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Form 990-PF

Return of Private Foundation

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

2012

Open to Public
Inspection

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

For calendar year 2012, or tax year beginning 01-01-2012 , and ending 12-31-2012

Name of foundation TWIN TREES FOUNDATIONINC		A Employer identification number 91-2092293	
Number and street (or P O box number if mail is not delivered to street address) 5983 SE MOURNING DOVE WAY		B Telephone number (see instructions) (772) 546-3548	
City or town, state, and ZIP code HOBE SOUND, FL 33455		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>	
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>	
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 733,443	J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)	(a) Revenue and expenses per books	(b) Net investment income
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 instructions))		(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue			
1 Contributions, gifts, grants, etc , received (attach schedule)			
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B			
3 Interest on savings and temporary cash investments	3,554	3,554	
4 Dividends and interest from securities.	16,550	16,550	
5a Gross rents			
b Net rental income or (loss) _____			
6a Net gain or (loss) from sale of assets not on line 10	190,785		
b Gross sales price for all assets on line 6a 557,096			
7 Capital gain net income (from Part IV, line 2)		190,785	
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) (attach schedule)			
11 Other income (attach schedule)			
12 Total. Add lines 1 through 11	210,889	210,889	
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)	2,550		2,550
c Other professional fees (attach schedule)			
17 Interest			
18 Taxes (attach schedule) (see instructions)	2,083	4	
19 Depreciation (attach schedule) and depletion			
20 Occupancy			
21 Travel, conferences, and meetings			
22 Printing and publications			
23 Other expenses (attach schedule)	3,404	3,014	390
24 Total operating and administrative expenses.			
Add lines 13 through 23	8,037	3,018	2,940
25 Contributions, gifts, grants paid.	62,550		62,550
26 Total expenses and disbursements. Add lines 24 and 25	70,587	3,018	65,490
27 Subtract line 26 from line 12			
a Excess of revenue over expenses and disbursements	140,302		
b Net investment income (if negative, enter -0-)		207,871	
c Adjusted net income (if negative, enter -0-)			

	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash—non-interest-bearing	9,429	438,220	438,220	
	2 Savings and temporary cash investments				
	3 Accounts receivable ►				
	Less allowance for doubtful accounts ►				
	4 Pledges receivable ►				
	Less allowance for doubtful accounts ►				
	5 Grants receivable				
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of 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 government obligations (attach schedule)	92,870	94,104	98,617	
	b Investments—corporate stock (attach schedule)	56,070	93,081	116,756	
	c Investments—corporate bonds (attach schedule)				
	11 Investments—land, buildings, and equipment basis ►				
Less accumulated depreciation (attach schedule) ►					
12 Investments—mortgage loans					
13 Investments—other (attach schedule)	405,708	73,599	73,270		
14 Land, buildings, and equipment basis ►					
Less accumulated depreciation (attach schedule) ►					
15 Other assets (describe ► _____)	237	6,580	6,580		
16 Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	564,314	705,584	733,443		
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 ► _____)		966	966	
	23 Total liabilities (add lines 17 through 22)			966	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/>				
	and complete lines 24 through 26 and lines 30 and 31.				
	24 Unrestricted				
	25 Temporarily restricted				
	26 Permanently restricted				
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>				
	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	564,314	704,618			
30 Total net assets or fund balances (see page 17 of the instructions)	564,314	704,618			
31 Total liabilities and net assets/fund balances (see page 17 of the instructions)	564,314	705,584			
Net Assets or Fund Balances					

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	564,314
2	Enter amount from Part I, line 27a	2	140,302
3	Other increases not included in line 2 (itemize) ►	3	2
4	Add lines 1, 2, and 3	4	704,618
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	704,618

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.)
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1a See Additional Data Table			
b			
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)
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a See Additional Data Table			
b			
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
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a See Additional Data Table			
b			
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	190,785
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	-318

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 page 18 of 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	33,865	661,990	0 051156
2010	31,358	627,193	0 049997
2009	39,156	666,363	0 058761
2008	35,823	639,879	0 055984
2007	35,867	665,147	0 053923

2 Total of line 1, column (d).	2	0 269821
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	0 053964
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	676,566
5 Multiply line 4 by line 3.	5	36,510
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	2,079
7 Add lines 5 and 6.	7	38,589
8 Enter qualifying distributions from Part XII, line 4.	8	65,490

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 page 18 of the instructions)

1a	Exempt operating foundations described in section 4940(d)(2), check here <input checked="" type="checkbox"/> and enter "N/A" on line 1		1	2,079
	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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3	Add lines 1 and 2.		3	2,079
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	2,079
6	Credits/Payments			
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	1,113	
b	Exempt foreign organizations—tax withheld at source	6b		
c	Tax paid with application for extension of time to file (Form 8868)	6c	3,500	
d	Backup withholding erroneously withheld	6d		
7	Total credits and payments Add lines 6a through 6d.	7		4,613
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> 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 <input checked="" type="checkbox"/>	9		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input checked="" type="checkbox"/>	10		2,534
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

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?		Yes	No
1b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		Yes	No
	<i>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.</i>			
1c	Did the foundation file Form 1120-POL for this year?		Yes	No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year			
	(1) On the foundation <input checked="" type="checkbox"/> \$ _____ (2) On foundation managers <input checked="" type="checkbox"/> \$ _____			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ _____			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS?		Yes	No
	<i>If "Yes," attach a detailed description of the activities.</i>			
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? <i>If "Yes," attach a conformed copy of the changes</i>		Yes	No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?		Yes	No
b	If "Yes," has it filed a tax return on Form 990-T for this year?		Yes	No
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year?		Yes	No
	<i>If "Yes," attach the statement required by General Instruction T.</i>			
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		Yes	
	● 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?			
7	Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>		Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)			
	<input checked="" type="checkbox"/> DE, FL			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation.</i>		Yes	
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)? <i>If "Yes," complete Part XIV</i>		Yes	No
10	Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		Yes	No

Part VII-A Statements Regarding Activities (continued)

11		No
12		No
13	Yes	

Website address ► N/A

14	The books are in care of ► J BRADFORD SCHWALM	Telephone no ► (772) 546-3548
	Located at ► 5983 SE MOURNING DOVE WAY 5983 SE MOURNING DOVE WAY HOBE SOUND FL	ZIP +4 ► 33455

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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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
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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

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 <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ► Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ► Yes <input checked="" type="checkbox"/> No		
1b	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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►		
1c	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?		
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 <input checked="" type="checkbox"/> 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 instructions)		
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 <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012).		
3b			
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		No
4b	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?		No

