efile GRAPHIC print - DO NOT PROCESS | As Filed Data - | DLN: 93491134020623

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 01-01-2012 , and ending 12-31-2012

Name of foundation
THE SCOTT AND PATRICE BRICKMAN FAMILY FOUNDATION

A Employer identification number
61-6356351

Number and street (or P O box number if mail is not delivered to street address)
10721 RED BARN LANE

Room/suite

B Telephone number (see instructions)
(215) 881-6000

City or town, state, and ZIP code
POTOMAC, MD 20854

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)* ▶$ 632,254

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))*

		Line	Description	(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)				
	2		Check ▶ ☑ if the foundation is **not** required to attach Sch B				
	3		Interest on savings and temporary cash investments	437	437		
	4		Dividends and interest from securities	9,222	9,222		
	5a		Gross rents				
	b		Net rental income or (loss)				
	6a		Net gain or (loss) from sale of assets not on line 10	27,737			
	b		Gross sales price for all assets on line 6a 604,446				
	7		Capital gain net income (from Part IV, line 2)		27,737		
	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)				
	12		**Total.** Add lines 1 through 11	37,396	37,396		
Operating and Administrative Expenses	13		Compensation of officers, directors, trustees, etc	0	0		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)				
	17		Interest				
	18		Taxes (attach schedule) (see instructions)	3,082	50		3,032
	19		Depreciation (attach schedule) and depletion				
	20		Occupancy				
	21		Travel, conferences, and meetings				
	22		Printing and publications				
	23		Other expenses (attach schedule)				
	24		**Total operating and administrative expenses.** Add lines 13 through 23	3,082	50		3,032
	25		Contributions, gifts, grants paid	806,582			806,582
	26		**Total expenses and disbursements.** Add lines 24 and 25	809,664	50		809,614
	27		Subtract line 26 from line 12				
	a		**Excess of revenue over expenses and disbursements**	-772,268			
	b		**Net investment income** (if negative, enter -0-)		37,346		
	c		**Adjusted net income** (if negative, enter -0-)				

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	12		
	2	Savings and temporary cash investments	708,834	80,624	80,624
	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 page 15 of the 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			
	10a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	654,691	515,717	551,630
	c	Investments—corporate bonds (attach schedule)			
	11	Investments—land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)			
	14	Land, buildings, and equipment basis ▶ ______ Less accumulated depreciation (attach schedule) ▶ ______			
	15	Other assets (describe ▶ ______)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	1,363,537	596,341	632,254
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.**			
	24	Unrestricted	1,363,537	596,341	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see page 17 of the instructions)	1,363,537	596,341	
	31	**Total liabilities and net assets/fund balances** (see page 17 of the instructions)	1,363,537	596,341	

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	1,363,537
2	Enter amount from Part I, line 27a	2	-772,268
3	Other increases not included in line 2 (itemize) ▶ ______	3	5,072
4	Add lines 1, 2, and 3	4	596,341
5	Decreases not included in line 2 (itemize) ▶ ______	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	596,341

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 Additional Data Table			
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	See Additional Data Table			
b				
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
	(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a	See Additional Data Table			
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	27,737
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	

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

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

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

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

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

1 Enter the appropriate amount in each column for each year, see page 18 of 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	896,567	1,305,908	0 686547
2010	741,461	495,416	1 496643
2009	2,100	29,593	0 070963
2008			
2007			

2	**Total** of line 1, column (d).	2	2 254153
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 751384
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	1,115,026
5	Multiply line 4 by line 3.	5	837,813
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	373
7	Add lines 5 and 6.	7	838,186
8	Enter qualifying distributions from Part XII, line 4.	8	809,614

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter ______ (attach copy of letter if necessary–see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b	1	747
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	747
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	747
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a — 2,500		
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	2,500
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	1,753
11	Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶ 1,753 **Refunded** ▶	11	0

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		No
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?	1b		No
	*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		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year **(1)** On the foundation ▶ $ 0 **(2)** On foundation managers ▶ $ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		No
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		No
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		No
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		No
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	Yes	
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	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ MD			
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	Yes	
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		No
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10		No

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		No
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		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	

Website address ▶N/A

14 The books are in care of ▶PITCAIRN TRUST COMPANY Telephone no ▶(215) 881-6000

Located at ▶165 TOWNSHIP LINE ROAD JENKINTOWN PA ZIP +4 ▶19046

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 |

		Line	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		No

See 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 page 20 of the 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		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☑ No			
	If "Yes," list the years ▶ 20____ , 20____ , 20____ , 20____			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20____ , 20____ , 20____ , 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		No
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		No

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required *(continued)*

5a	During the year did the foundation pay or incur any amount to			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)?	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		No
	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		

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
SCOTT BRICKMAN 10721 RED BARN LANE POTOMAC, MD 20854	CO-TRUSTEE 1 00	0	0	0
PATRICE BRICKMAN 10721 RED BARN LANE POTOMAC, MD 20854	CO-TRUSTEE 1 00	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 ▶				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 . . . . ▶		0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	
2	
All other program-related investments See page 24 of the instructions 3	
Total. Add lines 1 through 3. . . . . ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	690,926
b	Average of monthly cash balances	1b	441,080
c	Fair market value of all other assets (see instructions)	1c	0
d	**Total** (add lines 1a, b, and c)	1d	1,132,006
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	1,132,006
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	16,980
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,115,026
6	**Minimum investment return.** Enter 5% of line 5	6	55,751

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	55,751
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a: 747		
b	Income tax for 2012 (This does not include the tax from Part VI) — 2b:		
c	Add lines 2a and 2b	2c	747
3	Distributable amount before adjustments Subtract line 2c from line 1	3	55,004
4	Recoveries of amounts treated as qualifying distributions	4	0
5	Add lines 3 and 4	5	55,004
6	Deduction from distributable amount (see instructions)	6	0
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	55,004

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	809,614
b	Program-related investments—total from Part IX-B	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	809,614
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	809,614

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				55,004
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20___, 20___, 20___		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009. 638				
d From 2010. 718,768				
e From 2011. 833,304				
f **Total** of lines 3a through e.	1,552,710			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 809,614				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				55,004
e Remaining amount distributed out of corpus	754,610			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	0			0
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,307,320			
b Prior years' undistributed income Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount —see instructions		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
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)	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	0			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	2,307,320			
10 Analysis of line 9				
a Excess from 2008. . . .				
b Excess from 2009. . . . 638				
c Excess from 2010. . . . 718,768				
d Excess from 2011. . . . 833,304				
e Excess from 2012. . . . 754,610				

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 organization 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 organization 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))

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

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 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* See Additional Data Table				
Total . . . . ▶ **3a**				806,582
b *Approved for future payment*				
Total . . . . ▶ **3b**				0

