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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

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

WILLARD V. BENNETT 1992 PRIVATE  
FOUNDATION TRUST

Number and street (or P.O. box number if mail is not delivered to street address)

18 AUBURN DRIVE

City or town, state, and ZIP code

LAKE WORTH, FL 33460

G Check all that apply:

☐ Initial return☐ Final return☐ Address change☐ Initial return of a former public charity☐ Amended return☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end of year

(from Part II, col. (c), line 16)

\$ 1,912,293. (Part I, column (d) must be on cash basis.)

J Accounting method:

☒ Cash☐ Accrual☐ Other (specify)

## Part I

## Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)

|                                                                                                | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|------------------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| 1 Contributions, gifts, grants, etc., received                                                 |                                    |                           | N/A                     |                                                             |
| 2 Check <input checked="" type="checkbox"/> If the foundation is not required to attach Sch. B |                                    |                           |                         |                                                             |
| 3 Interest on savings and temporary cash investments                                           | 12,229.                            | 12,229.                   |                         | STATEMENT 1                                                 |
| 4 Dividends and interest from securities                                                       | 50,617.                            | 50,617.                   |                         | STATEMENT 2                                                 |
| 5a Gross rents                                                                                 |                                    |                           |                         |                                                             |
| b Net rental income or (loss)                                                                  |                                    |                           |                         |                                                             |
| 6a Net gain or (loss) from sale of assets not on line 10                                       | 57,287.                            |                           |                         |                                                             |
| b Gross sales price for all assets on line 6a                                                  | 543,232.                           |                           |                         |                                                             |
| 7 Capital gain net income (from Part IV, line 2)                                               |                                    | 57,287.                   |                         |                                                             |
| 8 Net short-term capital gain                                                                  |                                    |                           |                         |                                                             |
| 9 Income modifications                                                                         |                                    |                           |                         |                                                             |
| 10a Gross sales less returns and allowances                                                    |                                    |                           |                         |                                                             |
| b Less Cost of goods sold                                                                      |                                    |                           |                         |                                                             |
| c Gross profit or (loss)                                                                       |                                    |                           |                         |                                                             |
| 11 Other income                                                                                |                                    |                           |                         |                                                             |
| 12 Total. Add lines 1 through 11                                                               | 120,133.                           | 120,133.                  |                         |                                                             |
| 13 Compensation of officers, directors, trustees, etc.                                         | 14,618.                            | 12,426.                   |                         | 2,192.                                                      |
| 14 Other employee salaries and wages                                                           |                                    |                           |                         |                                                             |
| 15 Pension plans, employee benefits                                                            |                                    |                           |                         |                                                             |
| 16a Legal fees                                                                                 |                                    |                           |                         |                                                             |
| b Accounting fees                                                                              | 2,077.                             | 2,077.                    |                         | 0.                                                          |
| c Other professional fees                                                                      | 15,814.                            | 15,814.                   |                         | 0.                                                          |
| 17 Interest                                                                                    |                                    |                           |                         |                                                             |
| 18 Taxes                                                                                       | 2,124.                             | 581.                      |                         | 0.                                                          |
| 19 Depreciation and depletion                                                                  |                                    |                           |                         |                                                             |
| 20 Occupancy                                                                                   |                                    |                           |                         |                                                             |
| 21 Travel, conferences, and meetings                                                           |                                    |                           |                         |                                                             |
| 22 Printing and publications                                                                   |                                    |                           |                         |                                                             |
| 23 Other expenses                                                                              |                                    |                           |                         |                                                             |
| 24 Total operating and administrative expenses. Add lines 13 through 23                        | 34,633.                            | 30,898.                   |                         | 2,192.                                                      |
| 25 Contributions, gifts, grants paid                                                           | 92,230.                            |                           |                         | 92,230.                                                     |
| 26 Total expenses and disbursements. Add lines 24 and 25                                       | 126,863.                           | 30,898.                   |                         | 94,422.                                                     |
| 27 Subtract line 26 from line 12:                                                              |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                            | -6,730.                            |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                               |                                    | 89,235.                   |                         |                                                             |
| c Adjusted net income (if negative, enter -0-)                                                 |                                    |                           | N/A                     |                                                             |

NE

ENVELOPE  
POSTMARK DATE MAY 1 4 2013

SCANNED JUN 7 2013

**WILLARD V. BENNETT 1992 PRIVATE  
FOUNDATION TRUST**

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**Part II Balance Sheets**

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

|                                    |                                                                                                    | Beginning of year | End of year    |                       |
|------------------------------------|----------------------------------------------------------------------------------------------------|-------------------|----------------|-----------------------|
|                                    |                                                                                                    | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| <b>Assets</b>                      | 1 Cash - non-interest-bearing                                                                      |                   |                |                       |
|                                    | 2 Savings and temporary cash investments                                                           | 60,689.           | 124,007.       | 124,007.              |
|                                    | 3 Accounts receivable                                                                              |                   |                |                       |
|                                    | Less: allowance for doubtful accounts                                                              |                   |                |                       |
|                                    | 4 Pledges receivable                                                                               |                   |                |                       |
|                                    | Less: allowance for doubtful accounts                                                              |                   |                |                       |
|                                    | 5 Grants receivable                                                                                |                   |                |                       |
|                                    | 6 Receivables due from officers, directors, trustees, and other disqualified persons               |                   |                |                       |
|                                    | 7 Other notes and loans receivable                                                                 |                   |                |                       |
|                                    | Less: allowance for doubtful accounts                                                              |                   |                |                       |
|                                    | 8 Inventories for sale or use                                                                      |                   |                |                       |
|                                    | 9 Prepaid expenses and deferred charges                                                            |                   |                |                       |
|                                    | 10a Investments - U.S. and state government obligations STMT 6                                     | 49,142.           | 0.             | 0.                    |
|                                    | b Investments - corporate stock STMT 7                                                             | 771,690.          | 826,898.       | 995,632.              |
|                                    | c Investments - corporate bonds STMT 8                                                             | 613,046.          | 612,182.       | 674,632.              |
| <b>Liabilities</b>                 | 11 Investments - land, buildings, and equipment basis                                              |                   |                |                       |
|                                    | Less: accumulated depreciation                                                                     |                   |                |                       |
|                                    | 12 Investments - mortgage loans                                                                    |                   |                |                       |
|                                    | 13 Investments - other STMT 9                                                                      | 165,402.          | 89,275.        | 116,331.              |
|                                    | 14 Land, buildings, and equipment basis                                                            |                   |                |                       |
|                                    | Less: accumulated depreciation                                                                     |                   |                |                       |
|                                    | 15 Other assets (describe STATEMENT 10)                                                            | 69.               | 1,691.         | 1,691.                |
|                                    | 16 Total assets (to be completed by all filers)                                                    | 1,660,038.        | 1,654,053.     | 1,912,293.            |
|                                    | 17 Accounts payable and accrued expenses                                                           |                   |                |                       |
|                                    | 18 Grants payable                                                                                  |                   |                |                       |
| <b>Net Assets or Fund Balances</b> | 19 Deferred revenue                                                                                |                   |                |                       |
|                                    | 20 Loans from officers, directors, trustees, and other disqualified persons                        |                   |                |                       |
|                                    | 21 Mortgages and other notes payable                                                               |                   |                |                       |
|                                    | 22 Other liabilities (describe EXCISE TAX PAYABLE)                                                 | 0.                | 745.           |                       |
|                                    | 23 Total liabilities (add lines 17 through 22)                                                     | 0.                | 745.           |                       |
| <b>Net Assets or Fund Balances</b> | Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. |                   |                |                       |
|                                    | 24 Unrestricted                                                                                    |                   |                |                       |
|                                    | 25 Temporarily restricted                                                                          |                   |                |                       |
|                                    | 26 Permanently restricted                                                                          |                   |                |                       |
|                                    | Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.              |                   |                |                       |
|                                    | 27 Capital stock, trust principal, or current funds                                                | 2,532,057.        | 2,532,057.     |                       |
|                                    | 28 Paid-in or capital surplus, or land, bldg, and equipment fund                                   | 0.                | 0.             |                       |
|                                    | 29 Retained earnings, accumulated income, endowment, or other funds                                | -872,019.         | -878,749.      |                       |
| <b>Net Assets or Fund Balances</b> | 30 Total net assets or fund balances                                                               | 1,660,038.        | 1,653,308.     |                       |
|                                    | 31 Total liabilities and net assets/fund balances                                                  | 1,660,038.        | 1,654,053.     |                       |

**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<br>(must agree with end-of-year figure reported on prior year's return) | 1,660,038. |
| 2 Enter amount from Part I, line 27a                                                                                                                            | -6,730.    |
| 3 Other increases not included in line 2 (itemize)                                                                                                              | 0.         |
| 4 Add lines 1, 2, and 3                                                                                                                                         | 1,653,308. |
| 5 Decreases not included in line 2 (itemize)                                                                                                                    | 0.         |
| 6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30                                                         | 1,653,308. |

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**Part IV Capital Gains and Losses for Tax on Investment Income**

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

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a                     |                                            |                                                 |                                              |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e 543,232.            |                                            | 485,945.                                        | 57,287.                                      |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Gains (Col. (h) gain minus<br>col. (k), but not less than -0-) or<br>Losses (from col. (h)) |
|---------------------------|--------------------------------------|-------------------------------------------------|-------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 |                                                                                                 |
| b                         |                                      |                                                 |                                                                                                 |
| c                         |                                      |                                                 |                                                                                                 |
| d                         |                                      |                                                 |                                                                                                 |
| e                         |                                      |                                                 | 57,287.                                                                                         |

|                                                                                                                                                                                 |                                                                                                                 |   |         |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------|---|---------|
| 2 Capital gain net income or (net capital loss)                                                                                                                                 | <div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div> | 2 | 57,287. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter -0- in Part I, line 8 |                                                                                                                 | 3 | N/A     |

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

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

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

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

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in) | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col. (b) divided by col. (c)) |
|----------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-------------------------------------------------------------|
| 2011                                                                 | 90,040.                                  | 1,912,151.                                   | .047088                                                     |
| 2010                                                                 | 80,466.                                  | 1,823,564.                                   | .044126                                                     |
| 2009                                                                 | 97,365.                                  | 1,612,279.                                   | .060390                                                     |
| 2008                                                                 | 105,862.                                 | 1,977,142.                                   | .053543                                                     |
| 2007                                                                 | 103,680.                                 | 2,205,923.                                   | .047001                                                     |

|                                                                                                                                                                                |   |            |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|------------|
| 2 Total of line 1, column (d)                                                                                                                                                  | 2 | .252148    |
| 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 | .050430    |
| 4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5                                                                                                 | 4 | 1,885,149. |
| 5 Multiply line 4 by line 3                                                                                                                                                    | 5 | 95,068.    |
| 6 Enter 1% of net investment income (1% of Part I, line 27b)                                                                                                                   | 6 | 892.       |
| 7 Add lines 5 and 6                                                                                                                                                            | 7 | 95,960.    |
| 8 Enter qualifying distributions from Part XII, line 4                                                                                                                         | 8 | 94,422.    |

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.