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

5a	During the year did the foundation pay or incur any amount to			
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3) Provide a grant to an individual for travel, study, or other similar purposes?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?		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?	<input type="checkbox"/> Yes <input type="checkbox"/> 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?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	6b	No
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?			
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> 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 compensation	(e) Expense account, other allowances
JOANN F SCHWALM	TREASURER 1 00	0	0	0
5983 SE MOURNING DOVE WAY HOBE SOUND, FL 33455				
J BRADFORD SCHWALM	SEC/DIRECTOR 1 00	0	0	0
2920 N COMMONWEALTH AVE APT 4B CHICAGO, IL 60657				
MATSON F SCHWALM	DIRECTOR 2 00	0	0	0
2620 N WAYNE AVE CHICAGO, IL 60614				
DUGAN H SCHWALM	DIRECTOR 1 00	0	0	0
225 N COLUMBUS DRIVE APT 3809 CHICAGO, IL 60601				

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 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 information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc

Expenses

1	
2	
3	
4	

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

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

Amount

1 N/A	
2	
All other program-related investments. See page 24 of the 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 554,048
b	Average of monthly cash balances.	1b 129,474
c	Fair market value of all other assets (see instructions).	1c 3,347
d	Total (add lines 1a, b, and c).	1d 686,869
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.	3 686,869
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 10,303
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 676,566
6	Minimum investment return. Enter 5% of line 5.	6 33,828

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 33,828
2a	Tax on investment income for 2012 from Part VI, line 5.	2a 2,079
b	Income tax for 2012 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 2,079
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 31,749
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 31,749
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 31,749

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 65,490
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 65,490
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 2,079
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6 63,411

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				31,749
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.				
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.	3,636			
b From 2008.	4,445			
c From 2009.	6,226			
d From 2010.	526			
e From 2011.	1,430			
f Total of lines 3a through e.	16,263			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 65,490				
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.				31,749
e Remaining amount distributed out of corpus	33,741			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	50,004			
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				0
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)	3,636			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	46,368			
10 Analysis of line 9				
a Excess from 2008.	4,445			
b Excess from 2009.	6,226			
c Excess from 2010.	526			
d Excess from 2011.	1,430			
e Excess from 2012.	33,741			

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

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

1 Information Regarding Foundation Managers

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 of the person to whom applications should be addressed
- b** The form in which applications should be submitted and information and materials they should include
- c** Any submission deadlines
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

Part XV Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
a Paid during the year See Additional Data Table				
Total			► 3a	62,550
b Approved for future payment				
SAMARITAN FOUNDATION 830 WASHINGTON STREET WATERTOWN, NY 13601	N/A	PUBLIC	GENERAL SUPPORT	6,000
SAVE THE RIVER 409 RIVERSIDE DRIVE CLAYTON, NY 13624	NONE	PUBLIC	GENERAL SUPPORT-CONSERVATION	750
Total			► 3b	6,750

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
		(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1	Program service revenue					
a						
b						
c						
d						
e						
f						
g	Fees and contracts from government agencies					
2	Membership dues and assessments.					
3	Interest on savings and temporary cash investments			14	3,554	
4	Dividends and interest from securities.			14	16,550	
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	190,890	-105
9	Net income or (loss) from special events					
10	Gross profit or (loss) from sales of inventory.					
11	Other revenue a					
b						
c						
d						
e						
12	Subtotal Add columns (b), (d), and (e).				210,994	-105
13	Total. Add line 12, columns (b), (d), and (e). (See worksheet in line 13 instructions to verify calculations.)				13	210,889

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

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
4 242 NUVEEN TRADEWINDS VALUE OPP FD	P	2011-12-16	2012-03-16
1000 WP CAREY INC	P	2001-12-13	2012-10-15
8 CABOT OIL & GAS CORP	P	2012-07-16	2012-07-31
5 JOHNSON CONTROLS INC	P	2012-01-11	2012-07-24
2 NETAPP INC	P	2012-02-13	2012-07-31
5 AMYLIN PHARMACEUTICALS INC	P	2011-08-08	2012-04-05
2 CELANESE CORP	P	2011-10-28	2012-07-31
1 HOSPIRA INC	P	2011-12-21	2012-09-19
5 QUALCOMM INC	P	2011-06-08	2012-01-20
2 AXELION PHARMACEUTICALS INC	P	2010-10-19	2012-11-20
2 CARNIVAL CORP	P	2006-03-27	2012-02-14
4 COMCAST CORP	P	2008-01-14	2012-05-09
1 FEDEX CORP	P	2005-09-28	2012-02-27
10 HERTZ GLOBAL HOLDINGS INC	P	2011-08-26	2012-07-31
5 INTL GAME TECHNOLOGY	P	2010-12-21	2012-02-15
5 KROGER COMPANY	P	2010-01-22	2012-03-23
5 PEABODY ENERGY CORP	P	2011-08-10	2012-10-11
8 US BANCORP	P	2010-10-25	2012-07-31
1000 UNITED STATES TREASURY BOND 4 2	P	2009-06-30	2012-11-02
11 075 NUVEEN TRADEWINDS VALUEOPP FD	P	2011-12-16	2012-03-16
1000 WP CAREY INC	P	2001-12-13	2012-10-15
6 CARNIVAL CORP	P	2012-01-17	2012-02-16
5 JOHNSON CONTROLS INC	P	2012-01-13	2012-07-24
2 NETAPP INC	P	2012-02-13	2012-12-21
6 AMYLIN PHARMACEUTICALS INC	P	2011-08-09	2012-04-05
4 CME GROUP INC	P	2011-11-08	2012-07-31
2 HOSPIRA INC	P	2011-12-29	2012-07-31
3 TIME WARNER INC	P	2011-06-08	2012-05-21
10 AMYLIN PHARMACEUTICALS INC	P	2010-10-19	2012-04-05
1 CARNIVAL CORP	P	2006-03-27	2012-02-16

