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Form 990-PF

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

OMB No 1545-0052

2012

Open to Public Inspection

Department of the Treasury Internal Revenue Service

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: On Shore Foundation. A Employer identification number: 95-4100318. B Telephone number: (310) 312-1303. G Check all that apply: Initial return, Final return, Address change. H Check type of organization: Section 501(c)(3) exempt private foundation. I Fair market value of all assets at end of year: \$ 6,584,394. J Accounting method: Accrual.

Table with 5 columns: (a) Revenue and expenses per books, (b) Net investment income, (c) Adjusted net income, (d) Disbursements for charitable purposes. Rows include Revenue (1-12) and Operating and Administrative Expenses (13-26), leading to Excess of revenue over expenses and disbursements (-56,310) and Adjusted net income (108,367).

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

<b>Part II Balance Sheets</b>		Beginning of year			End of year		
		(a) Book Value	(b) Book Value	(c) Fair Market Value	(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	<b>1</b>	Cash—non-interest-bearing . . . . .	21,865	11,325	11,325		
	<b>2</b>	Savings and temporary cash investments . . . . .	397,660	324,277	324,777		
	<b>3</b>	Accounts receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>4</b>	Pledges receivable ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>5</b>	Grants receivable . . . . .					
	<b>6</b>	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .					
	<b>7</b>	Other notes and loans receivable (attach schedule) ▶ _____ Less allowance for doubtful accounts ▶ _____					
	<b>8</b>	Inventories for sale or use . . . . .					
	<b>9</b>	Prepaid expenses and deferred charges . . . . .					
	<b>10a</b>	Investments—U S and state government obligations (attach schedule)	1,705,648	1,567,072	1,567,072		
	<b>b</b>	Investments—corporate stock (attach schedule) . . . . .	1,343,853 <input checked="" type="checkbox"/>	1,333,913	1,333,913		
	<b>c</b>	Investments—corporate bonds (attach schedule) . . . . .	1,560,470 <input checked="" type="checkbox"/>	2,277,677	2,277,677		
	<b>11</b>	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____					
	<b>12</b>	Investments—mortgage loans . . . . .					
	<b>13</b>	Investments—other (attach schedule) . . . . .	1,378,545 <input checked="" type="checkbox"/>	1,055,937	1,055,937		
	<b>14</b>	Land, buildings, and equipment basis ▶ _____ 71,865 Less accumulated depreciation (attach schedule) ▶ _____ 39,267	35,786 <input checked="" type="checkbox"/>	32,598	8,693		
<b>15</b>	Other assets (describe ▶ _____)		5,000 <input checked="" type="checkbox"/>	5,000			
<b>16</b>	<b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)	6,443,827	6,607,799	6,584,394			
<b>Liabilities</b>	<b>17</b>	Accounts payable and accrued expenses . . . . .					
	<b>18</b>	Grants payable . . . . .					
	<b>19</b>	Deferred revenue . . . . .					
	<b>20</b>	Loans from officers, directors, trustees, and other disqualified persons					
	<b>21</b>	Mortgages and other notes payable (attach schedule) . . . . .					
	<b>22</b>	Other liabilities (describe ▶ _____)					
<b>23</b>	<b>Total liabilities</b> (add lines 17 through 22) . . . . .		0				
<b>Net Assets or Fund Balances</b>	<b>Foundations that follow SFAS 117, check here</b> <input type="checkbox"/>						
	<b>and complete lines 24 through 26 and lines 30 and 31.</b>						
	<b>24</b>	Unrestricted . . . . .					
	<b>25</b>	Temporarily restricted . . . . .					
	<b>26</b>	Permanently restricted . . . . .					
	<b>Foundations that do not follow SFAS 117, check here</b> <input type="checkbox"/>						
	<b>and complete lines 27 through 31.</b>						
<b>27</b>	Capital stock, trust principal, or current funds . . . . .	6,443,827	6,607,799				
<b>28</b>	Paid-in or capital surplus, or land, bldg, and equipment fund						
<b>29</b>	Retained earnings, accumulated income, endowment, or other funds						
<b>30</b>	<b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .	6,443,827	6,607,799				
<b>31</b>	<b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .	6,443,827	6,607,799				

**Part III Analysis of Changes in Net Assets or Fund Balances**

<b>1</b>	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) . . . . .	<b>1</b>	6,443,827
<b>2</b>	Enter amount from Part I, line 27a . . . . .	<b>2</b>	-56,310
<b>3</b>	Other increases not included in line 2 (itemize) ▶ _____ <input checked="" type="checkbox"/>	<b>3</b>	220,282
<b>4</b>	Add lines 1, 2, and 3 . . . . .	<b>4</b>	6,607,799
<b>5</b>	Decreases not included in line 2 (itemize) ▶ _____	<b>5</b>	
<b>6</b>	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30 . . . . .	<b>6</b>	6,607,799

