Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No. 1545-0052

2012

Open to public Inspection

For calendar year 2012 or tax year beginning , and ending

Name of foundation
SIMMONS FAMILY FOUNDATION 103353-000
NORBERT SIMMONS, CO-TRUSTEE

Number and street (or P O box number if mail is not delivered to street address) — Room/suite
C/O WILMINGTON TRUST CO, 1100 N. MARKET — DE3C07

City or town, state, and ZIP code
WILMINGTON, DE 19890-001

A Employer identification number: 65-6421943

B Telephone number: 302 636 8537

C If exemption application is pending, check here ▶ [ ]

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

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

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

G Check all that apply: [ ] Initial return [ ] Initial return of a former public charity [ ] Final return [ ] Amended return [X] Address change [X] Name change

H Check type of organization: [X] 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) ▶$ 2,015,623.

J Accounting method: [X] Cash [ ] Accrual [ ] Other (specify) (Part I, column (d) must be on cash basis.)

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

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received	11,000.		N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	3,585.	3,585.		STATEMENT 1
	4 Dividends and interest from securities	45,638.	45,638.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	73,283.			
	b Gross sales price for all assets on line 6a 434,961.				
	7 Capital gain net income (from Part IV, line 2)		73,283.		
	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	1,277.	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	134,783.	122,506.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	12,000.	6,000.		6,000.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees STMT 4	4,543.	4,543.		0.
	17 Interest				
	18 Taxes STMT 5	1,570.	1,023.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	23,835.	23,835.		0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	41,948.	35,401.		6,000.
	25 Contributions, gifts, grants paid	100,125.			100,125.
	26 **Total expenses and disbursements.** Add lines 24 and 25	142,073.	35,401.		106,125.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	<7,290.>			
	b **Net investment income** (if negative, enter -0-)		87,105.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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223501 12-05-12 LHA **For Paperwork Reduction Act Notice, see instructions.** Form **990-PF** (2012)

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Part II Balance Sheets (Attached schedules and amounts in the description column should be for end-of-year amounts only)		Beginning of year (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	92,753.	74,151.	74,151.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	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			
	b Investments - corporate stock			
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 7	1,469,720.	1,481,191.	1,941,472.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,562,473.	1,555,342.	2,015,623.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [X] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	1,562,473.	1,555,342.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	0.	0.	
	30 **Total net assets or fund balances**	1,562,473.	1,555,342.	
	31 **Total liabilities and net assets/fund balances**	1,562,473.	1,555,342.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	1,562,473.
2 Enter amount from Part I, line 27a	2	<7,290.>
3 Other increases not included in line 2 (itemize) ▶ MUTUAL FUND TIMING DIFFERENCES	3	159.
4 Add lines 1, 2, and 3	4	1,555,342.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,555,342.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	SEE ATTACHED DETAIL	P	VARIOUS	12/31/12
b	CAPITAL GAINS DIVIDENDS			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	433,562.		361,678.	71,884.
b	1,399.			1,399.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				71,884.
b				1,399.
c				
d				
e				

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 }	2	73,283.
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	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) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	40,263.	1,962,557.	.020516
2010	39,095.	1,802,595.	.021688
2009	19,897.	1,562,142.	.012737
2008	154,674.	1,871,472.	.082648
2007	132,332.	2,029,596.	.065201

2 Total of line 1, column (d)	2	.202790
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	.040558
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	1,971,595.
5 Multiply line 4 by line 3	5	79,964.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	871.
7 Add lines 5 and 6	7	80,835.
8 Enter qualifying distributions from Part XII, line 4	8	106,125.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	871.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	871.
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-		5	871.
6	Credits/Payments:			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a 547.		
b	Exempt foreign organizations - tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c		
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments. Add lines 6a through 6d		7	547.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶		9	324.
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.*	5		X
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		X
7	Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

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

Website address ▶ N/A

14 The books are in care of ▶ ADVISORY TRUST COMPANY OF DELAWARE Telephone no.▶302 636 8573
Located at ▶2710 CENTERVILLE RD. STE 101, WILMINGTON, DE ZIP+4 ▶19808

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

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.

			Yes	No
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) 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? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* 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

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? 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** No: 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
KHARI SIMMONS 620 GLEN IRIS RD #512 ATLANTA, GA 30033	CO TRUSTEE 1.00	12,000.	0.	0.
MAYA SIMMONS 417 LADSON CT DECATUR, GA 30033	CO TRUSTEE 1.00	0.	0.	0.
NORBERT SIMMONS 5325 FISHER ISLAND DR MIAMI BEACH, FL 33109	CO TRUSTEE 1.00	0.	0.	0.
RUTH J SIMMONS 55 POWER STREET PROVIDENCE, RI 02906	CO TRUSTEE 1.00	0.	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

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.