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(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)
2 COMCAST CORP	P	2008-01-15	2012-05-09
2 FEDEX CORP	P	2009-01-12	2012-02-27
10 HERTZ GLOBAL HOLDINGS INC	P	2011-02-11	2012-07-31
5 JOHNSON & JOHNSON CO	P	2010-12-22	2012-07-31
5 KROGER COMPANY	P	2010-01-25	2012-03-23
3 PEABODY ENERGY CORP	P	2011-09-22	2012-10-11
5 US BANCORP	P	2010-10-26	2012-07-31
3000 US TSY NOTE 2 75%	P	2010-03-31	2012-01-31
6 15 NUVEEN TRADEWINDS VALUE OPP FD	P	2011-12-30	2012-03-16
1000 WP CAREY INC	P	2001-12-13	2012-10-15
12 CENTENE CORP	P	2012-07-31	2012-11-02
5 JOHNSON CONTROLS INC	P	2012-01-17	2012-07-24
2 NORFOLK STHN CORP	P	2012-02-28	2012-07-31
5 AMYLIN PHARMACEUTICALS INC	P	2011-11-16	2012-04-05
5 DOW CHEMICAL	P	2011-08-09	2012-07-31
12 INTL GAME TECHNOLOGY	P	2011-02-11	2012-07-31
2 VISA INC	P	2011-03-04	2012-01-20
5 AMYLIN PHARMACEUTICALS	P	2010-10-14	2012-04-05
4 CARNIVAL CORP	P	2006-05-17	2012-02-16
5 COMCAST CORP	P	2008-01-24	2012-05-09
4 FEDEX CORP	P	2009-01-12	2012-03-01
7 HERTZ GLOBAL HOLDINGS INC	P	2011-02-14	2012-11-20
5 JOHNSON & JOHNSON CO	P	2011-05-04	2012-07-31
2 MEDTRONIC INC	P	2009-01-12	2012-07-31
10 QUALCOMM INC	P	2009-10-27	2012-01-20
4 US BANCORP	P	2010-10-28	2012-07-31
1000 US TSY NOTE 2 75%	P	2011-02-28	2012-05-31
221 304 NUVEEN TRADEWINDS VALUE OPP	P	2010-10-22	2012-03-16
5374 WP CAREY INC	P	2001-12-13	2012-10-01
3 CITIGROUP INC	P	2012-01-13	2012-07-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5 JOHNSON CONTROLS INC	P	2012-01-18	2012-07-24
3 NXP SEMICONDUCTORS NV COM EUR	P	2012-10-31	2012-12-21
15 ANNALY CAPITAL MGMT INC REIT	P	2011-06-23	2012-02-13
10 DOW CHEMICAL	P	2011-08-10	2012-07-31
8 INTL GAME TECHNOLOGY	P	2011-06-02	2012-02-07
3 VISA INC	P	2011-06-08	2012-01-20
7 APOLLO GROUP INC	P	2010-10-15	2012-02-29
2 CARNIVAL CORP	P	2007-03-21	2012-02-16
3 COMCAST CORP	P	2008-01-24	2012-05-21
10 GAMESTOP CORP	P	2010-10-22	2012-01-30
2 HERTZ GLOBAL HOLDINGS INC	P	2011-02-15	2012-07-31
5 JOHNSON & JOHNSON CO	P	1950-05-05	2012-07-31
5 MEDTRONIC INC	P	2010-10-22	2012-07-31
3 QUALCOMM INC	P	2009-10-28	2012-01-20
1 VISA INC CL A	P	2010-12-20	2012-01-17
2000 US TSY NOTE 2 75%	P	2011-02-28	2012-06-29
4 291 NUVEEN TRADEWINDS VALUE OPP FD	P	2010-12-15	2012-03-16
7 AMERICAN CAPITAL AGENCY CORP	P	2012-02-13	2012-07-31
15 FACEBOOK INC CL A	P	2012-05-21	2012-08-01
29 JUNIPER NETWORKS INC	P	2012-02-27	2012-11-27
3 ROCK-TENN COMPANY CL A	P	2012-02-24	2012-04-25
5 ANNALY CAPITAL MGMT INC REIT	P	2011-06-23	2012-02-14
5 DOW CHEMICAL	P	2011-08-11	2012-07-31
5 INTL GAME TECHNOLOGY	P	2011-06-02	2012-02-07
5 ADOBE SYSTEMS INC	P	2010-08-25	2012-12-12
2 APOLLO GROUP INC	P	2010-06-08	2012-02-29
10 CARNIVAL CORP	P	2009-01-12	2012-02-16
1 COMCAST CORP	P	2008-01-25	2012-05-21
10 GAMESTOP CORP	P	2010-10-25	2012-01-27
8 HERTZ GLOBAL HOLDINGS INC	P	2011-02-16	2012-11-20

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

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5 JOHNSON & JOHNSON CO	P	2011-05-09	2012-07-31
5 MEDTRONIC INC	P	2010-12-07	2012-07-31
4 SYMANTEC CORP	P	2010-09-02	2012-12-12
1 VISA INC CL A	P	2010-12-20	2012-01-20
2000 US TSY NOTE 2 75%	P	2011-02-28	2012-12-31
3 039 NUVEEN TRADEWINDS VALLUE OPP F	P	2010-12-15	2012-03-16
3 AMERICAN CAPITAL AGENCY CORP	P	2012-02-15	2012-07-31
7 FIDELITY NATL INFORMATION SVCS	P	2012-02-24	2012-05-11
9 KOHLS CORP	P	2012-01-20	2012-07-11
6 ROCK-TENN COMPANY CL A	P	2012-02-24	2012-07-25
5 ANNALY CAPITAL MGMT INC REIT	P	2011-06-24	2012-02-10
3 FEDEX CORP	P	2011-10-27	2012-03-01
5 INTL GAME TECHNOLOGY	P	2011-06-02	2012-02-08
3 AFLAC INC	P	2009-01-12	2012-01-27
1 APPLE INC	P	2009-01-12	2012-07-31
9 CELANESE CORP	P	2011-09-22	2012-12-20
3 COMCAST CORP	P	2008-01-25	2012-09-12
9 GENERAL MOTORS CO	P	2010-11-18	2012-06-19
8 HEWLETT PACKARD CO	P	2011-02-16	2012-03-28
3 JOHNSON & JOHNSON CO	P	2011-05-10	2012-07-31
3 MEDTRONIC INC	P	2010-12-13	2012-07-31
5 SYMANTEC CORP	P	2011-06-08	2012-12-12
4 WELLS FARGO & CO	P	2008-07-10	2012-07-31
1000 US TSY NOTE 3 625%	P	2010-02-26	2012-02-29
3 320 NUVEEN TRADEWINDS VALUE OPP FD	P	2010-12-31	2012-03-16
13 AMERICAN CAPITAL AGENCY	P	2012-07-18	2012-07-31
3 FIDELITY NATL INFORMATION SVCS	P	2012-02-03	2012-05-22
6 KOHLS CORP	P	2012-01-27	2012-07-11
12 SANDISK CORP	P	2012-04-24	2012-07-31
5 ANNALY CAPITAL MGMT INC REIT	P	2011-06-24	2012-02-13