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**Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)**

|                                                                                                                                                                                                                                               |           |        |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|--------|
| <b>1a</b> Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1.<br>Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions) | <b>1</b>  | 1,785. |
| <b>b</b> Domestic foundations that meet the section 4940(a) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b                                                                                      |           |        |
| <b>c</b> All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).                                                                                                              |           |        |
| <b>2</b> Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                            | <b>2</b>  | 0.     |
| <b>3</b> Add lines 1 and 2                                                                                                                                                                                                                    | <b>3</b>  | 1,785. |
| <b>4</b> Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)                                                                                                                          | <b>4</b>  | 0.     |
| <b>5</b> Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-                                                                                                                                              | <b>5</b>  | 1,785. |
| <b>6</b> Credits/Payments                                                                                                                                                                                                                     |           |        |
| <b>a</b> 2012 estimated tax payments and 2011 overpayment credited to 2012                                                                                                                                                                    | <b>6a</b> | 1,040. |
| <b>b</b> Exempt foreign organizations - tax withheld at source                                                                                                                                                                                | <b>6b</b> |        |
| <b>c</b> Tax paid with application for extension of time to file (Form 8868)                                                                                                                                                                  | <b>6c</b> |        |
| <b>d</b> Backup withholding erroneously withheld                                                                                                                                                                                              | <b>6d</b> |        |
| <b>7</b> Total credits and payments. Add lines 6a through 6d                                                                                                                                                                                  | <b>7</b>  | 1,040. |
| <b>8</b> Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached                                                                                                                    | <b>8</b>  |        |
| <b>9</b> Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed                                                                                                                                                        | <b>9</b>  | 745.   |
| <b>10</b> Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid                                                                                                                                           | <b>10</b> |        |
| <b>11</b> Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input type="checkbox"/>                                                                                                         | <b>11</b> |        |

**Part VII-A Statements Regarding Activities**

|                                                                                                                                                                                                                                                                                                                                                  |           | Yes | No |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|-----|----|
| <b>1a</b> 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?                                                                                                                                                                   | <b>1a</b> |     | X  |
| <b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?<br>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. | <b>1b</b> |     | X  |
| <b>c</b> Did the foundation file Form 1120-POL for this year?                                                                                                                                                                                                                                                                                    | <b>1c</b> |     | X  |
| <b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year:<br>(1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                  |           |     |    |
| <b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.                                                                                                                                                                    |           |     |    |
| <b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS?<br>If "Yes," attach a detailed description of the activities.                                                                                                                                                                           | <b>2</b>  |     | X  |
| <b>3</b> 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                                                                                                              | <b>3</b>  |     | X  |
| <b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year?                                                                                                                                                                                                                                            | <b>4a</b> |     | X  |
| <b>b</b> If "Yes," has it filed a tax return on Form 990-T for this year? <span style="float:right">N/A</span>                                                                                                                                                                                                                                   | <b>4b</b> |     |    |
| <b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year?<br>If "Yes," attach the statement required by General Instruction T.                                                                                                                                                                     | <b>5</b>  |     | X  |
| <b>6</b> Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either:<br>• By language in the governing instrument, or<br>• 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?      | <b>6</b>  | X   |    |
| <b>7</b> Did the foundation have at least \$5,000 in assets at any time during the year?<br>If "Yes," complete Part II, col. (c), and Part XV.                                                                                                                                                                                                   | <b>7</b>  | X   |    |
| <b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> <u>FL</u>                                                                                                                                                                                                  |           |     |    |
| <b>b</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                                                                                                                             | <b>8b</b> | X   |    |
| <b>9</b> 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                                                                                    | <b>9</b>  |     | X  |
| <b>10</b> Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses                                                                                                                                                                                                     | <b>10</b> |     | X  |

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

|    |                                                                                                                                                                                                                                                                                                                                  |    |     |         |
|----|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|---------|
| 11 | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                          | 11 |     | X       |
| 12 | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                                                                                                                         | 12 |     | X       |
| 13 | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?<br>Website address ▶ N/A                                                                                                                                                                                     | 13 | X   |         |
| 14 | The books are in care of ▶ SUSAN L. PETERSEN Telephone no ▶ (561) 586-6682<br>Located at ▶ 18 AUBURN DRIVE, LAKE WORTH, FL ZIP+4 ▶ 33460                                                                                                                                                                                         |    |     |         |
| 15 | Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A                                                                                                                                     |    |     |         |
| 16 | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?<br>See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ▶ | 16 | Yes | No<br>X |

**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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                              |     |    |
| (2) | Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                      |     |    |
| (3) | Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                          |     |    |
| (4) | Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                |     |    |
| (5) | Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                       |     |    |
| (6) | Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                     |     |    |
| b   | If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ▶ <input type="checkbox"/>                                                                                                                                                                  | 1b  | X  |
| c   | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?                                                                                                                                                                                                                                                                                                             | 1c  | X  |
| 2   | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).                                                                                                                                                                                                                                                                                                                      |     |    |
| a   | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br>If "Yes," list the years ▶                                                                                                                                                                                                                                                 |     |    |
| b   | Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A                                                                                                                                                                                        | 2b  |    |
| c   | If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ▶                                                                                                                                                                                                                                                                                                                                                                                  |     |    |
| 3a  | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                      |     |    |
| b   | If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) N/A | 3b  |    |
| 4a  | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?                                                                                                                                                                                                                                                                                                                                                                                     | 4a  | X  |
| b   | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?                                                                                                                                                                                                                                                                   | 4b  | X  |

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

**5a** During the year did the foundation pay or incur any amount to:

- |                                                                                                                                                                       |                                                                     |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------|
| (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?                                                                             | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?                   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (3) Provide a grant to an individual for travel, study, or other similar purposes?                                                                                    | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?                | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |
| (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |

**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? N/A  
Organizations relying on a current notice regarding disaster assistance check here ☐

**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No  
If "Yes," attach the statement required by Regulations section 53.4945-5(d).

**6a** Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No

**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? 6b X  
If "Yes" to 6b, file Form 8870.

**7a** At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A 7b

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

**1** List all officers, directors, trustees, foundation managers and their compensation.

| (a) Name and address                                                                     | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|------------------------------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| JOSEPH M. FLEMING, ESQ<br>11891 U S HIGHWAY ONE, SUITE 100<br>NORTH PALM BEACH, FL 33408 | DIRECTOR<br>2.00                                          | 7,309.                                    | 0.                                                                    | 0.                                    |
| SUSAN L. PETERSEN<br>18 AUBURN DRIVE<br>LAKE WORTH, FL 33460                             | DIRECTOR<br>2.00                                          | 7,309.                                    | 0.                                                                    | 0.                                    |
|                                                                                          |                                                           |                                           |                                                                       |                                       |
|                                                                                          |                                                           |                                           |                                                                       |                                       |
|                                                                                          |                                                           |                                           |                                                                       |                                       |
|                                                                                          |                                                           |                                           |                                                                       |                                       |
|                                                                                          |                                                           |                                           |                                                                       |                                       |

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

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

**Total** number of other employees paid over \$50,000 0

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

**3** Five highest-paid independent contractors for professional services. If none, enter "NONE."

| (a) Name and address of each person paid more than \$50,000 | (b) Type of service | (c) Compensation |
|-------------------------------------------------------------|---------------------|------------------|
| NONE                                                        |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |
|                                                             |                     |                  |

Total number of others receiving over \$50,000 for professional services

0

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

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

|       | Expenses |
|-------|----------|
| 1 N/A |          |
|       |          |
| 2     |          |
|       |          |
| 3     |          |
|       |          |
| 4     |          |
|       |          |

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

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

|                                                         | Amount |
|---------------------------------------------------------|--------|
| 1 N/A                                                   |        |
|                                                         |        |
| 2                                                       |        |
|                                                         |        |
| All other program-related investments See instructions. |        |
| 3                                                       |        |
|                                                         |        |

Total. Add lines 1 through 3

0.

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**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                                                             | <b>STATEMENT 14</b> | 1a 1,846,378. |
| b Average of monthly cash balances                                                                            | <b>STATEMENT 14</b> | 1b 67,479.    |
| c Fair market value of all other assets                                                                       |                     | 1c            |
| d Total (add lines 1a, b, and c)                                                                              |                     | 1d 1,913,857. |
| 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 1,913,857.  |
| 4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   |                     | 4 28,708.     |
| 5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4        |                     | 5 1,885,149.  |
| 6 Minimum investment return. Enter 5% of line 5                                                               |                     | 6 94,257.     |

**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 94,257. |
| 2a Tax on investment income for 2012 from Part VI, line 5                                            | 2a 1,785. |           |
| b Income tax for 2012 (This does not include the tax from Part VI)                                   | 2b        |           |
| c Add lines 2a and 2b                                                                                |           | 2c 1,785. |
| 3 Distributable amount before adjustments. Subtract line 2c from line 1                              |           | 3 92,472. |
| 4 Recoveries of amounts treated as qualifying distributions                                          |           | 4 0.      |
| 5 Add lines 3 and 4                                                                                  |           | 5 92,472. |
| 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 92,472. |

**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 94,422. |
| 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 94,422.  |
| 5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b |  | 5 0.       |
| 6 Adjusted qualifying distributions. Subtract line 5 from line 4                                                                    |  | 6 94,422.  |

**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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**Part XIII Undistributed Income** (see instructions)

|                                                                                                                                                                                   | (a)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7                                                                                                                       |               |                            |             | 92,472.     |
| <b>2</b> Undistributed Income, if any, as of the end of 2012                                                                                                                      |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only                                                                                                                                               |               |                            | 92,230.     |             |
| <b>b</b> Total for prior years                                                                                                                                                    |               | 0.                         |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012:                                                                                                                         |               |                            |             |             |
| <b>a</b> From 2007                                                                                                                                                                |               |                            |             |             |
| <b>b</b> From 2008                                                                                                                                                                |               |                            |             |             |
| <b>c</b> From 2009                                                                                                                                                                |               |                            |             |             |
| <b>d</b> From 2010                                                                                                                                                                |               |                            |             |             |
| <b>e</b> From 2011                                                                                                                                                                |               |                            |             |             |
| <b>f</b> Total of lines 3a through e                                                                                                                                              | 0.            |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4. ▶ \$ 94,422.                                                                                                    |               |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a                                                                                                                               |               |                            | 92,230.     |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions)                                                                                    |               | 0.                         |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions)                                                                                            | 0.            |                            |             |             |
| <b>d</b> Applied to 2012 distributable amount                                                                                                                                     |               |                            |             | 2,192.      |
| <b>e</b> Remaining amount distributed out of corpus                                                                                                                               | 0.            |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))                                         | 0.            |                            |             | 0.          |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                   |               |                            |             |             |
| <b>a</b> Corpus. Add lines 3f, 4c, and 4e. Subtract line 5                                                                                                                        | 0.            |                            |             |             |
| <b>b</b> Prior years' undistributed income. Subtract line 4b from line 2b                                                                                                         |               | 0.                         |             |             |
| <b>c</b> 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.                         |             |             |
| <b>d</b> Subtract line 6c from line 6b. Taxable amount - see instructions                                                                                                         |               | 0.                         |             |             |
| <b>e</b> Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.                                                                                |               |                            | 0.          |             |
| <b>f</b> Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013.                                                             |               |                            |             | 90,280.     |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)                                                     | 0.            |                            |             |             |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7                                                                                                 | 0.            |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a                                                                                              | 0.            |                            |             |             |
| <b>10</b> Analysis of line 9:                                                                                                                                                     |               |                            |             |             |
| <b>a</b> Excess from 2008                                                                                                                                                         |               |                            |             |             |
| <b>b</b> Excess from 2009                                                                                                                                                         |               |                            |             |             |
| <b>c</b> Excess from 2010                                                                                                                                                         |               |                            |             |             |
| <b>d</b> Excess from 2011                                                                                                                                                         |               |                            |             |             |
| <b>e</b> Excess from 2012                                                                                                                                                         |               |                            |             |             |

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

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

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

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

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

**1 Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

- 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.