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	437	
4 Dividends and interest from securities. . . .			14	9,222	
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	27,737	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory. .					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e). .		0		37,396	0

13 Total. Add line 12, columns (b), (d), and (e). 13 37,396

(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)**		**No**
	(2) Other assets.	**1a(2)**		**No**
b	Other transactions			
	(1) Sales of assets to a noncharitable exempt organization.	**1b(1)**		**No**
	(2) Purchases of assets from a noncharitable exempt organization.	**1b(2)**		**No**
	(3) Rental of facilities, equipment, or other assets.	**1b(3)**		**No**
	(4) Reimbursement arrangements.	**1b(4)**		**No**
	(5) Loans or loan guarantees.	**1b(5)**		**No**
	(6) Performance of services or membership or fundraising solicitations.	**1b(6)**		**No**
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees.	**1c**		**No**

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

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

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 or fiduciary) is based on all information of which preparer has any knowledge

******	2013-05-14	******
Signature of officer or trustee	Date	Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's Signature	Date	Check if self-employed ▶ ☐	PTIN
Matthew R Hilbert	Matthew R Hilbert	2013-05-14		P01437997

Firm's name ▶	Pitcairn Trust Company	Firm's EIN ▶ 23-2472424
Firm's address ▶	165 Township Line Road Ste 3000 Jenkintown, PA 19046	Phone no (215) 887-6700

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
6 GOOGLE INC CL A ON 01/03/2012 AT 665 4798 COMMISS	P	2010-12-15	2012-01-03
29 BOSTON SCIENTIFIC ON 01/17/2012 AT 5 5297 COMMI	P	2010-02-24	2012-01-17
765 BOSTON SCIENTIFIC ON 01/17/2012 AT 5 5297 COMMI	P	2010-12-17	2012-01-17
165 THE WALT DISNEY CO ON 01/24/2012 AT 39 1099 COM	P	2010-12-15	2012-01-24
46 THE WALT DISNEY CO ON 01/24/2012 AT 39 1099 COM	P	2010-12-17	2012-01-24
120 THE WALT DISNEY CO ON 01/24/2012 AT 39 1099 COM	P	2011-08-15	2012-01-24
98 AMPHENOL CORP CL A ON 02/03/2012 AT 55 1117 COM	P	2011-08-15	2012-02-03
100 AUTODESK INC ON 02/03/2012 AT 37 5756 COMMISSIO	P	2010-12-17	2012-02-03
8 BANK NEW YORK MELLON CORP ON 02/03/2012 AT 21 9	P	2010-01-21	2012-02-03
8 BANK NEW YORK MELLON CORP ON 02/03/2012 AT 21 9	P	2010-02-24	2012-02-03
332 BANK NEW YORK MELLON CORP ON 02/03/2012 AT 21 9	P	2010-12-17	2012-02-03
125 BANK NEW YORK MELLON CORP ON 02/03/2012 AT 21 9	P	2011-03-15	2012-02-03
106 IMAX CORP ON 02/03/2012 AT 21 6412 COMMISSIONS	P	2011-03-08	2012-02-03
42 NORFOLK SOUTHERN CORP ON 02/03/2012 AT 73 3269 C	P	2010-12-17	2012-02-03
17 PALL CORP ON 02/03/2012 AT 61 7271 COMMISSIONS P	P	2010-01-21	2012-02-03
59 PALL CORP ON 02/03/2012 AT 61 7271 COMMISSIONS P	P	2011-08-17	2012-02-03
104 QUALCOMM INC ON 02/03/2012 AT 60 8956 COMMISSIO	P	2010-12-15	2012-02-03
4 QUALCOMM INC ON 02/03/2012 AT 60 8956 COMMISSIO	P	2010-12-17	2012-02-03
91 QUALCOMM INC ON 02/03/2012 AT 60 8956 COMMISSIO	P	2011-08-17	2012-02-03
200 STATE STREET CORP ON 02/03/2012 AT 42 3504 THRU	P	2011-01-25	2012-02-03
112 CTRIP COM INTL LTD-ADR ON 02/07/2012 AT 24 1979	P	2011-05-31	2012-02-07
167 CISCO SYSTEMS INC ON 02/14/2012 AT 19 8769 COMM	P	2010-01-21	2012-02-14
16 CISCO SYSTEMS INC ON 02/14/2012 AT 19 8769 COMM	P	2010-02-02	2012-02-14
155 CISCO SYSTEMS INC ON 02/14/2012 AT 19 8769 COMM	P	2010-12-15	2012-02-14
78 CISCO SYSTEMS INC ON 02/14/2012 AT 19 8769 COMM	P	2010-12-17	2012-02-14
54 OWENS ILLINOIS INC ON 02/14/2012 AT 23 7736 COM	P	2010-05-25	2012-02-14
204 OWENS ILLINOIS INC ON 02/14/2012 AT 23 7736 COM	P	2010-12-17	2012-02-14
300 KRAFT FOODS INC CL A ON 02/21/2012 AT 38 582 CO	P	2011-01-11	2012-02-21
78 IMAX CORP ON 03/06/2012 AT 24 8001 COMMISSIONS P	P	2011-03-08	2012-03-06
13 IMAX CORP ON 03/06/2012 AT 24 8001 COMMISSIONS P	P	2011-08-17	2012-03-06

