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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

2012

Department of the Treasury Internal Revenue Service

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements ar beginning 2012, and ending

For cale	endar year 2012, or tax year beginning	, 2012,	and ending		,	
Name of fo				Α	Employer identification num 65-0379356	nber
SCDOE Number ar	en Foundation and street (or PO box number if mail is not delivered to street	et address)	Room/suite	В	Telephone number (see the	instructions)
	Pelican Bay Blvd.		Suite 502		) 4	
City or tow			ZIP code	С	If exemption application is	pending, check here
Naple			34108			
<b>G</b> Che	ck all that apply Initial return	Initial Return of a fore Amended return	mer public charity	D	1 Foreign organizations, chec	ck here
	Final return Address change	Name change			2 Foreign organizations meet	
H Ch		(c)(3) exempt private f	oundation		here and attach computation	on • L
" Ğ	Section 4947(a)(1) nonexempt charitable tr		rivate foundation	E	If private foundation status	was terminated
	r market value of all assets at end of year   J Acce	ounting method X C	ash Accrual		under section 507(b)(1)(A)	, check here
•		Other (specify)		F	If the foundation is in a 60	-month termination
<b>▶</b> \$		column (d) must be or	cash basis)		under section 507(b)(1)(B)	), check here
1221411	Analysis of Revenue and Expenses (The total of amounts in	(a) Revenue and	(b) Net investmer	nt	(c) Adjusted net	(d) Disbursements
	columns (b), (c), and (d) may not neces-	expenses per books	income		income	for charitable purposes
	sarily equal the amounts in column (a) (see instructions) )					(cash basis only)
	1 Contributions, gifts, grants, etc, received (att sch)					
	2 Ck ► X if the foundn is not req to att Sch B		· · · · · · · · · · · · · · · · · · ·		y <del>y</del> Ar <del>ys</del> ian i i	
	3 Interest on savings and temporary			`		
	cash investments 4 Dividends and interest from securities	968,743.	968,74	3.		
	5 a Gross rents	4,347.	4,34		· · · · · · · · · · · · · · · · · · ·	
	b Net rental income 4,347.		1 P			
R	6 a Net gain/(loss) from sale of assets not on line 10	88,605.				<u>.</u>
EV	b Gross sales price for all assets on line 6a 5,326,092.	ران در در پر <del>سمیموردی</del> ساند در				
E	7 Capital gain net income (from Part IV, line 2)	المعت المناهدات والمارات	88,60	)5.	· · · · · · · · · · · · · · · · · · ·	
NU	Net short-term capital gain     Income modifications	a a a a a a a a a a a a a a a a a a a	ا الماسية الماسية المسيد		· · · · · · · · · · · · · · · · · · ·	-:
Ě	10 a Gross sales less returns and		;			<del></del>
	allowances b Less Cost of			_1_	, <u>-</u>	<del>4</del> -
	goods sold	والمستعدد المستعد الماء المعاول والمراجع	<u> </u>		<u>, , , , , , , , , , , , , , , , , , , </u>	ļ
	c Gross profit/(loss) (att sch)		<u> </u>			ند دمان د این بد مصممو
	11 Other income (attach schedule)  See Line 11 Stmt	-81,260.	-81,26	50		and an entropy of the second
	12 Total. Add lines 1 through 11	980,448.	980,44			
	13 Compensation of officers, directors, trustees, etc					
	14 Other employee salaries and wages	65,000.	62,00	00.		3,000.
	15 Pension plans, employee benefits					1 000
A D M	16 a Legal fees (attach schedule)  b Accounting fees (attach sch)	15,000.	14,00	00.		1,000.
M	c Other prof fees (attach sch)					
o N	17 Interest	33,601.	33,60	)1.		<del></del>
P S E T R R	18 Taxes (attach schedule)(see instrs) See Line 18 Stmt	9,673.	9,44			229.
O P E R A T	19 Depreciation (attach	-,, <u>-</u>	,			
ii	sch) and depletion L-19 Stmt  20 Occupancy	0.				La caracteria de la composición del composición de la composición
N V G E	21 Travel, conferences, and meetings					
A E N X D P	22 Printing and publications				·····	
A N D E	23 Other expenses (attach schedule)	00.00				
N	See Line 23 Stmt	80,987.	76,92	25.	· · · · · · · · · · · · · · · · · · ·	4,062.
Ĕ	24 Total operating and administrative expenses. Add lines 13 through 23	204,261.	195,97	70.		8,291.
	25 Contributions, gifts, grants paid	1,018,767.			1	1,018,767.
	26 Total expenses and disbursements. Add lines 24 and 25	1 000 000	105 05	7.0		1 007 050
		1,223,028.	195,9	/ Ų .		1,027,058.
	a Excess of revenue over expenses and disbursements		A vylation	1.7		i
	_	-242,580.	- 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1. 1.	1	graph of the second of	41
	<b>b</b> Net investment income (if negative, enter 0-)	والمستولية متن السوالية والمع	784,4	78.		
	C Adjusted net income (if negative, enter 0)		7			ı