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**Part XV** **Supplementary Information** (continued)

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

| Recipient<br>Name and address (home or business)                            | If recipient is an individual,<br>show any relationship to<br>any foundation manager<br>or substantial contributor | Foundation<br>status of<br>recipient | Purpose of grant or<br>contribution | Amount  |
|-----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|--------------------------------------|-------------------------------------|---------|
| <b>a Paid during the year</b>                                               |                                                                                                                    |                                      |                                     |         |
| NORTHWOOD UNIVERSITY<br>2600 N. MILITARY TRAIL<br>WEST PALM BEACH, FL 33409 |                                                                                                                    | TAX EXEMPT                           | CHARITABLE/EDUCATIONAL              | 92,230. |
|                                                                             |                                                                                                                    |                                      |                                     |         |
|                                                                             |                                                                                                                    |                                      |                                     |         |
|                                                                             |                                                                                                                    |                                      |                                     |         |
|                                                                             |                                                                                                                    |                                      |                                     |         |
|                                                                             |                                                                                                                    |                                      |                                     |         |
| <b>Total</b>                                                                |                                                                                                                    |                                      | <b>3a</b>                           | 92,230. |
| <b>b Approved for future payment</b>                                        |                                                                                                                    |                                      |                                     |         |
| NONE                                                                        |                                                                                                                    |                                      |                                     |         |
|                                                                             |                                                                                                                    |                                      |                                     |         |
|                                                                             |                                                                                                                    |                                      |                                     |         |
|                                                                             |                                                                                                                    |                                      |                                     |         |
| <b>Total</b>                                                                |                                                                                                                    |                                      | <b>3b</b>                           | 0.      |



## Part XVII Information Regarding Transfers To and Transactions and Relationships With Noncharitable Exempt Organizations

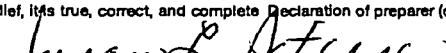
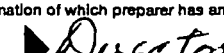
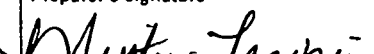
|                                                                                                                                                                                                                                                                                                                                                                                                       |  |              |            |           |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------|------------|-----------|
| <b>1</b> 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?                                                                                                                                          |  |              | <b>Yes</b> | <b>No</b> |
| <b>a</b> Transfers from the reporting foundation to a noncharitable exempt organization of:                                                                                                                                                                                                                                                                                                           |  |              |            |           |
| (1) Cash                                                                                                                                                                                                                                                                                                                                                                                              |  | <b>1a(1)</b> |            | <b>X</b>  |
| (2) Other assets                                                                                                                                                                                                                                                                                                                                                                                      |  | <b>1a(2)</b> |            | <b>X</b>  |
| <b>b</b> Other transactions:                                                                                                                                                                                                                                                                                                                                                                          |  |              |            |           |
| (1) Sales of assets to a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                            |  | <b>1b(1)</b> |            | <b>X</b>  |
| (2) Purchases of assets from a noncharitable exempt organization                                                                                                                                                                                                                                                                                                                                      |  | <b>1b(2)</b> |            | <b>X</b>  |
| (3) Rental of facilities, equipment, or other assets                                                                                                                                                                                                                                                                                                                                                  |  | <b>1b(3)</b> |            | <b>X</b>  |
| (4) Reimbursement arrangements                                                                                                                                                                                                                                                                                                                                                                        |  | <b>1b(4)</b> |            | <b>X</b>  |
| (5) Loans or loan guarantees                                                                                                                                                                                                                                                                                                                                                                          |  | <b>1b(5)</b> |            | <b>X</b>  |
| (6) Performance of services or membership or fundraising solicitations                                                                                                                                                                                                                                                                                                                                |  | <b>1b(6)</b> |            | <b>X</b>  |
| <b>c</b> Sharing of facilities, equipment, mailing lists, other assets, or paid employees                                                                                                                                                                                                                                                                                                             |  | <b>1c</b>    |            | <b>X</b>  |
| <b>d</b> 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. |  |              |            |           |

[illegible]

**2a** Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

**b** If "Yes," complete the following schedule.

| (a) Name of organization | (b) Type of organization | (c) Description of relationship |
|--------------------------|--------------------------|---------------------------------|
| N/A                      |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |
|                          |                          |                                 |

|                        |                                                                                                                                                                                                                                                                                                                        |  |                                                                                      |  |                                                                                                                                                    |                                                 |           |
|------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------------------------------------------|--|----------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------|-----------|
| Sign Here              | Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge. |  |                                                                                      |  | May the IRS discuss this return with the preparer shown below (see Instr.)?<br><input checked="" type="checkbox"/> Yes <input type="checkbox"/> No |                                                 |           |
|                        | <br>Signature of officer or trustee                                                                                                                                                                                                 |  | 5-12-13<br>Date                                                                      |  | <br>Title                                                     |                                                 |           |
| Paid Preparer Use Only | Print/Type preparer's name                                                                                                                                                                                                                                                                                             |  | Preparer's signature                                                                 |  | Date                                                                                                                                               | Check <input type="checkbox"/> if self-employed | PTIN      |
|                        | MISTY TRAVANI                                                                                                                                                                                                                                                                                                          |  |  |  | 5-9-13                                                                                                                                             |                                                 | P00177968 |
|                        | Firm's name ▶ TRAVANI & RICHTER, P.A.                                                                                                                                                                                                                                                                                  |  |                                                                                      |  |                                                                                                                                                    | Firm's EIN ▶ 65-1159412                         |           |
|                        | Firm's address ▶ 1935 COMMERCE LANE, STE 9<br>JUPITER, FL 33458                                                                                                                                                                                                                                                        |  |                                                                                      |  |                                                                                                                                                    | Phone no 561-743-5335                           |           |

# 2012 Tax Information Statement

Page 7 of 24

Account Number: 23-54563  
 Recipient's Tax ID Number: XX-XXX3462  
 Recipient's Name and Address:  
 WILLARD BENNETT 1992 FDTN  
 C/O JOSEPH FLEMING  
 11891 US HIGHWAY 1 STE. 100  
 NORTH PALM BEACH, FL 33408-2864

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY  
 P.O. BOX 803878  
 CHICAGO, IL 60680

## 2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

| Cusip                         | Description                   | Stock or Other Symbol | Stocks<br>Bonds, etc. | Cost or<br>Other Basis | Wash Sale<br>Loss Disallowed | Net Gain<br>or Loss | Federal<br>Income<br>Tax Withheld | State<br>Tax<br>Withheld |
|-------------------------------|-------------------------------|-----------------------|-----------------------|------------------------|------------------------------|---------------------|-----------------------------------|--------------------------|
| <b>Short Term Sales</b>       |                               |                       |                       |                        |                              |                     |                                   |                          |
| 023135106                     | AMAZON COM INC                | AMZN                  |                       |                        |                              |                     |                                   |                          |
| 11.0000                       | 02/06/2012 11/08/2011         |                       | 2,026.66              | 2,393.07               | 0.00                         | -366.41             | 0.00                              | 0.00                     |
| 023135106                     | AMAZON COM INC                | AMZN                  |                       |                        |                              |                     |                                   |                          |
| 4.0000                        | 02/07/2012 11/08/2011         |                       | 733.27                | 870.21                 | 0.00                         | -136.94             | 0.00                              | 0.00                     |
| 30219G108                     | EXPRESS SCRIPTS HLDG CO COM   | ESRX                  |                       |                        |                              |                     |                                   |                          |
| 3.0000                        | 04/13/2012 01/25/2012         |                       | 170.97                | 155.80                 | 0.00                         | 15.17               | 0.00                              | 0.00                     |
| 437076102                     | HOME DEPOT INC                | HD                    |                       |                        |                              |                     |                                   |                          |
| 1.0000                        | 04/13/2012 02/06/2012         |                       | 50.95                 | 45.23                  | 0.00                         | 5.72                | 0.00                              | 0.00                     |
| 053015103                     | AUTOMATIC DATA PROCESSING INC | ADP                   |                       |                        |                              |                     |                                   |                          |
| 39.0000                       | 09/18/2012 Various            |                       | 2,277.66              | 2,181.00               | 0.00                         | 96.66               | 0.00                              | 0.00                     |
| 053015103                     | AUTOMATIC DATA PROCESSING INC | ADP                   |                       |                        |                              |                     |                                   |                          |
| 25.0000                       | 09/19/2012 Various            |                       | 1,465.23              | 1,374.73               | 0.00                         | 90.50               | 0.00                              | 0.00                     |
| 053015103                     | AUTOMATIC DATA PROCESSING INC | ADP                   |                       |                        |                              |                     |                                   |                          |
| 17.0000                       | 09/20/2012 Various            |                       | 995.70                | 931.14                 | 0.00                         | 64.56               | 0.00                              | 0.00                     |
| 031162100                     | AMGEN INC                     | AMGN                  |                       |                        |                              |                     |                                   |                          |
| 42.0000                       | 11/16/2012 Various            |                       | 3,533.58              | 2,866.81               | 0.00                         | 666.77              | 0.00                              | 0.00                     |
| <b>Total Short Term Sales</b> |                               |                       | <b>11,254.02</b>      | <b>10,817.99</b>       | <b>0.00</b>                  | <b>436.03</b>       | <b>0.00</b>                       | <b>0.00</b>              |

STATEMENT 15

This is important tax information and is being furnished to you.

