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 , 2012, and ending , 20

Name of foundation
HONORA M CULLINAN FOUNDATION

A Employer identification number 84-1672598

Number and street (or P O box number if mail is not delivered to street address) 724 N 20TH STREET | Room/suite

B Telephone number (see instructions) 314-308-2913

City or town, state, and ZIP code QUINCY IL 62301

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 ▶ ☐

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

H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶ $ 1,908,282.

J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis)

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

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

			(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1	Contributions, gifts, grants, etc , received (attach schedule)				
	2	Check ▶ ☐ if the foundation is not required to attach Sch B				
	3	Interest on savings and temp cash investments				
	4	Dividends and interest from securities	27,367.			
	5a	Gross rents				
	b	(Net rental income or (loss)				
	6a	Net gain/(loss) from sale of assets not on line 10	(1,440.)			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)				
	8	Net short-term capital gain				
	9	Income modifications				
	10a	Gross sales less rtns & allowances				
	b	Less Cost of goods sold				
	c	Gross profit or (loss) (attach schedule)				
	11	Other income (attach schedule)				
	12	**Total.** Add lines 1 through 11	25,927.			
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc				
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)				
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)				
	17	Interest				
	18	Taxes (attach schedule) (see instructions)				
	19	Depreciation (attach sch) and depletion				
	20	Occupancy				
	21	Travel, conferences, and meetings				
	22	Printing and publications				
	23	Other expenses (attach schedule)	1,306.			
	24	**Total operating and administrative expenses** Add lines 13 through 23	1,306.			
	25	Contributions, gifts, grants paid	106,000.			
	26	Total exp & disbursements Add lines 24 and 25	107,306.			
	27	Subtract line 26 from line 12				
	a	**Excess of revenue over expenses and disbursements**	(81,379.)			
	b	**Net investment income** (if neg , enter -0-)				
	c	**Adjusted net income** (if neg , enter -0-)				

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BCA US990P$1

61

Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only (See inst.)

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	8,886.	63,177.	63,177.
	2	Savings and temporary cash investments			
	3	Accounts receivable ▶			
		Less allowance for doubtful accts. ▶			
	4	Pledges receivable ▶			
		Less allowance for doubtful accts ▶			
	5	Grants receivable			
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see the instructions)			
	7	Other notes and loans receivable (attach schedule) ▶			
		Less allowance for doubtful accounts ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10a	Investments - U S and state govt obligations (attach schedule)	511,346.	442,185.	512,853.
	b	Investments - corporate stock (attach schedule)	1,076,443.	998,060.	1,054,339.
	c	Investments - corporate bonds (attach schedule)	27,083.	27,083.	29,518.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments - mortgage loans			
	13	Investments - other (attach schedule)			
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶PER STMT ATTACHED)		260,425.	248,395.
	16	**Total assets** (to be completed by all filers - see the instructions Also, see page 1, item I)	1,623,758.	1,790,930.	1,908,282.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable (attach schedule)			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)			
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	1,904,432.	1,790,930.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, ck. here ▶ [ ] **and complete lines 27 through 31.**			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	1,904,432.	1,790,930.	
	31	**Total liabilities and net assets/fund balances** (see instructions)	1,904,432.	1,790,930.	

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	1,904,432.
2	Enter amount from Part I, line 27a	2	(81,379.)
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	1,823,053.
5	Decreases not included in line 2 (itemize) ▶UNREALIZED INVESTMENT LO	5	32,123.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	1,790,930.

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)
1 a	PER ATTACHED SCHEDULE	P	08/01/2011	03/05/2012
b	PER ATTACHED SCHEDULE	P	09/27/2012	01/27/2012
c	PER ATTACHED SCHEDULE	P	05/16/2011	12/31/2012
d	PER ATTACHED SCHEDULE	P	05/16/2011	12/31/2012
e	SEE ATTACHED WORKSHEET	P	03/17/2010	12/31/2012

	(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	47,462.		49,753.	(2,291.)
b	148,912.		146,818.	2,094.
c	99,459.		95,962.	3,497.
d	297,819.		290,272.	7,547.
e			12,287.	(12,287.)

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

	(i) F M V as of 12/31/69	(j) Adjusted basis 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				(2,291.)
b				2,094.
c				3,497.
d				7,547.
e				(12,287.)

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 (1,440.)

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c) (see instructions)
If (loss), enter -0- in Part I, line 8 . . . 3 (197.)

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 beg in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011			
2010			
2009			
2008			
2007			

2	Total of line 1, column (d)	2	
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	
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5	Multiply line 4 by line 3	5	
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	
7	Add lines 5 and 6	7	
8	Enter qualifying distributions from Part XII, line 4	8	

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 instr)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☒ and enter 1% of Part I, line 27b	1	
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	
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	0
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	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	
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 the 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 ▶ $ ________ **(2)** On foundation managers ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? 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?	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) ▶ IL			
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		
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 ▶

14 The books are in care of ▶ JOHN DOCTOR Telephone no ▶ 312-308-2913
Located at ▶ 724 NORTH 20TH STREE IL QUINCY ZIP+4 ▶ 62301

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

			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 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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
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 the instructions)?	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		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 ▶ 20___ , 20___ , 20___ , 20___			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see the instructions)	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20___ , 20___ , 20___ , 20___			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969, **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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)