1 Cash — non-interest-bearing 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 Receivable de from officers, directors, trustes, and other disqualified persons (attach schedule) (see instructions) 7 Other notes and leas receivable (datas hist) Less allowance for doubtful accounts * 1 Inventories for sale or use 9 Prepard expenses and deferred charges 10 Investments — U.S. and state government obligations (attach schedule) b Investments — orporate stock (attach schedule) b Investments — orporate stock (attach schedule) 1 Investments — orporate stock (attach schedule) 2 Investments — orporate stock (attach schedule) 2 Investments — orporate stock (attach schedule) 2 Investments — orporate stock (attach schedule) 3 Investments — orporate stock (attach schedule) 4 Investments — orporate department orporate stock orporate orporate st	1 2	Cash — non-interest-t	(See instructions )		<del>```</del>	(c) Fair Market Value 192,508.
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L 17 Accounts payable and accrued expenses  18 Grants payable 19 Deferred revenue 20 Loans from officers, directors, trustees, & other disqualified persons 21 Mortgages and other notes payable (attach schedule) 22 Other liabilities (describe ) 23 Total liabilities (add lines 17 through 22)  Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  N F E U T N D A B B A C T Capital stock, trust principal, or current funds S N C C O E  O E V Retained earnings, accumulated income, endowment, or other funds 20, 443, 033. 20, 200, 453.				20,443,033.	20.200.453	. 23,861,444.
Deferred revenue  L Loans from officers, directors, trustees, & other disqualified persons  Mortgages and other notes payable (attach schedule)  20 Other liabilities (describe ► )  21 Total liabilities (add lines 17 through 22)  Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  N F E U Unrestricted  25 Temporarily restricted 26 Permanently restricted 27 Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  28 Paid-in or capital surplus, or land, building, and equipment fund  29 Retained earnings, accumulated income, endowment, or other funds  20, 443, 033. 20, 200, 453.			<del></del>		2072007200	
Deferred revenue L Loans from officers, directors, trustees, & other disqualified persons  Mortgages and other notes payable (attach schedule)  Other liabilities (describe )  Total liabilities (add lines 17 through 22)  Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  N F E U T N D C Temporarily restricted  Temporarily restricted Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  C Capital stock, trust principal, or current funds S N C C Retained earnings, accumulated income, endowment, or other funds  20, 443, 033. 20, 200, 453.	18	3 Grants payable	·		····	
21 Mortgages and other notes payable (attach schedule) 22 Other liabilities (describe 22) 23 Total liabilities (add lines 17 through 22)  Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  N F E U T N D A B B A C Permanently restricted 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 S N C 28 Paid-in or capital surplus, or land, building, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 20, 443, 033. 20, 200, 453.	_	9 Deferred revenue				
Other liabilities (describe  )  22 Other liabilities (add lines 17 through 22)  Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  N F EU T N D C C Apital stock, trust principal, or current funds S N C C Retained earnings, accumulated income, endowment, or other funds  23 Total liabilities (add lines 17 through 22)  Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  V Unrestricted  Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  C Capital stock, trust principal, or current funds  S N C Retained earnings, accumulated income, endowment, or other funds  20, 443, 033. 20, 200, 453.	L 20	D Loans from officers, directo	ors, trustees, & other disqualified persons			
Total liabilities (describe  23 Total liabilities (add lines 17 through 22)  Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  N F U T N D 26 Permanently restricted  Permanently restricted  Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  C Capital stock, trust principal, or current funds  N N C C Retained earnings, accumulated income, endowment, or other funds  Retained earnings, accumulated income, endowment, or other funds  20,443,033. 20,200,453.		1 Mortgages and other notes	payable (attach schedule)			
Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.  N F E U T N D 25 Temporarily restricted  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 S N 28 Paid-in or capital surplus, or land, building, and equipment fund O E 29 Retained earnings, accumulated income, endowment, or other funds  20,443,033. 20,200,453.	<sup>22</sup>	2 Other liabilities (desc	ribe • )			
and complete lines 24 through 26 and lines 30 and 31.  Very and complete lines 24 through 26 and lines 30 and 31.  Very and complete lines 27 through 27.  Very and complete lines 27 through 31.  Very and complete lines 28 through 28.  Very and complete lines 29 through 31.  Very and complete lines 29 through 31.  Very and complete lines 24 through 26 and lines 30 and 31.  Very and complete lines 24 through 26 and lines 30 and 31.  Very and complete lines 24 through 26 and lines 30 and 31.  Very and complete lines 24 through 26 and lines 30 and 31.  Very and complete lines 24 through 26 and lines 30 and 31.  Very and complete lines 24 through 26 and lines 30 and 31.  Very and complete lines 24 through 26 and lines 30 and 31.  Very and complete lines 27 through 31.  Very and complete lines 27 thro	E S 2					
Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  Capital stock, trust principal, or current funds  No Co E  Retained earnings, accumulated income, endowment, or other funds  20,443,033. 20,200,453.		Foundations that foll and complete lines 2	ow SFAS 117, check here 4 through 26 and lines 30 and 31.			
Permanently restricted  S B A Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds S N C C Paid-in or capital surplus, or land, building, and equipment fund Petained earnings, accumulated income, endowment, or other funds  20,443,033. 20,200,453.	N F 2	4 Unrestricted				
Permanently restricted  S B A Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.  27 Capital stock, trust principal, or current funds S N C C Paid-in or capital surplus, or land, building, and equipment fund Petained earnings, accumulated income, endowment, or other funds  20,443,033. 20,200,453.	T N 2	5 Temporarily restricted	j			
28 Paid-in or capital surplus, or land, building, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 20,443,033. 20,200,453.	D   20	6 Permanently restricte	d			
28 Paid-in or capital surplus, or land, building, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 20,443,033. 20,200,453.	S B	Foundations that do and complete lines 2	not follow SFAS 117, check here 🕒 🗴 7 through 31.			
S N C 28 Paid-in or capital surplus, or land, building, and equipment fund 29 Retained earnings, accumulated income, endowment, or other funds 20,443,033. 20,200,453.	E L 2	7 Capital stock, trust pr	incipal, or current funds .			
O E 29 Retained earnings, accumulated income, endowment, or other runds 20, 443, 033. 20, 200, 453.	SN 2	28 Paid-in or capital surplus, or land, building, and equipment fund				į.
	0 E 2	9 Retained earnings, accumul	ated income, endowment, or other funds	20,443,033.	20,200,453	
20,443,033.				20,443,033.	20,200,453	
31 Total liabilities and net assets/fund balances (see instructions) 20,443,033. 20,200,453.	3	Total liabilities and n (see instructions)	et assets/fund balances	20 443 033	20 200 453	
Partill Analysis of Changes in Net Assets or Fund Balances	Pari III		es in Net Assets or Fund Balanc	es	20,200,433	• ————————
1 Total net assets or fund balances at beginning of year— Part II, column (a), line 30 (must agree with	end	d-of-year figure reported	idrices at beginning of year– Part II, colun on prior year's return)	nn (a), line 30 (must agr	ee with 1	20,443,033.
					2	-242,580.
end-of-year figure reported on prior year's return)  1 20,443,0	<b>3</b> Oth	er increases not included in line	e 2 (itemize)		<del></del>	
end-of-year figure reported on prior year's return)  2 Enter amount from Part I, line 27a  1 20,443,0 2 -242,9		d lines 1 2 and 2				20 200 453
end-of-year figure reported on prior year's return)  2 Enter amount from Part I, line 27a  3 Other increases not included in line 2 (itemize)  3 Other increases not included in line 2 (itemize)		u ililes i, z, and s			-	20,200,433.
end-of-year figure reported on prior year's return)  2 Enter amount from Part I, line 27a  2 0ther increases not included in line 2 (itemize)	<b>4</b> Ad		remize)		<u> </u>	20,200,433.