# 2012 Tax Information Statement

## Account Number:

23-54563

## Recipient's Name and Address:

WILLARD BENNETT 1992 FDTN  
C/O JOSEPH FLEMING  
11891 US HIGHWAY 1 STE. 100  
NORTH PALM BEACH, FL 33408-2864

THE NORTHERN TRUST COMPANY  
P.O. BOX 803878  
CHICAGO, IL 60680

## Recipient's Tax ID Number:

XX-XXX3462

☐ Corrected

☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

| Cusip     | Description                                      | Stock or Other Symbol | Stocks<br>Bonds, etc. | Cost or<br>Other Basis | Wash Sale<br>Loss Disallowed | Net Gain<br>or Loss | Federal<br>Income<br>Tax Withheld | State<br>Tax<br>Withheld |
|-----------|--------------------------------------------------|-----------------------|-----------------------|------------------------|------------------------------|---------------------|-----------------------------------|--------------------------|
| 459200101 | INTL BUSINESS MACHINES CORP                      | IBM                   |                       |                        |                              |                     |                                   |                          |
| 26.0000   | 01/13/2012 Various                               |                       | 4,640.63              | 3,247.36               | 0.00                         | 1,393.27            | 0.00                              | 0.00                     |
| 79466L302 | SALESFORCE COM INC COM STK                       | CRM                   |                       |                        |                              |                     |                                   |                          |
| 31.0000   | 01/13/2012 Various                               |                       | 3,218.64              | 2,950.20               | 0.00                         | 268.44              | 0.00                              | 0.00                     |
| 79466L302 | SALESFORCE COM INC COM STK                       | CRM                   |                       |                        |                              |                     |                                   |                          |
| 31.0000   | 01/17/2012 06/11/2010                            |                       | 3,239.81              | 2,944.05               | 0.00                         | 295.76              | 0.00                              | 0.00                     |
| 58155Q103 | MCKESSON HBOC INC                                | MCK                   |                       |                        |                              |                     |                                   |                          |
| 61.0000   | 01/23/2012 12/08/2009                            |                       | 4,688.61              | 3,729.63               | 0.00                         | 958.98              | 0.00                              | 0.00                     |
| 66987V109 | ADR NOVARTIS AG SPONSORED ADR ISIN #US66987V1098 | NVS                   |                       |                        |                              |                     |                                   |                          |
| 115.0000  | 01/23/2012 02/04/2010                            |                       | 6,369.76              | 6,236.02               | 0.00                         | 133.74              | 0.00                              | 0.00                     |
| 58155Q103 | MCKESSON HBOC INC                                | MCK                   |                       |                        |                              |                     |                                   |                          |
| 42.0000   | 01/24/2012 12/08/2009                            |                       | 3,206.72              | 2,567.94               | 0.00                         | 638.78              | 0.00                              | 0.00                     |
| 58155Q103 | MCKESSON HBOC INC                                | MCK                   |                       |                        |                              |                     |                                   |                          |
| 17.0000   | 01/25/2012 12/08/2009                            |                       | 1,306.75              | 1,039.40               | 0.00                         | 267.35              | 0.00                              | 0.00                     |
| 023135106 | AMAZON COM INC                                   | AMZN                  |                       |                        |                              |                     |                                   |                          |
| 18.0000   | 01/26/2012 04/17/2009                            |                       | 3,443.77              | 1,383.28               | 0.00                         | 2,060.49            | 0.00                              | 0.00                     |
| 023135106 | AMAZON COM INC                                   | AMZN                  |                       |                        |                              |                     |                                   |                          |
| 11.0000   | 02/06/2012 04/17/2009                            |                       | 2,026.66              | 845.34                 | 0.00                         | 1,181.32            | 0.00                              | 0.00                     |

# 2012 Tax Information Statement

Account Number: 23-54563  
 Recipient's Tax ID Number: XX-XXX3462  
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:  
 WILLARD BENNETT 1992 FDTN  
 C/O JOSEPH FLEMING  
 11891 US HIGHWAY 1 STE. 100  
 NORTH PALM BEACH, FL 33408-2864

THE NORTHERN TRUST COMPANY  
 P.O. BOX 803878  
 CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

| Cusip     | Description                  | Stock or Other Symbol | Quantity Sold | Date of Sale or Exchange | Date of Acquisition | Stocks Bonds, etc. | Cost or Other Basis | Wash Sale Loss Disallowed | Net Gain or Loss | Federal Income Tax Withheld | State Tax Withheld |
|-----------|------------------------------|-----------------------|---------------|--------------------------|---------------------|--------------------|---------------------|---------------------------|------------------|-----------------------------|--------------------|
| 263534109 | E I DU PONT DE NEMOURS & CO  | DD                    | 95.0000       | 02/06/2012               | Various             | 4,907.19           | 3,785.70            | 0.00                      | 1,121.49         | 0.00                        | 0.00               |
| 847560109 | SPECTRA ENERGY CORP COM STK  | SE                    | 51.0000       | 03/01/2012               | 08/15/2008          | 1,605.36           | 1,327.31            | 0.00                      | 278.05           | 0.00                        | 0.00               |
| 847560109 | SPECTRA ENERGY CORP COM STK  | SE                    | 41.0000       | 03/02/2012               | Various             | 1,287.33           | 1,044.51            | 0.00                      | 242.82           | 0.00                        | 0.00               |
| 847560109 | SPECTRA ENERGY CORP COM STK  | SE                    | 27.0000       | 03/05/2012               | 02/22/2008          | 842.10             | 651.96              | 0.00                      | 190.14           | 0.00                        | 0.00               |
| 847560109 | SPECTRA ENERGY CORP COM STK  | SE                    | 36.0000       | 03/06/2012               | 02/22/2008          | 1,115.52           | 869.27              | 0.00                      | 246.25           | 0.00                        | 0.00               |
| 89417E109 | THE TRAVELERS COMPANIES INC. | TRV                   | 66.0000       | 03/12/2012               | 11/09/2009          | 3,807.71           | 3,531.12            | 0.00                      | 276.59           | 0.00                        | 0.00               |
| 89417E109 | THE TRAVELERS COMPANIES INC. | TRV                   | 19.0000       | 03/13/2012               | 11/09/2009          | 1,094.30           | 1,016.53            | 0.00                      | 77.77            | 0.00                        | 0.00               |
| 021441100 | ALTERA CORP                  | ALTR                  | 2.0000        | 04/13/2012               | 03/20/2009          | 75.06              | 34.99               | 0.00                      | 40.07            | 0.00                        | 0.00               |
| 088606108 | BHP LTD SPONSORED ADR        | BHP                   | 3.0000        | 04/13/2012               | 02/22/2010          | 211.41             | 225.89              | 0.00                      | -14.48           | 0.00                        | 0.00               |

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# 2012 Tax Information Statement

Account Number: 23-54563  
 Recipient's Tax ID Number: XX-XXX3462

Recipient's Name and Address:  
 WILLARD BENNETT 1992 FDTN  
 C/O JOSEPH FLEMING  
 11891 US HIGHWAY 1 STE. 100  
 NORTH PALM BEACH, FL 33408-2864

THE NORTHERN TRUST COMPANY  
 P.O. BOX 803878  
 CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

| Cusip     | Quantity Sold | Description          | Date of Sale or Exchange | Date of Acquisition | Stock or Other Symbol |  | Cost or Other Basis | Wash Sale Loss Disallowed | Net Gain or Loss | Federal Income Tax Withheld | State Tax Withheld |
|-----------|---------------|----------------------|--------------------------|---------------------|-----------------------|--|---------------------|---------------------------|------------------|-----------------------------|--------------------|
|           |               |                      |                          |                     | Bonds, etc.           |  |                     |                           |                  |                             |                    |
| 166764100 |               | CHEVRONTEXACO CORP   |                          |                     | CVX                   |  |                     |                           |                  |                             |                    |
| 3.0000    |               | 04/13/2012           | 06/26/2007               |                     | 303.32                |  | 251.01              | 0.00                      | 52.31            | 0.00                        | 0.00               |
| 177376100 |               | CITRIX SYS INC       |                          |                     | CTXS                  |  |                     |                           |                  |                             |                    |
| 1.0000    |               | 04/13/2012           | 04/11/2011               |                     | 75.30                 |  | 74.70               | 0.00                      | 0.60             | 0.00                        | 0.00               |
| 20825C104 |               | CONOCOPHILLIPS       |                          |                     | COP                   |  |                     |                           |                  |                             |                    |
| 1.0000    |               | 04/13/2012           | 11/19/2010               |                     | 73.76                 |  | 61.72               | 0.00                      | 12.04            | 0.00                        | 0.00               |
| 22160K105 |               | COSTCO WHSL CORP NEW |                          |                     | COST                  |  |                     |                           |                  |                             |                    |
| 3.0000    |               | 04/13/2012           | 02/02/2011               |                     | 259.43                |  | 215.74              | 0.00                      | 43.69            | 0.00                        | 0.00               |
| 235851102 |               | DANAHER CORP         |                          |                     | DHR                   |  |                     |                           |                  |                             |                    |
| 5.0000    |               | 04/13/2012           | 05/29/2009               |                     | 270.19                |  | 150.12              | 0.00                      | 120.07           | 0.00                        | 0.00               |
| 254687106 |               | WALT DISNEY CO       |                          |                     | DIS                   |  |                     |                           |                  |                             |                    |
| 3.0000    |               | 04/13/2012           | 02/02/2007               |                     | 125.85                |  | 104.27              | 0.00                      | 21.58            | 0.00                        | 0.00               |
| 268648102 |               | EMC CORP MASS        |                          |                     | EMC                   |  |                     |                           |                  |                             |                    |
| 8.0000    |               | 04/13/2012           | 07/15/2010               |                     | 231.15                |  | 163.77              | 0.00                      | 67.38            | 0.00                        | 0.00               |
| 278058102 |               | EATON CORP           |                          |                     | ETN                   |  |                     |                           |                  |                             |                    |
| 1.0000    |               | 04/13/2012           | 04/01/2011               |                     | 46.94                 |  | 56.03               | 0.00                      | -9.09            | 0.00                        | 0.00               |
| 30231G102 |               | EXXON MOBIL CORP     |                          |                     | XOM                   |  |                     |                           |                  |                             |                    |
| 4.0000    |               | 04/13/2012           | 11/26/2002               |                     | 333.03                |  | 136.80              | 0.00                      | 196.23           | 0.00                        | 0.00               |

# 2012 Tax Information Statement

Account Number: 23-54563  
 Recipient's Tax ID Number: XX-XXX3462  
☐ Corrected ☐ 2nd TIN notice