**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)
<b>1a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
(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)	
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
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		
<b>a</b>	See Additional Data Table			
<b>b</b>				
<b>c</b>				
<b>d</b>				
<b>e</b>				
<b>2</b>	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 }	<b>2</b>	42,782
<b>3</b>	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		<b>3</b>	9,486

**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	248,146	6,391,575	000 038824
2010	294,354	5,858,317	000 050245
2009	618,460	6,136,670	000 100781
2008	606,638	6,777,644	000 089506
2007	561,537	8,088,302	000 069426
<b>2</b>	<b>Total</b> of line 1, column (d).		<b>2</b> 000 348782
<b>3</b>	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		<b>3</b> 000 069756
<b>4</b>	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.		<b>4</b> 6,440,443
<b>5</b>	Multiply line 4 by line 3.		<b>5</b> 449,260
<b>6</b>	Enter 1% of net investment income (1% of Part I, line 27b).		<b>6</b> 1,693
<b>7</b>	Add lines 5 and 6.		<b>7</b> 450,953
<b>8</b>	Enter qualifying distributions from Part XII, line 4.		<b>8</b> 225,806

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)**

<b>1a</b>	Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
<b>b</b>	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .	<b>1</b>	3,386
<b>c</b>	All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)		
<b>2</b>	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>2</b>	
<b>3</b>	Add lines 1 and 2. . . . .	<b>3</b>	3,386
<b>4</b>	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)	<b>4</b>	
<b>5</b>	<b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .	<b>5</b>	3,386
<b>6</b>	Credits/Payments		
<b>a</b>	2012 estimated tax payments and 2011 overpayment credited to 2012	<b>6a</b>	6,214
<b>b</b>	Exempt foreign organizations—tax withheld at source . . . . .	<b>6b</b>	
<b>c</b>	Tax paid with application for extension of time to file (Form 8868)	<b>6c</b>	
<b>d</b>	Backup withholding erroneously withheld . . . . .	<b>6d</b>	
<b>7</b>	Total credits and payments Add lines 6a through 6d. . . . .	<b>7</b>	6,214
<b>8</b>	Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached	<b>8</b>	
<b>9</b>	<b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .	<b>9</b>	
<b>10</b>	<b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .	<b>10</b>	2,828
<b>11</b>	Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> ▶ 2,828 <b>Refunded</b> ▶	<b>11</b>	

**Part VII-A Statements Regarding Activities**

	Yes	No
<b>1a</b> During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .		No
<b>b</b> Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . . <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>		No
<b>c</b> Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .		No
<b>d</b> Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year <b>(1)</b> On the foundation ▶ \$ _____ <b>(2)</b> On foundation managers ▶ \$ _____		
<b>e</b> Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ \$ _____		
<b>2</b> Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . . <i>If "Yes," attach a detailed description of the activities.</i>		No
<b>3</b> Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i> . . . . .		No
<b>4a</b> Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .		No
<b>b</b> If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .		
<b>5</b> Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . . <i>If "Yes," attach the statement required by General Instruction T.</i>		No
<b>6</b> 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? . . . . .	Yes	
<b>7</b> 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	
<b>8a</b> Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ CA _____		
<b>b</b> If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation .</i>	Yes	
<b>9</b> Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i> . . . . .		No
<b>10</b> Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		No

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

<b>11</b>	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).	<b>11</b>		<b>No</b>
<b>12</b>	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)	<b>12</b>		<b>No</b>
<b>13</b>	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <b>www.onshorefoundation.org</b>	<b>13</b>	<b>Yes</b>	
<b>14</b>	The books are in care of <b>Saranow &amp; Duffy Inc CPA's</b> Telephone no <b>(310) 312-1303</b> Located at <b>11835 W Olympic Blvd Suite 1090 Los Angeles CA</b> ZIP+4 <b>90064</b>			
<b>15</b>	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of <b>Form 1041</b> —Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <b>15</b>			
<b>16</b>	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? See instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes", enter the name of the foreign country	<b>16</b>		<b>No</b>

**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
<b>1a</b>	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(6) Agree to pay money or property to a government official? ( <b>Exception.</b> Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</b>	If any answer is "Yes" to 1a(1)–(6), did <b>any</b> 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. <input type="checkbox"/>	<b>1b</b>	
<b>c</b>	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?	<b>1c</b>	<b>No</b>
<b>2</b>	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))		
<b>a</b>	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years <b>20</b> ____, <b>20</b> ____, <b>20</b> ____, <b>20</b> ____		
<b>b</b>	Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions).	<b>2b</b>	
<b>c</b>	If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here <b>20</b> ____, <b>20</b> ____, <b>20</b> ____, <b>20</b> ____		
<b>3a</b>	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
<b>b</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? ( <i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i> )	<b>3b</b>	
<b>4a</b>	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	<b>4a</b>	<b>No</b>
<b>b</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?	<b>4b</b>	<b>No</b>