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
28 UNITED PARCEL SERVICE CLASS B ON 03/20/2012 AT 8	P	2010-01-21	2012-03-20
16 UNITED PARCEL SERVICE CLASS B ON 03/20/2012 AT 8	P	2010-12-17	2012-03-20
37 LIBERTY GLOBAL INC CL A ON 03/27/2012 AT 50 880	P	2010-11-02	2012-03-27
104 LIBERTY GLOBAL INC CL A ON 03/27/2012 AT 50 880	P	2010-12-17	2012-03-27
29 DISCOVER FINANCIAL SVCS ON 04/03/2012 AT 33 253	P	2011-08-15	2012-04-03
76 DISCOVER FINANCIAL SVCS ON 04/03/2012 AT 33 253	P	2012-01-17	2012-04-03
19 AMER EXPRESS CO ON 04/03/2012 AT 58 245 COMMISSI	P	2010-12-17	2012-04-03
66 AMER EXPRESS CO ON 04/03/2012 AT 58 245 COMMISSI	P	2012-02-14	2012-04-03
163 SCHWAB (CHAS) CORP ON 04/03/2012 AT 14 4579 COM	P	2010-08-17	2012-04-03
185 SCHWAB (CHAS) CORP ON 04/03/2012 AT 14 4579 COM	P	2010-09-08	2012-04-03
28 SCHWAB (CHAS) CORP ON 04/03/2012 AT 14 4579 COM	P	2010-12-15	2012-04-03
48 SCHWAB (CHAS) CORP ON 04/03/2012 AT 14 4579 COM	P	2011-08-17	2012-04-03
58 IMAX CORP ON 04/17/2012 AT 22 8507 THRU FIDELITY	P	2011-08-17	2012-04-17
178 BIOMARIN PHARMACEUTICAL INC ON 04/17/2012 AT 33	P	2011-05-31	2012-04-17
18 OWENS ILLINOIS INC ON 04/17/2012 AT 24 4942 COM	P	2010-05-25	2012-04-17
187 OWENS ILLINOIS INC ON 04/17/2012 AT 24 4942 COM	P	2011-08-17	2012-04-17
45 GEN-PROBE INC ON 05/01/2012 AT 81 509 COMMISSIO	P	2010-01-21	2012-05-01
88 GEN-PROBE INC ON 05/01/2012 AT 81 509 COMMISSIO	P	2010-12-17	2012-05-01
6 MASTERCARD INC CL A ON 05/08/2012 AT 428 4482 CO	P	2010-06-09	2012-05-08
19 MASTERCARD INC CL A ON 05/08/2012 AT 428 4482 CO	P	2010-12-17	2012-05-08
33 AMAZON COM INC ON 05/08/2012 AT 222 203 COMMISSI	P	2011-08-15	2012-05-08
1 VISA INC CL A ON 05/08/2012 AT 117 2549 COMMISSI	P	2010-08-10	2012-05-08
92 VISA INC CL A ON 05/08/2012 AT 117 2549 COMMISSI	P	2010-12-17	2012-05-08
284 CISCO SYSTEMS INC ON 05/15/2012 AT 16 6116 COMM	P	2010-12-15	2012-05-15
311 CISCO SYSTEMS INC ON 05/15/2012 AT 16 6116 COMM	P	2011-08-15	2012-05-15
14 CME GROUP INC ON 05/15/2012 AT 258 9288 COMMISSI	P	2011-04-26	2012-05-15
59 DISCOVERY COMMUNICATIONS NEW COM SER A ON 05/15	P	2010-05-05	2012-05-15
166 DISCOVERY COMMUNICATIONS NEW COM SER A ON 05/15	P	2010-12-17	2012-05-15
5 WASHINGTON POST CL B ON 05/22/2012 AT 333 0297 C	P	2010-08-17	2012-05-22
12 WASHINGTON POST CL B ON 05/22/2012 AT 333 0297 C	P	2010-12-17	2012-05-22

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
129 QIAGEN NV ON 05/29/2012 AT 16 5933 COMMISSIONS	P	2011-03-01	2012-05-29
175 BOSTON SCIENTIFIC ON 05/29/2012 AT 5 8622 COM	P	2010-12-17	2012-05-29
932 BOSTON SCIENTIFIC ON 05/29/2012 AT 5 8622 COM	P	2011-06-07	2012-05-29
44 CARNIVAL CORP ON 06/05/2012 AT 30 9951 THRU FID	P	2011-03-22	2012-06-05
44 CARNIVAL CORP ON 06/05/2012 AT 30 9951 THRU FID	P	2011-12-13	2012-06-05
160 CARNIVAL CORP ON 06/05/2012 AT 30 9951 THRU FID	P	2012-01-24	2012-06-05
37 CARNIVAL CORP ON 06/05/2012 AT 30 9951 THRU FID	P	2012-02-07	2012-06-05
69 CERNER CORP ON 06/12/2012 AT 79 165 THRU FIDELI	P	2010-12-17	2012-06-12
15 CERNER CORP ON 06/12/2012 AT 79 165 THRU FIDELI	P	2011-02-22	2012-06-12
41 CERNER CORP ON 06/12/2012 AT 79 165 THRU FIDELI	P	2012-01-04	2012-06-12
23 BECTON DICKINSON & CO ON 06/12/2012 AT 72 5155 C	P	2011-10-25	2012-06-12
85 THE KROGER CO ON 06/19/2012 AT 22 7476 COMMISSI	P	2010-01-21	2012-06-19
244 THE KROGER CO ON 06/19/2012 AT 22 7476 COMMISSI	P	2010-12-17	2012-06-19
32 UNITED PARCEL SERVICE CLASS B ON 06/19/2012 AT 7	P	2010-01-21	2012-06-19
7 UNITED PARCEL SERVICE CLASS B ON 06/19/2012 AT 7	P	2010-02-24	2012-06-19
56 UNITED PARCEL SERVICE CLASS B ON 06/19/2012 AT 7	P	2010-12-15	2012-06-19
208 NEWS CORP INC - CL A ON 07/17/2012 AT 22 10 COM	P	2011-07-27	2012-07-17
55 THE WALT DISNEY CO ON 07/24/2012 AT 48 1819 COM	P	2011-08-15	2012-07-24
79 THE WALT DISNEY CO ON 07/24/2012 AT 48 1819 COM	P	2012-05-15	2012-07-24
10 AMAZON COM INC ON 07/24/2012 AT 225 0356 COMMISS	P	2011-08-15	2012-07-24
25 SCHLUMBERGER LTD ON 07/31/2012 AT 71 5529 COMMIS	P	2010-12-15	2012-07-31
2 SCHLUMBERGER LTD ON 07/31/2012 AT 71 5529 COMMIS	P	2010-12-17	2012-07-31
86 QUANTA SERVICES INC ON 08/07/2012 AT 24 8662 CO	P	2010-12-17	2012-08-07
168 QUANTA SERVICES INC ON 08/07/2012 AT 24 8662 CO	P	2011-11-23	2012-08-07
69 WESTPORT INNOVATIONS INC ON 08/07/2012 AT 38 343	P	2012-05-08	2012-08-07
90 CME GROUP INC ON 08/07/2012 AT 53 214 COMMISSION	P	2011-04-26	2012-08-07
69 AUTODESK INC ON 08/15/2012 AT 34 4722 COMMISSIO	P	2010-12-17	2012-08-15
53 AUTODESK INC ON 08/15/2012 AT 34 4722 COMMISSIO	P	2012-05-22	2012-08-15
882 CORNING INC ON 08/21/2012 AT 11 9193 COMMISSI	P	2011-08-24	2012-08-21
262 CORNING INC ON 08/21/2012 AT 11 9193 COMMISSI	P	2012-03-01	2012-08-21