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5 GAMESTOP CORP	P	2011-08-10	2012-01-31
5 INVESCO LTD	P	2011-10-12	2012-02-09
1 AFLAC INC	P	2009-06-02	2012-01-27
1 APPLE INC	P	2010-12-08	2012-07-31
5 CISCO SYSTEMS INC	P	2010-10-06	2012-02-10
3 COMCAST CORP	P	2008-01-28	2012-05-09
5 GENERAL MOTORS CO	P	2010-11-26	2012-06-19
2 HEWLETT PACKARD CO	P	2009-06-18	2012-03-28
3 JP MORGAN CHASE	P	2012-07-31	2012-07-31
6 MEDTRONIC INC	P	2010-12-20	2012-07-31
5 TIME WARNER INC	P	2009-10-19	2012-07-31
7 WELLS FARGO & CO	P	2009-07-23	2012-07-31
2000 US TSY NOTE 4 125%	P	2007-08-31	2012-04-30
150 PIONEER HIGH INC TRUST	P	2002-09-23	2012-01-30
5 ATMEL CORP	P	2012-01-20	2012-07-31
2 GILEAD SCIENCES INC	P	2012-02-28	2012-05-21
3 KOHLS CORP	P	2012-02-10	2012-07-11
9 SANDISK CORP	P	2012-04-24	2012-11-05
9 ANNALY CAPITAL MGMT INC REIT	P	2011-06-27	2012-02-15
5 GAMESTOP CORP	P	2011-08-10	2012-02-02
3 INVESCO LTD	P	2011-10-17	2012-07-31
1 AFLAC INC	P	2009-06-03	2012-01-27
5 BAXTER INTL INC	P	2010-05-06	2012-07-31
61 CISCO SYSTEMS INC	P	2010-10-06	2012-02-13
5 ENSCO PLC	P	2011-05-04	2012-07-12
5 GENERAL MOTORS CO	P	2010-11-29	2012-06-19
3 HEWLETT PACKARD CO	P	2009-06-22	2012-03-28
5 JP MORGAN CHASE	P	2012-07-31	2012-07-31
5 METLIFE INC	P	2011-03-04	2012-07-31
5 TIME WARNER INC	P	2009-10-20	2012-07-31

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10 WELLS FARGO & CO	P	2010-03-25	2012-07-02
1000 US TSY NOTE 4 625%	P	2008-01-31	2012-02-29
100 PIONEER HIGH INC TRUST	P	2003-02-21	2012-01-30
10 ATMEL CORP	P	2012-01-24	2012-07-31
4 GILEAD SCIENCES INC	P	2012-02-28	2012-07-31
16 LINCOLN NATL CORP	P	2012-03-27	2012-07-31
3 STARBUCK CORP	P	2012-03-27	2012-07-31
5 BAKER HUGHES INC	P	2011-10-27	2012-10-10
1 GILEAD SCIENCES INC	P	2011-11-02	2012-07-31
5 INVESCO LTD	P	2011-10-26	2012-07-31
1 AFLAC INC	P	2009-10-09	2012-01-12
1 BAXTER INTL INC	P	2011-02-11	2012-07-31
5 CISCO SYSTEMS INC	P	2011-02-09	2012-02-13
5 ENSCO PLC	P	2011-05-05	2012-07-12
5 GENERAL MOTORS CO	P	2010-12-07	2012-06-19
6 HEWLETT PACKARD CO	P	2009-07-07	2012-03-28
2 JP MORGAN CHASE	P	2011-06-09	2012-07-31
2 METLIFE INC	P	2011-03-07	2012-07-31
7 TIME WARNER INC	P	2009-10-21	2012-07-31
5 WELLS FARGO & CO	P	2011-06-08	2012-07-31
2000 US TSY NOTE 4 625%	P	2008-02-29	2012-02-29
250 PIONEER HIGH INC TRUST	P	2003-02-21	2012-01-30
2 ATMEL CORP	P	2012-01-25	2012-07-31
11 HERTZ GLOBAL HOLDINGS INC	P	2012-02-15	2012-07-31
25 McDERMOTT INTL INC	P	2012-07-31	2012-09-25
3 STARBUCKS CORP	P	2012-03-27	2012-11-21
4 BOEING CO	P	2011-06-08	2012-01-20
5 GILEAD SCIENCES INC	P	2011-11-22	2012-07-31
5 INVESCO LTD	P	2011-10-27	2012-07-31
4 AFLAC INC	P	2009-10-09	2012-01-27

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5 BROADCOM CORP	P	2011-04-07	2012-07-16
8 CISCO SYSTEMS INC	P	2011-02-10	2012-02-13
4 ENSCO PLC	P	2011-05-06	2012-07-12
10 GENERAL MOTORS CO	P	2011-03-04	2012-06-19
4 HEWLETT PACKARD CO	P	2009-07-08	2012-03-28
6 KRAFT FOODS INC	P	2011-04-14	2012-07-31
5 NEXTERA ENERGY INC	P	2011-01-20	2012-06-20
2 TIME WARNER INC	P	2010-01-05	2012-07-31
3 WELLS FARGO & INC	P	2011-06-09	2012-07-31
1000 US TSY NOTE 4 625%	P	2011-02-17	2012-02-29
MERGER CORP PROP ASSOC 15	P	2001-12-13	2012-10-01
5 AVAGO TECHNOLOGIES LTD	P	2012-07-17	2012-07-31
10 HERTZ GLOBAL HOLDINGS INC	P	2012-05-21	2012-07-31
3 MERCK & CO INC	P	2012-09-27	2012-11-21
11 STEEL DYNAMICS CORP	P	2012-07-31	2012-08-01
1 BOEING CO	P	2011-06-10	2012-01-20
10 HCA HOLDINGS INC	P	2011-08-08	2012-07-31
3 INVESCO LTD	P	2011-10-28	2012-07-31
4 AFLAC INC	P	2009-10-09	2012-01-12
10 BROADCOM CORP	P	2011-04-08	2012-07-16
11 CME GROUP INC	P	2011-11-08	2012-12-11
1 EOG RESOURCES INC	P	2011-03-07	2012-07-31
5 GENERAL MOTORS CO	P	2011-06-08	2012-06-19
2 HEWLETT PACKARD CO	P	2009-07-09	2012-03-28
4 KRAFT FOODS INC	P	2011-05-04	2012-07-31
5 NEXTERA ENERGY INC	P	2011-01-24	2012-06-20
4 TIME WARNER INC	P	2010-01-05	2012-11-20
1000 US TREASURY NOTE 2 75%	P	2011-02-17	2012-01-31
2000 US TSY NOTE 4 75%	P	2008-06-30	2012-11-02
2000 WP CAREY INC	P	2001-12-13	2012-10-15

