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: BATON ROUGE STATE FAIR FOUNDATION

A Employer identification number: 72-1036440

Number and street (or P O box number if mail is not delivered to street address): P.O. BOX 82208 | Room/suite

B Telephone number: (225)755-3247

City or town, state, and ZIP code: BATON ROUGE, LA 70884-2208

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

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

D 1. Foreign organizations, check here ▶ [ ]

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

H Check type of organization: [X] Section 501(c)(3) exempt private foundation [ ] Section 4947(a)(1) nonexempt charitable trust [ ] Other taxable private foundation

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 1,776,025.

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

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

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

	Line	(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				
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	22,589.	22,589.		STATEMENT 1
	4 Dividends and interest from securities	8,249.	8,249.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-36.			
	b Gross sales price for all assets on line 6a 1,737,921.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	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	1,018,816.	0.	1,018,816.	STATEMENT 3
	12 **Total.** Add lines 1 through 11	1,049,618.	30,838.	1,018,816.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 4	2,620.	0.	0.	0.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 5	212.	0.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 6	800,650.	6,344.	790,792.	0.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	803,482.	6,344.	790,792.	0.
	25 Contributions, gifts, grants paid	184,563.			184,563.
	26 **Total expenses and disbursements.** Add lines 24 and 25	988,045.	6,344.	790,792.	184,563.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	61,573.			
	b **Net investment income** (if negative, enter -0-)		24,494.		
	c **Adjusted net income** (if negative, enter -0-)			228,024.	

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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	End of year (c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	1,414,404.	1,481,674.	1,481,674.
	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 STMT 7	292,894.	287,197.	294,351.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	1,707,298.	1,768,871.	1,776,025.
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 ▶ [X] and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted	1,707,298.	1,768,871.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg , and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances**	1,707,298.	1,768,871.	
	31 **Total liabilities and net assets/fund balances**	1,707,298.	1,768,871.	

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	1,707,298.
2	Enter amount from Part I, line 27a	2	61,573.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	1,768,871.
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	1,768,871.

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	CHARLES SCHWAB-SEE ATTACHED	P	VARIOUS	12/19/12
b	SOUTHSIDE BK TYLER TX	P	VARIOUS	12/19/12
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	1,629,921.		1,630,021.	-100.
b	108,000.		107,936.	64.
c				
d				
e				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
	(i) F.M V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
a				-100.
b				64.
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 -36.

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	173,388.	462,889.	.374578
2010	151,577.	481,233.	.314976
2009	69,100.	429,423.	.160914
2008	138,500.	513,029.	.269965
2007	105,674.	514,733.	.205299

2	Total of line 1, column (d)	2	1.325732
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	.265146
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	401,410.
5	Multiply line 4 by line 3	5	106,432.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	245.
7	Add lines 5 and 6	7	106,677.
8	Enter qualifying distributions from Part XII, line 4	8	184,563.

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	245.
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	245.
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	245.
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a		
b	Exempt foreign organizations - tax withheld at source — 6b		
c	Tax paid with application for extension of time to file (Form 8868) — 6c		
d	Backup withholding erroneously withheld — 6d		
7	Total credits and payments Add lines 6a through 6d	7	0.
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	245.
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) ▶ LA			
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 ▶ WWW.GBRSF.COM

14 The books are in care of ▶ DAVID BROUSSARD Telephone no ▶ (225)926-3000

Located at ▶ 7623 NEWCOMB, BATON ROUGE, LA ZIP+4 ▶ 70810

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
SEE STATEMENT 8		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	0.
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.

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	407,523.
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	407,523.
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	407,523.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)		4	6,113.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	401,410.
6	**Minimum investment return.** Enter 5% of line 5		6	20,071.