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5 GOOGLE INC CL A ON 08/21/2012 AT 668 5356 COMMISS	P	2010-12-15	2012-08-21
55 DIRECTV ON 08/21/2012 AT 51 60 COMMISSIONS PAID	P	2011-11-23	2012-08-21
51 WEATHERFORD INTL LTD ON 08/21/2012 AT 12 7833 CO	P	2010-12-17	2012-08-21
94 COCA COLA CO ON 08/28/2012 AT 38 047 COMMISSION	P	2010-06-09	2012-08-28
124 COCA COLA CO ON 08/28/2012 AT 38 047 COMMISSION	P	2010-12-15	2012-08-28
41 TIME WARNER INC ON 09/04/2012 AT 41 2986 COMMIS	P	2010-11-02	2012-09-04
28 TIME WARNER INC ON 09/04/2012 AT 41 2986 COMMIS	P	2010-12-15	2012-09-04
139 TIME WARNER INC ON 09/04/2012 AT 41 2986 COMMIS	P	2010-12-17	2012-09-04
59 UNILEVER PLC SPONS ADR ON 09/04/2012 AT 35 9515	P	2012-06-12	2012-09-04
93 UNILEVER PLC SPONS ADR ON 09/04/2012 AT 35 9515	P	2012-06-26	2012-09-04
112 MOODY'S CORP ON 09/18/2012 AT 44 7207 COMMISSIO	P	2012-02-03	2012-09-18
138 MOODY'S CORP ON 09/18/2012 AT 44 7207 COMMISSIO	P	2012-02-14	2012-09-18
3 MOODY'S CORP ON 09/18/2012 AT 44 7207 COMMISSIO	P	2012-07-17	2012-09-18
754 SCHWAB (CHAS) CORP ON 09/25/2012 AT 13 2315 COM	P	2011-08-17	2012-09-25
34 SCHWAB (CHAS) CORP ON 09/25/2012 AT 13 2315 COM	P	2012-02-07	2012-09-25
26 MONSANTO CO ON 10/01/2012 AT 90 8752 COMMISSIONS	P	2012-05-15	2012-10-01
45 DICKS SPORTING GOODS INC ON 10/01/2012 AT 50 162	P	2010-12-17	2012-10-01
864 ALCOA INC ON 10/09/2012 AT 9 18 COMMISSIONS P	P	2012-03-20	2012-10-09
156 ALCOA INC ON 10/09/2012 AT 9 18 COMMISSIONS P	P	2012-07-31	2012-10-09
24 FEDEX CORP ON 10/16/2012 AT 91 0054 COMMISSIONS	P	2010-01-21	2012-10-16
11 FEDEX CORP ON 10/16/2012 AT 91 0054 COMMISSIONS	P	2010-06-29	2012-10-16
41 FEDEX CORP ON 10/16/2012 AT 91 0054 COMMISSIONS	P	2010-12-15	2012-10-16
7 FEDEX CORP ON 10/16/2012 AT 91 0054 COMMISSIONS	P	2010-12-17	2012-10-16
1 GOOGLE INC CL A ON 10/31/2012 AT 676 59 COMMISSI	P	2010-12-15	2012-10-31
12 GOOGLE INC CL A ON 10/31/2012 AT 676 59 COMMISSI	P	2010-12-17	2012-10-31
78 ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS ON 10/	P	2012-02-21	2012-10-31
18 FLOWSERVE CORP ON 11/02/2012 AT 136 0527 COMMISS	P	2011-05-17	2012-11-02
388 UNITED CONTINENTAL HOLDINGS INC ON 11/06/2012 A	P	2012-08-28	2012-11-06
15 MONSANTO CO ON 11/20/2012 AT 89 0328 COMMISSIONS	P	2011-08-30	2012-11-20
50 MONSANTO CO ON 11/20/2012 AT 89 0328 COMMISSIONS	P	2012-05-15	2012-11-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
188 WEATHERFORD INTL LTD ON 11/27/2012 AT 9 7837 CO	P	2010-12-17	2012-11-27
114 QUANTA SERVICES INC ON 11/27/2012 AT 25 3818 CO	P	2010-08-25	2012-11-27
47 QUANTA SERVICES INC ON 11/27/2012 AT 25 3818 CO	P	2011-08-17	2012-11-27
31 QUANTA SERVICES INC ON 11/27/2012 AT 25 3818 CO	P	2011-11-23	2012-11-27
13 FLOWSERVE CORP ON 12/04/2012 AT 140 4984 COMMISS	P	2010-11-16	2012-12-04
38 FLOWSERVE CORP ON 12/04/2012 AT 140 4984 COMMISS	P	2010-12-17	2012-12-04
5 FLOWSERVE CORP ON 12/04/2012 AT 140 4984 COMMISS	P	2011-05-17	2012-12-04
11 FLOWSERVE CORP ON 12/04/2012 AT 140 4984 COMMISS	P	2011-08-17	2012-12-04
129 AUTODESK INC ON 12/04/2012 AT 32 952 COMMISSION	P	2012-05-22	2012-12-04
28 BECTON DICKINSON & CO ON 12/07/2012 AT 77 53 COM	P	2011-10-25	2012-12-07
70 BAKER HUGHES INC ON 12/07/2012 AT 42 15 COMMISSI	P	2010-12-17	2012-12-07
40 AMPHENOL CORP CL A ON 12/07/2012 AT 61 44 COMMI	P	2012-05-22	2012-12-07
8 APACHE CORP ON 12/07/2012 AT 76 16 COMMISSIONS PA	P	2012-05-01	2012-12-07
71 AUTODESK INC ON 12/07/2012 AT 33 4844 COMMISSION	P	2012-05-22	2012-12-07
10 AMAZON COM INC ON 12/07/2012 AT 253 28 COMMISSIO	P	2011-08-15	2012-12-07
70 AMC NETWORKS INC CL A ON 12/07/2012 AT 52 42 COM	P	2012-02-07	2012-12-07
16 AIR PRODS & CHEMS INC ON 12/07/2012 AT 82 72 COM	P	2012-06-12	2012-12-07
231 ALCOA INC ON 12/07/2012 AT 8 46 COMMISSIONS PAI	P	2012-07-31	2012-12-07
131 ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS ON 12	P	2012-02-21	2012-12-07
30 AMER EXPRESS CO ON 12/07/2012 AT 56 52 COMMISSIO	P	2010-12-17	2012-12-07
55 ALERE INC ON 12/07/2012 AT 18 88 COMMISSIONS PA	P	2010-01-21	2012-12-07
32 ALERE INC ON 12/07/2012 AT 18 88 COMMISSIONS PA	P	2010-05-05	2012-12-07
87 ALERE INC ON 12/07/2012 AT 18 88 COMMISSIONS PA	P	2010-12-17	2012-12-07
9 DIGITAL RLTY TR INC COM ON 12/07/2012 AT 65 92 CO	P	2012-02-14	2012-12-07
36 DICKS SPORTING GOODS INC ON 12/07/2012 AT 50 19	P	2010-12-17	2012-12-07
53 THE WALT DISNEY CO ON 12/07/2012 AT 49 14 COMMIS	P	2011-08-15	2012-12-07
81 DISCOVER FINANCIAL SVCS ON 12/07/2012 AT 41 21 C	P	2011-08-15	2012-12-07
56 COCA COLA CO ON 12/07/2012 AT 37 63 COMMISSIONS	P	2012-11-13	2012-12-07
41 CHESAPEAKE ENERGY CORP ON 12/07/2012 AT 17 17 CO	P	2012-05-01	2012-12-07
15 CERNER CORP ON 12/07/2012 AT 77 97 COMMISSIONS P	P	2010-12-17	2012-12-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
31 CERNER CORP ON 12/07/2012 AT 77 97 COMMISSIONS P	P	2012-09-04	2012-12-07
51 CAMERON INTL COPR ON 12/07/2012 AT 54 83 COMMISS	P	2012-03-13	2012-12-07
5 CARNIVAL CORP ON 12/07/2012 AT 37 83 COMMISSIONS	P	2011-08-10	2012-12-07
61 CARNIVAL CORP ON 12/07/2012 AT 37 83 COMMISSIONS	P	2012-01-24	2012-12-07
89 DIRECTV ON 12/07/2012 AT 49 92 COMMISSIONS PAID	P	2011-11-23	2012-12-07
26 DUPONT FABROS TECHNOLOGY ON 12/07/2012 AT 23 82	P	2012-02-14	2012-12-07
40 EMC CORPORATION ON 12/07/2012 AT 24 91 COMMISSI	P	2010-12-17	2012-12-07
56 EMC CORPORATION ON 12/07/2012 AT 24 91 COMMISSI	P	2011-03-01	2012-12-07
116 EMC CORPORATION ON 12/07/2012 AT 24 91 COMMISSI	P	2012-06-19	2012-12-07
16 EOG RESOURCES INC ON 12/07/2012 AT 117 54 COMMIS	P	2012-05-01	2012-12-07
225 ELECTRONIC ARTS INC ON 12/07/2012 AT 14 73 COMM	P	2012-01-17	2012-12-07
52 ENCANA CORP ON 12/07/2012 AT 21 32 COMMISSIONS P	P	2012-05-01	2012-12-07
51 FASTENAL CO ON 12/07/2012 AT 42 07 COMMISSIONS P	P	2012-08-28	2012-12-07
99 HESS CORPORATION ON 12/07/2012 AT 49 44 COMMISS	P	2010-12-17	2012-12-07
28 HESS CORPORATION ON 12/07/2012 AT 49 44 COMMISS	P	2012-02-07	2012-12-07
40 JOHNSON & JOHNSON ON 12/07/2012 AT 70 46 COMMISS	P	2012-11-13	2012-12-07
42 JOY GLOBAL INC ON 12/07/2012 AT 57 51 COMMISSION	P	2012-10-09	2012-12-07
216 JUNIPER NETWORKS INC ON 12/07/2012 AT 19 045 CO	P	2012-02-21	2012-12-07
4 GOOGLE INC CL A ON 12/07/2012 AT 684 9127 COMMISS	P	2010-12-17	2012-12-07
3 GOOGLE INC CL A ON 12/07/2012 AT 684 9127 COMMISS	P	2012-02-01	2012-12-07
6 MASTERCARD INC CL A ON 12/07/2012 AT 477 60 COMMI	P	2012-05-22	2012-12-07
16 MONSANTO CO ON 12/07/2012 AT 90 67 COMMISSIONS P	P	2010-12-17	2012-12-07
51 MONSANTO CO ON 12/07/2012 AT 90 67 COMMISSIONS P	P	2011-08-30	2012-12-07
13 LINKEDIN CORP - A ON 12/07/2012 AT 108 74 COMMIS	P	2012-07-31	2012-12-07
24 MANPOWERGROUP INC ON 12/07/2012 AT 40 99 COMMISS	P	2012-08-28	2012-12-07
94 MOODY'S CORP ON 12/07/2012 AT 49 1/4 COMMISSIONS	P	2012-07-17	2012-12-07
5 MYRIAD GENETICS INC ON 12/07/2012 AT 27 39 COMMI	P	2012-05-01	2012-12-07
76 MYRIAD GENETICS INC ON 12/07/2012 AT 27 39 COMMI	P	2012-09-11	2012-12-07
17 NESTLE SA SPONS ADR ON 12/07/2012 AT 65 20 COMMI	P	2010-12-17	2012-12-07
72 NEWS CORP INC - CL A ON 12/07/2012 AT 24 73 COMM	P	2011-07-27	2012-12-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
26 NORFOLK SOUTHERN CORP ON 12/07/2012 AT 61 30 COM	P	2012-02-21	2012-12-07
28 PALL CORP ON 12/07/2012 AT 60 21 COMMISSIONS PAI	P	2012-06-05	2012-12-07
58 PETROLEO BRASILEIRO SA ADR ON 12/07/2012 AT 18 1	P	2012-07-31	2012-12-07
47 SCHLUMBERGER LTD ON 12/07/2012 AT 71 54 COMMISSI	P	2010-12-17	2012-12-07
78 RYANAIR HOLDINGS PLC ADR ON 12/07/2012 AT 34 3/4	P	2010-12-17	2012-12-07
18 RANGE RESOURCES CORP ON 12/07/2012 AT 64 91 COMM	P	2012-05-01	2012-12-07
174 RIVERBED TECHNOLOGY IN ON 12/07/2012 AT 17 59 C	P	2012-03-06	2012-12-07
45 QUALCOMM INC ON 12/07/2012 AT 63 78 COMMISSIONS	P	2012-08-15	2012-12-07
14 TIFFANY & CO (NEW) ON 12/07/2012 AT 58 44 COMMIS	P	2012-05-29	2012-12-07
365 SOUTHWEST AIRLINES ON 12/07/2012 AT 9 78 COMMIS	P	2010-12-17	2012-12-07
25 UNILEVER PLC SPONS ADR ON 12/07/2012 AT 38 69 CO	P	2010-01-21	2012-12-07
32 UNILEVER PLC SPONS ADR ON 12/07/2012 AT 38 69 CO	P	2010-12-17	2012-12-07
21 UNILEVER PLC SPONS ADR ON 12/07/2012 AT 38 69 CO	P	2012-06-12	2012-12-07
68 TIME WARNER INC ON 12/07/2012 AT 46 63 COMMISSIO	P	2010-12-17	2012-12-07
17 TOYOTA MOTOR CORP SPON ADR ON 12/07/2012 AT 85 9	P	2011-06-14	2012-12-07
109 TYSON FOODS INC CL A ON 12/07/2012 AT 19 52 COM	P	2012-09-11	2012-12-07
154 US AIRWAYS GROUP INC ON 12/07/2012 AT 12 55 COM	P	2012-08-28	2012-12-07
121 QIAGEN NV ON 12/07/2012 AT 17 91 COMMISSIONS PA	P	2011-03-01	2012-12-07
7 QIAGEN NV ON 12/07/2012 AT 17 91 COMMISSIONS PA	P	2012-04-17	2012-12-07
71 AMDOCS LTD ON 12/07/2012 AT 33 1/4 COMMISSIONS P	P	2012-05-15	2012-12-07
46 WEATHERFORD INTL LTD ON 12/07/2012 AT 10 93 COM	P	2010-12-17	2012-12-07
133 WEATHERFORD INTL LTD ON 12/07/2012 AT 10 93 COM	P	2011-03-08	2012-12-07
13 WATERS CORP ON 12/07/2012 AT 85 67 COMMISSIONS P	P	2011-09-13	2012-12-07
143 WESTERN UNION CO ON 12/07/2012 AT 12 87 COMMISS	P	2012-08-07	2012-12-07
24 WESTPORT INNOVATIONS INC ON 12/07/2012 AT 27 48	P	2012-05-08	2012-12-07
80 VOLCANO CORP ON 12/07/2012 AT 24 92 COMMISSIONS	P	2011-08-02	2012-12-07
30 UNIVERSAL HEALTH SERVICES CL B ON 12/07/2012 AT	P	2012-11-06	2012-12-07
57 VERIFONE HOLDINGS INC ON 12/07/2012 AT 33 06 COM	P	2012-10-23	2012-12-07
32 VIACOM INC NEW CL B ON 12/07/2012 AT 53 36 COMMI	P	2012-10-23	2012-12-07
98 VIRGIN MEDIA INC COM ON 12/07/2012 AT 35 52 COMM	P	2011-08-24	2012-12-07