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1 BIO RAD LABORATORIES INC CL A	P	2012-05-31	2012-07-31
18 HOME DEPOT INC	P	2012-07-31	2012-12-20
15 METROPICA COMMUNICATIONS INC	P	2012-02-21	2012-09-12
11 SYMANTEC CORP	P	2012-01-20	2012-07-31
1 CELANESE CORP	P	2011-09-22	2012-08-02
5 HCA HOLDINGS INC	P	2011-08-17	2012-07-31
10 KOHLS CORP	P	2011-11-04	2012-07-11
4 ALEXION PHARMACEUTICALS INC	P	2010-07-23	2012-01-25
3 BROADCOM CORP	P	2011-04-11	2012-07-16
3 COLGATE PALMOLIVE	P	2011-06-09	2012-12-16
1 EOG RESOURCES INC	P	2011-03-07	2012-11-09
5 HCA HOLDINGS INC	P	2011-06-08	2012-09-27
4 HEWLETT PACKARD CO	P	2010-10-06	2012-03-28
10 KROGER COMPANY	P	2009-10-08	2012-03-23
4 NEXTERA ENERGY INC	P	2011-01-26	2012-06-20
2 TIME WARNER INC	P	2010-01-14	2012-11-20
1000 US TREASURY NOTE 2 75%	P	2011-02-28	2012-01-31
1000 US TSY NOTE 4 75%	P	2010-03-31	2012-11-02
1000 WP CAREY INC	P	2001-12-13	2012-10-15
1 BIO RAD LABORATORIES INC	P	2011-08-10	2012-07-31
3 HOSPIRA INC	P	2012-05-21	2012-07-31
34 MICRON TECHNOLOGY INC	P	2012-05-14	2012-08-15
2 TEVA PHARMACEUTICALS IND LTD	P	2012-01-20	2012-11-20
2 CELANESE CORP	P	2011-09-23	2012-07-31
8 HEWLETT PACKARD CO	P	2011-08-26	2012-03-28
5 KROGER COMPANY	P	2011-06-08	2012-03-23
2 ALEXION PHARMACEUTICALS INC	P	2010-10-19	2012-07-09
2 CARNIVAL CORP	P	2005-05-12	2012-02-13
1 COLGATE PALMOLIVE	P	2011-06-14	2012-07-31
10 EXXON MOBIL CORP	P	2010-08-25	2012-07-31

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1 HCA HOLDINGS INC	P	2011-08-09	2012-09-19
5 INTL GAME TECHNOLOGY	P	2011-02-24	2012-02-15
15 KROGER COMPANY	P	2009-10-09	2012-03-23
2 NOBLE CORP	P	2010-12-07	2012-07-31
2 TIME WARNER INC	P	2011-06-08	2012-07-31
1000 US TREASURY NOTE 4 625%	P	2011-05-31	2012-02-29
1000 US TSY NOTE 4 75%	P	2011-02-17	2012-11-02
1000 WP CAREY INC	P	2001-12-13	2012-10-15
1 BUNGE LTD	P	2012-07-31	2012-08-02
4 HOSPIRA INC	P	2012-08-01	2012-09-19
11 MICRON TECHNOLOGY INC	P	2012-05-14	2012-12-12
5 ACORDA THERAPEUTICS	P	2011-08-15	2012-07-31
1 CELANESE CORP	P	2011-09-23	2012-08-02
5 HOSPIRA INC	P	2011-12-20	2012-07-31
3 KROGER COMPANY	P	2011-06-09	2012-03-23
1 ALEXION PHARMACEUTICALS INC	P	2010-10-19	2012-07-31
3 CARNIVAL CORP	P	2005-05-12	2012-02-14
2 COLGATE PALMOLIVE	P	2011-06-14	2012-10-16
8 EXXON MOBIL CORP	P	2010-08-26	2012-07-31
4 HCA HOLDINGS INC	P	2011-08-11	2012-09-27
10 INTL GAME TECHNOLOGY	P	2010-12-20	2012-02-10
7 KROGER COMPANY	P	2009-10-12	2012-03-23
4 NOBLE CORP	P	2010-12-09	2012-07-31
7 UNITED HEALTH GROUP INC	P	2009-10-27	2012-11-02
2000US TREASURY NOTE 4 625%	P	2011-10-31	2012-02-29
1059 WP CAREY INC	P	2001-12-13	2012-10-15
7 BUNGE LTD	P	2012-07-31	2012-11-13
37 INTERSIL CORP CL A	P	2012-07-31	2012-10-24
14 MICRON TECHNOLOGY INC	P	2012-05-14	2012-12-21
1 ACORDA THERAPEUTICS	P	2011-08-18	2012-07-31

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(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)
5 CELANESE CORP	P	2011-10-26	2012-07-31
2 HOSPIRA INC	P	2011-12-21	2012-07-31
4 PEABODY ENERGY	P	2011-08-11	2012-07-31
1 ALEXION PHARMACEUTICALS INC	P	2010-10-19	2012-08-02
3 CARNIVAL CORP	P	2005-05-13	2012-02-13
1 COMCAST CORP	P	2008-01-11	2012-09-12
3 FEDEX CORP	P	2005-07-08	2012-02-27
5 HCA HOLDINGS INC	P	2011-08-11	2012-09-19
5 INTL GAME TECHNOLOGY	P	2010-12-21	2012-02-13
5 KROGER COMPANY	P	2010-01-21	2012-03-23
5 PEABODY ENERGY CORP	P	2011-08-09	2012-10-11
5 UNITED HEALTH GROUP INC	P	2011-02-09	2012-07-31
2000 US TREASURY NOTE 4.75%	P	2012-06-29	2012-11-02

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
137		129	8
51,138		34,612	16,526
338		323	15
119		171	-52
66		78	-12
120		50	70
77		91	-14
35		29	6
289		280	9
188		68	120
61		96	-35
117		70	47
92		85	7
111		163	-52
75		87	-12
122		109	13
130		228	-98
268		189	79
1,278		993	285
359		338	21
51,158		34,611	16,547
183		177	6
119		175	-56
67		78	-11
144		61	83
209		222	-13
69		61	8
104		105	-1
240		210	30
31		48	-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
58		35	23
183		121	62
111		164	-53
347		328	19
122		109	13
78		110	-32
168		119	49
3,133		3,088	45
199		186	13
52,354		34,612	17,742
475		460	15
119		176	-57
148		140	8
120		52	68
144		141	3
191		212	-21
200		149	51
120		104	16
122		165	-43
146		87	59
365		242	123
103		113	-10
347		326	21
79		65	14
577		410	167
134		97	37
1,035		1,046	-11
7,170		7,505	-335
24		18	6
81		92	-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
119		177	-58
76		72	4
249		280	-31
288		284	4
127		137	-10
300		233	67
302		351	-49
61		94	-33
85		52	33
237		191	46
22		32	-10
346		326	20
197		179	18
173		125	48
102		68	34
2,065		2,093	-28
139		150	-11
246		213	33
316		524	-208
497		684	-187
186		204	-18
83		93	-10
144		143	1
79		86	-7
162		138	24
86		100	-14
305		226	79
28		17	11
245		192	53
118		130	-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
346		327	19
197		172	25
76		56	20
100		68	32
2,042		2,093	-51
98		106	-8
105		92	13
229		218	11
427		429	-2
342		407	-65
83		93	-10
274		255	19
78		86	-8
146		127	19
610		88	522
404		317	87
103		52	51
197		317	-120
189		300	-111
208		197	11
118		108	10
96		94	2
135		94	41
1,153		1,002	151
108		116	-8
457		445	12
97		88	9
285		279	6
494		437	57
83		93	-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
117		104	13
111		89	22
49		37	12
610		320	290
99		111	-12
88		52	36
109		167	-58
47		76	-29
108		106	2
237		226	11
196		145	51
237		170	67
2,223		1,957	266
2,590		2,063	527
29		50	-21
101		92	9
142		149	-7
396		328	68
149		168	-19
117		104	13
66		53	13
49		34	15
293		230	63
1,220		1,357	-137
241		274	-33
109		167	-58
71		111	-40
180		203	-23
154		226	-72
196		146	50