2-3tory brick warehouse	the kind(s) of property sold (e g , rea e, or common stock, 200 shares MLC	l estate, Company)	(b) How acqu P — Purcha D — Donat	ise (month, d	acquired (d)Date sold ay, year) (month, day, year)
1a Northern Trust Port	folio (Schedule Attach	ed)	P	Vario	us Various
<b>b</b> Capital Gains Distr			Р	Vario	<u>us Various</u>
c From Pass Thru Enti			<u> </u>	Vario	<u>us Various</u>
d					
е					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other bas plus expense of sale			Gain or (loss) us (f) minus (g)
a 5,176,919.		5,23	7,487.		-60 <u>,</u> 568.
b 3,114.			0.		3,114.
c 146,059.			0.		146,059
d					
е					
(i) Fair Market Value as of 12/31/69	ng gain in column (h) and owned by (j) Adjusted basis as of 12/31/69	(k) Excess of column over column (j), if ar		gain minus o	lains (Column (h) column (k), but not less Losses (from column (h))
_					-60 560
<b>a</b> 0.	0.		0.	<del></del> ·	-60,568 3,114
c 0.	0.		0.		146,059
d 0.	0.		0.	***	140,039
e					<del> </del>
2 Capital gain net income or (net	capital loss) — If gain, also	enter in Part I, line 7 er -0- in Part I, line 7		2	88,605
3 Net short-term capital gain or (	oss) as defined in sections 1222(5) a	<del></del> '	}	-	00,003
		<del></del> 1			
If gain, also enter in Part I, line in Part I, line 8	8, column (c) (see instructions) If (	loss), enter -0-	-	3	0
•	Section 4940(e) for Reduced	Tax on Net Investme	nt Incom	- 1	
	·	ount of any year in the base	neriod?	Γ	□Ves □No
Was the foundation liable for the sect	ion 4942 tax on the distributable amount fy under section 4940(e) Do not con	plete this part	·	[	Yes No
If section 4940(d)(2) applies, leave the Was the foundation liable for the sect of 'Yes,' the foundation does not qualification.  1 Enter the appropriate amount in the Calendar year (or tax year beginning in)	ion 4942 tax on the distributable amo	plete this part	any entrie	Dis	Yes No  (d) tribution ratio divided by column (c))
Was the foundation liable for the sect if 'Yes,' the foundation does not quality and the sect of the s	fy under section 4940(e) Do not con n each column for each year, see the (b) Adjusted qualifying distributions	nplete this part Instructions before making (c) Net value of noncharitable-use ass	any entrie	Dis	(d) tribution ratio divided by column (c))
Was the foundation liable for the sect if 'Yes,' the foundation does not quality.  1 Enter the appropriate amount in (a)  Base period years Calendar year (or tax year beginning in)  2011	fy under section 4940(e) Do not connected each column for each year, see the (b)  Adjusted qualifying distributions	nplete this part Instructions before making (c) Net value of noncharitable-use ass	any entries	Dis	(d) tribution ratio divided by column (c))
Was the foundation liable for the sect If 'Yes,' the foundation does not quality.  1 Enter the appropriate amount in (a) Base period years Calendar year (or tax year beginning in)  2011 2010	fy under section 4940(e) Do not connect column for each year, see the (b)  Adjusted qualifying distributions  1,049,840. 81,123.	nplete this part Instructions before making (c) Net value of noncharitable-use ass 23,29 21,41	any entrie	Dis	(d) tribution ratio divided by column (c))  0.04505 0.00378
Was the foundation liable for the sect If 'Yes,' the foundation does not quality and the sect If 'Yes,' the foundation does not quality and the sect If 'Yes,' the foundation does not quality and the sect If 'Yes,' the sect	fy under section 4940(e) Do not connect column for each year, see the (b) Adjusted qualifying distributions  1,049,840. 81,123. 749,849.	nplete this part Instructions before making (c) Net value of noncharitable-use ass  23,29 21,41 17,15	any entries ets 9,065. 7,089. 2,345.	Dis	(d) tribution ratio divided by column (c))  0.04505 0.00378 0.04371
Was the foundation liable for the sect If 'Yes,' the foundation does not qualing a line of the sect If 'Yes,' the foundation does not qualing a line of the sect If 'Yes,' the foundation does not qualing a line of the sect If 'Yes,' the foundation does not quality a line of the sect If 'Yes,' the foundation does not quality a line of the sect If 'Yes,' the foundation does not quality a line of the sect If 'Yes,' the foundation liable for the sect If 'Yes,' the foundation does not quality and the sect If 'Yes,' the foundation does not quality and the sect If 'Yes,' the foundation does not quality and the sect If 'Yes,' the foundation does not quality and the sect If 'Yes,' the foundation does not quality and the sect If 'Yes,' the sect If 'Ye	fy under section 4940(e) Do not connected each column for each year, see the (b) Adjusted qualifying distributions  1,049,840. 81,123. 749,849. 899,642.	nplete this part Instructions before making (c) Net value of noncharitable-use ass  23,29 21,41 17,15 20,04	any entries ets 9,065. 7,089. 2,345. 7,159.	Dis	(d) tribution ratio divided by column (c))  0.04505 0.00378 0.04371 0.04487
Was the foundation liable for the sect if 'Yes,' the foundation does not quality.  1 Enter the appropriate amount in (a)  Base period years Calendar year (or tax year beginning in)  2011  2010  2009  2008	fy under section 4940(e) Do not connect column for each year, see the (b) Adjusted qualifying distributions  1,049,840. 81,123. 749,849.	nplete this part Instructions before making (c) Net value of noncharitable-use ass  23,29 21,41 17,15 20,04	any entries ets 9,065. 7,089. 2,345.	Dis	(d) tribution ratio divided by column (c))  0.04505 0.00378 0.04371 0.04487 0.05893
Was the foundation liable for the sect if 'Yes,' the foundation does not quality.  1 Enter the appropriate amount in (a) Base period years Calendar year (or tax year beginning in)  2011 2010 2009 2008 2007  2 Total of line 1, column (d) 3 Average distribution ratio for the	fy under section 4940(e) Do not connected each column for each year, see the (b) Adjusted qualifying distributions  1,049,840. 81,123. 749,849. 899,642.	nplete this part Instructions before making (c) Net value of noncharitable-use ass 23,29 21,41 17,15 20,04 26,48 al on line 2 by 5, or by the	any entries ets 9,065. 7,089. 2,345. 7,159.	Dis (column (b)	(d) tribution ratio divided by column (c))  0.04505 0.00378 0.04371 0.04487 0.05893
Was the foundation liable for the sect If 'Yes,' the foundation does not quality.  1 Enter the appropriate amount in (a) Base period years Calendar year (or tax year beginning in)  2011 2010 2009 2008 2007  2 Total of line 1, column (d) 3 Average distribution ratio for the number of years the foundation.	fy under section 4940(e) Do not connect the column for each year, see the (b)  Adjusted qualifying distributions  1,049,840.  81,123.  749,849.  899,642.  1,560,627.	nplete this part Instructions before making (c) Net value of noncharitable-use ass  23,29 21,41 17,15 20,04 26,48  al on line 2 by 5, or by the years	any entries ets 9,065. 7,089. 2,345. 7,159.	Dis (column (b) o	(d) tribution ratio divided by column (c))  0.04505 0.00378 0.04371 0.04487 0.05893 0.19637 0.03927
Was the foundation liable for the sect If 'Yes,' the foundation does not quality.  1 Enter the appropriate amount in (a) Base period years Calendar year (or tax year beginning in)  2011 2010 2009 2008 2007  2 Total of line 1, column (d) 3 Average distribution ratio for the number of years the foundation 4 Enter the net value of noncharical in the sector of the sec	fy under section 4940(e) Do not connect column for each year, see the (b)  Adjusted qualifying distributions  1,049,840. 81,123. 749,849. 899,642. 1,560,627.	nplete this part Instructions before making (c) Net value of noncharitable-use ass  23,29 21,41 17,15 20,04 26,48  al on line 2 by 5, or by the years	any entries ets 9,065. 7,089. 2,345. 7,159.	Column (b) of the column (b) of the column (b) of the column (c) o	(d) tribution ratio divided by column (c))  0.04505 0.00378 0.04371 0.04487 0.05893 0.19637 0.03927 22,813,386
Was the foundation liable for the sect if 'Yes,' the foundation does not quality.  1 Enter the appropriate amount in (a) Base period years Calendar year (or tax year beginning in)  2011 2010 2009 2008 2007  2 Total of line 1, column (d) 3 Average distribution ratio for the number of years the foundation 4 Enter the net value of noncharity. 5 Multiply line 4 by line 3	fy under section 4940(e) Do not connect a column for each year, see the (b)  Adjusted qualifying distributions  1,049,840. 81,123. 749,849. 899,642. 1,560,627.	nplete this part Instructions before making (c) Net value of noncharitable-use ass  23,29 21,41 17,15 20,04 26,48  al on line 2 by 5, or by the years	any entries eets 9,065. 7,089. 2,345. 7,159. 2,724.	2 3 4	(d) tribution ratio divided by column (c))  0.04505 0.00378 0.04371 0.04487 0.05893  0.19637 0.03927 22,813,386 895,973
Was the foundation liable for the sect If 'Yes,' the foundation does not quality.  1 Enter the appropriate amount in (a)  Base period years Calendar year (or tax year beginning in)  2011 2010 2009 2008 2007  2 Total of line 1, column (d)  3 Average distribution ratio for the number of years the foundation  4 Enter the net value of noncharity.  5 Multiply line 4 by line 3  6 Enter 1% of net investment inc.	fy under section 4940(e) Do not connect a column for each year, see the (b)  Adjusted qualifying distributions  1,049,840. 81,123. 749,849. 899,642. 1,560,627.	nplete this part Instructions before making (c) Net value of noncharitable-use ass  23,29 21,41 17,15 20,04 26,48  al on line 2 by 5, or by the years (, line 5	any entries eets 9,065. 7,089. 2,345. 7,159. 2,724.	2 3 4 5	(d) tribution ratio divided by column (c))  0.04505 0.00378 0.04487 0.05893 0.19637 0.03927 22,813,386 895,973 7,845
Was the foundation liable for the sect If 'Yes,' the foundation does not quality.  1 Enter the appropriate amount in (a) Base period years Calendar year (or tax year beginning in)  2011 2010 2009 2008 2007  2 Total of line 1, column (d) 3 Average distribution ratio for the number of years the foundation 4 Enter the net value of noncharity. 5 Multiply line 4 by line 3 6 Enter 1% of net investment inc. 7 Add lines 5 and 6	fy under section 4940(e) Do not connect a column for each year, see the (b)  Adjusted qualifying distributions  1,049,840. 81,123. 749,849. 899,642. 1,560,627.  e 5-year base period — divide the tot has been in existence if less than 5 table-use assets for 2012 from Part 2	nplete this part Instructions before making (c) Net value of noncharitable-use ass  23,29 21,41 17,15 20,04 26,48  al on line 2 by 5, or by the years (, line 5	any entries eets 9,065. 7,089. 2,345. 7,159. 2,724.	2 3 4 5 6	(d) tribution ratio divided by column (c))  0.04505 0.00378 0.04487 0.05893 0.19637 0.03927 22,813,386 895,973 7,845
Was the foundation liable for the sect if 'Yes,' the foundation does not qualitate the appropriate amount in (a)  Base period years Calendar year (or tax year beginning in)  2011 2010 2009 2008 2007  2 Total of line 1, column (d)  3 Average distribution ratio for the number of years the foundation  4 Enter the net value of noncharitation  5 Multiply line 4 by line 3  6 Enter 1% of net investment ince  7 Add lines 5 and 6  8 Enter qualifying distributions from	ion 4942 tax on the distributable among the figure of the	nplete this part Instructions before making (c) Net value of noncharitable-use ass 23,29 21,41 17,15 20,04 26,48  al on line 2 by 5, or by the years (, line 5	any entries 9,065. 7,089. 2,345. 7,159. 2,724.	2 3 4 5 6 7 8	(d) tribution ratio divided by column (c))  0.04505 0.00378 0.04371 0.04487 0.05893 0.19637 0.03927 22,813,386 895,973 7,845 903,818 1,027,058
Was the foundation liable for the sect if 'Yes,' the foundation does not qualitate the appropriate amount in (a)  Base period years Calendar year (or tax year beginning in)  2011 2010 2009 2008 2007  2 Total of line 1, column (d)  3 Average distribution ratio for the number of years the foundation  4 Enter the net value of noncharitation  5 Multiply line 4 by line 3  6 Enter 1% of net investment ince  7 Add lines 5 and 6  8 Enter qualifying distributions from	fy under section 4940(e) Do not connect a column for each year, see the (b)  Adjusted qualifying distributions  1,049,840. 81,123. 749,849. 899,642. 1,560,627.  e 5-year base period — divide the tot has been in existence if less than 5 table-use assets for 2012 from Part 2	nplete this part Instructions before making (c) Net value of noncharitable-use ass 23,29 21,41 17,15 20,04 26,48  al on line 2 by 5, or by the years (, line 5	any entries 9,065. 7,089. 2,345. 7,159. 2,724.	2 3 4 5 6 7 8	(d) tribution ratio divided by column (c))  0.04505 0.00378 0.04487 0.05893 0.19637 0.03927 22,813,386 895,973 7,845 903,818 1,027,058