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	20,071.
2a	Tax on investment income for 2012 from Part VI, line 5	2a 245.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b		
c	Add lines 2a and 2b		2c	245.
3	Distributable amount before adjustments Subtract line 2c from line 1		3	19,826.
4	Recoveries of amounts treated as qualifying distributions		4	0.
5	Add lines 3 and 4		5	19,826.
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	19,826.

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	184,563.
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	184,563.
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	245.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	184,318.

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					19,826.
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	80,993.				
b From 2008	113,709.				
c From 2009	48,361.				
d From 2010	129,761.				
e From 2011	150,668.				
f **Total** of lines 3a through e		523,492.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ $ 184,563.					
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					19,826.
e Remaining amount distributed out of corpus		164,737.			
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		688,229.			
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		80,993.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a		607,236.			
10 Analysis of line 9					
a Excess from 2008	113,709.				
b Excess from 2009	48,361.				
c Excess from 2010	129,761.				
d Excess from 2011	150,668.				
e Excess from 2012	164,737.				

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 9

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*				
27 SCHOLARSHIPS @ $500 EACH VARIOUS VARIOUS			SCHOLARSHIP FUNDING	13,500.
ALZHEIMER'S SERVICES 3772 NORTH BLVD BATON ROUGE, LA 70806			GENERAL PROGRAM	10,000.
BATON ROUGE REGIONAL EYE BANK 7777 HENNESSY BLVD BATON ROUGE, LA 70808			CHILDREN'S PROGRAM	3,500.
CANCER SERVICES OF BATON ROUGE 550 LOBDELL BLVD BATON ROUGE, LA 70806			GENERAL PROGRAM	7,500.
CATHOLIC CHARITIES - DIOCESE OF BATON ROUGE P.O. BOX 1668 BATON ROUGE, LA 70821			SCHOOL SHOE PROGRAM	5,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	184,563.
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	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(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	22,589.	
4 Dividends and interest from securities			14	8,249.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	-36.	
9 Net income or (loss) from special events			07	1,018,816.	
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.		1,049,618.	0.

13 Total. Add line 12, columns (b), (d), and (e) 13 1,049,618.

(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

J. H. Martin | 5/14/2013 | PRESIDENT

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
JEREMY KLIBERT		5/14/13		P00852016
Firm's name ▶ FAULK & WINKLER, LLC			Firm's EIN ▶ 72-0999988	
Firm's address ▶ 6811 JEFFERSON HIGHWAY BATON ROUGE, LA 70806			Phone no (225)927-6811	

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12-05-12

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
CYSTIC FIBROSIS FOUNDATION 10532 SOUTH GLENSTONE PLACE, SUITE C BATON ROUGE, LA 70810			GENERAL PROGRAM	3,000.
GREATER BATON ROUGE FOOD BANK 5546 CHOCTAW DRIVE BATON ROUGE, LA 70805			"FROM HUNGER TO HOPE" CAMPAIGN	2,000.
LA ARTS & SCIENCE MUSEUM 100 RIVER ROAD SOUTH BATON ROUGE, LA 70802			GENERAL PROGRAM	1,000.
LA H.O.B.Y. 4626 JAMESTOWN AVE. BATON ROUGE, LA 70808			HIGH SCHOOL LEADERSHIP CONFERENCE	6,500.
PROJECT KIDZ KOVE P.O. BOX 179 BRITTANY, LA 70718			GENERAL PROGRAM	25,000.
GAITWAY THERAPEUTIC HORSEMANSHIP PO BOX 85223 BATON ROUGE, LA 70887			GENERAL PROGRAM	6,825.
BOYS AND GIRLS CLUBS OF BATON ROUGE 8281 GOODWOOD BLVD BATON ROUGE, LA 70806			GENERAL PROGRAM	6,600.
BIG BUDDY PROGRAM 1415 MAIN STREET BATON ROUGE, LA 70802			GENERAL PROGRAM	5,000.
CENIKOR FOUNDATION 2414 BUNKER HILL DRIVE BATON ROUGE, LA 70808			GENERAL PROGRAM	3,600.
FOLDS OF HONOR FOUNDATION 3833 BERKLEY HILL AVE BATON ROUGE, LA 70809			GENERAL PROGRAM	5,000.
Total from continuation sheets				145,063.