## Recipient's Name and Address:

WILLARD BENNETT 1992 FDTN  
 C/O JOSEPH FLEMING  
 11891 US HIGHWAY 1 STE. 100  
 NORTH PALM BEACH, FL 33408-2864

THE NORTHERN TRUST COMPANY  
 P.O. BOX 803878  
 CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

| Cusip     | Description                   | Stock or Other Symbol | Stocks<br>Bonds, etc. | Cost or<br>Other Basis | Wash Sale<br>Loss Disallowed | Net Gain<br>or Loss | Federal<br>Income<br>Tax Withheld | State<br>Tax<br>Withheld |
|-----------|-------------------------------|-----------------------|-----------------------|------------------------|------------------------------|---------------------|-----------------------------------|--------------------------|
| 369604103 | GENERAL ELECTRIC CO           | GE                    | 75.74                 | 66.72                  | 0.00                         | 9.02                | 0.00                              | 0.00                     |
| 423074103 | H J HEINZ CO                  | HNZ                   |                       |                        |                              |                     |                                   |                          |
| 46625H100 | J P MORGAN CHASE & CO         | JPM                   | 210.92                | 187.81                 | 0.00                         | 23.11               | 0.00                              | 0.00                     |
| 654106103 | NIKE INC CLASS B              | NKE                   | 43.23                 | 39.03                  | 0.00                         | 4.20                | 0.00                              | 0.00                     |
| 655044105 | NOBLE ENERGY INC              | NBL                   | 109.13                | 63.82                  | 0.00                         | 45.31               | 0.00                              | 0.00                     |
| 681919106 | OMNICOM GROUP                 | OMC                   | 188.88                | 122.40                 | 0.00                         | 66.48               | 0.00                              | 0.00                     |
| 68389X105 | ORACLE CORPORATION            | ORCL                  | 48.88                 | 46.70                  | 0.00                         | 2.18                | 0.00                              | 0.00                     |
| 74251V102 | PRINCIPAL FINANCIAL GROUP INC | PFG                   | 228.03                | 217.86                 | 0.00                         | 10.17               | 0.00                              | 0.00                     |
| 742718109 | PROCTER & GAMBLE CO           | PG                    | 111.16                | 120.07                 | 0.00                         | -8.91               | 0.00                              | 0.00                     |
| 4.0000    |                               |                       | 263.87                | 250.27                 | 0.00                         | 13.60               | 0.00                              | 0.00                     |

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# 2012 Tax Information Statement

## Account Number: 23-54563

Recipient's Tax ID Number: XX-XXX3462

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THE NORTHERN TRUST COMPANY  
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|-----------|--------------------------------------|-----------------------|-----------------------|------------------------|------------------------------|---------------------|-----------------------------------|--------------------------|
| 806857108 | SCHLUMBERGER LTD ISIN #AN8068571086  | SLB                   | 205.80                | 278.04                 | 0.00                         | -72.24              | 0.00                              | 0.00                     |
| 3.0000    | 04/13/2012 02/28/2011                |                       |                       |                        |                              |                     |                                   |                          |
| 828806109 | SIMON PPTY GROUP INC NEW             | SPG                   | 145.23                | 100.37                 | 0.00                         | 44.86               | 0.00                              | 0.00                     |
| 1.0000    | 04/13/2012 11/03/2010                |                       |                       |                        |                              |                     |                                   |                          |
| 847560109 | SPECTRA ENERGY CORP COM STK          | SE                    | 91.08                 | 72.44                  | 0.00                         | 18.64               | 0.00                              | 0.00                     |
| 3.0000    | 04/13/2012 02/22/2008                |                       |                       |                        |                              |                     |                                   |                          |
| 902973304 | US BANCORP DEL NEW                   | USB                   | 216.51                | 243.31                 | 0.00                         | -26.80              | 0.00                              | 0.00                     |
| 7.0000    | 04/13/2012 05/02/2008                |                       |                       |                        |                              |                     |                                   |                          |
| 913017109 | UNITED TECHNOLOGIES CORP             | UTX                   | 79.99                 | 67.21                  | 0.00                         | 12.78               | 0.00                              | 0.00                     |
| 1.0000    | 04/13/2012 02/23/2007                |                       |                       |                        |                              |                     |                                   |                          |
| 931142103 | WAL MART STORES INC                  | WMT                   | 119.88                | 118.05                 | 0.00                         | 1.83                | 0.00                              | 0.00                     |
| 2.0000    | 04/13/2012 09/23/2008                |                       |                       |                        |                              |                     |                                   |                          |
| 949746101 | WELLS FARGO & CO NEW                 | WFC                   | 32.89                 | 28.76                  | 0.00                         | 4.13                | 0.00                              | 0.00                     |
| 1.0000    | 04/13/2012 12/03/2010                |                       |                       |                        |                              |                     |                                   |                          |
| G2554F113 | COVIDIEN PLC USD0.20(POST CONSOLDTN) | COV                   | 160.08                | 152.37                 | 0.00                         | 7.71                | 0.00                              | 0.00                     |
| 3.0000    | 04/13/2012 02/04/2010                |                       |                       |                        |                              |                     |                                   |                          |
| 384802104 | W W GRAINGER INC                     | GWV                   | 1,660.29              | 918.75                 | 0.00                         | 741.54              | 0.00                              | 0.00                     |
| 8.0000    | 04/26/2012 09/13/2010                |                       |                       |                        |                              |                     |                                   |                          |

# 2012 Tax Information Statement

Account Number: 23-54563  
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|-----------|------------------------|-----------------------|-----------------------|------------------------|------------------------------|---------------------|-----------------------------------|--------------------------|
| 91324P102 | UNITEDHEALTH GROUP INC | UNH                   | 1,040.36              | 562.01                 | 0.00                         | 478.35              | 0.00                              | 0.00                     |
| 18.0000   | 04/26/2012 12/15/2009  |                       |                       |                        |                              |                     |                                   |                          |
| 966837106 | WHOLE FOODS MKT INC    | WFM                   | 2,156.17              | 1,349.95               | 0.00                         | 806.22              | 0.00                              | 0.00                     |
| 26.0000   | 04/26/2012 02/02/2011  |                       |                       |                        |                              |                     |                                   |                          |
| 384802104 | W W GRAINGER INC       | GWV                   | 842.12                | 459.37                 | 0.00                         | 382.75              | 0.00                              | 0.00                     |
| 4.0000    | 04/27/2012 09/13/2010  |                       |                       |                        |                              |                     |                                   |                          |
| 91324P102 | UNITEDHEALTH GROUP INC | UNH                   | 405.08                | 218.56                 | 0.00                         | 186.52              | 0.00                              | 0.00                     |
| 7.0000    | 04/27/2012 12/15/2009  |                       |                       |                        |                              |                     |                                   |                          |
| 966837106 | WHOLE FOODS MKT INC    | WFM                   | 1,250.64              | 599.02                 | 0.00                         | 651.62              | 0.00                              | 0.00                     |
| 15.0000   | 04/27/2012 06/02/2010  |                       |                       |                        |                              |                     |                                   |                          |
| 966837106 | WHOLE FOODS MKT INC    | WFM                   | 333.50                | 207.68                 | 0.00                         | 125.82              | 0.00                              | 0.00                     |
| 4.0000    | 04/27/2012 02/02/2011  |                       |                       |                        |                              |                     |                                   |                          |
| 718546104 | PHILLIPS 66 COM        | PSX                   | 15.98                 | 14.80                  | 0.00                         | 1.18                | 0.00                              | 0.00                     |
| 5.0000    | 05/01/2012 11/19/2010  |                       |                       |                        |                              |                     |                                   |                          |
| 021441100 | ALTERA CORP            | ALTR                  | 2,347.75              | 1,224.72               | 0.00                         | 1,123.03            | 0.00                              | 0.00                     |
| 70.0000   | 05/07/2012 03/20/2009  |                       |                       |                        |                              |                     |                                   |                          |
| 177376100 | CITRIX SYS INC         | CTXS                  | 1,249.42              | 697.93                 | 0.00                         | 551.49              | 0.00                              | 0.00                     |
| 15.0000   | 05/07/2012 07/22/2010  |                       |                       |                        |                              |                     |                                   |                          |

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# 2012 Tax Information Statement

Account Number: 23-54563  
 Recipient's Tax ID Number: XX-XXX3462  
☐ Corrected ☐ 2nd TIN notice

## Recipient's Name and Address:

WILLARD BENNETT 1992 FDTN  
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| Cusip     | Description                   | Stock or Other Symbol | Stocks<br>Bonds, etc. | Cost or<br>Other Basis | Wash Sale<br>Loss Disallowed | Net Gain<br>or Loss | Federal<br>Income<br>Tax Withheld | State<br>Tax<br>Withheld |
|-----------|-------------------------------|-----------------------|-----------------------|------------------------|------------------------------|---------------------|-----------------------------------|--------------------------|
| 177376100 | CITRIX SYS INC                | CTXS                  | 2,415.54              | 2,166.24               | 0.00                         | 249.30              | 0.00                              | 0.00                     |
| 29.0000   | 05/07/2012 04/11/2011         |                       |                       |                        |                              |                     |                                   |                          |
| 718546104 | PHILLIPS 66 COM               | PSX                   | 1,159.02              | 1,154.15               | 0.00                         | 4.87                | 0.00                              | 0.00                     |
| 39.0000   | 05/07/2012 11/19/2010         |                       |                       |                        |                              |                     |                                   |                          |
| 021441100 | ALTERA CORP                   | ALTR                  | 1,426.05              | 752.32                 | 0.00                         | 673.73              | 0.00                              | 0.00                     |
| 43.0000   | 05/08/2012 03/20/2009         |                       |                       |                        |                              |                     |                                   |                          |
| 74251V102 | PRINCIPAL FINANCIAL GROUP INC | PFG                   | 1,615.06              | 2,041.47               | 0.00                         | -426.41             | 0.00                              | 0.00                     |
| 69.0000   | 06/05/2012 Various            |                       |                       |                        |                              |                     |                                   |                          |
| 74251V102 | PRINCIPAL FINANCIAL GROUP INC | PFG                   | 490.93                | 592.46                 | 0.00                         | -101.53             | 0.00                              | 0.00                     |
| 21.0000   | 06/05/2012 05/07/2010         |                       |                       |                        |                              |                     |                                   |                          |
| 74251V102 | PRINCIPAL FINANCIAL GROUP INC | PFG                   | 2,259.04              | 2,651.95               | 0.00                         | -392.91             | 0.00                              | 0.00                     |
| 94.0000   | 06/06/2012 05/07/2010         |                       |                       |                        |                              |                     |                                   |                          |
| 74251V102 | PRINCIPAL FINANCIAL GROUP INC | PFG                   | 1,522.40              | 1,749.16               | 0.00                         | -226.76             | 0.00                              | 0.00                     |
| 62.0000   | 06/07/2012 05/07/2010         |                       |                       |                        |                              |                     |                                   |                          |
| 91324P102 | UNITEDHEALTH GROUP INC        | UNH                   | 2,563.70              | 1,342.58               | 0.00                         | 1,221.12            | 0.00                              | 0.00                     |
| 43.0000   | 06/20/2012 12/15/2009         |                       |                       |                        |                              |                     |                                   |                          |
| 91324P102 | UNITEDHEALTH GROUP INC        | UNH                   | 715.15                | 374.67                 | 0.00                         | 340.48              | 0.00                              | 0.00                     |
| 12.0000   | 06/21/2012 12/15/2009         |                       |                       |                        |                              |                     |                                   |                          |