Par	t VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 – see instruct	ions)		
	Exempt operating foundations described in section 4940(d)(2), check here			
	Date of ruling or determination letter (attach copy of letter if necessary – see instrs)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V,		7,	845.
	check here ► X and enter 1% of Part I, line 27b	,	-	
c	: All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (b)			·
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable			
_	foundations only Others enter -0-)			0.
3	Add lines 1 and 2		7,	845.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)			0.
5	Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		7,	845.
6	Credits/Payments ·	•	·	
	2012 estimated tax pmts and 2011 overpayment credited to 2012			4
	Exempt foreign organizations – tax withheld at source		-	
	: Tax paid with application for extension of time to file (Form 8868).			
	Backup withholding erroneously withheld			• •
	Total credits and payments Add lines 6a through 6d 7		<u>11,</u>	<u>578.</u>
8	Enter any <b>penalty</b> for underpayment of estimated tax. Check here			
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed			
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid  Force the amount of line 10 to be Oredited to 2013 estimated to:  2. 7.3.3   Polymoded   1.1.1   1.		<u>3,</u>	733.
ון ספי	Enter the amount of line to to be Credited to 2013 estimated tax 5, 733.			
	t VII-A Statements Regarding Activities		Yes	No.
1 a	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?	1	•	
		<u>'</u>	-	X
t	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1	ь	,
			<del>.  </del>	- X
	If the answer is 'Yes' to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities		'	
	Did the foundation file Form 1120-POL for this year?	1	c	X
	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year.		<del>-</del>	+**
	(1) On the foundation \$ (2) On foundation managers \$			Ŋ
€	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?	2		
_	If 'Yes,' attach a detailed description of the activities		+	X
_			1: -	.
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		Х
4 a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4	a X	+~
	of 'Yes,' has it filed a tax return on Form 990-T for this year?	4		+
	Was there a liquidation, termination, dissolution, or substantial contraction during the year?	5	<del> </del>	X
	If 'Yes,' attach the statement required by General Instruction T		1	+
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	Х	
7	Did the foundation have at least \$5,000 in assets at any time during the year? If 'Yes,' complete Part II, column (c), and Part XV	7	X	
8 a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	FL - Florida			1
t	of the answer is 'Yes' to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General	<u> </u>	-	<del></del>
	(or designate) of each state as required by General Instruction G? If 'No,' attach explanation	8	p X	<del> </del> -
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j) for calendar year 2012 or the tayable year beginning in 2012 (see instructions for Det XII) 274 (see instructions for Det XIII) 274 (see instructions for Det XIIII) 274 (see instructions for Det XIIIII) 274 (see instructions for Det XIIIIIIIIII) 274 (see instructions for Det XIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIIII	(5)		<del></del>
	for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV) if 'Yes,' complete Part XIV	V   9	+-	X
10	Did any persons become substantial contributors during the tax year? If 'Yes,' attach a schedule listing their names and addresses	10		\ \ \
BAA		Form 9	OO DE	(2012)