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
JUNIOR ACHIEVEMENT OF BATON ROUGE 7809 JEFFERSON HWY BATON ROUGE, LA 70809			GENERAL PROGRAM	4,500.
ST. VINCENT DE PAUL PO BOX 127 BATON ROUGE, LA 70821			GENERAL PROGRAM	15,000.
BREC FOUNDATION 6201 FLORIDA BLVD BATON ROUGE, LA 70806			GENERAL PROGRAM	11,038.
GREATER BATON ROUGE STATE FAIR PO BOX 15010 BATON ROUGE, LA 70895			GENERAL PROGRAM	50,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
AMERICAN GATEWAY	985.
ANTHEM BANK & TRUST	479.
CAPITAL ONE	386.
IBERIA BANK	421.
MORGAN KEEGAN	20,072.
REGIONS	246.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	22,589.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
CHARLES SCHWAB	747.	0.	747.
MORGAN KEEGAN	7,502.	0.	7,502.
TOTAL TO FM 990-PF, PART I, LN 4	8,249.	0.	8,249.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
GROSS INCOME FROM SPECIAL FUNDRAISING EVENTS	1,018,816.	0.	1,018,816.
TOTAL TO FORM 990-PF, PART I, LINE 11	1,018,816.	0.	1,018,816.

FORM 990-PF ACCOUNTING FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,620.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 16B	2,620.	0.	0.	0.

FORM 990-PF TAXES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	212.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	212.	0.	0.	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
FAIR EXPENSES	790,792.	0.	790,792.	0.
MISCELLANEOUS	407.	0.	0.	0.
BOARD MEETINGS	492.	0.	0.	0.
FEES	6,344.	6,344.	0.	0.
BANK CHARGES	314.	0.	0.	0.
UTILITIES	2,301.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 23	800,650.	6,344.	790,792.	0.

FORM 990-PF CORPORATE STOCK STATEMENT 7

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CHARLES SCHWAB	287,197.	294,351.
TOTAL TO FORM 990-PF, PART II, LINE 10B	287,197.	294,351.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 8

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
J.H. MARTIN P.O. BOX 82208 BATON ROUGE, LA 70884	PRESIDENT 1.00	0.	0.	0.
DOUGLAS M. GONZALES P.O. BOX 82208 BATON ROUGE, LA 70884	SECRETARY 1.00	0.	0.	0.
DAVID M. BROUSSARD P.O. BOX 82208 BATON ROUGE, LA 70884	TREASURER 1.00	0.	0.	0.
GREG EDWARDS P.O. BOX 82208 BATON ROUGE, LA 70884	BOARD MEMBER 1.00	0.	0.	0.
CLIFF BARTON P.O. BOX 82208 BATON ROUGE, LA 70884	BOARD MEMBER 1.00	0.	0.	0.
STAN PRUTZ P.O. BOX 82208 BATON ROUGE, LA 70884	BOARD MEMBER 1.00	0.	0.	0.
WARREN WILSON P.O. BOX 82208 BATON ROUGE, LA 70884	BOARD MEMBER 1.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

FORM 990-PF GRANT APPLICATION SUBMISSION INFORMATION STATEMENT 9
PART XV, LINES 2A THROUGH 2D

NAME AND ADDRESS OF PERSON TO WHOM APPLICATIONS SHOULD BE SUBMITTED

J.H. MARTIN
11051 MOLLYLEA DRIVE
BATON ROUGE, LA 70815

TELEPHONE NUMBER	NAME OF GRANT PROGRAM
(225)755-3247	N/A

FORM AND CONTENT OF APPLICATIONS

A GRANT APPLICATION OUTLINE CAN BE FOUND AT THE FOUNDATION'S WEBSITE WWW.GBRSF.COM

ANY SUBMISSION DEADLINES

NONE

RESTRICTIONS AND LIMITATIONS ON AWARDS

NONE

charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
BATON ROUGE STATE FAIR FOUNDATION