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
334		316	18
1,181		1,081	100
1,727		1,453	274
58		98	-40
218		184	34
321		433	-112
136		169	-33
221		302	-81
54		36	18
111		95	16
44		45	-1
59		51	8
100		110	-10
241		274	-33
109		173	-64
141		223	-82
72		82	-10
62		92	-30
274		205	69
169		129	40
2,363		2,176	187
4,379		3,633	746
12		19	-7
122		161	-39
310		292	18
151		169	-18
301		295	6
272		192	80
111		104	7
195		178	17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
154		199	-45
160		151	9
193		222	-29
218		324	-106
94		149	-55
238		197	41
336		272	64
78		58	20
102		77	25
1,181		1,111	70
48,686			48,686
185		165	20
111		130	-19
131		136	-5
141		142	-1
75		73	2
265		193	72
67		63	4
176		197	-21
309		398	-89
582		611	-29
98		109	-11
109		144	-35
47		82	-35
159		136	23
336		271	65
183		116	67
1,044		1,042	2
2,382		2,120	262
101,867		69,224	32,643

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
96		99	-3
1,111		942	169
155		155	
173		184	-11
38		35	3
133		107	26
475		558	-83
300		135	165
93		118	-25
326		255	71
116		109	7
165		92	73
94		170	-76
244		217	27
269		217	52
91		58	33
1,044		1,046	-2
1,191		1,094	97
51,059		34,612	16,447
96		96	
104		97	7
223		210	13
79		92	-13
77		73	4
189		199	-10
122		117	5
201		68	133
61		99	-38
107		87	20
870		589	281

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
33		19	14
75		86	-11
366		332	34
74		68	6
78		70	8
1,181		1,147	34
1,191		1,116	75
51,108		34,612	16,496
65		66	-1
141		146	-5
74		68	6
121		125	-4
37		36	1
174		146	28
73		71	2
105		34	71
91		148	-57
217		173	44
696		472	224
132		77	55
155		174	-19
171		160	11
148		137	11
359		183	176
2,363		2,363	
54,020		36,654	17,366
502		461	41
246		342	-96
88		87	1
24		25	-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
191		209	-18
69		58	11
84		189	-105
102		34	68
92		149	-57
34		17	17
275		251	24
164		96	68
77		87	-10
122		108	14
130		219	-89
257		211	46
2,382		2,399	-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			8
			16,526
			15
			-52
			-12
			70
			-14
			6
			9
			120
			-35
			47
			7
			-52
			-12
			13
			-98
			79
			285
			21
			16,547
			6
			-56
			-11
			83
			-13
			8
			-1
			30
			-17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			23
			62
			-53
			19
			13
			-32
			49
			45
			13
			17,742
			15
			-57
			8
			68
			3
			-21
			51
			16
			-43
			59
			123
			-10
			21
			14
			167
			37
			-11
			-335
			6
			-11

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-58
			4
			-31
			4
			-10
			67
			-49
			-33
			33
			46
			-10
			20
			18
			48
			34
			-28
			-11
			33
			-208
			-187
			-18
			-10
			1
			-7
			24
			-14
			79
			11
			53
			-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			19
			25
			20
			32
			-51
			-8
			13
			11
			-2
			-65
			-10
			19
			-8
			19
			522
			87
			51
			-120
			-111
			11
			10
			2
			41
			151
			-8
			12
			9
			6
			57
			-10

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			13
			22
			12
			290
			-12
			36
			-58
			-29
			2
			11
			51
			67
			266
			527
			-21
			9
			-7
			68
			-19
			13
			13
			15
			63
			-137
			-33
			-58
			-40
			-23
			-72
			50

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			18
			100
			274
			-40
			34
			-112
			-33
			-81
			18
			16
			-1
			8
			-10
			-33
			-64
			-82
			-10
			-30
			69
			40
			187
			746
			-7
			-39
			18
			-18
			6
			80
			7
			17

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-45
			9
			-29
			-106
			-55
			41
			64
			20
			25
			70
			48,686
			20
			-19
			-5
			-1
			2
			72
			4
			-21
			-89
			-29
			-11
			-35
			-35
			23
			65
			67
			2
			262
			32,643

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-3
			169
			-11
			3
			26
			-83
			165
			-25
			71
			7
			73
			-76
			27
			52
			33
			-2
			97
			16,447
			7
			13
			-13
			4
			-10
			5
			133
			-38
			20
			281

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			14
			-11
			34
			6
			8
			34
			75
			16,496
			-1
			-5
			6
			-4
			1
			28
			2
			71
			-57
			44
			224
			55
			-19
			11
			11
			176
			17,366
			41
			-96
			1
			-1

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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	
			-18
			11
			-105
			68
			-57
			17
			24
			68
			-10
			14
			-89
			46
			-17

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
AI DUPONT INSTITUTE 1600 ROCKLAND ROAD WILMINGTON, DE 19803	N/A	PUBLIC	GENERAL SUPPORT	250
ANTIQUE BOAT MUSEUM 750 MARY STREET CLAYTON, NY 13624	N/A	PUBLIC	GENERAL SUPPORT	50,000
BRUNSWICK SCHOOL 100 MAHER AVENUE GREENWICH, CT 06830	N/A	501C3	EDUCATION	500
CAMP MANITO-WISH PO BOX 246 BOULDER JUNCTION, WI 54512	N/A	PUBLIC	GENERAL SUPPORT	100
CHICAGO BOTANIC GARDEN 1000 LAKE COOK ROAD GLENCOE, IL 60022	N/A	PUBLIC	GENERAL SUPPORT	250
CHICAGO CHILDREN'S CHARITIES 1235A N CLYBOURN AVE 163 CHICAGO, IL 60610	N/A	PUBLIC	GENERAL SUPPORT	250
CHILDREN'S MEMORIAL HOSPITAL FOUNDATION 2300 CHILDRENS PLAZA BOX 4 CHICAGO, IL 606143394	N/A	PUBLIC	GENERAL SUPPORT	250
CHURCH OF THE ST LAWRENCE 7 FULLER STREET ALEXANDRIA BAY, NY 13607	N/A	PUBLIC	GENERAL SUPPORT	100
DENSMORE CHURCH PO BOX 571 WELLESLEY ISLAND, NY 13640	N/A	PUBLIC	GENERAL SUPPORT	100
GLEN VIEW CLUB SCHOLARSHIP FUND 100 GOLF ROAD GOLF, IL 600290309	N/A	PUBLIC	GENERAL SUPPORT	250
HAMILTON COLLEGE 198 COLLEGE HILL ROAD CLINTON, NY 13323	N/A	PUBLIC	GENERAL SUPPORT	1,000
LINCOLN PARK ZOO PO BOX 14903 CHICAGO, IL 60614	N/A	501(C)(3)	GENERAL SUPPORT	2,000
NEXT STEP FITNESS 4447 REDONDO BEACH BLVD LAWNDALE, CA 90260	NONE	PUBLIC	GENERAL SUPPORT	500
RIVER HOSPITAL FOUNDATION PO BOX 567 ALEXANDRIA BAY, NY 13607	N/A	PUBLIC	GENERAL SUPPORT	250
RUSH UNIVERSITY MEDICAL CENTER PROJECT RUSH 1725 WEST HARRISON STREET SUITE 545 CHICAGO, IL 60612	N/A	PUBLIC	GENERAL SUPPORT	150