Par	t VII-A	Statements Regarding Activities (continued)		T		
		me during the year, did the foundation, directly or indirectly, own a controlled entity is meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)		11		х
	advisory	foundation make a distribution to a donor advised fund over which the foundation or a disqualified person ha privileges? If 'Yes,' attach statement (see instructions)	<u></u> _	12		х_
13	Did the f	foundation comply with the public inspection requirements for its annual returns and exemption application?	1	3	X	
	Website					
14	The bool	ks are in care of Dodi Bailey Telephone no (23	<u>39) 5</u>	94-	-140	) <u>4</u>
	Located	at 5801 Pelican Bay Blvd. Ste 502, Naples, FL 2P+4 34108_				
15		4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu oForm 1041 — Check here				Ш
		er the amount of tax-exempt interest received or accrued during the year		—т	Yes	No
16	bank, se	ime during calendar year 2012, did the foundation have an interest in or a signature or other authority over a ecurities, or other financial account in a foreign country?	a [1	16		X
	foreign o	instructions for exceptions and filing requirements for Form TD F 90-22 1. If 'Yes,' enter the name of the country ▶				
Par		Statements Regarding Activities for Which Form 4720 May Be Required		. 1		
		m 4720 if any item is checked in the 'Yes' column, unless an exception applies.	<u> </u>		Yes	No
1 a	_	he year did the foundation (either directly or indirectly).	.	.		
	<b>(1)</b> Enga	age in the sale or exchange, or leasing of property with a disqualified person?	No			
	(2) Borr disq	ow money from, lend money to, or otherwise extend credit to (or accept it from) a ualified person? Yes				
		nish goods, services, or facilities to (or accept them from) a disqualified person?				
	<b>(4)</b> Pay	compensation to, or pay or reimburse the expenses of, a disqualified person?	No		, '	' !
	(5) Tran	nsfer any income or assets to a disqualified person (or make any of either available he benefit or use of a disqualified person)?	No -		,	
	foun	ee to pay money or property to a government official? <b>Exception.</b> Check 'No' if the idation agreed to make a grant to or to employ the official for a period after termination overnment service, if terminating within 90 days.)	No		,	
t	If any ar Regulati	nswer is 'Yes' to 1a(1)-(6), did <b>any</b> of the acts fail to qualify under the exceptions described in ons section 53 4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?		1 b		Х
	Organiza	ations relying on a current notice regarding disaster assistance check here			, '	
C	Did the t that wer	foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, e not corrected before the first day of the tax year beginning in 2012?		1 c		Х
2	Taxes of private of	n failure to distribute income (section 4942) (does not apply for years the foundation was a operating foundation defined in section 4942(j)(3) or 4942(j)(5))				
ŧ	and 6e,	· · · · · · · · · · · · · · · · · · ·	No	ı		
	If 'Yes,'	list the years 20 , 20 , 20				
ŀ	Are ther	e any years listed in 2a for which the foundation isnot applying the provisions of section 4942(a)(2)	ŀ			
		to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to slisted, answer 'No' and attach statement—see instructions.)	-	2 b		
	•	ovisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here	-	20		X
,	•	, 20, 20				
_						
3 7	enterpris	foundation hold more than a 2% direct or indirect interest in any business se at any time during the year?	No			, ,
ı	or disqu	did it have excess business holdings in 2012 as a result o(1) any purchase by the foundation alified persons after May 26, 1969,(2) the lapse of the 5-year period (or longer period approved	,		,	
	by the C	Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or appearing the 10-, 15-, or 20-year first phase holding period?(Use Schedule C, Form 4720, to			<u> </u>	نـــــــــــــــــــــــــــــــــــــ
	(3) the la	apse of the 10-, 15-, or 20-year first phase holding period?(Use Schedule C, Form 4720, to ne if the foundation had excess business holdings in 2012)		3 b		
Α.		foundation invest during the year any amount in a manner that would jeopardize its				
~ (		le purposes?		4 a		x
	L Dual Alexan	foundation make any must make in a must use of high after December 21, 1000, the Lee Li				
	jeopardi	foundation make any investment in a prior year (but after December 31, 1969) that could ze its charitable purpose that had not been removed from jeopardy before the first day of				ļ
	the tax y	year beginning in 2012?		4 b		Х
BAA	١		Form	ո <b>99</b> (	)-PF (	2012)

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Part VII-B Statements Regarding Activiti	es for Which Form	4720 May Be Requ	uired (continued)			
5 a During the year did the foundation pay or incui				7,,	Ti	".
(1) Carry on propaganda, or otherwise attemp		n (section 4945(e))?	Yes X	No .'	<b>†</b>	'
(2) Influence the outcome of any specific publi	ic election (see section		☐ Yes 🐰	No .		, ;
on, directly or indirectly, any voter registra  (3) Provide a grant to an individual for travel,		ournoses?		No :	,	1 .
• • •				112		
(4) Provide a grant to an organization other th in section 509(a)(1), (2), or (3), or section	4940(d)(2)7 (see instru	ctions)	Yes X	No "		
(5) Provide for any purpose other than religious educational purposes, or for the prevention	us, charitable, scientific n of cruelty to children o	, literary, or or animals?	Yes X	No .		
b If any answer is 'Yes' to 5a(1)-(5), didany of the described in Regulations section 53 4945 or in (see instructions)?	ne transactions fail to q a current notice regard	ualify under the excepti ling disaster assistance	ons	51	, ,	-
Organizations relying on a current notice regains	rding disaster assistanc	e check here	▶ 🗌		.,	<del>                                     </del>
c If the answer is 'Yes' to question 5a(4), does t tax because it maintained expenditure response	he foundation claim exestibility for the grant?	emption from the	Yes	No ·		١.
If 'Yes,' attach the statement required by Regu	ulations section 53.4945	5-5(d)			1 .	' `
6 a Did the foundation, during the year, receive ar on a personal benefit contract?	ny funds, directly or indi	irectly, to pay premiums	Yes 🔀	No		,
<b>b</b> Did the foundation, during the year, pay premi				61	b	X
If 'Yes' to 6b, file Form 8870	lation a martir to a arabi	bited toy abolter transa	ction? Yes X	No .	<u>,</u>	
7 a At any time during the tax year, was the found b If 'Yes,' did the foundation receive any procee				71	<u></u>	+
Part VIII. Information About Officers, Di						1
and Contractors	rectors, rrustees,	, oundation manag	, o. o., g ,		,	
1 List all officers, directors, trustees, foundatio	n managers and their o	compensation (see inst	ructions).			
(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)Exper other	nse acc allowa	
William J Schoen 5801 Pelican Bay Suite 502	Director					
Naples FL 34108	5.00	0.	0.			0.
Sharon A. Schoen						
5801 Pelican Bay Suite 502	Director					
Naples FL 34108	4.00	0.	0.	<del>                                     </del>		0.
Kathryn L. Schoen	Director					
5801 Pelican Bay Suite 502 Naples FL 34108	1.00	0.	0.			0.
See Information about Officers, Directors, Trustees, Etc	1.00	<u> </u>				
		0.	0.			0.
2 Compensation of five highest-paid employee	s (other than those inc		structions). If none, en	ter 'NONE	<u>.'                                    </u>	
(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)Exper other	nse acc allowa	count, ances
None			compensation	+		
					-	
			,			
	1 - 2 - 3 - 3		<u>.</u>			
				†····		
				1		
<del></del>						
Total number of other employees paid over \$50,000	j		•	1		None

None

Form **990-PF** (2012)

Total. Add lines 1 through 3

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Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Er 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	None
Part IX-A Summary of Direct Charitable Activities	
List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 Not Applicable - Charitable Activities are limited to the	
support of other 501(c)(3) Non-Private Foundation entities	
for which the amount is shown to the right	1,018,767
2	
3	
4	
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 None	
	0
2	
All other program-related investments. See instructions	
3	

65-0379356 Form 990-PF (2012) Schoen Foundation Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.) Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes 1 a a Average monthly fair market value of securities 527,268. 1 b **b** Average of monthly cash balances 22,633,530. 1 c c Fair market value of all other assets (see instructions) d Total (add lines 1a, b, and c) 1 d 23,160,798. e Reduction claimed for blockage or other factors reported on lines 1a and 1c 1 e (attach detailed explanation) 2 Acquisition indebtedness applicable to line 1 assets. 3 Subtract line 2 from line 1d 23,160,798. Cash deemed held for charitable activities Enter 1-1/2% of line 3 4 (for greater amount, see instructions) 347,412. 5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4 5 22,813,386. 6 6 Minimum investment return. Enter 5% of line 5 1,140,669. Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations Part XI and certain foreign organizations check here and do not complete this part.) Minimum investment return from Part X, line 6 1 1,140,669. 2a Tax on investment income for 2012 from Part VI, line 5. 2 a 7.845 b Income tax for 2012 (This does not include the tax from Part VI) تزغ c Add lines 2a and 2b 2 c 7,845. 3 Distributable amount before adjustments. Subtract line 2c from line 1 3 1,132,824. Recoveries of amounts treated as qualifying distributions 4 5 Add lines 3 and 4 1,132,824. 6 Deduction from distributable amount (see instructions) 7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1 7 1,132,824. Part XII Qualifying Distributions (see instructions) Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes a Expenses, contributions, gifts, etc— total from Part I, column (d), line 26 1 a 1,027,058. 1 b

b Program-related investments - total from Part IX-B

2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes

Amounts set aside for specific charitable projects that satisfy the. a Suitability test (prior IRS approval required)

**b** Cash distribution test (attach the required schedule)

Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4

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)

Adjusted qualifying distributions. Subtract line 5 from line 4

1,027,058. 5 7,845. 6 1,019,213.