Account Number
9691-4812

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss)

Accounting Method: First In First Out [FIFO]

Short-Term	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
ALEXION PHARMA INC: ALXN	23.0000	09/21/12	10/24/12	$2,174.52	$2,623.33	($448.81)
ALEXION PHARMA INC: ALXN	120.0000	09/21/12	10/24/12	$11,956.72	$13,686.91	($1,730.19)
ALEXION PHARMA INC: ALXN	123 0000	10/01/12	10/24/12	$11,628.98	$14,424.55	($2,795 57)
Security Subtotal				**$25,760.22**	**$30,734.79**	**($4,974.57)**
ALIGN TECHNOLOGY INC: ALGN	434.0000	07/27/12	08/23/12	$14,271 64	$15,576.91	($1,305.27)
Security Subtotal				**$14,271.64**	**$15,576.91**	**($1,305.27)**
AMAZON COM INC: AMZN	145.0000	06/21/12	07/11/12	$31,902.93	$32,523.86	($620 93)
AMAZON COM INC: AMZN	60.0000	09/11/12	10/24/12	$13,834.21	$15,387.91	($1,553.70)
AMAZON COM INC: AMZN	2.0000	09/11/12	11/15/12	$439.33	$512.93	($73.60)
AMAZON COM INC: AMZN	60.0000	09/14/12	11/15/12	$13,180.00	$15,727.21	($2,547.21)
Security Subtotal				**$59,356.47**	**$64,151.91**	**($4,795.44)**
APPLE INC: AAPL	51.0000	10/14/11	03/23/12	$30,337.12	$21,227.48	$9,109.64
APPLE INC: AAPL	22 0000	10/14/11	05/16/12	$12,183.96	$9,156.95	$3,027 01

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charles SCHWAB INSTITUTIONAL

Schwab One® Account of
BATON ROUGE STATE FAIR FOUNDATION

Account Number
9691-4812

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
APPLE INC: AAPL	8.0000	12/29/11	05/16/12	$4,430.53	$3,239.91	$1,190.62
APPLE INC: AAPL	27.0000	12/29/11	06/26/12	$15,384.95	$10,934.68	$4,450.27
APPLE INC: AAPL	1.0000	01/25/12	06/26/12	$569.81	$445.48	$124.33
APPLE INC: AAPL	18.0000	01/25/12	07/26/12	$10,290.54	$8,018.55	$2,271.99
APPLE INC: AAPL	34.0000	02/06/12	07/26/12	$19,437.68	$15,786.90	$3,650.78
APPLE INC: AAPL	10.0000	02/08/12	07/26/12	$5,716.97	$4,734.94	$982.03
APPLE INC: AAPL	21.0000	02/08/12	10/01/12	$13,829.90	$9,943.36	$3,886.54
APPLE INC: AAPL	18.0000	02/28/12	10/01/12	$11,854.20	$9,538.54	$2,315.66
APPLE INC: AAPL	21.0000	03/13/12	10/01/12	$13,829.91	$11,832.50	$1,997.41
APPLE INC: AAPL	2.0000	03/13/12	10/11/12	$1,262.28	$1,126.91	$135.37
APPLE INC: AAPL	21.0000	03/21/12	10/11/12	$13,253.89	$12,754.36	$499.53
APPLE INC: AAPL	24.0000	05/30/12	10/11/12	$15,147.30	$13,892.70	$1,254.60
Security Subtotal				**$167,529.04**	**$132,633.26**	**$34,895.78**