STATEMENT 16.7

# 2012 Tax Information Statement

Account Number: 23-54563

Recipient's Tax ID Number: XX-XXX3462

☐ Corrected

☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY  
P.O. BOX 803878  
CHICAGO, IL 60680

Recipient's Name and Address:  
WILLARD BENNETT 1992 FDTN  
C/O JOSEPH FLEMING  
11891 US HIGHWAY 1 STE. 100  
NORTH PALM BEACH, FL 33408-2864

Sales are listed at Gross Proceeds less commissions and option premiums.

| Cusip     | Description         | Stock or Other Symbol | Quantity Sold | Date of Sale or Exchange | Date of Acquisition | Stocks Bonds, etc. | Cost or Other Basis | Wash Sale Loss Disallowed | Net Gain or Loss | Federal Income Tax Withheld | State Tax Withheld |
|-----------|---------------------|-----------------------|---------------|--------------------------|---------------------|--------------------|---------------------|---------------------------|------------------|-----------------------------|--------------------|
| 931142103 | WAL MART STORES INC | WMT                   | 83 0000       | 08/01/2012               | Various             | 6,152.13           | 4,683.72            | 0.00                      | 1,468.41         | 0.00                        | 0.00               |
| 423074103 | H J HEINZ CO        | HNZ                   | 50.0000       | 08/08/2012               | Various             | 2,751.46           | 2,346.41            | 0.00                      | 415.05           | 0.00                        | 0.00               |
| 423074103 | H J HEINZ CO        | HNZ                   | 28 0000       | 08/09/2012               | 08/18/2010          | 1,543.27           | 1,311.71            | 0.00                      | 231.56           | 0.00                        | 0.00               |
| 423074103 | H J HEINZ CO        | HNZ                   | 27.0000       | 08/10/2012               | Various             | 1,483.77           | 1,263.13            | 0.00                      | 220.64           | 0.00                        | 0.00               |
| 423074103 | H J HEINZ CO        | HNZ                   | 22 0000       | 08/13/2012               | 08/19/2010          | 1,211.48           | 1,025.87            | 0.00                      | 185.61           | 0.00                        | 0.00               |
| 423074103 | H J HEINZ CO        | HNZ                   | 4.0000        | 08/14/2012               | 08/19/2010          | 221.20             | 186.52              | 0.00                      | 34.68            | 0.00                        | 0.00               |
| 052769106 | AUTODESK, INC       | ADSK                  | 53 0000       | 09/18/2012               | 05/23/2011          | 1,769.79           | 2,214.33            | 0.00                      | -444.54          | 0.00                        | 0.00               |
| 052769106 | AUTODESK, INC       | ADSK                  | 57.0000       | 09/19/2012               | 05/23/2011          | 1,919.70           | 2,381.45            | 0.00                      | -461.75          | 0.00                        | 0.00               |
| 20825C104 | CONOCOPHILLIPS      | COP                   | 79.0000       | 10/12/2012               | 11/19/2010          | 4,442.35           | 3,707.21            | 0.00                      | 735.14           | 0.00                        | 0.00               |

This is important tax information and is being furnished to you.

# 2012 Tax Information Statement

THE NORTHERN TRUST COMPANY  
P.O. BOX 803878  
CHICAGO, IL 60680

Account Number: 23-54563  
Recipient's Tax ID Number: XX-XXX3462  
☐ Corrected ☐ 2nd TIN notice

Recipient's Name and Address:  
WILLARD BENNETT 1992 FDTN  
C/O JOSEPH FLEMING  
11891 US HIGHWAY 1 STE. 100  
NORTH PALM BEACH, FL 33408-2864

Sales are listed at Gross Proceeds less commissions and option premiums.

| Cusip     | Description             | Stock or Other Symbol | Quantity Sold | Date of Sale or Exchange | Date of Acquisition | Stocks Bonds, etc. | Cost or Other Basis | Wash Sale Loss Disallowed | Net Gain or Loss | Federal Income Tax Withheld | State Tax Withheld |
|-----------|-------------------------|-----------------------|---------------|--------------------------|---------------------|--------------------|---------------------|---------------------------|------------------|-----------------------------|--------------------|
| 828806109 | SIMON PTY GROUP INC NEW | SPG                   | 20.0000       | 10/12/2012               | Various             | 3,055.54           | 1,995.84            | 0.00                      | 1,059.70         | 0.00                        | 0.00               |
| 002824100 | ABBOTT LABORATORIES     | ABT                   | 85.0000       | 11/16/2012               | 03/08/1999          | 5,360.11           | 3,938.60            | 0.00                      | 1,421.51         | 0.00                        | 0.00               |
| 478160104 | JOHNSON & JOHNSON       | JNJ                   | 60.0000       | 11/16/2012               | 06/25/2003          | 4,133.22           | 3,153.00            | 0.00                      | 980.22           | 0.00                        | 0.00               |
| 278058102 | EATON CORP              | ETN                   | 139.0000      | 12/03/2012               | Various             | 7,180.07           | 7,572.81            | 0.00                      | -392.74          | 0.00                        | 0.00               |
| 38259P508 | GOOGLE INC CL A         | GOOG                  | 7.0000        | 12/04/2012               | Various             | 4,826.41           | 2,775.03            | 0.00                      | 2,051.38         | 0.00                        | 0.00               |
| 742718109 | PROCTER & GAMBLE CO     | PG                    | 71.0000       | 12/04/2012               | Various             | 4,932.20           | 2,418.77            | 0.00                      | 2,513.43         | 0.00                        | 0.00               |
| 384802104 | W W GRAINGER INC        | GWW                   | 23.0000       | 12/12/2012               | Various             | 4,444.68           | 2,618.91            | 0.00                      | 1,825.77         | 0.00                        | 0.00               |
| 966837106 | WHOLE FOODS MKT INC     | WFM                   | 33.0000       | 12/12/2012               | 06/02/2010          | 3,002.99           | 1,317.84            | 0.00                      | 1,685.15         | 0.00                        | 0.00               |
| 966837106 | WHOLE FOODS MKT INC     | WFM                   | 30.0000       | 12/13/2012               | 06/02/2010          | 2,697.77           | 1,198.03            | 0.00                      | 1,499.74         | 0.00                        | 0.00               |

STATEMENT 16.9

# 2012 Tax Information Statement

## Recipient's Name and Address:

WILLARD BENNETT 1992 FDTN  
C/O JOSEPH FLEMING  
11891 US HIGHWAY 1 STE. 100  
NORTH PALM BEACH, FL 33408-2864

23-54563

XX-XXX3462

Account Number:

Recipient's Tax ID Number:

☐ Corrected

☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY  
P.O. BOX 803878  
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

| Cusip                     | Description         | Date of<br>Sale or<br>Exchange | Date of<br>Acquisition | Stocks<br>Bonds, etc. | Stock or Other Symbol  |  | Wash Sale<br>Loss Disallowed | Net Gain<br>or Loss | Federal<br>Income<br>Tax Withheld |      | State<br>Tax<br>Withheld |      |
|---------------------------|---------------------|--------------------------------|------------------------|-----------------------|------------------------|--|------------------------------|---------------------|-----------------------------------|------|--------------------------|------|
|                           |                     |                                |                        |                       | Cost or<br>Other Basis |  |                              |                     |                                   |      |                          |      |
| 966837106                 | WHOLE FOODS MKT INC |                                |                        | WFM                   |                        |  |                              |                     |                                   |      |                          |      |
| 22.0000                   |                     | 12/14/2012                     | 06/02/2010             | 1,958.51              | 878.56                 |  | 0.00                         | 1,079.95            | 0.00                              | 0.00 | 0.00                     | 0.00 |
| Total Long Term 15% Sales |                     |                                |                        | 139,702.45            | 106,885.42             |  | 0.00                         | 32,817.03           | 0.00                              | 0.00 | 0.00                     | 0.00 |

This is important tax information and is being furnished to you.