2

3 a

3 t

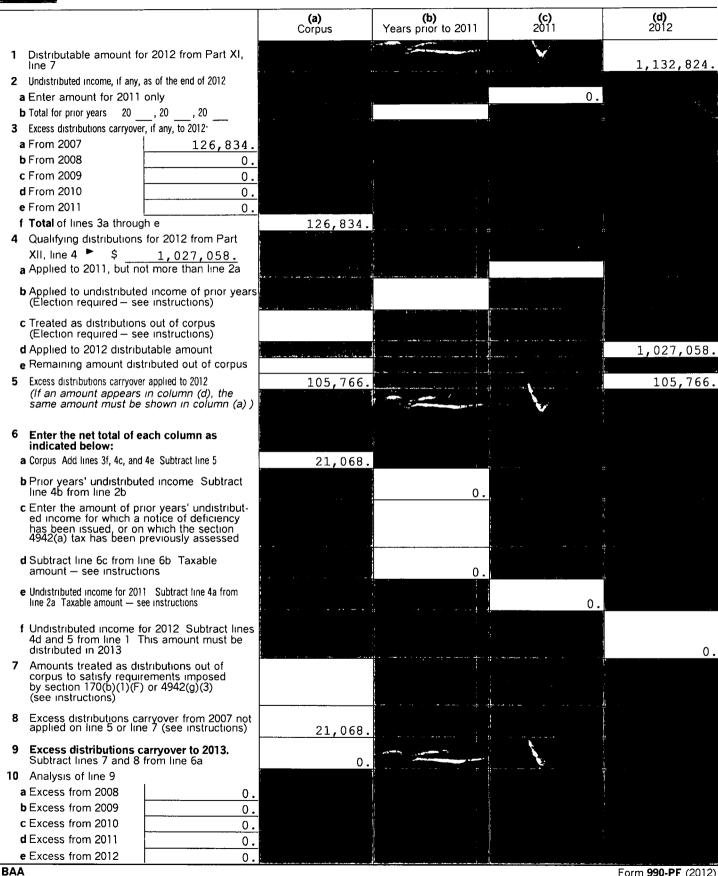
4

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

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Form 990-PF (2012)

### **Para XIII Undistributed Income** (see instructions)



c Any submission deadlines

8/31

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

No

Form 990-PF (2012) Schoen Foundation

Rart XV | Supplementary Information (continued)

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

C				
Recipient	f 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)	substantial contributor	recipient	Contribution	
a Paid during the year				
See Schedule Attached	N/A			
		}		
		Public	Charitable	1,018,767.
		}		
			-	
	1			
			}	
		:		
Total	<u> </u>	<u></u>	► 3a	1 010 767
b Approved for future payment			Ja	1,018,767.
5 Approved for future payment			'	
		]		
		i		
Total			► 3b	

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

Enter gross amounts unless otherwise indicated	Unrelate	d business income	Excluded	by section 512, 513, or 514	(e)
	(a) Business code	<b>(b)</b> Amount	(c) Exclu- sion	<b>(d)</b> Amount	Related or exempt function income (See instructions)
1 Program service revenue	0000		Louie		
a					
b	<u></u>				
С		<del></del>			
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	523000	13.	14		
4 Dividends and interest from securities	523000		14		
5 Net rental income or (loss) from real estate	76.7.74		1.	the second	13 13
a Debt-financed property					
<b>b</b> Not debt-financed property .					
6 Net rental income or (loss) from personal property	532000	4,347.	16		
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory	523000	88,605.	18		
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory		<del>3</del>			
11 Other revenue.	1,011	9 4 7 7 9 7 1		1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	
a Other Security Related Income	523000	10,734.	18		
<b>b</b> Royalties	533110		15		
c Income From Partnerships	212000				
d			ĺ		
e					
Subtotal. Add columns (b), (d), and (e)	1,1,1,1,1	980,448.	1		
13 Total. Add line 12, columns (b), (d), and (e)	····			13	980,448
(See worksheet in line 13 instructions to verify calculation	ons )				

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)
-	
-	

# Form 990-PF (2012) Schoen Foundation 65-0379356 Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

									- I' ' I	Yes	No
de	scribe	d in section 501(d	c) of the Code (d	engage in any of to other than section	the following w 501(c)(3) orga	ith any o nizations	ther organization or in section 5	n 527,			
		o political organization		a noncharitable	evernt organi	zation of					-
	ansier: ) Cash	•	ing loundation to	o a Horicharitable	exempt organiz	Lation of			1 a (1)		
•	*	r assets							1 a (2)		X
•		insactions <sup>,</sup>								·	15.
			oncharitable ex	empt organization	1				1 b (1)		X
• •	•			able exempt orga					1 b (2)		X
•		al of facilities, eq							1 b (3)		X
		nbursement arran		0, 400010					1 b (4)		X
•	•	is or loan quaran	-						1 b (5)		X
• •	•	•		hip or fundraising	solicitations				1 b (6)		X
• -	,			ists, other assets,		vees			1 c		X
	•								<del></del>		
th	e annd	s other assets o	or services diver	' complete the fol n by the reporting show in column <b>(d</b> )	foundation If t	he found	lation received b	ess than fair mar	ket value in	of	
(a) Line		(b) Amount involved		of noncharitable exem				sfers, transactions, ar		ngement	s
<del>\-'/</del>					· · · · · · · · · · · · · · · · · · ·	1	· · · · · · · · · · · · · · · · · · ·				
		•			13.1.1.171						
				<del></del>							
									-		
									-		
						T					
		······································									
<b>2 a</b> ls	the fo	undation directly d in section 501(	or indirectly affi c) of the Code (	liated with, or rela	ated to, one or 1501(c)(3)) or i	more tax n section	-exempt organiz	zations	Yes	s <b>X</b>	No
<b>b</b> If	'Yes,'	complete the follo	owing schedule								
	(a)	Name of organiz	ation	<b>(b)</b> Type	of organizatio	n	(c	<b>)</b> Description of re	elationship		
											<del>_</del>
								······			
	Under p correct,	enalties of perjury, I de and complete Declara	clare that I have exa	mined this return, includer than taxpayer) is base	ding accompanying sed on all information	schedules ar	nd statements, and to eparer has any know	the best of my knowle ledge	dge and belief,	it is true.	
Sign		1611							May the		
Here					1/5/5	<b>→</b>	CI		this retur preparer	shown t	pelow
	Signa	ture of officer or trustee			Date	<del>-</del> -	itle <u>par</u>	man	(see inst	ructions) Yes	No No
		Print/Type preparer's		Prepaler's	signature	1	Date	Check If	PTIN	163	140
Da:4		James B. W	lerle	Lee	2 Daniel		05/31/13	self-employed	PO134	1665	
Paid Brana	<b>VO</b> F	Firm's name	Werle Ass	74	· • • • • • • • • • • • • • • • • • • •		102/21/12		0608769	1003	
Prepa		Firm's address		11th Court	u •			rams zin ZU-	0000/09		
Use O	піу	3 audiess	Coral Spr			FL 33	071	Phone no (95	<b>41 224</b>	7006	:
BAA		<u> </u>	COLAT SPI	. 111y 5"		ru 33	, , , ,	r none no (95	4) 234-		
DAA									Form <b>99</b>	U-7F (	ZU1Z)

Form 990-PF, Page 1, Part I, Line 11

Lin	e·1	1	Sti	nt

Other income:	Rev/Exp Book	Net Inv Inc	- Adj Net Inc
Other Investment Income	10,734.	10,734.	
Royalties	5.	5.	
From Pass Thru Entities		-91,999.	