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
BUFFALO WILD WINGS INC: BWLD	381.0000	03/26/12	03/27/12	$35,433.69	$35,284.68	$149 01
Security Subtotal				**$35,433.69**	**$35,284.68**	**$149.01**
CEPHEID INC: CPHD	343 0000	01/31/12	02/07/12	$14,780.65	$14,819.56	($38.91)
Security Subtotal				**$14,780.65**	**$14,819.56**	**($38.91)**
CERNER CORP: CERN	376 0000	06/19/12	06/20/12	$31,551.29	$33,133.20	($1,581.91)
Security Subtotal				**$31,551.29**	**$33,133.20**	**($1,581.91)**
CHIPOTLE MEXICAN GRILL: CMG	37 0000	10/31/11	05/14/12	$14,772.91	$12,859.18	$1,913 73
CHIPOTLE MEXICAN GRILL: CMG	48.0000	10/31/11	06/11/12	$19,372.25	$16,682.19	$2,690.06
CHIPOTLE MEXICAN GRILL: CMG	40.0000	01/06/12	06/11/12	$16,143.54	$13,973 08	$2,170 46
CHIPOTLE MEXICAN GRILL: CMG	26.0000	02/08/12	06/11/12	$10,493.31	$9,660.97	$832.34
CHIPOTLE MEXICAN GRILL: CMG	12 0000	02/08/12	06/27/12	$4,741.53	$4,458.91	$282.62
CHIPOTLE MEXICAN GRILL: CMG	26.0000	03/08/12	06/27/12	$10,273.32	$10,297.53	($24.21)
CHIPOTLE MEXICAN GRILL: CMG	13.0000	03/08/12	06/28/12	$4,973.84	$5,148.76	($174.92)
CHIPOTLE MEXICAN GRILL: CMG	48.0000	03/15/12	06/28/12	$18,364.93	$19,465.44	($1,100.51)

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charles SCHWAB
INSTITUTIONAL

Schwab One® Account of
BATON ROUGE STATE FAIR FOUNDATION

Account Number
9691-4812

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
CHIPOTLE MEXICAN GRILL: CMG	30.0000	04/13/12	06/28/12	$11,478.08	$13,111.08	($1,633.00)
CHIPOTLE MEXICAN GRILL: CMG	31.0000	05/30/12	06/28/12	$11,860.69	$12,855.48	($994.79)
Security Subtotal				**$122,474.40**	**$118,512.62**	**$3,961.78**
CIRRUS LOGIC INC: CRUS	339.0000	08/20/12	09/21/12	$14,405.42	$13,460.00	$945.42
CIRRUS LOGIC INC: CRUS	58.0000	08/20/12	09/25/12	$2,284.77	$2,302.89	($18.12)
CIRRUS LOGIC INC: CRUS	92.0000	08/23/12	09/25/12	$3,592.64	$3,749.75	($157.11)
CIRRUS LOGIC INC: CRUS	308 0000	08/23/12	09/25/12	$12,132.93	$12,553.53	($420.60)
CIRRUS LOGIC INC: CRUS	359 0000	08/24/12	09/25/12	$14,019.10	$15,100 11	($1,081.01)
CIRRUS LOGIC INC: CRUS	334.0000	09/06/12	09/25/12	$13,042.84	$14,603.42	($1,560.58)
Security Subtotal				**$59,477.70**	**$61,769.70**	**($2,292.00)**
EBAY INC: EBAY	748.0000	06/21/12	07/10/12	$29,818.80	$32,185.39	($2,366.59)
EBAY INC: EBAY	350.0000	08/06/12	10/08/12	$16,636.21	$15,587.81	$1,048.40
EBAY INC: EBAY	346.0000	08/07/12	10/08/12	$16,446.09	$15,761.41	$684 68