STATEMENT 16.10

**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,<br>2-story brick warehouse, or common stock, 200 shs MLC Co. |                                                   | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo., day, yr.) | (d) Date sold<br>(mo., day, yr.) |
|-------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------|--------------------------------------------------|--------------------------------------|----------------------------------|
| 1a                                                                                                                                  | 219.47SHS MFB NORTHN MULTIMGR SMALL CAP FD        | P                                                | VARIOUS                              | 01/18/12                         |
| b                                                                                                                                   | 56.18SHS MFB NORTHN MULTIMGR MID CAP FD           | P                                                | 12/19/11                             | 01/18/12                         |
| c                                                                                                                                   | 803.38SHS MFB NORTHERN FDS GLOBAL REAL ESTATE IND | P                                                | 03/23/11                             | 02/16/12                         |
| d                                                                                                                                   | 1907.03SHS MFB NORTHN MULTIMGR SMALL CAP FD       | P                                                | 06/01/10                             | 01/18/12                         |
| e                                                                                                                                   | 1675.39SHS MFB NORTHN MULTIMGR MID CAP FD         | P                                                | 06/01/10                             | 01/18/12                         |
| f                                                                                                                                   | 5825.92SHS MFB NORTHERN FDS GLOBAL REAL ESTATE IN | P                                                | VARIOUS                              | 02/16/12                         |
| g                                                                                                                                   | 125SHS MFC ISHARES TR VARCLAYS TIPS BD FD PROTECT | P                                                | VARIOUS                              | 06/04/12                         |
| h                                                                                                                                   | 1627.4SHS MFB NORTHERN FUNDS BD INDEX FD          | P                                                | VARIOUS                              | 08/14/12                         |
| i                                                                                                                                   | 225SHS MFC ISHARES TR BARCLAYS TIPS BD FD PROTECT | P                                                | VARIOUS                              | 09/10/12                         |
| j                                                                                                                                   | 50000 UNITS FHLB 4.5 DUE 11-15-2012 REG           | P                                                | 12/03/03                             | 11/15/12                         |
| k                                                                                                                                   | 15074.02SHS MFB NORTHN HI YIELD FXD INC FD        | P                                                | VARIOUS                              | 11/21/12                         |
| l                                                                                                                                   | 50000 UNITS ABBOTT LABS 5.875% DUE 05-15-2016     | P                                                | 07/06/07                             | 12/10/12                         |
| m                                                                                                                                   | 95SHS MFC SPDR GOLD TR GOLD SHS                   | P                                                | 06/01/10                             | 06/04/12                         |
| n                                                                                                                                   | NORTHERN TRUST COMPANY #23-54563-SEE STATEMENT 15 | P                                                | VARIOUS                              | VARIOUS                          |
| o                                                                                                                                   | NORTHERN TRUST COMPANY #23-54563-SEE STATEMENT 16 | P                                                | VARIOUS                              | VARIOUS                          |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 2,006.              |                                            | 1,841.                                          | 165.                                         |
| b 647.                |                                            | 589.                                            | 58.                                          |
| c 6,700.              |                                            | 6,652.                                          | 48.                                          |
| d 17,430.             |                                            | 16,000.                                         | 1,430.                                       |
| e 19,284.             |                                            | 16,000.                                         | 3,284.                                       |
| f 48,588.             |                                            | 58,408.                                         | -9,820.                                      |
| g 15,105.             |                                            | 13,066.                                         | 2,039.                                       |
| h 17,999.             |                                            | 17,088.                                         | 911.                                         |
| i 27,243.             |                                            | 22,699.                                         | 4,544.                                       |
| j 50,000.             |                                            | 49,142.                                         | 858.                                         |
| k 112,000.            |                                            | 105,695.                                        | 6,305.                                       |
| l 59,047.             |                                            | 49,672.                                         | 9,375.                                       |
| m 14,881.             |                                            | 11,390.                                         | 3,491.                                       |
| n 11,254.             |                                            | 10,818.                                         | 436.                                         |
| o 139,702.            |                                            | 106,885.                                        | 32,817.                                      |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 165.                                                                                                    |
| b                         |                                      |                                                 | 58.                                                                                                     |
| c                         |                                      |                                                 | 48.                                                                                                     |
| d                         |                                      |                                                 | 1,430.                                                                                                  |
| e                         |                                      |                                                 | 3,284.                                                                                                  |
| f                         |                                      |                                                 | -9,820.                                                                                                 |
| g                         |                                      |                                                 | 2,039.                                                                                                  |
| h                         |                                      |                                                 | 911.                                                                                                    |
| i                         |                                      |                                                 | 4,544.                                                                                                  |
| j                         |                                      |                                                 | 858.                                                                                                    |
| k                         |                                      |                                                 | 6,305.                                                                                                  |
| l                         |                                      |                                                 | 9,375.                                                                                                  |
| m                         |                                      |                                                 | 3,491.                                                                                                  |
| n                         |                                      |                                                 | 436.                                                                                                    |
| o                         |                                      |                                                 | 32,817.                                                                                                 |

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7  
If (loss), enter "-0-" in Part I, line 7 }

2

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)  
If gain, also enter in Part I, line 8, column (c)  
If (loss), enter "-0-" in Part I, line 8

3

**Part IV** Capital Gains and Losses for Tax on Investment Income

| (a) List and describe the kind(s) of property sold, e.g., real estate,<br>2-story brick warehouse; or common stock, 200 shs MLC Co. |  | (b) How acquired<br>P - Purchase<br>D - Donation | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|-------------------------------------------------------------------------------------------------------------------------------------|--|--------------------------------------------------|------------------------------------|--------------------------------|
| <b>1a CAPITAL GAINS DIVIDENDS</b>                                                                                                   |  |                                                  |                                    |                                |
| b                                                                                                                                   |  |                                                  |                                    |                                |
| c                                                                                                                                   |  |                                                  |                                    |                                |
| d                                                                                                                                   |  |                                                  |                                    |                                |
| e                                                                                                                                   |  |                                                  |                                    |                                |
| f                                                                                                                                   |  |                                                  |                                    |                                |
| g                                                                                                                                   |  |                                                  |                                    |                                |
| h                                                                                                                                   |  |                                                  |                                    |                                |
| i                                                                                                                                   |  |                                                  |                                    |                                |
| j                                                                                                                                   |  |                                                  |                                    |                                |
| k                                                                                                                                   |  |                                                  |                                    |                                |
| l                                                                                                                                   |  |                                                  |                                    |                                |
| m                                                                                                                                   |  |                                                  |                                    |                                |
| n                                                                                                                                   |  |                                                  |                                    |                                |
| o                                                                                                                                   |  |                                                  |                                    |                                |

| (e) Gross sales price | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g) |
|-----------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------|
| a 1,346.              |                                            |                                                 | 1,346.                                       |
| b                     |                                            |                                                 |                                              |
| c                     |                                            |                                                 |                                              |
| d                     |                                            |                                                 |                                              |
| e                     |                                            |                                                 |                                              |
| f                     |                                            |                                                 |                                              |
| g                     |                                            |                                                 |                                              |
| h                     |                                            |                                                 |                                              |
| i                     |                                            |                                                 |                                              |
| j                     |                                            |                                                 |                                              |
| k                     |                                            |                                                 |                                              |
| l                     |                                            |                                                 |                                              |
| m                     |                                            |                                                 |                                              |
| n                     |                                            |                                                 |                                              |
| o                     |                                            |                                                 |                                              |

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

| (i) F.M.V. as of 12/31/69 | (j) Adjusted basis<br>as of 12/31/69 | (k) Excess of col. (i)<br>over col. (j), if any | (l) Losses (from col. (h))<br>Gains (excess of col. (h) gain over col. (k),<br>but not less than "-0-") |
|---------------------------|--------------------------------------|-------------------------------------------------|---------------------------------------------------------------------------------------------------------|
| a                         |                                      |                                                 | 1,346.                                                                                                  |
| b                         |                                      |                                                 |                                                                                                         |
| c                         |                                      |                                                 |                                                                                                         |
| d                         |                                      |                                                 |                                                                                                         |
| e                         |                                      |                                                 |                                                                                                         |
| f                         |                                      |                                                 |                                                                                                         |
| g                         |                                      |                                                 |                                                                                                         |
| h                         |                                      |                                                 |                                                                                                         |
| i                         |                                      |                                                 |                                                                                                         |
| j                         |                                      |                                                 |                                                                                                         |
| k                         |                                      |                                                 |                                                                                                         |
| l                         |                                      |                                                 |                                                                                                         |
| m                         |                                      |                                                 |                                                                                                         |
| n                         |                                      |                                                 |                                                                                                         |
| o                         |                                      |                                                 |                                                                                                         |

|                                                                                                                                                                                   |   |         |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---|---------|
| 2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7<br>If (loss), enter "-0-" in Part I, line 7 }                                             | 2 | 57,287. |
| 3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):<br>If gain, also enter in Part I, line 8, column (c).<br>If (loss), enter "-0-" in Part I, line 8 | 3 | N/A     |

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

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| SOURCE                                         | AMOUNT  |
|------------------------------------------------|---------|
| NORTHERN TRUST #35825                          | 12,229. |
| TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A | 12,229. |

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FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

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| SOURCE                           | GROSS AMOUNT | CAPITAL GAINS<br>DIVIDENDS | COLUMN (A)<br>AMOUNT |
|----------------------------------|--------------|----------------------------|----------------------|
| NORTHERN TRUST #35825-DIVIDENDS  | 40,813.      | 1,344.                     | 39,469.              |
| NORTHERN TRUST #54563-DIVIDENDS  | 11,150.      | 2.                         | 11,148.              |
| TOTAL TO FM 990-PF, PART I, LN 4 | 51,963.      | 1,346.                     | 50,617.              |

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FORM 990-PF ACCOUNTING FEES STATEMENT 3

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| ACCOUNTING FEES              | 2,077.                       | 2,077.                            |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16B | 2,077.                       | 2,077.                            |                               | 0.                            |

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FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

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| DESCRIPTION                  | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|------------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| INVESTMENT ADVISORY FEES     | 15,814.                      | 15,814.                           |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 16C | 15,814.                      | 15,814.                           |                               | 0.                            |

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|             |       |           |   |
|-------------|-------|-----------|---|
| FORM 990-PF | TAXES | STATEMENT | 5 |
|-------------|-------|-----------|---|

| DESCRIPTION                 | (A)<br>EXPENSES<br>PER BOOKS | (B)<br>NET INVEST-<br>MENT INCOME | (C)<br>ADJUSTED<br>NET INCOME | (D)<br>CHARITABLE<br>PURPOSES |
|-----------------------------|------------------------------|-----------------------------------|-------------------------------|-------------------------------|
| FOREIGN TAXES PAID          | 581.                         | 581.                              |                               | 0.                            |
| EXCISE TAX (NET OF REFUND)  | 1,543.                       | 0.                                |                               | 0.                            |
| TO FORM 990-PF, PG 1, LN 18 | 2,124.                       | 581.                              |                               | 0.                            |

|             |                                            |           |   |
|-------------|--------------------------------------------|-----------|---|
| FORM 990-PF | U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS | STATEMENT | 6 |
|-------------|--------------------------------------------|-----------|---|

| DESCRIPTION                                      | U.S.<br>GOV'T | OTHER<br>GOV'T | BOOK VALUE | FAIR MARKET<br>VALUE |
|--------------------------------------------------|---------------|----------------|------------|----------------------|
| FEDERAL HOME LN BKS 4.5% DUE<br>11-15-2012       | X             |                | 0.         | 0.                   |
| TOTAL U.S. GOVERNMENT OBLIGATIONS                |               |                |            |                      |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS |               |                |            |                      |
| TOTAL TO FORM 990-PF, PART II, LINE 10A          |               |                | 0.         | 0.                   |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE STOCK | STATEMENT | 7 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE | FAIR MARKET<br>VALUE |
|-----------------------------------------|------------|----------------------|
| NORTHERN TRUST-SEE STATEMENT 11         | 826,898.   | 995,632.             |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 826,898.   | 995,632.             |

|             |                 |           |   |
|-------------|-----------------|-----------|---|
| FORM 990-PF | CORPORATE BONDS | STATEMENT | 8 |
|-------------|-----------------|-----------|---|

| DESCRIPTION                             | BOOK VALUE | FAIR MARKET VALUE |
|-----------------------------------------|------------|-------------------|
| NORTHERN TRUST-SEE STATEMENT 12         | 612,182.   | 674,632.          |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 612,182.   | 674,632.          |

|             |                   |           |   |
|-------------|-------------------|-----------|---|
| FORM 990-PF | OTHER INVESTMENTS | STATEMENT | 9 |
|-------------|-------------------|-----------|---|

| DESCRIPTION                            | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------------|------------------|------------|-------------------|
| NORTHERN TRUST-SEE STATEMENT 13        | COST             | 89,275.    | 116,331.          |
| TOTAL TO FORM 990-PF, PART II, LINE 13 |                  | 89,275.    | 116,331.          |

|             |              |           |    |
|-------------|--------------|-----------|----|
| FORM 990-PF | OTHER ASSETS | STATEMENT | 10 |
|-------------|--------------|-----------|----|

| DESCRIPTION                      | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|----------------------------------|----------------------------|------------------------|-------------------|
| DIVIDENDS RECEIVABLE             | 69.                        | 1,691.                 | 1,691.            |
| TO FORM 990-PF, PART II, LINE 15 | 69.                        | 1,691.                 | 1,691.            |