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
100 RYANAIR HOLDINGS PLC ADR ON 12/11/2012 AT 34 63	P	2010-12-17	2012-12-11
6 RYANAIR HOLDINGS PLC ADR ON 12/11/2012 AT 34 63	P	2011-03-01	2012-12-11
22 MOODY'S CORP ON 12/11/2012 AT 49 1703 THRU FIDE	P	2011-11-01	2012-12-11
107 MOODY'S CORP ON 12/11/2012 AT 49 1703 THRU FIDE	P	2012-07-17	2012-12-11
32 RYANAIR HOLDINGS PLC ADR ON 12/12/2012 AT 34 790	P	2011-03-01	2012-12-12
19 MASTERCARD INC CL A ON 12/18/2012 AT 491 027 COM	P	2012-05-22	2012-12-18
155 ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS ON 12	P	2011-09-20	2012-12-26
194 ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS ON 12	P	2011-12-27	2012-12-26
74 ALLSCRIPTS HEALTHCARE SOLUTIONS SOLUTIONS ON 12	P	2012-02-21	2012-12-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,993		3,557	436
159		228	-69
4,192		5,753	-1,561
6,445		8,788	-2,343
1,797		1,694	103
4,687		4,019	668
5,396		4,593	803
3,752		3,943	-191
175		246	-71
175		227	-52
7,273		9,784	-2,511
2,738		3,605	-867
2,289		2,950	-661
3,078		2,631	447
1,048		623	425
3,639		2,827	812
6,328		5,116	1,212
243		198	45
5,537		4,672	865
8,460		9,460	-1,000
2,705		5,017	-2,312
3,311		4,018	-707
317		369	-52
3,073		3,030	43
1,546		1,531	15
1,281		1,534	-253
4,840		6,157	-1,317
11,559		9,414	2,145
1,930		2,171	-241
322		223	99