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
EBAY INC: EBAY	9.0000	08/17/12	10/08/12	$427 79	$418.98	$8 81
EBAY INC: EBAY	261.0000	08/17/12	12/19/12	$13,427.25	$12,150.39	$1,276.86
Security Subtotal				**$76,756.14**	**$76,103.98**	**$652.16**
ECOLAB INC: ECL	200.0000	12/04/12	12/19/12	$14,302.60	$14,414.86	($112.26)
Security Subtotal				**$14,302.60**	**$14,414.86**	**($112.26)**
EDWARDS LIFESCIENCES CP: EW	142.0000	10/04/12	10/09/12	$12,139.65	$15,564.58	($3,424.93)
Security Subtotal				**$12,139.65**	**$15,564.58**	**($3,424.93)**
EQUINIX INC NEW: EQIX	190.0000	06/11/12	06/19/12	$32,266.05	$32,192.06	$73.99
EQUINIX INC NEW: EQIX	89.0000	06/15/12	06/19/12	$15,114.09	$15,363.28	($249.19)
Security Subtotal				**$47,380.14**	**$47,555.34**	**($175.20)**
EXPRESS SCRIPTS HLDG CO: ESRX	248.0000	09/25/12	11/12/12	$12,880.87	$15,786.71	($2,905.84)
EXPRESS SCRIPTS HLDG CO: ESRX	225.0000	10/03/12	11/12/12	$11,686.28	$14,701.82	($3,015.54)
Security Subtotal				**$24,567.15**	**$30,488.53**	**($5,921.38)**

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Schwab One® Account of
BATON ROUGE STATE FAIR FOUNDATION

Account Number
9691-4812

Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
FACEBOOK INC CLASS A: FB	532.0000	12/04/12	12/14/12	$14,435.55	$14,302.77	$132.78
Security Subtotal				**$14,435.55**	**$14,302.77**	**$132.78**
FRESH MARKET INC: TFM	258 0000	08/03/12	08/28/12	$15,756.87	$15,569 01	$187 86
Security Subtotal				**$15,756.87**	**$15,569.01**	**$187.86**
F5 NETWORKS INC: FFIV	241.0000	01/23/12	02/14/12	$30,058.24	$29,142.47	$915 77
F5 NETWORKS INC: FFIV	115.0000	02/07/12	02/14/12	$14,343.15	$14,601.61	($258.46)
Security Subtotal				**$44,401.39**	**$43,744.08**	**$657.31**
GOOGLE INC CLASS A. GOOG	45.0000	01/03/12	01/24/12	$26,237.16	$29,592.24	($3,355.08)
Security Subtotal				**$26,237.16**	**$29,592.24**	**($3,355.08)**
HOME DEPOT INC: HD	325.0000	01/24/12	02/07/12	$14,748.22	$14,526.98	$221.24
Security Subtotal				**$14,748.22**	**$14,526.98**	**$221.24**
INTUITIVE SURGICAL NEW: ISRG	68.0000	11/03/11	01/25/12	$30,020.75	$29,236.04	$784.71
INTUITIVE SURGICAL NEW· ISRG	27.0000	12/27/11	01/25/12	$11,920.00	$12,528.23	($608 23)
INTUITIVE SURGICAL NEW: ISRG	29.0000	02/14/12	04/09/12	$15,646.62	$14,717.45	$929.17

