06 93440.62 2593844

2B LTG 17125.24 189991.56 18663.72

12124.28

REAL ESTATE INVESTMENT TRUST - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
06/26/2007	04/12/2012	8,400.00	0.00	405 HK	***YUEXIU	0.395	0.529	3,322.20	4,445.70	LT	0.00	1,123.50	3,322.20	0.00	0.00
REAL ESTATE															
LT - TERM		8,400.00						3,322.20	4,445.70	LT	0.00	1,123.50	3,322.20	0.00	0.00
TOTAL															
SECTION		8,400.00						3,322.20	4,445.70		0.00	1,123.50	3,322.20	0.00	0.00
TOTAL															

CAPITAL GAIN DIVIDENDS - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
CAPITAL GAIN DIVIDENDS	02/22/2012	0.29		HCP	HCP INC			0.00	0.29	LT	0.00	0.29	0.00	0.00	0.00
NONCOVE RED															
CAPITAL GAIN DIVIDENDS	02/22/2012	0.94		HCP	HCP INC			0.00	0.94	LT	0.00	0.94	0.00	0.00	0.00
NONCOVE RED															
CAPITAL GAIN DIVIDENDS	02/24/2012	3.60		ACC	AMERICAN CAMPUS COMMUNITIES INC			0.00	3.60	LT	0.00	3.60	0.00	0.00	0.00
NONCOVE RED															
CAPITAL GAIN DIVIDENDS	02/24/2012	0.28		ACC	AMERICAN CAMPUS COMMUNITIES INC			0.00	0.28	LT	0.00	0.28	0.00	0.00	0.00
NONCOVE RED															
CAPITAL GAIN DIVIDENDS	03/02/2012	84.00		PCL	PLUM CREEK TIMBER CO INC COM			0.00	84.00	LT	0.00	84.00	0.00	0.00	0.00
NONCOVE RED															
CAPITAL GAIN DIVIDENDS	03/15/2012	54.15		WY	WEYERHAEUS ER CO			0.00	54.15	LT	0.00	54.15	0.00	0.00	0.00
NONCOVE RED															

CAPITAL	03/30/2012	RYN	RAYONIERING	140.00	0.00	140.00	0.00	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										
CAPITAL	05/22/2012	HCP	HCP INC	0.94	0.00	0.94	0.00	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										
CAPITAL	05/22/2012	HCP	HCP INC	0.29	0.00	0.29	0.00	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										
CAPITAL	05/29/2012	ACC	AMERICAN CAMPUS COMMUNITIES INC	3.60	0.00	3.60	0.00	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										
CAPITAL	05/29/2012	ACC	AMERICAN CAMPUS COMMUNITIES INC	0.28	0.00	0.28	0.00	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										
CAPITAL	05/31/2012	PCL	PLUM CREEK TIMBER CO INC	84.00	0.00	84.00	0.00	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										
CAPITAL	06/01/2012	WY	WEYERHAEUS ERCO	54.15	0.00	54.15	0.00	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										
CAPITAL	06/29/2012	RYN	RAYONIERING	140.00	0.00	140.00	0.00	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										

CAPITAL	08/21/2012	0.29	HCP	HCP INC	0.00	0.29	LT	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										
CAPITAL	08/21/2012	0.94	HGP	HGP INC	0.00	0.94	LT	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										
CAPITAL	08/21/2012	0.91	VNO	VORNADO REALTY TRUST	0.00	0.91	LT	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										
CAPITAL	08/21/2012	14.73	VNO	VORNADO REALTY TRUST	0.00	14.73	LT	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										
CAPITAL	08/28/2012	0.28	AGC	AMERICAN CAMPUS COMMUNITIES INC	0.00	0.28	LT	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										
CAPITAL	08/28/2012	3.60	AGC	AMERICAN CAMPUS COMMUNITIES INC	0.00	3.60	LT	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										
CAPITAL	08/31/2012	84.00	POL	PLUM CREEK TIMBER CO INC	0.00	84.00	LT	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										
CAPITAL	09/14/2012	99.15	WY	WEYERHAEUS ER CO	0.00	99.15	LT	0.00	0.00	0.00
GAIN										
DIVIDENDS										
NONCOVE										
RED										

CAPITAL	09/28/2012	30.24	PLD	PROLOGIS INC	0.00	30.24	LT	0.00	0.00	0.00	0.00
GAIN											
DIVIDENDS											
NONCOVE											
RED											
CAPITAL	09/28/2012	10.68	PLD	PROLOGIS INC	0.00	10.68	LT	0.00	0.00	0.00	0.00
GAIN											
DIVIDENDS											
NONCOVE											
RED											
CAPITAL	09/28/2012	154.00	RYN	RAYONIER INC	0.00	154.00	LT	0.00	0.00	0.00	0.00
GAIN											
DIVIDENDS											
NONCOVE											
RED											
CAPITAL	11/19/2012	14.73	VNO	VORNADO REALTY TRUST	0.00	14.73	LT	0.00	0.00	0.00	0.00
GAIN											
DIVIDENDS											
NONCOVE											
RED											
CAPITAL	11/19/2012	0.31	VNO	VORNADO REALTY TRUST	0.00	0.31	LT	0.00	0.00	0.00	0.00
GAIN											
DIVIDENDS											
NONCOVE											
RED											
CAPITAL	11/20/2012	0.94	HCP	HCP INC	0.00	0.94	LT	0.00	0.00	0.00	0.00
GAIN											
DIVIDENDS											
NONCOVE											
RED											
CAPITAL	11/20/2012	0.29	HCP	HCP INC	0.00	0.29	LT	0.00	0.00	0.00	0.00
GAIN											
DIVIDENDS											
NONCOVE											
RED											
CAPITAL	11/27/2012	0.28	ACC	AMERICAN CAMPUS COMMUNITIES INC	0.00	0.28	LT	0.00	0.00	0.00	0.00
GAIN											
DIVIDENDS											
NONCOVE											
RED											