Form **990-PF** (2012)

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12-05-12

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:			
a	Average monthly fair market value of securities		1a	2,001,619.
b	Average of monthly cash balances		1b	
c	Fair market value of all other assets		1c	
d	**Total** (add lines 1a, b, and c)		1d	2,001,619.
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	2,001,619.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	30,024.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	1,971,595.
6	**Minimum investment return.** Enter 5% of line 5		6	98,580.

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	98,580.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 871.		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b		
c	Add lines 2a and 2b		2c	871.
3	Distributable amount before adjustments. Subtract line 2c from line 1		3	97,709.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	97,709.
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	97,709.

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	106,125.
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	106,125.
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	871.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	105,254.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				97,709.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years: ___ , ___ , ___		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007 39,506.				
b From 2008 62,368.				
c From 2009				
d From 2010				
e From 2011				
f **Total** of lines 3a through e	101,874.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 106,125.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				97,709.
e Remaining amount distributed out of corpus	8,416.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	110,290.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	39,506.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	70,784.			
10 Analysis of line 9:				
a Excess from 2008 62,368.				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012 8,416.				

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

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

1 **Information Regarding Foundation Managers:**

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

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:

SEE STATEMENT 8

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year				
BOSTON UNIVERSITY SCHOOL OF LAW 765 COMMONWEALTH AVENUE BOSTON, MA 02215	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	25,000.
BROWN UNIVERSITY RUTH J. SIMMONS ACADEMIC SCHOLARSHIP FUND 226 DEGRESSE AVENUE ATLANTA, GA 30307	NONE	TAX EXEMPT PUBLIC CHARITY	GENERAL PURPPOSE	5,000.
CARE 151 ELLIS ST, NORTHEAST ATLANTA, GA 30303-2404	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	15,000.
CHILDKIND, INC. (TWO CHECKS EACH FOR $1,000) 3107 CLAIRMONT ROAD, SUITE A ATLANTA , GA 30329	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	2,000.
CLARK UNIVERSITY RADIO PROJECT C/O J EDWARDS P O BOX 840 RED OAK, GA 30272	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	600.
Total SEE CONTINUATION SHEET(S)			▶ 3a	100,125.
b Approved for future payment NONE				
Total			▶ 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	3,585.	
4 Dividends and interest from securities			18	45,638.	
5 Net rental income or (loss) from real estate:					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income			01	1,277.	
8 Gain or (loss) from sales of assets other than inventory			18	73,283.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		123,783.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 123,783.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

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

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Norbert Simmons 10 May 2013 ▶ CO-TRUSTEE

Signature of officer or trustee Date Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
JON LUTTINEN	JON LUTTINEN	05/06/13		P01233833

Firm's name ▶ WILMINGTON TRUST COMPANY Firm's EIN ▶ 51-0055023

Firm's address ▶ TRUST TAX SERVICES DE3-C070
1100 N MARKET STREET, DE 19890-0001 Phone no. (302) 651-1942