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	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
Name and address (home or business)				
a Paid during the year				
RUSH UNIVERSITY MEDICAL CENTER 1725 WEST HARRISON STREET SUITE 545 CHICAGO, IL 60612	NONE	PUBLIC	GENERAL SUPPORT	750
SAVE THE RIVER 409 RIVERSIDE DRIVE CLAYTON, NY 13624	N/A	PUBLIC	GENERAL SUPPORT	250
SHEDD AQUARIUM 1200 S LAKESHORE DRIVE CHICAGO, IL 60605	N/A	PUBLIC	GENERAL SUPPORT	250
ST CHRYSSTOTOM'S DAY SCHOOL 1424 NORTH DEARBORN PKWY CHICAGO, IL 60610	NONE	PUBLIC	GENERAL SUPPORT-EDUCATION	750
THOUSAND ISLANDS LAND TRUST PO BOX 238 CLAYTON, NY 13624	N/A	PUBLIC	GENERAL SUPPORT	100
UNIVERSITY OF CHICAGO BOOTH SCHOOL 1427 EAST 60TH STREET SUITE 120 CHICAGO, IL 60637	N/A	PUBLIC	GENERAL SUPPORT	1,000
VANDERBILT UNIVERSITY SCHOOL OF ARTS AND SCIENCES 2301 VANDERBILT PLACE NASHVILLE, TN 372357727	N/A	PUBLIC	GENERAL SUPPORT	1,000
VANDERBILT UNIVERSITY SCHOOL OF ENGINEERING 2301 VANDERBILT PLACE NASHVILLE, TN 372350511	N/A	PUBLIC	GENERAL SUPPORT	1,000
WATERSIDE SCHOOL 70 PACIFIC STREET STAMFORD, CT 06902	N/A	PUBLIC	GENERAL SUPPORT	500
WELLESLEY ISLAND FIRE DEPT POBOX 589 THOUSAND ISLAND PARK, NY 13692	N/A	PUBLIC	GENERAL SUPPORT	500
WOMEN'S BOARD OF NORTHWESTERN MEMORIAL HOSPITAL 541 NORTH FAIRBANKS COURT SUITE 800 CHICAGO, IL 60611	N/A	PUBLIC	GENERAL SUPPORT	500
Total			► 3a	62,550

TY 2012 Accounting Fees Schedule

Name: TWIN TREES FOUNDATIONINC

EIN: 91-2092293

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TAX PREPARATION	2,550			2,550

TY 2012 Compensation Explanation

Name: TWIN TREES FOUNDATIONINC

EIN: 91-2092293

Person Name	Explanation
JOANN F SCHWALM	
J BRADFORD SCHWALM	
MATSON F SCHWALM	
DUGAN H SCHWALM	

TY 2012 Investments Corporate Stock Schedule**Name:** TWIN TREES FOUNDATIONINC**EIN:** 91-2092293

Name of Stock	End of Year Book Value	End of Year Fair Market Value
90 SH HERTZ GLOBAL HOLDINGS INC		
17 SH HERTZ GLOBAL HOLDINGS INC	910	1,009
9 SH TEVA PHARMACEUTICAL		
20 SH TEVA PHARMACEUTICAL	863	747
9 SH APOLLO GROUP		
79 SH CISCO SYSTEMS INC		
7 SH VISA INC		
7 SH EOG RESOURCES INC		
5 SH EOG RESOURCES INC	545	604
62 SH WELLS FARGO & CO		
33 SH WELLS FARGO & CO	779	1,128
	1,341	3,193
25 SH ARCHER DANIELS MIDLAND CO	646	685
119 SH ATMEL CORP	848	779
13 SH BRUKER CORP	154	198
15 SH CABOT OIL & GAS CORP	636	746
59 SH COMCAST CORP		
37 SH COMCAST CORP	624	1,382
11 SH CUBIST PHARMACEUTICALS INC	476	463
58 SH METLIFE INC		
15 SH METLIFE INC	605	494
125 SH METROPCS COMMUNICATIONS INC	1,101	1,243
81 SH MICRON TECHNOLOGY INC	457	514
27 SH MONDELEZ INTL INC	556	687
55 SH SYMANTEC CORP		
58 SH SYMANTEC CORP	833	1,092
55 SH KROGER CORP		
55 SH INTL GAME TECHNOLOGY		
46 SH CITIGROUP INC	1,978	1,820
43 SH TIME WARNER INC		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
13 SH TIME WARNER INC	372	622
43 SH INVESCO LTD		
29 SH INVESCO LTD	550	757
41 SH JP MORGAN CHASE		
31 SH JP MORGAN CHASE	1,055	1,363
88 SH MORGAN STANLEY	1,813	1,683
17 SH NETAPP INC	622	570
6 SH NEXTERA ENERGY INC	426	415
120 SH NII HOLDINGS INC CL B	1,343	856
41 SH ADOBE SYSTEMS INC		
36 SH ADOBE SYSTEMS INC	955	1,356
9 SH AEGERION PHARMACEUTICALS INC	135	228
5 SH ALLERGAN INC	420	459
14 SH ALNYLAM PHARMACEUTICALS INC	261	256
4 SH AMAZON INC	960	1,003
23 SH AMERICAN CAPITAL AGENCY	699	665
17 SH AVAGO TECHNOLOGIES LTD	567	538
4 SH DIGITAL REALTY TRUST INC REIT	247	272
40 SH DOW CHEMICAL		
25 SH DOW CHEMICAL	717	808
11 SH EDISON INTL	509	497
15 SH EQT CORP	835	885
20 SH FIDELITY NATL INFORMATION SVCS	575	696
19 SH FREESCALE SEMICONDUCTOR	202	209
4 SH BIO RAD LABORATORIES		
3 SH BIO RAD LABORATORIES INC	333	315
39 SH GENERAL MOTORS CORP		
39 SH ANNALY CAPITAL MANAGEMENT		
37 SH KRAFT FOODS INC		
22 SH KRAFT FOODS GROUP INC	910	1,000