**WILLIAM V. BENNETT 1992 PRIVATE FOUNDATION****65-6103462**

FORM 990-PF

CORPORATE STOCKS

STATEMENT 11

| DESCRIPTION                                    | BOOK VALUE | FAIR MARKET VALUE |
|------------------------------------------------|------------|-------------------|
| MFC MIDCAP SPDR TR UNIT SER 1 STANDARD & POORS | 15,495     | 24,142            |
| SPDR DOW JONES REIT ETF                        | 62,165     | 65,673            |
| MFC ISHARES TR RUSSELL 2000 INDEX FD           | 14,230     | 25,287            |
| MFC ISHARES TR MSCI EAFE INDEX FD              | 44,772     | 48,297            |
| MFB NORTHERN INTL EQUITY INDEX FD              | 104,317    | 108,362           |
| MFB NORTHERN EMERGING MARKETS EQUITY FUND      | 83,701     | 82,867            |
| MFC ISHARES TR MSCI EMERGING MKTS INDEX FD     | 21,113     | 35,480            |
| SPDR S&P 500 ETF TRUST                         | 101,256    | 114,016           |
| AMERICAN EXPRESS CO., COMMON STOCK             | 8,482      | 10,346            |
| AMGEN INC COMMON STOCK                         | 6,284      | 8,028             |
| APPLE INC                                      | 4,906      | 26,652            |
| BRISTOL MYERS SQUIBB CO COMMON STOCK           | 8,024      | 8,799             |
| CHEVRON CORP COM                               | 9,538      | 12,328            |
| COCA COLA CO COM                               | 10,051     | 10,513            |
| COSTCO WHOLESALE CORP NEW COM                  | 7,054      | 10,568            |
| COVIDIEN PLC                                   | 5,044      | 6,756             |
| CVS CAREMARK CORP COM STK                      | 9,585      | 10,347            |
| DANAHER CORP COMMON STOCK \$.01 PAR            | 6,991      | 13,975            |
| DOMINION RES INC VA NEW COM                    | 6,815      | 8,029             |
| DU PONT E I DE NEMOURS & CO COM STK            | 6,444      | 7,240             |
| EATON CORP., COMMON STOCK \$.50 PAR            | 7,180      | 7,534             |
| EMC CORP COM                                   | 9,885      | 12,093            |
| EMERSON ELECTRIC CO COM                        | 7,414      | 7,573             |
| EXPRESS SCRIPTS HLDG CO COM                    | 9,176      | 9,450             |
| EXXON MOBIL CORP COM                           | 6,190      | 15,666            |
| FRANKLIN RES INC. COMMON STOCK                 | 8,378      | 9,050             |
| GENERAL ELECTRIC CO                            | 6,271      | 10,747            |
| GOOGLE INC CL A CL A                           | 6,665      | 9,931             |
| HOME DEPOT INC., COMMON STOCK                  | 10,937     | 15,091            |
| INTEL CORP COM                                 | 7,378      | 5,488             |
| INTERNATIONAL BUSINESS MACHS CORP COM          | 6,501      | 10,152            |
| JOHNSON CONSTROLS INC. COMMON STOCK \$2.50 PAR | 4,526      | 5,219             |
| JPMORGAN CHASE & CO COM                        | 10,828     | 13,982            |
| MC DONALDS CORP. COMMON STOCK NO PAR           | 10,260     | 10,409            |
| NATIONAL OILWELL VARCO COM STK                 | 4,855      | 7,519             |
| NIKE INC CL B CL B                             | 3,446      | 5,573             |
| NOBLE CORPORATION (SWITZERLAND) COM            | 7,716      | 7,312             |
| NOBLE ENERGY INC COM                           | 3,244      | 5,392             |
| NORFOLK SOUTHN CORP COM                        | 7,763      | 7,112             |
| NUCOR CORP. COMMON STOCK                       | 4,639      | 4,448             |
| OMNICOM GROUP INC., COMMON STOCK               | 7,082      | 7,694             |
| ORACLE CORPORATION COM                         | 9,450      | 11,562            |
| PFIZER INC COM                                 | 14,206     | 14,697            |
| PRECISION CASTPARTS CORP COM                   | 6,483      | 7,387             |
| PROCTER & GAMBLE CO COMMON STOCK NO PAR        | 356        | 5,092             |
| QUALCOMM INC COM                               | 12,069     | 13,954            |

STATEMENT 11

**WILLIAM V. BENNETT 1992 PRIVATE FOUNDATION****65-6103462**

| FORM 990-PF                             | CORPORATE STOCKS | STATEMENT 11      |
|-----------------------------------------|------------------|-------------------|
| DESCRIPTION                             | BOOK VALUE       | FAIR MARKET VALUE |
| SCHLUMBERGER LTD COM COM                | 8,799            | 6,929             |
| SIMON PROPERTY GROUP INC COM            | 5,153            | 9,169             |
| SPECTRA ENERGY CORP COM STK             | 5,361            | 6,078             |
| STARBUCKS CORP COM                      | 7,268            | 8,579             |
| UNITED TECHNOLOGIES CORP COM            | 4,637            | 5,659             |
| UNITEDHEALTH GROUP INC COM              | 5,765            | 8,407             |
| US BANCORP                              | 8,545            | 8,879             |
| V.F.CORP., COMMON STOCK NO PAR          | 8,449            | 12,078            |
| VERIZON COMMUNICATIONS COM              | 4,450            | 5,192             |
| WALT DISNEY CO                          | 5,109            | 7,319             |
| WELLS FARGO & CO NEW COM STK            | 10,333           | 13,569            |
| AMERICAN WTR WKS CO INC NEW COM         | 3,508            | 3,899             |
| CITRIX SYS INC COMMON STOCK             | 3,257            | 4,603             |
| INTERCONTINENTALEXCHANGE INC COM        | 6,079            | 5,943             |
| ST JUDE MED INC COM                     | 6,475            | 5,457             |
| BHP BILLITON LTD SPONSORED ADR          | 4,545            | 6,040             |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 826,898          | 995,632           |

**WILLIAM V. BENNETT 1992 PRIVATE FOUNDATION****65-6103462**

| FORM 990-PF                                              | CORPORATE BONDS | STATEMENT 12      |
|----------------------------------------------------------|-----------------|-------------------|
| DESCRIPTION                                              | BOOK VALUE      | FAIR MARKET VALUE |
| ABBOTT LABS NT 5.875% DUE 05-15-2016                     |                 |                   |
| CREDIT SUISSE USA INC 5.85% DUE 08-16-2016               | 25,235          | 28,773            |
| ORACLE CORP NT 5.75% DUE 04-15-2018                      | 50,755          | 60,850            |
| PEPSICO INC SR NT 5.0% DUE 06-01-2018                    | 49,257          | 59,302            |
| MFB NORTHERN FUNDS BD INDEX FD                           | 195,529         | 209,139           |
| MFB NORTHERN HIGH YIELD FIXED INCOME FUND                | 127,117         | 152,787           |
| MFC ISHARES TR BARCLAYS TIPS BD FD                       | 137,034         | 137,124           |
| MFO VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL | 27,255          | 26,657            |
| TOTAL TO FORM 990-PF, PART II, LINE 10C                  | 612,182         | 674,632           |

| FORM 990-PF                                                            | OTHER INVESTMENTS | STATEMENT 13      |
|------------------------------------------------------------------------|-------------------|-------------------|
| DESCRIPTION                                                            | BOOK VALUE        | FAIR MARKET VALUE |
| MFC SPDR GOLD TR GOLD SHS                                              | 51,882            | 85,055            |
| MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL | 37,393            | 31,276            |
| TOTAL TO FORM 990-PF, PART II, LINE 13                                 | 89,275            | 116,331           |

# WILLARD V. BENNETT 1992 PRIVATE FOUNDATION

2012

## Average Stock Value

| <u>Date</u> | <u>Begin Bal</u> | <u>End Bal</u> | <u>Total</u>      |                            |
|-------------|------------------|----------------|-------------------|----------------------------|
| 1/31/2012   | 1,764,194        | 1,836,437      | 1,800,316         |                            |
| 2/28/2012   | 1,836,437        | 1,880,458      | 1,858,448         |                            |
| 3/31/2012   | 1,880,458        | 1,893,586      | 1,887,022         |                            |
| 4/30/2012   | 1,893,586        | 1,884,606      | 1,889,096         |                            |
| 5/31/2012   | 1,884,606        | 1,798,993      | 1,841,800         |                            |
| 6/30/2012   | 1,798,993        | 1,818,588      | 1,808,791         |                            |
| 7/31/2012   | 1,818,588        | 1,843,295      | 1,830,942         |                            |
| 8/31/2012   | 1,843,295        | 1,850,230      | 1,846,763         |                            |
| 9/30/2012   | 1,850,230        | 1,880,142      | 1,865,186         |                            |
| 10/31/2012  | 1,880,142        | 1,855,361      | 1,867,752         |                            |
| 11/30/2012  | 1,855,361        | 1,839,443      | 1,847,402         |                            |
| 12/31/2012  | 1,839,443        | 1,786,595      | 1,813,019         |                            |
|             |                  |                | <u>22,156,534</u> |                            |
|             |                  |                | <u>/12=</u>       | <u>1,846,378</u> AVG value |

## Average Cash Value

| <u>Date</u> | <u>Begin Bal</u> | <u>End Bal</u> | <u>Total</u>   |                              |
|-------------|------------------|----------------|----------------|------------------------------|
| 1/31/2012   | 60,689           | 58,874         | 59,782         |                              |
| 2/28/2012   | 58,874           | 59,352         | 59,113         |                              |
| 3/31/2012   | 59,352           | 62,674         | 61,013         |                              |
| 4/30/2012   | 62,674           | 66,699         | 64,687         |                              |
| 5/31/2012   | 66,699           | 67,681         | 67,190         |                              |
| 6/30/2012   | 67,681           | 92,767         | 80,224         |                              |
| 7/31/2012   | 92,767           | 94,777         | 93,772         |                              |
| 8/31/2012   | 94,777           | 115,155        | 104,966        |                              |
| 9/30/2012   | 115,155          | 20,421         | 67,788         |                              |
| 10/31/2012  | 20,421           | 24,997         | 22,709         |                              |
| 11/30/2012  | 24,997           | 54,002         | 39,500         |                              |
| 12/31/2012  | 54,002           | 124,007        | 89,005         |                              |
|             |                  |                | <u>809,749</u> |                              |
|             |                  |                | <u>/12=</u>    | <u>67,479</u> AVG cash value |