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
DILLARD UNIVERSITY, LARKIN BROOKS NURSING SCHOLARSHIP FUND 2601 GENTILLY BOULEVARD NEW ORLEANS, LA 70122-3043	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	5,000.
DILLARD UNIVERSITY, MARGUERITE LAJOY WASHINGTON SCHOLARSHIP FUND 2601 GENTILLY BOULEVARD NEW ORLEANS, LA 70122-3043	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	5,000.
GRAPELAND PUBLIC LIBRARY 212 NORTH OAK STREET P O BOX 879 GRAPELAND, TX 75844	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	2,000.
INSTITUTE FOR GLOBAL OUTREACH 1024 PIERRE AVENUE SHREVEPORT, LA 71103	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	1,500.
LUCAS FOUNDATION 919 FOURTH STREET MIAMI BEACH, FL 33139	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	1,000.
MIAMI RESCUE MISSION P O BOX 240620 MIAMI, FL 33242	NONE	TAX EXEMPT PUBLIC CHARITY	GENERAL PURPOSE	1,000.
MILLENIUM PROMISE, MILLENIUM VILLAGES PROJECT 475 RIVERSIDE DRIVE SUITE 1040 NEW YORK, NY 100115	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	5,000.
MOREHOUSE COLLEGE DEPT MUSIC	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	10,000.
NATIONAL MUSEUM OF AFRICAN ARTS 950 INDEPENDENCE AVENUE WASHINGTON, DC 20560-0006	NONE	TAX EXEMPT PUBLIC CHARITY	GENERAL PURPOSE	5,000.
SAFE SPACE FOUNDATION REPLACEMENT FOR 8/14/2012 CHECK P O BOX 31-0776 MIAMI, FL 33231	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	1,000.
Total from continuation sheets				52,525.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
TEAM FOR KIDS, NEW YORK ROAD RUNNER 156 WEST 56TH STREET 3RD FLOOR NEW YORK, NY 10019	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	250.
VARIOUS - ADJUSTMENT FOR STOPPED PAYMENT	NONE	TAX EXEMPT PUBLIC CHARITY	GENERAL PURPOSE	<225.>
WORLD VISION CENTERS HINCHE CENTER OF HOPE PROJECT # 50194912 1717 N BAYSHORE DRIVE UNIT 4134 MIAMI, FL 33132	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	5,000.
WTSOLUNARI MUSIC L. L. C.	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	10,000.
WTVISIONS ("VISIONS IN BLACK") C/O FRANK FRAZIER NEW YORK, NY	NONE	TAX EXEMPT PUBLIC CHARITY	EDUCATION	1,000.
Total from continuation sheets				

223631
05-01-12

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

SOURCE	AMOUNT
CORPORATE INTEREST	60.
NONQUALIFIED SHORT TERM CAPITAL GAINS DIVIDENDS	956.
UNITED STATES GOV INT REPORTED AS DIVIDENDS	2,569.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	3,585.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DOMESTIC DIVIDENDS, NONQUALIFIED	8,919.	0.	8,919.
DOMESTIC DIVIDENDS, QUALIFIED	17,587.	0.	17,587.
FOREIGN DIVIDENDS, NONQUALIFIED	6,721.	0.	6,721.
FOREIGN DIVIDENDS, QUALIFIED	12,411.	0.	12,411.
LONG TERM CAPITAL GAINS DIVIDENDS	1,399.	1,399.	0.
TOTAL TO FM 990-PF, PART I, LN 4	47,037.	1,399.	45,638.

FORM 990-PF	OTHER INCOME	STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
TAX REFUNDS	1,277.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,277.	0.	

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEES	3,549.	3,549.		0.
BANK FEES	994.	994.		0.
TO FORM 990-PF, PG 1, LN 16C	4,543.	4,543.		0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOEIGN TAX ON QUALIFIED DIVIDEND	860.	860.		0.
FOREIGN TAX ON NONQUALIFIED DIVIDEND	163.	163.		0.
990PF TAX PAYMENTS	547.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,570.	1,023.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES - PRINCIPAL	13,692.	13,692.		0.
BANK FEES - INCOME	10,143.	10,143.		0.
TO FORM 990-PF, PG 1, LN 23	23,835.	23,835.		0.

FORM 990-PF OTHER INVESTMENTS STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
SEE ATTACHED SCHEDULE	COST	1,481,191.	1,941,472.
TOTAL TO FORM 990-PF, PART II, LINE 13		1,481,191.	1,941,472.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 8
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

SIMMONS FAMILY FOUNDATION, C/O NOBERT SIMMONS
5325 FISHER ISLAND DRIVE
MIAMI, FL 33109-0297

FORM AND CONTENT OF APPLICATIONS

APPLICATIONS MUST BE FROM EXEMPT ORGANIZATIONS.

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

THERE ARE NO GEOGRAPHIC RESTRICTIONS. EDUCATIONAL & HEALTH ORGANIZATIONS THAT BENEFIT CHILDREN FROM DISADVANTAGED NEIGHBORHOODS ARE GIVEN PREFERENCE. LOCAL & NATIONAL CHARITIES ARE CONSIDERED. THE FOUNDATION DOES NOT HAVE SPECIFIC PROGRAMS FOR SCHOLARSHIPS.