CAPITAL GAIN DIVIDENDS NONCOVE RED	11/27/2012	3.60	ACC	AMERICAN CAMPUS COMMUNITIES INC	0.00	3.60	LT	0.00	0.00	0.00	0.00
CAPITAL GAIN DIVIDENDS NONCOVE RED	11/30/2012	84.00	PCL	PLUM CREEK TIMBER CO INC COM	0.00	84.00	LT	0.00	0.00	0.00	0.00
CAPITAL GAIN DIVIDENDS NONCOVE RED	11/30/2012	78.37	WY	WEYERHAEUS ER CO	0.00	78.37	LT	0.00	0.00	0.00	0.00
CAPITAL GAIN DIVIDENDS NONCOVE RED	12/21/2012	140.48	VNO	VORNADO REALTY TRUST	0.00	140.48	LT	0.00	0.00	0.00	0.00
CAPITAL GAIN DIVIDENDS NONCOVE RED	12/21/2012	9.52	VNO	VORNADO REALTY TRUST	0.00	9.52	LT	0.00	0.00	0.00	0.00
CAPITAL GAIN DIVIDENDS NONCOVE RED	12/28/2012	30.24	PLD	PROLOGIS INC	0.00	30.24	LT	0.00	0.00	0.00	0.00
CAPITAL GAIN DIVIDENDS NONCOVE RED	12/28/2012	10.68	PLD	PROLOGIS INC	0.00	10.68	LT	0.00	0.00	0.00	0.00
CAPITAL GAIN DIVIDENDS NONCOVE RED	12/31/2012	154.00	RYN	RAYONIER INC	0.00	154.00	LT	0.00	0.00	0.00	0.00
LT - TERM TOTAL SECTION TOTAL		1,492.18 1,492.18			0.00 0.00	1,492.18 1,492.18	LT	0.00 0.00	0.00 0.00	0.00 0.00	0.00 0.00

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CAPITAL GAIN FROM LIQUIDATING DIVIDENDS - NONCOVERED

Purchase Date	Close Date	No. of Shares	Orig Face	Symbol	Description	Unit Cost	Sale Price	Total Cost	Net Amount	Ind	ST Gain/Loss	LT Gain/Loss	Book Cost	Disc Inc	Curr Gain/Loss
02/19/2010	01/19/2012	700.00	0.00	CY	CYPRESS SEMICONDUCTOR CORP	12.250	0.090	63.00	63.00		0.00	0.00	63.00	0.00	0.00
08/12/2011	02/22/2012	100.00	0.00	HCP	HCP INC	32.760	0.122	12.22	12.22		0.00	0.00	12.22	0.00	0.00
07/26/2010	02/24/2012	100.00	0.00	ACC	AMERICAN CAMPUS COMMUNITIES INC	27.689	0.111	11.12	11.12		0.00	0.00	11.12	0.00	0.00
11/19/2008	02/24/2012	300.00	0.00	ACC	AMERICAN CAMPUS COMMUNITIES INC	17.031	0.111	33.36	33.36		0.00	0.00	33.36	0.00	0.00
01/17/2012	04/19/2012	250.00	0.00	CY	CYPRESS SEMICONDUCTOR CORP	17.961	0.418	104.50	104.50		0.00	0.00	104.50	0.00	0.00
08/12/2011	05/22/2012	100.00	0.00	HCP	HCP INC	32.638	0.122	12.22	12.22		0.00	0.00	12.22	0.00	0.00
11/19/2008	05/29/2012	300.00	0.00	ACC	AMERICAN CAMPUS COMMUNITIES INC	16.920	0.111	33.36	33.36		0.00	0.00	33.36	0.00	0.00
07/26/2010	05/29/2012	100.00	0.00	ACC	AMERICAN CAMPUS COMMUNITIES INC	27.577	0.111	11.12	11.12		0.00	0.00	11.12	0.00	0.00
08/12/2011	08/21/2012	100.00	0.00	HCP	HCP INC	32.515	0.122	12.22	12.22		0.00	0.00	12.22	0.00	0.00
11/19/2008	08/28/2012	300.00	0.00	ACC	AMERICAN CAMPUS COMMUNITIES INC	16.809	0.111	33.36	33.36		0.00	0.00	33.36	0.00	0.00
07/26/2010	08/28/2012	100.00	0.00	ACC	AMERICAN CAMPUS COMMUNITIES INC	27.466	0.111	11.12	11.12		0.00	0.00	11.12	0.00	0.00
08/12/2011	11/20/2012	100.00	0.00	HCP	HCP INC	32.393	0.122	12.22	12.22		0.00	0.00	12.22	0.00	0.00
11/19/2008	11/27/2012	300.00	0.00	ACC	AMERICAN CAMPUS COMMUNITIES INC	16.698	0.111	33.36	33.36		0.00	0.00	33.36	0.00	0.00
07/26/2010	11/27/2012	100.00	0.00	ACC	AMERICAN CAMPUS COMMUNITIES INC	27.355	0.111	11.12	11.12		0.00	0.00	11.12	0.00	0.00
SECTION TOTAL		2,950.00						394.30	394.30		0.00	0.00	394.30	0.00	0.00