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
INTUITIVE SURGICAL NEW: ISRG	33.0000	02/14/12	04/10/12	$17,499.52	$16,747.44	$752.08
INTUITIVE SURGICAL NEW: ISRG	31.0000	02/24/12	04/10/12	$16,438.94	$15,812.06	$626.88
INTUITIVE SURGICAL NEW: ISRG	31.0000	03/01/12	04/10/12	$16,438.94	$16,146 61	$292.33
INTUITIVE SURGICAL NEW: ISRG	35.0000	03/27/12	04/10/12	$18,560.11	$19,203.50	($643.39)
Security Subtotal				**$126,524.88**	**$124,391.33**	**$2,133.55**
LULULEMON ATHLETICA INC: LULU	219.0000	01/23/12	02/28/12	$14,780.00	$13,386.95	$1,393.05
LULULEMON ATHLETICA INC: LULU	265.0000	01/23/12	02/28/12	$17,846.45	$16,198.81	$1,647.64
LULULEMON ATHLETICA INC: LULU	209 0000	02/06/12	02/28/12	$14,075.13	$13,532.60	$542.53
LULULEMON ATHLETICA INC. LULU	213.0000	09/10/12	12/05/12	$14,692.44	$16,561.41	($1,868.97)
Security Subtotal				**$61,394.02**	**$59,679.77**	**$1,714.25**
MASTERCARD INC: MA	77.0000	11/30/11	01/06/12	$26,443.03	$28,588.65	($2,145.62)
MASTERCARD INC: MA	78.0000	02/14/12	03/13/12	$32,718.67	$30,780.70	$1,937 97
MASTERCARD INC: MA	38.0000	02/22/12	03/13/12	$15,939.87	$15,308.21	$631.66

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January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)		Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
MASTERCARD INC: MA		76.0000	04/26/12	05/16/12	$31,203.01	$33,989.53	($2,786.52)
Security Subtotal					**$106,304.58**	**$108,667.09**	**($2,362.51)**
MELLANOX TECHS LTD	F: MLNX	99.0000	07/27/12	09/07/12	$10,841.80	$10,127.96	$713.84
MELLANOX TECHS LTD	F: MLNX	51.0000	07/27/12	09/10/12	$5,132.92	$5,217.43	($84.51)
MELLANOX TECHS LTD	F: MLNX	58.0000	07/27/12	09/10/12	$5,702.29	$5,933.55	($231.26)
MELLANOX TECHS LTD	F: MLNX	92.0000	07/27/12	09/10/12	$9,259.38	$9,411.84	($152.46)
MELLANOX TECHS LTD	F: MLNX	135.0000	08/03/12	09/10/12	$13,272.58	$14,536.10	($1,263.52)
MELLANOX TECHS LTD	F: MLNX	123.0000	08/10/12	09/10/12	$12,092.79	$13,985.36	($1,892 57)
Security Subtotal					**$56,301.76**	**$59,212.24**	**($2,910.48)**
MICHAEL KORS HLDGS	F: KORS	275.0000	08/21/12	09/06/12	$14,690.23	$14,307.50	$382.73
MICHAEL KORS HLDGS	F: KORS	35.0000	08/21/12	09/14/12	$1,866.21	$1,820.96	$45 25
MICHAEL KORS HLDGS	F: KORS	295.0000	08/24/12	09/14/12	$15,729.49	$15,729.64	($0.15)
MICHAEL KORS HLDGS	F. KORS	288.0000	08/28/12	09/14/12	$15,356.25	$15,750.06	($393.81)
Security Subtotal					**$47,642.18**	**$47,608.16**	**$34.02**

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
PANERA BREAD CO CL A: PNRA	202.0000	11/30/11	02/08/12	$31,073.04	$28,712.24	$2,360.80
PANERA BREAD CO CL A: PNRA	89.0000	01/19/12	02/08/12	$13,690.60	$13,571.49	$119.11
Security Subtotal				**$44,763.64**	**$42,283.73**	**$2,479.91**
PENNEY J C CO INC: JCP	352.0000	01/31/12	02/03/12	$14,546.05	$14,692.37	($146.32)
Security Subtotal				**$14,546.05**	**$14,692.37**	**($146.32)**
PRICELINE.COM INC NEW: PCLN	46.0000	04/09/12	04/16/12	$32,277.72	$35,225.71	($2,947.99)
PRICELINE.COM INC NEW: PCLN	46.0000	04/26/12	05/14/12	$30,617.07	$33,715.74	($3,098.67)
Security Subtotal				**$62,894.79**	**$68,941.45**	**($6,046.66)**
RESMED INC: RMD	392 0000	09/25/12	12/05/12	$15,952.75	$15,878.04	$74.71
Security Subtotal				**$15,952.75**	**$15,878.04**	**$74.71**
SOLARWINDS INC: SWI	286.0000	07/27/12	08/24/12	$15,569.55	$15,278.92	$290.63
SOLARWINDS INC: SWI	286.0000	08/06/12	08/24/12	$15,569.54	$15,822.66	($253.12)
SOLARWINDS INC: SWI	280.0000	09/06/12	10/05/12	$16,071.67	$16,733.19	($661.52)
Security Subtotal				**$47,210.76**	**$47,834.77**	**($624.01)**