		Yes	No
5a During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No			
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No			
(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No			
(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No			
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No			
b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see the instructions)?	**5b**		
Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No			
If "Yes," attach the statement required by Regulations section 53 4945-5(d)			
6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☒ No			
b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		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?	**7b**		

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred comp	(e) Expense account, other allowances
FATHER JOHN DOCTOR OFM 724 N 20TH STREET	PRESIDENT	0		
FATHER WENCESLAUS CHURC 110 W MADISON	DIRECTOR	0		
FATHER WILLIAM SPENCER 3140 MERAMEC STREET	DIRCTOR	0		
FATHER THOMAS VOS CROSS OF THE	DIRECTOR	0		

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

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

Total number of other employees paid over $50,000 ▶

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

3 Five highest-paid independent contractors for professional services (see the instructions). If none, enter "NONE."

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

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

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year Include relevant statistical info such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1 AID TO THE POOR SEE PART XV	64,000.
2 AID TO THE ELDERLY SEE PART XV	26,000.
3 EDUCATION SEE PART XV	10,000.
4 RELIGIOUS EDUCATION SEE PART XV	6,000.

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions. 3	
Total Add lines 1 through 3 ▶	

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	1,729,988.
b	Average of monthly cash balances	1b	36,032.
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	1,766,020.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	1,766,020.
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	26,490.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	1,739,530.
6	**Minimum investment return.** Enter 5% of line 5	6	86,977.

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	86,977.
2 a	Tax on investment income for 2012 from Part VI, line 5 2a		
b	Income tax for 2012 (This does not include the tax from Part VI) 2b		
c	Add lines 2a and 2b	2c	
3	Distributable amount before adjustments Subtract line 2c from line 1	3	86,977.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	86,977.
6	Deduction from distributable amount (see instructions)	6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7	86,977.

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	
b	Program-related investments-total from Part IX-B	1b	
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	
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b (see instructions)	5	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	

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				86,977.
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only				
b	Total for prior yrs 20___, 20___, 20___				
3	Excess distribs carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e				
4	Qualifying distributions for 2012 from Part XII, line 4 ▶ $				
a	Applied to 2011, but not more than line 2a				
b	Applied to undistributed income of prior years (Election required - see instructions)				
c	Treated as distributions out of corpus (Election required - see instructions)				
d	Applied to 2012 distributable amount				
e	Remaining amt distributed out of corpus				
5	Excess distribs carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in col (a))				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, & 4e Subtract line 5				
b	Prior years' undistributed income Subtract line 4b from line 2b				
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				
d	Subtract line 6c from line 6b Taxable amount - see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				86,977.
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

Part XV Supplementary Information (Complete this part only if the 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))

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

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

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

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

FR JOHN DOCTOR 314-308-2913 724 N 20TH ST QUINCY IL 62301

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				
FRANCISCAN OUTREACH ASN 1645 W LEMOYNE ST 60622 IL CHICAGO		501C3	AID TO THE POOR	26,000.
THE FRANCISCAN CONNECTI 2903 CHEROKEE STREET 63118 MO SAINT LOUIS		501C3	AID TO THE POOR	23,000.
QUINCY UNIVERSITY 1800 COLLEGE AVENUE 62301 IL QUINCY		501C3	EDUCATION	10,000.
PROVIDENCE OF THE SACRED HEART 3140 MERAMEC STREET 63118 MO SAINT LOUIS		501C3	AID TO ELDERLY	26,000.
ST ANTHONY OF PADUA FRANCISCAN FOOD PANTRY 833 W MAIN STREET 37683 TN MOUNTAIN CITY		501C3	FOOD FOR POOR	6,000.
CHILDRENS CENTER OF THE CUMBERLANDS 22510 ALBERTA STREET 37841 TN ONEIDA		501C3	AID TO POOR	9,000.
ST VINCENT DE PAUL REGIONAL SEMINARY 10701 S MILITARY TRAIL 33436 FL BOYNTON BEACH		501C3	RELIGIOUS EDUCA	6,000.
Total			▶ 3a	106,000.
b Approved for future payment				
Total			▶ 3b	

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) Excl code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income (See instructions)
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					
4 Dividends and interest from securities			14	27,367.	
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			14	(1,440.)	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a CAPITAL GAIN DI			14	5,060.	
b UNRECAPTURED 1250			14	106.	
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				31,093.	

13 **Total.** Add line 12, columns (b), (d), and (e) . . . 13 31,093.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
4	INVESTMENT INCOME IS FROM INVESTMENTS HELD FOR CHARITABLE PURPOSES
8	CAPITAL GAINS INCOME IS ON INVESTMENTS HELD FOR CHARITABLE PURPOSES
11A	CAPITAL GAIN DIVIDENDS ON INVESTMENTS HELD FOR CHARITABLE PURPOSES
11B	SEC 1250 GAIN ON INVESTMENTS HELD FOR CHARITABLE 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) Desc of transfers, transactions, and sharing arrangements

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

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

Sign Here

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

Fr. John L Doctor, Jr. | 05/11/2013 | PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICHARD J PFLEEGER	R J Pfleeger CPA	05/09/2013		P01238155

Firm's name ▶PFLEEGER & COMPANY PC — Firm's EIN ▶04-3871027

Firm's address ▶1104 W SIGWALT STREET ARLINGTON HEIGHTS IL 60005- — Phone no 847-749-1131