Total

-81,260. -81,260.

Form 990-PF, Page 1, Part I, Line 18

### Line 18 Stmt

Taxes	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Payroll Taxes	4,972.	4,743.		229.
Foreign Income Tax	4,692.	4,692.		
Other	9.	9.		

Total

9,673. 9,444.

229.

Form 990-PF, Page 1, Part I, Line 23

### Line 23 Stmt

Other expenses:	Rev/Exp Book	Net Inv Inc	Adj Net Inc	Charity Disb
Investment Fees	64,739.	64,739.		
Office Expense	13,140.	9,855.		3,285.
Other	3,108.	2,331.		777.

Total

80,987. 76,925.

4,062.

Form 990-PF, Page 6, Part VIII, Line 1

Information about Officers, Directors, Trustees, Etc.

(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
Person X Business Kristine L. Pollard  5801 Pelican Bay Suite 502  Naples FL 34108  Person X Business  Karen A.Sutton	Director 1.00	0.	٥.	0.
5801 Pelican Bay Suite 502 Naples FL 34108 Person Business Alan Hilfiker 5801 Pelican Bay Suite 502	Director  1.00  Director	0.	0.	0.
Naples FL 34108	1.00	0.	0.	0.

Total

0. 0. 0.

Form 990-PF, Line 19

### **Allocated Depreciation**

Description	Date Acquire	Cost or Basis	Prior Yr. Depr	Mthd	Lıfe	Current Depr	Net Invest Income	Adjusted Net Income
2000 Furniture	01/31/00	3981	3981	200DB	7.00	0_		
2000 - Office Furn.	04/24/00	4586	4586	200DB	7.00	0		
2001 Computer Equipment	11/19/01	1372	1372	200DB	5.00	0		
2001 Office Equip.	08/17/01	4867	4867	200DB	5.00	0		<u> </u>

Total

Form 990-PF, Page 2, Part II, Line 10b

### L-10b Stmt

	End o	of Year
Line 10b - Investments - Corporate Stock:	Book Value	Fair Market Value
Assets Held in Northern Trust Investment Portfolio	17,958,425.	21,497,271.
Total	17,958,425.	21,497,271.

Form 990-PF, Page 2, Part II, Line 13

### L-13 Stmt

	End o	f Year
Line 13 - Investments - Other:	Book Value	Fair Market Value
Greenlight Masters LP	2,049,520.	2,171,665.
Total	2,049,520.	2,171,665.

Form 990-PF, Page 2, Part II, Line 14

### L-14 Stmt

Line 14b - Description of Land, Buildings, and Equipment	(a) Cost/Other Basis	<b>(b)</b> Accumulated Depreciation	<b>(c)</b> Book Value
Office Furniture & Equipment	14,806.	14,806.	0.
Total	14,806.	14,806.	0.

Sold Securities WSFoundation - Northern Trust Date Range - 01/01/2012 Thru 12/31/2012

Security	Acquisition Date	Sale Date	Years	Quantity	Unit	Total Cost	Unit Price	Sale Proceeds	Realized Gain/Loss	% %	Anni. % GL
Short Term Activity: ACTIVISION BLIZZARD INC	. 03/19/12 08/03/12	08/03/12	0.375	10,000.00000	12.509	125,094.00	11.255	112,550.47	-12,543.53	-10.03	-24.5
SUBURBAN PROPANE	01/27/12 09/14/12	09/14/12	0.633	0.22000	0.000	0.00	40.273	8.86	8.86		
• •	Total Short Term Activity:	Ferm Acti	vity:		1 1	125,094.00	<b>!</b> 1	112,559.33	-12,534.67	-10.02	
Long Term Activity: DODGE & COX INTL FN	01/24/06 01/25/12	01/25/12	6.005	25,449.76700	36.380	925,862.52	31.320	797,086.70	-128,775.82	-13.91	-2.5
DODGE & COX INTL FN	10/11/06	01/25/12	5.293	1,550.23300	40.550	62,861.95	31.320	48,553.30	-14,308.65	-22.76	4 <u>.</u> 8.
Subtotal for 2 positions			1	27,000.00000		988,724.47		845,640.00	-143,084.47	-14.47	
PNC CAPITAL TRUST	06/02/08 07/30/12	07/30/12	4.162	11,000.00000	24.611	270,717.48	25.000	275,000.00	4,282.52	1.58	0.4
PNC CAPITAL TRUST	06/10/08	07/30/12	4.140	9,000.00000	24.607	221,462.46	25.000	225,000.00	3,537.54	1.60	0.4
Subtotal for 2 positions			1	20,000.00000	•	492,179.94		500,000.00	7,820.06	1.59	
AMERICAN FDAMENTAL	07/21/08 09/21/12	09/21/12	4.173	53,248.13600	37,560	2,000,000.00	40.690	2,166,666.65	166,666.65	8.33	1.9
AMERICAN GROWTH FND	11/30/07 09/21/12	09/21/12	4.814	27,601.43500	36.230	66.666,666	34.140	942,312.99	-57,687.00	-5.77	-1.2
AMERICAN GROWTH FND	12/20/07	09/21/12	4.759	307,36600	33.190	10,201.49	34.140	10,493.48	291.99	2.86	9.0
AMERICAN GROWTH FND	12/20/07 09/21/12	09/21/12	4.759	1,710.64000	33.190	56,776.14	34.140	58,401.25	1,625.11	2.86	9.0
Subtotal for 3 positions			ì	29,619,44100	•	1,066,977.62		1,011,207.72	-55,769.90	-5.23	
DODGE & COX INTL FN	01/24/06 09/21/12	09/21/12	6.663	10,284.15300	36.380	374,137.49	33.500	344,519.13	-29,618.36	-7.92	-1.2

# Sold Securities WSFoundation - Northern Trust Date Range - 01/01/2012 Thru 12/31/2012

Page 2

	Acquisition	Sale	Years		Unit	Total	Unit	Sale	Realized	%	Annl.
Security	Date	i	Held	Quantity	Cost	Cost	Price	Proceeds	Gain/Loss	1/9	75 %
Long Term Activity:											
DODGE & COX STK FD	08/02/04	08/02/04 09/21/12	8.142	1,422.28693	116.020	165,013.72	121.630	172,992.79	7,979.07	4. 26.	9.0
DODGE & COX STK FD	01/02/08	01/02/08 09/21/12	4.723	7.69216	139.230	1,070.98	121.630	935.60	-135.38	-12.64	-2.8
DODGE & COX STK FD	01/02/08	01/02/08 09/21/12	4.723	5.31200	139.230	739.59	121.630	646.10	-93.49	-12.64	-2.8
DODGE & COX STK FD	01/02/08	01/02/08 09/21/12	4.723	116.98650	139.230	16,288.03	121.630	14,229.07	-2,058.96	-12.64	-2.8
DODGE & COX STK FD	03/28/08	03/28/08 09/21/12	4.488	53.93305	117.400	6,331.74	121.630	6,559.88	228.14	3.60	0.8
DODGE & COX STK FD	03/28/08	03/28/08 09/21/12	4.488	0.64787	117.400	26.06	121.629	78.80	2.74	3.60	0.8
DODGE & COX STK FD	03/28/08	03/28/08 09/21/12	4.488	7.27215	117.400	853.75	121.630	884.51	30.76	3.60	0.8
Subtotal for 7 positions	ns		1	1,614.13066	i	190,373.87	•	196,326.75	5,952.88	3.13	
	Total Long Term Activity:	Ferm Activ	ılty:		1 1	5,112,393.39	1 1	5,064,360.25	-48,033.14	-0.94	
	Total Net Activity	ctivity			i il	5,237,487.39	1 11	5,176,919.58	-60,567.81	-1.16	