Name of Stock	End of Year Book Value	End of Year Fair Market Value
18 SH LIGAND PHARMACEUTICALS INC	348	373
22 SH LINCOLN NATL CORP	595	570
19 SH MACYS INC	683	741
51 SH MCDERMOTT INTL INC	576	562
37 SH HEWLETT PACKARD CO		
38 SH HALLIBURTON CO	1,174	1,318
35 SH MEDTRONIC INC		
14 SH MEDTRONIC INC	451	574
19 SH MERCK & CO INC	843	778
34 SH US BANCORP DEL		
23 SH US BANCORP	592	735
15 SH VIACOM INC CL B	722	791
7 SH WELLPOINT INC	376	426
31 SH AMYLIN PHARMACEUTICALS INC		
30 SH NOBLE CORP		
27 SH NOBLE CORP	784	940
11 SH NORFOLK STHN CORP	761	680
21 SH NXP SEMICONDUCTIRS NV COM EUR	499	553
13 SH PG&E CORP (HOLDING CORP)	601	522
19 SH PHILIP MORRIS INTL INC	1,741	1,589
6 SH RALPH LAUREN CORP CL A	867	900
6 SH RYDER SYSTEM INC	237	300
91 SH SERVICE SOURCE INTL	774	532
106 SH SIRIUS XM RADIO INC	316	306
27 SH SKYWORKS SOLUTIONS INC	721	548
23 SH SPIRIT AIRLINES INC	449	408
10 STARBUCKS CORP	563	536
34 SH STEEL DYNAMICS INC	438	467
30 SH HCA HOLDINGS INC		
30 SH GAMESTOP CORP		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
3 SH CME GROUP INC		
27 SH CARNIVAL CORP		
26 SH ILLINOIS TOOLWORKS INC		
33 SH ILLINOIS TOOL WORKS INC	1,200	2,007
47 SH INTERPUBLIC GROUP OF COS INC	534	518
17 SH INTL PAPER CO	577	677
23 SH ULTRA PETROLEUM CORP (CANADA)	880	417
23 SH JOHNSON & JOHNSON		
22 SH METLIFE INC		
21 SH UNITEDHEALTH GROUP INC		
16 SH UNITED HEALTH GROUP	624	868
21 SH GENERAL DYNAMICS CORP		
26 SH GENERAL DYNAMICS CORP	1,537	1,801
21 SH BOEING COMPANY		
18 SH BOEING COMPANY	1,268	1,356
20 SH HOSPIRA INC		
12 SH HOSPIRA INC	343	375
20 SH CELANESE CORP		
18 SH QUALCOMM INC		
18 SH EXXON MOBIL CORP		
18 SH BROADCOOM CORP CL A		
16 SH BROADCOM CORP CL A	525	531
17 SH PEABODY ENERGY CORP		
17 SH HESS CORP	943	900
17 SH BAKER HUGHES INC		
25 SH BAKER HUGHES INC	1,284	1,021
15 SH GILEAD SCIENCES INC		
9 SH GILEAD SCIENCES INC	323	661
15 SH BAXTER INTL INC		
13 SH BAXTER INTL	633	867

Name of Stock	End of Year Book Value	End of Year Fair Market Value
14 SH NEXTERA ENERGY INC		
14 SH ENSCO INTL LTD		
14 SH AFLAC INC		
13 SH FEDEX CORP		
13 SH COLGATE PALMOLIVE CO		
7 SH COLGATE PALMOLIVE CO	594	732
112 SH WEINGARTEN REALTY INVESTORS	2,871	2,998
10 SH KOHLS CORP		
10 SH COACH INC		
17 SH COACH INC	1,074	944
10 SH ALEXION PHARMACEUTICALS INC		
10 SH ACORDA THERAPEUTICS INC		
22 SH ACORDA THERAPEUTICS INC	537	547
1000SH WP CAREY REIT	34,365	52,150

TY 2012 Investments Government Obligations Schedule

Name: TWIN TREES FOUNDATIONINC

EIN: 91-2092293

US Government Securities - End of

Year Book Value: 94,104

US Government Securities - End of

Year Fair Market Value: 98,617

State & Local Government

Securities - End of Year Book
Value:

State & Local Government

Securities - End of Year Fair
Market Value:

TY 2012 Investments - Other Schedule

Name: TWIN TREES FOUNDATIONINC**EIN:** 91-2092293

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
38949 SH CORPORATE PPTY ASSOCIATE	AT COST		
750 SH CALAMOS CONV OP FD	AT COST	11,594	8,955
500 SH PIONEER HIGH INCOME TRUST	AT COST		
443.207 FIRST EAGLE OVERSEAS FD CL A	AT COST		
467.086 FIRST EAGLE OVERSEASFUND CL	AT COST	10,319	10,285
225.047 FIRST EAGLE GLOBAL FD CL A	AT COST		
235.008 FIRST EAGLE GLOBAL FUND CL A	AT COST	10,727	11,419
270.898 FRANKLIN TEMPLETON GLOBL A	AT COST	3,505	3,625
770.548 INVESCO BALANCED RISK	AT COST	9,005	9,593
345.094 SH LORD ABBETT FUNDAMENTAL E	AT COST		
351.651 LORD ABBETT FUNDAMENTAL EQ C	AT COST	4,712	4,628
207.479 LORD ABBETT ALPHA STRAT F	AT COST		
216.798 LORD ABBETT ALPHA STRATEGY F	AT COST	4,742	5,262
253.421 NUVEEN TRADEWINDS VALUE OPP	AT COST		
412.534 NUVEEN NWQ MULTI-CAP VALUE F	AT COST	8,245	7,933
455.514 LORD ABBETT FLOATING RATE FD	AT COST		
480.175 LORD ABBETT FLOATING RATE FD	AT COST	4,471	4,518
866.362 LORD ABBETT BOND DEB FD CL A	AT COST	6,279	7,052

TY 2012 Other Assets Schedule

Name: TWIN TREES FOUNDATIONINC**EIN:** 91-2092293

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
DIVIDENDS RECEIVABLE	124	6,580	6,580
PREPAID EXCISE TAX	113		

TY 2012 Other Expenses Schedule

Name: TWIN TREES FOUNDATIONINC

EIN: 91-2092293

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
INVESTMENT EXPENSES	3,014	3,014		
ANNUAL DELAWARE CORPORATION F	25			25
REGISTERED AGENT FEE	365			365

TY 2012 Other Increases Schedule

Name: TWIN TREES FOUNDATIONINC**EIN:** 91-2092293

Description	Amount
ROUNDING	2

TY 2012 Other Liabilities Schedule

Name: TWIN TREES FOUNDATIONINC

EIN: 91-2092293

Description	Beginning of Year - Book Value	End of Year - Book Value
EXCISE TAX PAYABLE		966

TY 2012 Taxes Schedule

Name: TWIN TREES FOUNDATIONINC**EIN:** 91-2092293

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAX	2,079			
FOREIGN TAXES PAID	4	4		