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,243		1,673	570
1,282		1,175	107
1,881		1,414	467
5,286		3,693	1,593
963		702	261
2,523		2,046	477
1,106		846	260
3,841		3,418	423
2,348		2,365	-17
2,665		2,558	107
403		470	-67
692		604	88
1,322		993	329
5,954		5,005	949
440		511	-71
4,571		3,514	1,057
3,666		2,064	1,602
7,168		5,133	2,035
2,570		1,179	1,391
8,139		4,231	3,908
7,331		6,672	659
117		75	42
10,783		6,206	4,577
4,703		5,552	-849
5,151		4,988	163
3,624		4,343	-719
3,003		2,234	769
8,450		7,030	1,420
1,665		1,645	20
3,996		5,079	-1,083

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,134		2,665	-531
1,017		1,316	-299
5,417		6,442	-1,025
1,362		1,729	-367
1,362		1,503	-141
4,951		5,088	-137
1,145		1,182	-37
5,459		3,347	2,112
1,187		736	451
3,244		2,543	701
1,667		1,789	-122
1,929		1,833	96
5,538		5,324	214
2,505		1,912	593
548		411	137
4,384		2,972	1,412
4,586		3,342	1,244
2,647		1,842	805
3,802		3,603	199
2,250		2,022	228
1,788		2,029	-241
143		162	-19
2,134		1,691	443
4,169		3,199	970
2,642		1,889	753
4,785		5,584	-799
2,375		2,721	-346
1,824		1,726	98
10,468		12,622	-2,154
3,110		3,427	-317

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,342		2,964	378
2,835		2,523	312
649		1,099	-450
3,572		2,423	1,149
4,712		3,990	722
1,691		1,338	353
1,155		1,409	-254
5,733		4,328	1,405
2,118		1,892	226
3,339		3,039	300
5,003		4,290	713
6,164		5,314	850
134		108	26
9,939		9,495	444
448		424	24
2,361		1,894	467
2,255		1,667	588
7,888		9,040	-1,152
1,424		1,328	96
2,183		1,965	218
1,000		784	216
3,729		2,367	1,362
637		649	-12
677		593	84
8,118		7,086	1,032
1,027		1,534	-507
2,448		2,151	297
7,851		7,220	631
1,335		1,064	271
4,449		3,642	807

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,830		4,051	-2,221
2,888		2,065	823
1,191		857	334
785		590	195
1,826		1,362	464
5,337		4,406	931
702		598	104
1,545		1,008	537
4,244		4,202	42
2,169		2,178	-9
2,947		3,914	-967
2,456		2,125	331
609		783	-174
2,374		2,313	61
2,532		2,022	510
3,666		2,982	684
1,323		1,274	49
1,943		1,967	-24
1,489		2,576	-1,087
1,694		1,335	359
1,036		2,351	-1,315
603		1,242	-639
1,638		3,048	-1,410
593		621	-28
1,805		1,334	471
2,602		1,775	827
3,334		1,960	1,374
2,104		2,047	57
702		820	-118
1,169		728	441