## THE SCHOEN FOUNDATION ANNUAL BOARD MEETING 2012 RECIPIENT LIST

201	Z RECIPIENT LIST	64511
		CASH
	NAME	AMOUNT
5-Jan 1)	Habitat for Humanity of Collier County	\$500 00
6-Feb 2)	Grace Lutheran Church	\$100.00
6-Feb 3)	Special Operations Fund	\$10,000.00
22-Feb 4)	Community Hospice Care	\$500.00
22-Feb 5)	St Francis Home	\$1,000.00
23-Apr 6)	American Cancer Society	\$2,000 00
12-Jul 7)	National Museum of Wildlife Art	\$3,000.00
16-Jul 8)	Community Foundation of Teton Valley	\$10,000.00
1-Sep 9)	Luekemia & Lymphoma Society	\$1,000.00
1-Sep 10)	Community Foundation of Jackson Hole	\$10,000.00
10-Oct 11)	Avow Hospice	\$20,000.00
10-Oct 12)	Big Oak Ranch	\$50,000.00
10-Oct 13)	Boys/Girls Club of Collier County	\$50,000.00
10-Oct 14)	Girls Inc of Pinellas Co	\$25,000.00
10-Oct 15)	Grace Lutheran Church	\$100,000.00
10-Oct 16)	Grace Place for Families and Children	\$10,000 00
10-Oct 17)	Habitat for Humanity of Collier County	\$50,000.00
10-Oct 18)	Marine Corps Scholarship Foundation	\$50,000.00
10-Oct 19)	Marine Corps Heritage Foundation	\$50,000.00
10-Oct 20)	Naples Christian Academy	\$50,000.00
10-Oct 21)	Naples Philharmonic Center for the Arts	\$200,000.00
10-Oct 22)	Open Door Community	\$5,000 00
10-Oct 23)	PACE Center for Girls Inc	\$25,000 00
10-Oct 24)	Presbyterian Church of Jackson Hole	\$10,000.00
10-Oct 25)	Prison Fellowship Ministries	\$25,000.00
10-Oct 26)	Ricky King Childrens Fund	\$5,000.00
10-Oct 27)	Samuels House Inc.,	\$20,000.00
, 10-Oct 28)	Shelter for Abused Women of Collier Co	\$15,000.00
10-Oct 29)	Shepherd of the Mountains Lutheran Church	\$5,000.00
10-Oct 30)	Foundation in Christ Ministries	\$10,000.00
10-Oct 31)	Urban Peak Denver	\$50,000.00
10-Oct 32)	USC - NAI program	\$20,000.00
10-Oct 33)	USO	\$5,000.00
10-Oct 34)	Village School of Naples	\$20,000.00
10-Oct 35)	Devil Pups Inc.	\$10,000.00
10-Oct 36)	Old Fort United Methodist Church	\$500.00
14-Nov 37)	Lake Travis - Labor of Love	\$12,000.00
14-Nov 38)	Capital One Food Bank	\$15,000.00
14-Nov 39)	Lighthouse Childrens Home	\$15,000.00
14-Nov 40)	Lake Hills Church - mom to mom ministry	\$8,000.00
7-Dec 41)	Holy Cross Anglican Church - HH4HC	\$15,000.00
7-Dec 41) 7-Dec 42)	St. Lukes Training & Counseling Center	\$15,000.00
13-Dec 42)	Bright Futures Atlanta	
13-Dec 43)	Boys & Girls Club of Collier County	\$20,000.00
13 000 44)	Qualified Charitable Distributions from Pass Thru Entity	\$100.00
	•	\$67.00
	TOTAL	<u>\$1,018,767.00</u>

### Form **8868**

(Rev January 2013)

Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

• If you	are filing for an <b>Automatic 3-Month Extension</b> are filing for an <b>Additional (Not Automatic) 3-M</b> <b>complete Part II unless</b> you have already beer	nonth Exten	sion, complete onl	y Part II (on page 2 of	this form	
Electro a corpo 8868 to Return	nic filing (e-file). You can electronically file For ration required to file Form 990-T), or an addition request an extension of time to file any of the for Transfers Associated With Certain Personions). For more details on the electronic filing of	m 8868 if yo onal (not auto e forms listed ial Benefit (	u need a 3-month a omatic) 3-month ext d in Part I or Part II Contracts, which m	utomatic extension of ension of time. You ca with the exception of ust be sent to the IF	time to fan electrone f Form 8 RS in pa	file (6 months for onically file Form 870, Information aper format (see
	Automatic 3-Month Extension of Time oration required to file Form 990-T and requirely	esting an a	utomatic 6-month	extension-check thi		
All othe	r corporations (including 1120-C filers), partners come tax returns				uest an e	extension of time
	Name of exempt organization or other filer, see	Instructions		Employer identification	•	<u> </u>
Type or	· -				379356	•
print	Schoen Foundation  Number, street, and room or suite no. If a P.O.	box, see instr	uctions.	Social security number		
File by the due date		2011, 200			(	
filing your	ling your City, town or post office, state, and ZIP code. For a foreign address, see instructions					
return Se	e   ·					
	e Return code for the return that this application	n is for (file a	separate applicatio	n for each return) .		0 4
Applic Is For	ation	Return Code	Application Is For			Return Code
Form 9	990 or Form 990-EZ	01	Form 990-T (corpo	oration)		07
Form 9	990-BL	02	Form 1041-A			08
Form 4	1720 (individual)	03	Form 4720			09
Form 9	990-PF	04	Form 5227			10
	990-T (sec. 401(a) or 408(a) trust)	05	Form 6069			11
Form 9	990-T (trust other than above)	06	Form 8870			12
Telep • If the • If this for the value will	hone No. ► 239-594-1404  organization does not have an office or place of is for a Group Return, enter the organization's f whole group, check this box ► □ . th the names and EINs of all members the extended request an automatic 3-month (6 months for a until August 15 , 20 13 , to file the expenses the care of	business in our digit Gro If it is for parasion is for.	the United States, cup Exemption Numlet of the group, checorequired to file Form	heck this box oer (GEN) k this box oer (GEN)		
1 I	for the organization's return for:  ▶ ☑ calendar year 20 <u>12</u> or					
2	► ☐ tax year beginning  f the tax year entered in line 1 is for less than 12 ☐ Change in accounting period   — Change in accounting period  — Chan	, 20 2 months, ch	, and ending eck reason: ☐ Initia	al return		_ , 20
3a	f this application is for Form 990-BL, 990-PF, 9 nonrefundable credits. See instructions.	90-T, 4720,	or 6069, enter the t	entative tax, less any	3a \$	
	f this application is for Form 990-PF, 990-T					
	estimated tax payments made Include any prior				3b \$	<del></del> -
	Balance due. Subtract line 3b from line 3a. Incli EFTPS (Electronic Federal Tax Payment System			, if required, by using	3c \$	
Caution	. If you are going to make an electronic fund withdraw	al with this Fo	rm 8868, see Form 84	53-EO and Form 8879-E		ment instructions