TRUST YEAR ENDING 12/31/2012

TAX PREPARER: 39
TRUST ADMINISTRATOR: 92
INVESTMENT OFFICER: 347

LEGEND: F - FEDERAL S - STATE I - INHERITED
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	N
30.0000 ISHARES TR RUSSELL MIDCAP VALUE INDX - 464287473 - MINOR = 63							
SOLD		03/02/2012	1419.94				
ACQ	30.0000	05/27/2009	1419.94	860.98	558.96	LT15	Y
30.0000 ISHARES TR RUSSELL MIDCAP GROWTH IDX - 464287481 - MINOR = 63							
SOLD		03/02/2012	1854.41				
ACQ	14.0000	10/07/2011	865.39	719.27	146.12	ST	Y
	16.0000	07/23/2010	989.02	739.68	249.34	LT15	Y
80.0000 ISHARES TRUST RUSSELL 1000 VALUE INDEX FUND - 464287598 - MINOR = 63							
SOLD		03/02/2012	5499.31				
ACQ	80.0000	01/14/2011	5499.31	5296.00	203.31	LT15	Y
170.0000 ISHARES TRUST RUSSELL 1000 GROWTH INDEX FUND - 464287614 - MINOR = 63							
SOLD		03/02/2012	10944.74				
ACQ	170.0000	07/23/2010	10944.74	8287.30	2657.44	LT15	Y
15.0000 ISHARES TRUST RUSSELL 2000 VALUE INDEX FUND - 464287630 - MINOR = 63							
SOLD		03/02/2012	1055.89				
ACQ	12.0000	01/14/2011	844.71	868.06	-23.35	LT15	Y
	3.0000	05/27/2009	211.18	140.35	70.83	LT15	Y
24.0000 ISHARES TRUST RUSSELL 2000 GROWTH INDEX FD - 464287648 - MINOR = 63							
SOLD		03/02/2012	2227.19				
ACQ	24.0000	10/07/2011	2227.19	1851.78	375.41	ST	Y
150.0000 ETF VANGUARD FTSE EMERGING MARKETS - 922042858 - MINOR = 63							
SOLD		03/02/2012	6741.17				
ACQ	150.0000	08/21/2009	6741.17	5395.50	1345.67	LT15	Y
62.0000 ISHARES TR RUSSELL MIDCAP VALUE INDX - 464287473 - MINOR = 63							
SOLD		04/13/2012	2907.59				
ACQ	62.0000	05/27/2009	2907.59	1779.36	1128.23	LT15	Y
100.0000 ISHARES TR RUSSELL MIDCAP GROWTH IDX - 464287481 - MINOR = 63							
SOLD		04/13/2012	6165.22				
ACQ	100.0000	07/23/2010	6165.22	4623.00	1542.22	LT15	
213.0000 ISHARES TRUST RUSSELL 1000 VALUE INDEX FUND - 464287598 - MINOR = 63							
SOLD		04/13/2012	14557.90				
ACQ	84.0000	11/19/2010	5741.14	5140.50	600.64	LT15	
	62.0000	01/14/2011	4237.51	4104.40	133.11	LT15	
	67.0000	06/04/2010	4579.25	3813.98	765.27	LT15	
439.0000 ISHARES TRUST RUSSELL 1000 GROWTH INDEX FUND - 464287614 - MINOR = 63							
SOLD		04/13/2012	28574.21				
ACQ	439.0000	07/23/2010	28574.21	21400.72	7173.49	LT15	
31.0000 ISHARES TRUST RUSSELL 2000 VALUE INDEX FUND - 464287630 - MINOR = 63							
SOLD		04/13/2012	2182.67				
ACQ	31.0000	05/27/2009	2182.67	1450.27	732.40	LT15	
44.0000 ISHARES TRUST RUSSELL 2000 GROWTH INDEX FD - 464287648 - MINOR = 63							
SOLD		04/13/2012	4029.60				
ACQ	18.0000	10/07/2011	1648.47	1388.83	259.64	ST	
	26.0000	07/23/2010	2381.13	1813.24	567.89	LT15	
103.0000 ETF VANGUARD FTSE EMERGING MARKETS - 922042858 - MINOR = 63							
SOLD		04/13/2012	4410.66				
ACQ	103.0000	08/21/2009	4410.66	3704.91	705.75	LT15	
594.0000 ISHARES TR RUSSELL MIDCAP GROWTH IDX - 464287481 - MINOR = 63							
SOLD		06/01/2012	33729.35				
ACQ	102.0000	07/23/2010	5791.91	4715.46	1076.45	LT15	
	492.0000	05/27/2009	27937.44	17700.19	10237.25	LT15	
1498.0000 ISHARES TRUST RUSSELL 1000 GROWTH INDEX FUND - 464287614 - MINOR = 63							
SOLD		06/01/2012	90710.40				
ACQ	157.0000	07/23/2010	9507.03	7653.56	1853.47	LT15	
	1341.0000	06/04/2010	81203.37	65185.34	16018.03	LT15	
404.0000 ISHARES TRUST RUSSELL 2000 GROWTH INDEX FD - 464287648 - MINOR = 63							
SOLD		06/01/2012	34272.49				
ACQ	121.0000	07/23/2010	10264.78	8438.54	1826.24	LT15	
	283.0000	05/27/2009	24007.71	15442.12	8565.59	LT15	
1296.0000 SPDR BARCLAYS INTERNATIONAL TREASURY - 78464A516 - MINOR = 68							
SOLD		06/01/2012	76162.14				
ACQ	10.0000	11/19/2010	587.67	593.34	-5.67	LT15	
	41.0000	01/14/2011	2409.45	2377.18	32.27	LT15	
	495.0000	10/07/2011	29089.71	29917.80	-828.09	ST	
	184.0000	10/24/2011	10813.14	11266.32	-453.18	ST	
	256.0000	04/13/2012	15044.37	15275.52	-231.15	ST	
	310.0000	06/04/2010	18217.80	16364.87	1852.93	LT15	
2840.0000 ETF VANGUARD FTSE EMERGING MARKETS - 922042858 - MINOR = 63							
SOLD		06/01/2012	106117.34				
ACQ	812.0000	08/21/2009	30340.59	29207.64	1132.95	LT15	
	2028.0000	05/27/2009	75776.75	64161.86	11614.89	LT15	
		TOTALS	433562.22	361677.87			