Schedule B
(Form 990, 990-EZ, or 990-PF)
Department of the Treasury
Internal Revenue Service

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No. 1545-0047

2012

Name of the organization	**Employer identification number**
HONORA M CULLINAN FOUNDATION	84-1672598

Organization type (check one):

Filers of:	**Section:**
Form 990 or 990-EZ	☐ 501(c)( ) (enter number) organization
	☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation
	☐ 527 political organization
Form 990-PF	☒ 501(c)(3) exempt private foundation
	☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation
	☐ 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule.**
Note. Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule See instructions

General Rule

☐ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, $5,000 or more (in money or property) from any one contributor Complete Parts I and II

Special Rules

☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1 Complete Parts I and II

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use exclusively for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals Complete Parts I, II, and III

☒ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use exclusively for religious, charitable, etc , purposes, but these contributions did not total to more than $1,000 If this box is checked, enter here the total contributions that were received during the year for an exclusively religious, charitable, etc , purpose Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc , contributions of $5,000 or more during the year . . . . ▶ $ ______

Caution. An organization that is not covered by the General Rule and/or the Special Rules do not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990, or check the box on line H of its Form 990-EZ or on Part I, line 2, of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF)

US 990 Other Expenses 2012

Description	Expenses per books	Net investment income	Adjusted net income	Charitable purposes
EXCESS DEDUCTIONS ON TERMINATION	292.			
FOREIGN TAX PAID ON DIVIDENDS	1,003.			
INVESTMENT EXPENSE	11.			
	1,306.			

US 990 Other Decreases 2012

Description	Amount
UNREALIZED INVESTMENT LOSSES	32,123.
	32,123.

List of Officers, Directors, Trustees, and Key Employees

US 990-PF — **990PF: Page 6, Part VIII** — **2012**

A Name and address (For address, enter Street, Zip code State, and City in that order)	B Title and avg hours per week devoted to position	C Compensation	D Contributions to employee benefit plans and deferred compensation	E Expense account & other allowances
FATHER JOHN DOCTOR OFM 724 N 20TH STREET QUINCY IL 62301	PRESIDENT	0		
FATHER WENCESLAS CHURCH O 110 W MADISON CHICAGO IL 60601	DIRECTOR	0		
FATHER WILLIAM SPENCER OF 3140 MERAMAC SAINT LOUIS MO 63118	DIRECTOR	0		
FATHER THOMAS VOS OFM CROSS OF THE INDIAN RIVER MI 49749	DIRECTOR	0		
CAROL HOPKINS 1909 LINCOLN EVANSTON IL 60201	SECRETARY	0		

US 990PF Capital Gains and Losses for Tax on Investment Income 2012

Name: HONORA M CULLINAN FOUNDATION **ID number:** 84-1672598

Ref	(a) List and describe the kind(s) of property sold	(b) How acquired purchase donation	(c) Date acquired	(d) Date sold
	PER K-1 ESTATE OF H CULLINAN 27-6604410	D	03/17/2010	12/31/2012

Ref	(e) Gross sales price	(f) Depreciation allowed or (allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss)
			12,287.	(12,287.)
Total				(12,287.)

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/1969

Ref	(i) F M V as of 12/31/1969	(j) Adjusted basis as of 12/31/1969	(k) Excess of col (i) over col (j), if any	(l) Gains or losses
				(12,287.)
Total				(12,287.)
Total short term capital gains or (losses)				

 USW990PF

Form **8868**

(Rev January 2013)

Department of the Treasury
Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ **File a separate application for each return.**

OMB No 1545-1709

- If you are filing for an **Automatic 3-Month Extension, complete only Part I** and check this box ▶ [X]
- If you are filing for an **Additional (Not Automatic) 3-Month Extension, complete only Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868.

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit www irs gov/efile and click on e-file for Charities & Nonprofits

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed)

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete Part I only ▶ [ ]

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Type or print		
File by the due date for filing your return See instructions	Name of exempt organization: HONORA M CULLINAN FOUNDATION	Employer identification number: 84-1672598
	Number, street, and room or suite no If a P O box, see instructions: 724 N 20TH STREET	
	City, town or post office, state, and ZIP code For a foreign address, see instructions: QUINCY IL 62301	

Enter the Return code for the return that this application is for (file a separate application for each return) 04

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ JOHN DOCTOR
  Telephone No ▶ 312-308-2913 FAX No ▶
- If the organization does not have an office or place of business in the United States, check this box ▶ [ ]
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ______ If this is for the whole group, check this box ▶ [ ] If it is for part of the group, check this box ▶ [ ] and attach a list with the names and EINs of all members the extension is for

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until AUG 15 , 20 13 , to file the exempt organization return for the organization named above The extension is for the organization's return for
▶ [X] calendar year 2012 or
▶ [ ] tax year beginning ______, 20 ___ , and ending ______, 20 ___

2 If the tax year entered in line 1 is for less than 12 months, check reason [ ] Initial return [ ] Final return [ ] Change in accounting period

3a	If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits See instructions	3a	$
b	If this application is for Form 990-PF or 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made Include any prior year overpayment allowed as a credit	3b	$
c	**Balance due.** Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	3c	$