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,415		2,253	162
2,794		2,728	66
189		150	39
2,305		1,940	365
4,438		4,082	356
618		613	5
994		921	73
1,392		1,500	-108
2,884		2,951	-67
1,880		1,785	95
3,303		4,018	-715
1,106		1,122	-16
2,143		2,269	-126
4,889		7,461	-2,572
1,383		1,721	-338
2,816		2,793	23
2,413		2,427	-14
4,103		5,125	-1,022
2,739		2,362	377
2,055		1,752	303
2,865		2,477	388
1,450		1,031	419
4,622		3,616	1,006
1,413		1,328	85
983		884	99
4,625		3,385	1,240
137		132	5
2,078		2,053	25
1,108		982	126
1,777		1,157	620

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
1,592		1,783	-191
1,684		1,528	156
1,056		1,111	-55
3,360		3,806	-446
2,707		2,320	387
1,167		1,219	-52
3,052		4,698	-1,646
2,868		2,823	45
817		801	16
3,551		4,672	-1,121
966		786	180
1,236		980	256
811		673	138
3,167		2,118	1,049
1,460		1,370	90
2,122		1,770	352
1,925		1,694	231
2,161		2,499	-338
125		109	16
2,357		2,154	203
500		991	-491
1,447		2,831	-1,384
1,113		988	125
1,833		2,543	-710
658		657	1
1,990		2,457	-467
1,371		1,308	63
1,882		1,758	124
1,706		1,731	-25
3,476		2,307	1,169

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
3,458		2,975	483
207		173	34
1,081		754	327
5,256		3,853	1,403
1,112		922	190
9,328		7,845	1,483
1,403		2,978	-1,575
1,756		3,650	-1,894
670		1,455	-785

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			436
			-69
			-1,561
			-2,343
			103
			668
			803
			-191
			-71
			-52
			-2,511
			-867
			-661
			447
			425
			812
			1,212
			45
			865
			-1,000
			-2,312
			-707
			-52
			43
			15
			-253
			-1,317
			2,145
			-241
			99

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			570
			107
			467
			1,593
			261
			477
			260
			423
			-17
			107
			-67
			88
			329
			949
			-71
			1,057
			1,602
			2,035
			1,391
			3,908
			659
			42
			4,577
			-849
			163
			-719
			769
			1,420
			20
			-1,083

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-531
			-299
			-1,025
			-367
			-141
			-137
			-37
			2,112
			451
			701
			-122
			96
			214
			593
			137
			1,412
			1,244
			805
			199
			228
			-241
			-19
			443
			970
			753
			-799
			-346
			98
			-2,154
			-317

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			378
			312
			-450
			1,149
			722
			353
			-254
			1,405
			226
			300
			713
			850
			26
			444
			24
			467
			588
			-1,152
			96
			218
			216
			1,362
			-12
			84
			1,032
			-507
			297
			631
			271
			807

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-2,221
			823
			334
			195
			464
			931
			104
			537
			42
			-9
			-967
			331
			-174
			61
			510
			684
			49
			-24
			-1,087
			359
			-1,315
			-639
			-1,410
			-28
			471
			827
			1,374
			57
			-118
			441

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			162
			66
			39
			365
			356
			5
			73
			-108
			-67
			95
			-715
			-16
			-126
			-2,572
			-338
			23
			-14
			-1,022
			377
			303
			388
			419
			1,006
			85
			99
			1,240
			5
			25
			126
			620

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			-191
			156
			-55
			-446
			387
			-52
			-1,646
			45
			16
			-1,121
			180
			256
			138
			1,049
			90
			352
			231
			-338
			16
			203
			-491
			-1,384
			125
			-710
			1
			-467
			63
			124
			-25
			1,169

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			**(l)** Gains (Col (h) gain minus col (k), but not less than -0-) **or** Losses (from col (h))
(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	
			483
			34
			327
			1,403
			190
			1,483
			-1,575
			-1,894
			-785

Form 990PF Part XV Line 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*				
AMERICAN DIABETES ASSOCIATION PO BOX 11454 ALEXANDRIA, VA 22312	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000
AUTISM SPEAKS 5455 WILSHIRE BOULEVARD STE 2250 LOS ANGELES, CA 90036	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000
CALVARY WOMEN'S SERVICES 928 5TH STREET NW WASHINGTON, DC 20001	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000
CHILDREN'S NATIONAL MEDICAL CENTER 111 MICHIGAN AVENUE NW WASHINGTON, DC 20010	NONE	PUBLIC CHARITY	UNRESTRICTED	500
CONNELLY SCHOOL OF THE HOLY CHILD 9029 BRADLEY BLVD POTOMAC, MD 208544604	NONE	PUBLIC CHARITY	UNRESTRICTED	12,550
CYSTIC FIBROSIS FOUNDATION 6931 ARLINGTON ROAD 2ND FLOOR BETHESDA, MD 20814	NONE	PUBLIC CHARITY	UNRESTRICTED	85,000
DON BOSCO CRISTO REY HIGH SCHOOL 1010 LARCH AVENUE TAKOMA PARK, MD 20912	NONE	PUBLIC CHARITY	UNRESTRICTED	1,500
FIGHT FOR CHILDREN 1726 M STREET NW SUITE 202 WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	UNRESTRICTED	20,000
FORD'S THEATER SOCIETY 511 TENTH STREET NW WASHINGTON, DC 20004	NONE	PUBLIC CHARITY	UNRESTRICTED	20,000
GLOBAL GIVING 1023 15TH STREET NW 12TH FLOOR WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	UNRESTRICTED	500
HOLY CROSS HOSPITAL FOUNDATION 1500 FOREST GLEN ROAD SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	UNRESTRICTED	1,500
IMAGINATION STAGE 4908 AUBURN AVENUE BETHESDA, MD 208142629	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000
LEUKEMIA AND LYMPHOMA SOCIETY 1311 MAMARONECK AVENUE WHITE PLAINS, NY 10605	NONE	PUBLIC CHARITY	UNRESTRICTED	250
NATIONAL MS SOCIETY 1100 NEW YORK AVENUE NW SUITE 660 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000
NCCF 6301 GREENTREE ROAD BETHESDA, MD 208173399	NONE	PUBLIC CHARITY	UNRESTRICTED	2,100