SUMMARY OF CAPITAL GAINS/LOSSES

Asset Detail Section

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Asset Detail

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
Equity Mutual Funds						
Closed End Equity Mutual Funds						
iShares TR Russell Midcap Growth Idx CUSIP: 464287481	946.00	$59,408.80	$34,033.30	$25,375.50	$781.40	2.95%
iShares TR Russell Midcap Value Indx CUSIP: 464287473	1,218.00	$61,192.32	$34,955.87	$26,236.45	$1,280.12	3.04%
iShares TR Russell 1000 Grwth Indx CUSIP: 464287614	5,223.00	$342,054.27	$214,798.44	$127,255.83	$5,661.73	16.97%
iShares TR Russell 1000 Value Index CUSIP: 464287598	5,035.00	$366,648.70	$251,118.28	$115,530.42	$8,438 66	18.19%
iShares TR Russell 2000 Gwth Indx Fd CUSIP: 464287648	423.00	$40,316.13	$23,081.34	$17,234.79	$590.09	2 00%
iShares TR Russell 2000 Value Index CUSIP: 464287630	539.00	$40,699.89	$25,216.03	$15,483.86	$1,018.71	2.02%
Vanguard MSCI EAFE ETF CUSIP: 921943858	9,324.00	$328,484.52	$272,040.23	$56,444.29	$12,867.12	16.30%
Vanguard MSCI Emerging Mkts ETF CUSIP: 922042858	3,367.00	$149,932.51	$106,525.15	$43,407.36	$3,282.83	7.44%
Total Equity Mutual Funds		$1,388,737.14	$961,768.84	$426,968.50	$33,920.66	68.91%
Fixed Income Mutual Funds						
Closed-End Fixed Income						
iShares TR JPMorgan USD Emerging Fd CUSIP: 464288281	1,017.00	$124,877.43	$106,277.89	$18,599.54	$5,210.09	6.20%

Statement of Value and Activity

December 1, 2012 - December 31, 2012

Description	Shares/Par Value	Market Value	Tax Cost	Unrealized Gain/Loss	Estimated Annual Income	Percent of Market Value
SPDR Barclays International Treasury CUSIP: 78464A516	304.00	$18,547.04	$16,048.13	$2,498.91	$375.74	0.92%
Vanguard Bd Idx Fd Total Bd Mkt ETF CUSIP: 921937835	4,871.00	$409,310.13	$397,096.35	$12,213.78	$10,915.91	20.29%
Total Fixed Income Mutual Funds		$552,734.60	$519,422.37	$33,312.23	$16,501.74	27.41%
Cash Equivalents Invested Cash						
Citibank M.D.A. (L) CUSIP: 9900CST72	11,520.28	$11,520.28	$11,520.28	$0.00	$5.76	0.57%
Citibank M.D.A. (L) CUSIP: 9900CST72	62,630.79	$62,630.79	$62,630.79	$0.00	$31 32	3.11% (I)
Total Cash Equivalents		$74,151.07	$74,151.07	$0.00	$37.08	3.68%
Total All Assets		$2,015,622.81	$1,555,342.08	$460,280.73	$50,459.48	100.00%