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

PORTFOLIO APPRAISAL

Quantity		Lot Date	Cost Price	Cost	Market Price	Market Value	%	Gain/Loss Amount	Income	Yield
	Cash/Cash Equivalent									
	Liquid Assets			63,177.47		63,177.47	100.0	0.00	6	0.0
SMDA	Secured Market Deposit Account		1.00	63,177.47	1.00	63,177.47	100.0	0.00	6	0.0
	TOTAL Cash/Cash Equivalent			63,177.47		63,177.47	3.3	0.00	6	0.0
	Fixed Income									
	Corporate Bonds			27,082.50		29,517.90	5.4	2,435.40	261	0.9
30,000 073928S46	BEAR STERNS COS LLC 0.7015% due Nov 21 2016	12/16/2011	90.28	27,082.50	98.39	29,517 90	5.4	2,435.40	261	0.9
	Municipal Bonds			442,184.81		512,853.30	94.6	70,668.49	22,750	4.4
5,000 667825TG8	TX: NORTHWEST INDPT SCH DIST GO C 5.5% due Aug 15 2016	1/15/2003	101.98	5,099.03	100.58	5,029.05	0.9	-69.98	275	5.5
40,000 469383XE8	FL: JACKSONVILLE EXCISE TAXES REV C 5.25% due Oct 1 2016	5/1/2007	102.73	41,093.15	103.44	41,377.20	7.6	284.05	2,100	5.1
40,000 940157QW3	MD: WASHINGTON SUBN SAN DIST GO NC 4% due Jun 1 2018	9/29/2009	110.14	44,054.96	116.16	46,462.40	8.6	2,407.44	1,600	3.4
50,000 915137ZM8	TX: UNIVERSITY UNIV REV C 5% due Aug 15 2018	10/29/2008	105.02	52,511.26	115.16	57,581.50	10.6	5,070.24	2,500	4.3
50,000 650013T21	NY: NEW YORK ST TWY AUTH HWY REV C 5% due Apr 1 2019		103.63	51,812.30	111.77	55,886.00	10.3	4,073.70	2,500	4.5
25,000		8/18/2005	103 84	25,959.15	111 77	27,943 00	1 5	1,983.85	1,250	
25,000		6/19/2009	103 41	25,853.15	111 77	27,943 00	1 5	2,089 85	1,250	
50,000 67908NLM1	OK: OKLAHOMA ST CAPITAL IMPT AUTH REV C 5% due Jul 1 2019	2/3/2006	103.47	51,735.20	111.24	55,617.50	10.3	3,882.30	2,500	4.5
50,000 882721XH1	TX: TEXAS ST GO C 5.25% due Aug 1 2019	7/2/2007	103.87	51,935.06	116.52	58,260.00	10.7	6,324.94	2,625	4 5
40,000 181012AM7	NV: CLARK CNTY SALES & EXCISE TAX REV C 4% due Jul 1 2021	2/11/2010	10.07	4,028.03	109.31	43,725.20	8.1	39,697.17	1,600	3.7
50,000 472736H67	CO: JEFFERSON CNTY SCH DIST NO GO C 5% due Dec 15 2022		103.40	51,697.02	109.00	54,497.50	10.0	2,800.48	2,500	4.6
35,000		1/13/2006	102 92	36,020 61	109 00	38,148 25	2 0	2,127 64	1,750	
15,000		1/15/2008	104 51	15,676 41	109 00	16,349 25	0 9	672 84	750	

PORTFOLIO APPRAISAL

Quantity		Lot Date	Cost Price	Cost	Market Price	Market Value	%	Gain/Loss Amount	Income	Yield
	Fixed Income									
50,000 391673EH9	IN: GREATER CLARK CNTY BLDG CORP REV C S 5.25% due Jul 15 2023	2/18/2009	103.97	51,986.39	113.35	56,674.00	10.4	4,687.61	2,625	4.6
35,000 88880NAF6	VA: TOBACCO SETTLEMENT GING CORP REV C S 5.5% due Jun 1 2026	10/29/2008	103.52	36,232.41	107.84	37,742.95	7.0	1,510.54	1,925	5.1
	TOTAL Fixed Income			469,267.31		542,371.20	28.3	73,103.89	23,011	4.2
	Equities									
	Materials			12,293.43		10,172.50	1.0	-2,120.93	210	2.1
250 POT	POTASH CORP		49.81	12,293.43	40.69	10,172.50	1.0	-2,120.93	210	2.1
90		5/16/2011	51 94	4,674 51	40 69	3,662 10	0 2	-1,012 41	76	
70		8/25/2011	55 01	3,850.62	40 69	2,848 30	0.1	-1,002 32	59	
90		10/15/2012	41.87	3,768.30	40 69	3,662.10	0.2	-106.20	76	
	Cons. Discretionary			62,160.96		76,078.88	7.2	13,917.92	1,345	1.8
282 DIS	WALT DISNEY CO		43.93	12,174.25	49.79	14,040.78	1.3	1,866.53	212	1.5
42		3/11/2010	33.76	1,417 85	49 79	2,091.18	0 1	673.33	32	
80		5/16/2011	41.03	3,282 40	49 79	3,983 20	0 2	700 80	60	
70		5/31/2011	41 65	2,915 50	49 79	3,485 30	0 2	569 80	53	
90		10/15/2012	50 65	4,558 50	49 79	4,481 10	0 2	-77 40	68	
415 HD	HOME DEPOT INC		40.42	16,612.91	61.85	25,667.75	2.4	9,054.84	481	1.9
90		5/16/2011	36 95	3,325 36	61 85	5,566 50	0 3	2,241 14	104	
140		5/31/2011	36 24	5,073 57	61 85	8,659 00	0 5	3,585 43	162	
185		1/31/2012	44 40	8,213 98	61 85	11,442 25	0 6	3,228 27	215	
220 JWN	NORDSTROM INC		49.44	10,807.80	53.50	11,770.00	1.1	962.20	238	2.0
80		5/16/2011	46 62	3,729 60	53 50	4,280 00	0 2	550 40	86	
80		5/31/2011	46 80	3,744 00	53 50	4,280 00	0 2	536 00	86	
60		10/15/2012	55 57	3,334 20	53 50	3,210 00	0 2	-124 20	65	
295 TJX	TJX COMPANIES		32.90	9,625.70	42.45	12,522.75	1.2	2,897.05	136	1.1
55		5/31/2011	26 47	1,456 11	42 45	2,334 75	0 1	878 64	25	
240		1/31/2012	34 04	8,169 59	42 45	10,188 00	0 5	2,018 41	110	