Form 990PF Part XV Line 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*				
NEEDIEST KIDS 8283 GREENSBORO DRIVE MCLEAN, VA 22101	NONE	PUBLIC CHARITY	UNRESTRICTED	62,332
PEER HEALTH EXCHANGE INC 70 GOLD STREET SAN FRANCISCO, CA 94133	NONE	PUBLIC CHARITY	UNRESTRICTED	100,000
PENN STATE UNIVERSITY 502 RIDER UNIVERSITY PARK, PA 168024819	NONE	PUBLIC CHARITY	KATIE HILL	100
STEPPING STONES SHELTER 1070 PO BOX 712 ROCKVILLE, MD 208480712	NONE	PUBLIC CHARITY	UNRESTRICTED	3,000
THE ASPEN INSTITUTE ONE DUPONT CIRCLE NW SUITE 700 WASHINGTON, DC 200361133	NONE	PUBLIC CHARITY	UNRESTRICTED	200,000
THE COMMUNITY FOUNDATION FOR MONTGOMERY COUNTY 8720 GEORGIA AVENUE SUITE 202 SILVER SPRING, MD 20910	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000
THE WASHINGTON BALLET 3515 WISCONSIN AVENUE NW WASHINGTON, DC 20016	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000
THEARC 1901 MISSISSIPPI AVENUE SE WASHINGTON, DC 20020	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000
UPWARD BOUND 400 MARYLAND AVENUE SW WASHINGTON, DC 20202	NONE	PUBLIC CHARITY	UNRESTRICTED	49,750
VENTURE PHILANTHROPY PARTNERS 1201 15TH STREET NW SUITE 420 WASHINGTON, DC 20005	NONE	PUBLIC CHARITY	UNRESTRICTED	100,000
WASHINGTON AREA WOMEN'S FOUNDATION 1411 K STREET NW SUITE 800 WASHINGTON, DC 200053458	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000
NORWOOD SCHOOL 8821 RIVER ROAD BETHESDA, MD 20817	NONE	PUBLIC CHARITY	UNRESTRICTED	3,000
SEE FOREVER FOUNDATION 1436 U STREET NW SUITE 203 WASHINGTON, DC 20009	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000
ST JUDE CHILDREN'S HOSPITAL 262 DANNY THOMAS PLACE MEMPHIS, TN 38105	NONE	PUBLIC CHARITY	UNRESTRICTED	50
VITAL VOICES GLOBAL PARTNERSHIP 1625 MASSACHUSETTS AVE NW WASHINGTON, DC 20036	NONE	PUBLIC CHARITY	UNRESTRICTED	1,200

Form 990PF Part XV Line 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*				
PLATT CADDIE SCHOLARSHIP FUND 1974 SPROUL ROAD SUITE 400 BROOMALL,PA 19008	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000
CITYDANCE 1111 16TH STREET NW SUITE 300 WASHINGTON,DC 20036	NONE	PUBLIC CHARITY	UNRESTRICTED	500
FIRST TEE OF MONTGOMERY COUNTY PO BOX 18 KENSINGTON,MD 20895	NONE	PUBLIC CHARITY	UNRESTRICTED	500
CHARITY WORKS 1320 OLD CHAIN BRIDGE ROAD SUITE 310 MCLEAN,VA 22101	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000
MY CHOSEN VESSELS 2189 N RT 83 SUITE 333 ROUND LAKE BEACH,IL 60073	NONE	PUBLIC CHARITY	UNRESTRICTED	250
COVENANT HOUSE WASHINGTON 2001 MISSISSIPPI AVENUE SE WASHINGTON,DC 20020	NONE	PUBLIC CHARITY	UNRESTRICTED	6,000
WOMEN WIN FOUNDATION 591 NORTHAMPTON STREET HOLYOKE,MA 01040	NONE	PUBLIC CHARITY	UNRESTRICTED	500
LIFE WITH CANCER 8411 PENNELL STREET FAIRFAX,VA 22031	NONE	PUBLIC CHARITY	UNRESTRICTED	8,000
ULI WASHINGTON 1025 THOMAS JEFFERSON STREET NW SUITE 500 WEST WASHINGTON,DC 20007	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000
FRIENDS OF THE MONTGOMERY COUNTY LIBRARY 21 MARYLAND AVENUE SUITE 310 ROCKVILLE,MD 20850	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000
POR CRISTO 736 CAMBRIDGE STREET BOSTON,MA 02135	NONE	PUBLIC CHARITY	UNRESTRICTED	100
KID TO KID GIVING CIRCLE 8821 RIVER ROAD BETHESDA,MD 20817	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000
SHRINERS HOSPITAL FOR CHILDREN 2900 ROCKY POINT DRIVE TAMPA,FL 33607	NONE	PUBLIC CHARITY	UNRESTRICTED	100
HEARTS AND HOMES FOR YOUTH 1320 FENWICK LANE SILVER SPRING,MD 20910	NONE	PUBLIC CHARITY	UNRESTRICTED	25,000
THE PARK SCHOOL OF BALTIMORE 2425 OLD COURT ROAD BALTIMORE,MD 21208	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000

Form 990PF Part XV Line 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*				
FAIR CHANCE 2001 S STREET NW SUITE 310 WASHINGTON,DC 20009	NONE	PUBLIC CHARITY	UNRESTRICTED	10,000
GEORGETOWN VISITATION PREPARATORY SCHOOL 1524 THIRTY-FIFTH STREET NW WASHINGTON,DC 200072785	NONE	PUBLIC CHARITY	UNRESTRICTED	5,000
SASHA BRUCE YOUTHWORK 741 8TH STREET SE wASHINGTON,DC 20003	NONE	PUBLIC CHARITY	UNRESTRICTED	1,000
MONTGOMERY COUNTY 4-H BEEF CLUB PO BOX 622 DAMASCUS,MD 208720622	NONE	PUBLIC CHARITY	UNRESTRICTED	250
MIDSHORE RIVERKEEPER CONSERVANCY 23 N HARRISON STREET EASTON,MD 21601	NONE	PUBLIC CHARITY	UNRESTRICTED	50
Total . . . . ▶ **3a**				806,582

TY 2012 Investments Corporate Stock Schedule

Name: THE SCOTT AND PATRICE BRICKMAN FAMILY FOUNDATION

EIN: 61-6356351

Name of Stock	End of Year Book Value	End of Year Fair Market Value
PITCAIRN TRUST COMPANY	515,717	551,630

TY 2012 Other Increases Schedule

Name: THE SCOTT AND PATRICE BRICKMAN FAMILY FOUNDATION

EIN: 61-6356351

Description	Amount
BASIS ADJUSTMENT DUE TO REBALANCING THE PORTFOLIOS	5,072

TY 2012 Taxes Schedule

Name: THE SCOTT AND PATRICE BRICKMAN FAMILY FOUNDATION

EIN: 61-6356351

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
FOREIGN TAXES	50	50		0
FEDERAL EXCISE TAX	3,032	0		3,032