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Schwab One® Account of
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Report Period
January 1 - December 31, 2012

2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
STRATASYS INC: SSYS	191 0000	11/26/12	11/30/12	$14,200.32	$14,287.87	($87.55)
Security Subtotal				**$14,200.32**	**$14,287.87**	**($87.55)**
TRACTOR SUPPLY COMPANY: TSCO	182.0000	01/24/12	02/15/12	$15,270.80	$14,660.92	$609.88
TRACTOR SUPPLY COMPANY: TSCO	179.0000	02/08/12	02/15/12	$15,019.08	$15,069.67	($50.59)
TRACTOR SUPPLY COMPANY: TSCO	156.0000	10/01/12	11/28/12	$14,005.04	$15,524.70	($1,519.66)
TRACTOR SUPPLY COMPANY: TSCO	149.0000	10/05/12	11/28/12	$13,376.61	$15,351.77	($1,975.16)
Security Subtotal				**$57,671.53**	**$60,607.06**	**($2,935.53)**
UNDER ARMOUR INC CL A: UA	283.0000	08/21/12	08/24/12	$15,945.11	$16,124 43	($179.32)
UNDER ARMOUR INC CL A: UA	278.0000	09/10/12	09/21/12	$15,601.43	$16,641.30	($1,039.87)
Security Subtotal				**$31,546.54**	**$32,765.73**	**($1,219.19)**
VISA INC CL A CLASS A: V	252.0000	07/05/12	08/17/12	$32,346.98	$31,975.25	$371.73
VISA INC CL A CLASS A: V	101 0000	07/30/12	08/17/12	$12,964.47	$13,331 40	($366 93)
Security Subtotal				**$45,311.45**	**$45,306.65**	**$4.80**
WATSON PHARMACEUTICALS: WPI	184.0000	09/28/12	12/19/12	$16,417.58	$15,726.06	$691 52

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2012 Year-End Schwab Gain/Loss Report

Realized Gain or (Loss) (continued)

Accounting Method: First In First Out [FIFO]

Short-Term (continued)	Quantity/Par	Acquired/ Opened	Sold/ Closed	Total Proceeds	Cost Basis	Realized Gain or (Loss)
WATSON PHARMACEUTICALS: WPI	175.0000	10/05/12	12/19/12	$15,614.55	$15,360.52	$254.03
Security Subtotal				**$32,032.13**	**$31,086.58**	**$945.55**
WHOLE FOODS MARKET INC: WFM	344.0000	06/18/12	07/20/12	$29,856.50	$32,351.17	($2,494 67)
WHOLE FOODS MARKET INC: WFM	166.0000	06/20/12	07/20/12	$14,407.50	$15,947.95	($1,540.45)
Security Subtotal				**$44,264.00**	**$48,299.12**	**($4,035.12)**
Total Short-Term				**$1,629,921.35**	**$1,630,020.96**	**($99.61)**
Total Realized Gain or (Loss)				**$1,629,921.35**	**$1,630,020.96**	**($99.61)**

Schwab has provided realized gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings. See Terms and Conditions.
Option Customers. Realized gain/loss of underlying securities is adjusted to reflect the premiums of assigned or exercised options Please consult IRS publication 550, Investment Income and Expenses, for additional information on Options.

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