PORTFOLIO APPRAISAL

Quantity		Lot Date	Cost Price	Cost	Market Value Price	Market Value	%	Gain/Loss Amount	Income	Yield
	Equities									
80 VFC	**VF CORP.**	**10/12/2012**	**161.75**	**12,940.30**	**150.97**	**12,077.60**	**1.1**	**-862.70**	**278**	**2.3**
	Consumer Staples			**79,441.48**		**81,278.10**	**7.7**	**1,836.62**	**2,340**	**2.9**
195 COST	**COSTCO WHOLESALE CORP**		**90.83**	**17,586.83**	**98.73**	**19,252.35**	**1.8**	**1,665.52**	**215**	**1.1**
95		5/16/2011	82 37	7,825 13	98 73	9,379 35	0 5	1,554 22	105	
100		10/15/2012	97 62	9,761 70	98 73	9,873 00	0 5	111 30	110	
575 GIS	**GENERAL MILLS**		**39.57**	**22,753.21**	**40.42**	**23,241.50**	**2.2**	**488.29**	**759**	**3.3**
340		5/16/2011	39 69	13,494 23	40 42	13,742 80	0 7	248.57	449	
235		10/15/2012	39 40	9,258 98	40 42	9,498.70	0 5	239 72	310	
225 KMB	**KIMBERLY-CLARK**		**84.54**	**19,017.88**	**84.43**	**18,996.75**	**1.8**	**-21.13**	**666**	**3.5**
175		8/17/2012	83 96	14,692.88	84.43	14,775 25	0 8	82 37	518	
50		10/15/2012	86 50	4,325 00	84 43	4,221 50	0 2	-103 50	148	
625 SYY	**SYSCO CORP**		**32.16**	**20,083.56**	**31.66**	**19,787.50**	**1.9**	**-296.06**	**700**	**3.5**
50		11/4/2004	35 04	1,751.92	31 66	1,583 00	0 1	-168 92	56	
295		5/31/2011	32 17	9,489 24	31 66	9,339 70	0 5	-149 54	330	
280		10/15/2012	31 58	8,842 40	31.66	8,864.80	0 5	22 40	314	
	Health Care			**103,659.45**		**114,008.50**	**10.8**	**10,349.05**	**1,310**	**1.1**
329 ABT	**ABBOTT LABS**		**51.01**	**16,696.97**	**65.50**	**21,549 50**	**2.0**	**4,852.53**	**184**	**0.9**
154		3/6/2007	46 89	7,220 81	65 50	10,087 00	0 5	2,866 19	86	
175		1/31/2012	54 15	9,476 16	65 50	11,462 50	0 6	1,986 34	98	
235 BAX	**BAXTER INTL**		**54.17**	**12,665.56**	**66.66**	**15,665.10**	**1.5**	**2,999.54**	**423**	**2.7**
180		12/6/2011	51 76	9,317 16	66 66	11,998 80	0 6	2,681 64	324	
55		10/15/2012	60 88	3,348 40	66 66	3,666 30	0 2	317.90	99	
275 ESRX	**EXPRESS SCRIPTS HOLDING CO**	**12/3/2012**	**53.51**	**14,715.47**	**54.00**	**14,850.00**	**1.4**	**134.53**	**0**	**0.0**
238 GILD	**GILEAD SCIENCES**		**53.42**	**12,026.30**	**73.45**	**17,481.10**	**1.7**	**5,454.80**	**0**	**0.0**
53		3/4/2010	47 62	2,523 76	73 45	3,892 85	0 2	1,369 09	0	
110		6/22/2011	40 14	4,415 29	73 45	8,079 50	0 4	3,664 21	0	
75		10/15/2012	67 83	5,087.25	73 45	5,508 75	0 3	421.50	0	
355 MDT	**MEDTRONIC**	**11/2/2012**	**42.38**	**15,044.68**	**41.02**	**14,562.10**	**1.4**	**-482.58**	**369**	**2.5**

Honora M Cullinan Foundation dtd 11/24/2010
December 31, 2012

PORTFOLIO APPRAISAL

Quantity		Lot Date	Cost Price	Cost	Market Value Price	Market Value Value	%	Gain/Loss Amount	Income	Yield
	Equities									
315 SYK	STRYKER CORP		58.28	18,280.20	54.82	17,268.30	1.6	-1,011.90	334	1.9
95		5/16/2011	63 76	6,057.11	54 82	5,207 90	0 3	-849 21	101	
220		1/31/2012	55 56	12,223 09	54 82	12,060 40	0 6	-162 69	233	
145 WAT	WATERS CORP	5/31/2011	98.14	14,230.27	87.12	12,632.40	1.2	-1,597.87	0	0.0
	Energy			77,319.06		70,226.50	6.7	-7,092.56	1,677	2.4
145 APA	APACHE CORP		116.30	16,472.78	78.50	11,382.50	1.1	-5,090.28	99	0.9
105		5/31/2011	124 40	13,061 98	78 50	8,242 50	0 4	-4,819 48	71	
40		10/15/2012	85 27	3,410 80	78 50	3,140 00	0 2	-270 80	27	
160 NBL	NOBLE ENERGY INC		93.19	14,909.83	101.74	16,278.40	1.5	1,368.57	160	1.0
125		5/31/2011	93 01	11,626.13	101 74	12,717 50	0 7	1,091.37	125	
35		10/15/2012	93 82	3,283 70	101 74	3,560.90	0 2	277.20	35	
335 NE	NOBLE CORPORATION		40.52	13,525.49	34.82	11,664.70	1.1	-1,860.79	182	1.6
235		5/31/2011	41 93	9,853 50	34 82	8,182 70	0 4	-1,670 80	127	
100		10/15/2012	36 72	3,671 99	34 82	3,482 00	0 2	-189.99	54	
525 SE	SPECTRA ENERGY CORP		29.34	15,328.26	27.38	14,374.50	1.4	-953.76	641	4.5
300		6/1/2011	27.41	8,222 78	27 38	8,214 00	0 4	-8 78	366	
225		1/31/2012	31.58	7,105 48	27 38	6,160 50	0.3	-944 98	275	
660 STO	STATOILHYDRO		25.89	17,082.70	25.04	16,526.40	1.6	-556.30	597	3.6
380		5/31/2011	26 32	10,001.53	25.04	9,515 20	0 5	-486 33	344	
280		1/31/2012	25 29	7,081.17	25 04	7,011 20	0 4	-69.97	253	
	Financials			108,673.75		111,890.70	10.6	3,216.95	2,357	2.1
475 BBT	BB&T CORP	4/10/2012	30.48	14,475.63	29.11	13,827.25	1.3	-648.38	380	2.7
70 BEN	FRANKLIN RESRCS		92.15	6,033.05	125.70	8,799.00	0.8	2,765.95	81	0.9
55		3/16/2009	74 35	4,089 20	125 70	6,913 50	0 4	2,824 30	64	
15		5/31/2011	129 59	1,943 85	125 70	1,885 50	0 1	-58 35	17	
375 COF	CAPITAL ONE FIN		50.94	18,974.69	57.93	21,723.75	2 1	2,749.06	75	0.3
210		5/31/2011	54 30	11,403.00	57 93	12,165 30	0 6	762.30	42	
165		1/31/2012	45 89	7,571 69	57 93	9,558 45	0 5	1,986 76	33	

Honora M Cullinan Foundation dtd 11/24/2010
December 31, 2012

PORTFOLIO APPRAISAL

Quantity		Lot Date	Cost Price	Cost	Market Value Price	Market Value Value	%	Gain/Loss Amount	Income	Yield
	Equities									
559 JPM	JP MORGAN CHASE & CO		36.76	20,039.87	43.97	24,578.73	2.3	4,538.86	671	2.7
204		1/13/2009	28 31	5,775 29	43 97	8,969 70	0 5	3,194.41	245	
355		3/5/2012	40 18	14,264 58	43 97	15,609 03	0 8	1,344 45	426	
410 MET	METLIFE INC		39.27	16,004.99	32.94	13,505.40	1.3	-2,499.59	303	2.2
230		6/7/2011	41 72	9,595 05	32 94	7,576 20	0 4	-2,018 85	170	
180		4/10/2012	35 61	6,409 94	32 94	5,929 20	0 3	-480 74	133	
250 PNC	PNC FINANCIAL SERVICES		60.90	15,215.82	58.31	14,577.50	1.4	-638.32	400	2.7
20		7/16/2008	62.17	1,243.40	58 31	1,166.20	0.1	-77.20	32	
115		5/31/2011	62.30	7,164.48	58 31	6,705.65	0 3	-458 83	184	
115		1/31/2012	59 20	6,807 94	58 31	6,705 65	0 3	-102 29	184	
279 PRU	PRUDENTIAL FINANCIAL INC		65.76	17,929.70	53.33	14,879.07	1.4	-3,050.63	446	3.0
29		4/9/2007	91 47	2,652 63	53 33	1,546 57	0 1	-1,106 06	46	
160		5/31/2011	63 65	10,183 97	53 33	8,532 80	0 4	-1,651 17	256	
90		10/15/2012	56 59	5,093 10	53 33	4,799 70	0 3	-293 40	144	
	Industrials			63,105.00		65,210.14	6.2	2,105.14	1,766	2.7
140 CMI	CUMMINS INC.	5/30/2012	99.56	13,937.90	108.35	15,169.00	1.4	1,231.10	280	1.8
299 EMR	EMERSON ELECTRIC CO		53.28	15,919.86	52.96	15,835.04	1.5	-84.82	490	3.1
179		5/31/2011	54 43	9,742 27	52 96	9,479 84	0 5	-262 43	294	
120		1/31/2012	51 48	6,177 59	52 96	6,355 20	0.3	177 61	197	
400 ETN	EATON CORP PLC	12/3/2012	51.91	20,762.24	54.18	21,672 00	2.1	909.76	608	2.8
170 UPS	UNITED PARCEL SERVICE B		73.45	12,485.00	73.73	12,534.10	1.2	49.10	388	3.1
60		5/16/2011	74 05	4,443 00	73 73	4,423 80	0 2	-19.20	137	
60		5/31/2011	73 50	4,410 00	73 73	4,423 80	0 2	13.80	137	
50		10/15/2012	72 64	3,632 00	73 73	3,686 50	0 2	54.50	114	
	Info. Technology			121,213.20		147,693.44	14.0	26,480.24	2,606	1.8
46 AAPL	APPLE INC.	10/27/2008	123.19	5,666.58	532.17	24,479.96	2 3	18,813.38	488	2.0
290 ACN	ACCENTURE PLC		57.14	16,568.43	66.50	19,285.00	1.8	2,716.57	470	2.4
80		5/16/2011	56 38	4,510.39	66 50	5,320 00	0 3	809 61	130	
110		5/31/2011	57 41	6,315 05	66 50	7,315 00	0 4	999 95	178	

Honora M Cullinan Foundation dtd 11/24/2010
December 31, 2012

PORTFOLIO APPRAISAL

Quantity		Lot Date	Cost Price	Cost	Market Value Price	Market Value	%	Gain/Loss Amount	Income	Yield
	Equities									
100		1/31/2012	57 43	5,742 99	66 50	6,650 00	0.3	907 01	162	
734 EMC	**EMC CORP MASS**		**26.79**	**19,473.87**	**25.30**	**18,570.20**	**1.8**	**-903.67**	**0**	**0.0**
64		3/16/2010	18 78	1,201 72	25 30	1,619 20	0 1	417 48	0	
200		5/16/2011	27 35	5,469 70	25 30	5,060 00	0 3	-409 70	0	
260		5/31/2011	28 41	7,386 57	25 30	6,578 00	0 3	-808 57	0	
210		10/15/2012	25 79	5,415 88	25 30	5,313 00	0 3	-102 88	0	
34 GOOG	**GOOGLE INC**		**550.61**	**18,676.86**	**707.38**	**24,050.92**	**2.3**	**5,374.06**	**0**	**0.0**
4		5/16/2011	520 29	2,081.16	707 38	2,829 52	0 1	748 36	0	
15		5/31/2011	527.18	7,907.70	707 38	10,610 70	0 6	2,703 00	0	
15		1/31/2012	579 20	8,688 00	707 38	10,610 70	0 6	1,922 70	0	
70 IBM	**IBM**		**182.48**	**12,689.43**	**191.55**	**13,408.50**	**1.3**	**719.07**	**238**	**1.8**
25		8/19/2011	161 47	4,036 83	191 55	4,788 75	0 2	751 92	85	
45		1/31/2012	192 28	8,652 60	191 55	8,619 75	0 4	-32 85	153	
540 INTC	**INTEL CORPORATION**	**6/6/2012**	**26.09**	**14,086.87**	**20.62**	**11,134.80**	**1.1**	**-2,952.07**	**486**	**4.4**
677 MSFT	**MICROSOFT CORP**		**27.18**	**18,299.10**	**26.71**	**18,082.47**	**1.7**	**-216.63**	**623**	**3.4**
162		2/20/2004	26.72	4,328 69	26 71	4,326 97	0 2	-1 72	149	
280		5/31/2011	25 01	7,002 66	26 71	7,478 72	0 4	476.06	258	
235		1/31/2012	29 65	6,967.75	26 71	6,276 78	0 3	-690.97	216	
302 QCOM	**QUALCOMM INC**		**53.88**	**15,752.06**	**61.86**	**18,681.60**	**1.8**	**2,929.54**	**302**	**1.6**
77		11/29/2006	36 07	2,777 39	61 86	4,763 19	0 2	1,985 80	77	
140		5/16/2011	56 77	7,947.77	61 86	8,660 34	0 5	712.57	140	
85		10/15/2012	59.14	5,026 90	61 86	5,258 07	0.3	231 17	85	
	Telecom. Services			**13,615.67**		**12,595.00**	**1.2**	**-1,020.67**	**750**	**6.0**
500 VOD	**VODAFONE GROUP PLC**		**27.25**	**13,615.67**	**25.19**	**12,595.00**	**1.2**	**-1,020.67**	**750**	**6.0**
305		6/22/2011	26 73	8,152 16	25 19	7,682 95	0 4	-469 21	458	
195		10/15/2012	28 02	5,463.51	25 19	4,912 05	0 3	-551.46	293	

Honora M Cullinan Foundation dtd 11/24/2010
December 31, 2012

PORTFOLIO APPRAISAL

Quantity		Lot Date	Cost Price	Cost	Market Value Price	Market Value	%	Gain/Loss Amount	Income	Yield
	Equities									
	Mutual Funds/ETFs - Equity			**356,578.40**		**365,185.05**	**34.6**	**8,606.65**	**3,174**	**0.9**
	Domestic Mid Cap Fund									
5,175 AVEMX	**AVE MARIA CATH VALUES FUND**		**16.74**	**86,258.80**	**17.78**	**92,008.30**	**8.7**	**5,749.50**	**331**	**0.4**
922		5/23/2011	17 64	16,258 80	17 78	16,387 84	0 9	129 04	59	
2,295		6/27/2011	17 43	40,000 00	17 78	40,803 22	2 1	803 22	147	
1,958		9/27/2011	15 32	30,000 00	17 78	34,817 24	1 8	4,817 24	125	
	Domestic Small Cap Fund									
4,588 AVESX	**AVE MARIA OPPORTUNITY FUND**		**10.64**	**48,720.60**	**11.38**	**52,211.03**	**5.0**	**3,490.43**	**133**	**0.3**
749		5/23/2011	11 64	8,720.60	11 38	8,525 80	0 4	-194 80	22	
3,839		9/27/2011	10 42	40,000.00	11 38	43,685 23	2 3	3,685 23	111	
	International Funds									
11,306 DOMIX	**DOMINI INTL SOCIAL EQUITY FUND**		**7.33**	**82,445.25**	**6.87**	**77,673.87**	**7.4**	**-4,771.38**	**1,085**	**1.4**
3,073		6/1/2011	7 63	23,445 25	6 87	21,109 94	1 1	-2,335 31	295	
6,586		6/22/2011	7.44	49,000 00	6.87	45,245 97	2 4	-3,754.03	632	
1,647		9/27/2011	6.07	10,000 00	6 87	11,317.95	0 6	1,317.95	158	
	Global Funds									
983 PORTX	**PROF MANAGED PORTFOLIO 21**		**32.97**	**32,309.61**	**33.56**	**32,991.02**	**3.1**	**681.41**	**324**	**1.0**
159		5/24/2011	33 36	5,309 61	33 56	5,341.44	0 3	31 83	53	
651		6/1/2011	33 81	22,000 00	33 56	21,837 32	1.1	-162 68	215	
173		9/27/2011	28 87	5,000 00	33 56	5,812 26	0 3	812.26	57	
	Emerging Markets Fund									
1,290 EEM	**ISHARES TR MSCI EMERG MKT**		**46.91**	**60,461.44**	**44.35**	**57,211.50**	**5 4**	**-3,249.94**	**961**	**1.7**
510		5/31/2011	48 49	24,729 80	44 35	22,618 50	1 2	-2,111 30	380	
780		6/27/2011	45 81	35,731 64	44 35	34,593 00	1 8	-1,138 64	581	
2,174 MAPTX	**Matthews Pacific Tiger Fund**		**21.42**	**46,382.70**	**24.42**	**53,089.32**	**5.0**	**6,706.62**	**339**	**0.6**
703		6/22/2011	23 29	16,382 70	24 42	17,177 57	0 9	794 87	110	
1,471		9/27/2011	20 40	30,000.00	24 42	35,911 76	1.9	5,911 76	229	
	TOTAL Equities			998,060.40		1,054,338.81	55 0	56,278.41	17,535	1 7

Honora M Cullinan Foundation dtd 11/24/2010
December 31, 2012

PORTFOLIO APPRAISAL

Quantity		Lot Date	Cost Price	Cost	Market Price	Market Value	%	Gain/Loss Amount	Income	Yield
	Other									
	Not Classified			**260,424.83**		**248,394.59**	**100.0**	**-12,030.24**	**6,887**	**2.8**
	Specialty Funds									
9,205 CRSOX	**CREDIT SUISSE COMMODITY RETURN STRATEGY**		**9.48**	**87,166.40**	**8.03**	**73,913.48**	**29.8**	**-13,252.92**	**0**	**0.0**
2,880		5/16/2011	9 26	26,666 40	8 03	23,124 32	1 2	-3,542 08	0	
5,728		6/1/2011	9.69	55,500 00	8 03	45,992 26	2 4	-9,507 74	0	
597		10/15/2012	8.37	5,000 00	8 03	4,796 90	0 3	-203 10	0	
	REITs									
1,481 CSRIX	**COHEN & STEERS INSTL REALTY**		**42.88**	**63,460.00**	**42.08**	**62,304 36**	**25.1**	**-1,155.64**	**1,362**	**2.2**
820		5/16/2011	42 00	34,460 00	42 08	34,525 63	1 8	65 63	755	
660		10/15/2012	43.93	29,000.00	42 08	27,778 73	1 4	-1,221 27	607	
1,225 RWX	**SPDR DOW JONES INTL REAL ESTATE**	5/24/2011	**39.92**	**48,901.88**	**41.35**	**50,653.75**	**20.4**	**1,751.87**	**3,334**	**6.6**
935 VNQ	**Vanguard REIT Viper**	10/15/2012	**65.13**	**60,896.55**	**65.80**	**61,523.00**	**24.8**	**626.45**	**2,191**	**3.6**
	TOTAL Other			**260,424.83**		**248,394.59**	**13.0**	**-12,030.24**	**6,887**	**2.8**
	TOTAL Accruals					**7,624.40**	**0.4**			
	TOTAL MANAGED			**1,790,930.01**		**1,915,906.46**	**100**	**117,352.06**	**47,439**	**2.5**