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

<p><b>5a</b> During the year did the foundation pay or incur any amount to</p> <p><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(2)</b> 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</p> <p><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p><b>(4)</b> 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</p> <p><b>(5)</b> 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</p> <p><b>b</b> If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . . <b>5b</b></p> <p>Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/></p> <p><b>c</b> 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 checked="" type="checkbox"/> No</p> <p><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i></p> <p><b>6a</b> 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 type="checkbox"/> No</p> <p><b>b</b> Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . . <b>6b</b> <span style="float:right"><b>No</b></span></p> <p><i>If "Yes" to 6b, file Form 8870.</i></p> <p><b>7a</b> 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</p> <p><b>b</b> If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . . <b>7b</b></p>	
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**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
Elizabeth S Luster 23768 Malibu Rd Malibu, CA 902654603	President Foundation Manager 010 00	0		
Amy Luster Mueller 654 Kingman Ave Santa Monica, CA 90402	Secretary Chief Financial Officer 010 00	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
<b>Total</b> number of other employees paid over \$50,000. . . . . <input type="checkbox"/>				



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

<b>1</b>	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
<b>a</b>	Average monthly fair market value of securities. . . . .	<b>1a</b>	5,571,569
<b>b</b>	Average of monthly cash balances. . . . .	<b>1b</b>	341,383
<b>c</b>	Fair market value of all other assets (see instructions). . . . .	<b>1c</b>	625,569
<b>d</b>	<b>Total</b> (add lines 1a, b, and c). . . . .	<b>1d</b>	6,538,521
<b>e</b>	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation). . . . .	<b>1e</b>	
<b>2</b>	Acquisition indebtedness applicable to line 1 assets. . . . .	<b>2</b>	
<b>3</b>	Subtract line 2 from line 1d. . . . .	<b>3</b>	6,538,521
<b>4</b>	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions) <input type="checkbox"/> . . . . .	<b>4</b>	98,078
<b>5</b>	<b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4	<b>5</b>	6,440,443
<b>6</b>	<b>Minimum investment return.</b> Enter 5% of line 5. . . . .	<b>6</b>	322,022

**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.)

<b>1</b>	Minimum investment return from Part X, line 6. . . . .	<b>1</b>	322,022
<b>2a</b>	Tax on investment income for 2012 from Part VI, line 5. . . . .	<b>2a</b>	3,386
<b>b</b>	Income tax for 2012 (This does not include the tax from Part VI ). . . . .	<b>2b</b>	
<b>c</b>	Add lines 2a and 2b. . . . .	<b>2c</b>	3,386
<b>3</b>	Distributable amount before adjustments Subtract line 2c from line 1. . . . .	<b>3</b>	318,636
<b>4</b>	Recoveries of amounts treated as qualifying distributions. . . . .	<b>4</b>	
<b>5</b>	Add lines 3 and 4. . . . .	<b>5</b>	318,636
<b>6</b>	Deduction from distributable amount (see instructions). . . . .	<b>6</b>	
<b>7</b>	<b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . .	<b>7</b>	318,636

**Part XII Qualifying Distributions** (see instructions)

<b>1</b>	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
<b>a</b>	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26 <input type="checkbox"/> . . . . .	<b>1a</b>	225,806
<b>b</b>	Program-related investments—total from Part IX-B. . . . .	<b>1b</b>	
<b>2</b>	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes. . . . .	<b>2</b>	
<b>3</b>	Amounts set aside for specific charitable projects that satisfy the		
<b>a</b>	Suitability test (prior IRS approval required). . . . .	<b>3a</b>	
<b>b</b>	Cash distribution test (attach the required schedule). . . . .	<b>3b</b>	
<b>4</b>	<b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	<b>4</b>	225,806
<b>5</b>	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). . . . .	<b>5</b>	
<b>6</b>	<b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .	<b>6</b>	225,806

**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
<b>1</b> Distributable amount for 2012 from Part XI, line 7				318,636
<b>2</b> Undistributed income, if any, as of the end of 2012				
<b>a</b> Enter amount for 2011 only. . . . .				
<b>b</b> Total for prior years 20___, 20___, 20___				
<b>3</b> Excess distributions carryover, if any, to 2012				
<b>a</b> From 2007. . . . .				167,150
<b>b</b> From 2008. . . . .				282,938
<b>c</b> From 2009. . . . .				313,964
<b>d</b> From 2010. . . . .				7,457
<b>e</b> From 2011. . . . .				
<b>f</b> Total of lines 3a through e. . . . .	771,509			
<b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ <u>225,806</u>				
<b>a</b> Applied to 2011, but not more than line 2a				
<b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .				
<b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .				
<b>d</b> Applied to 2012 distributable amount. . . . .				225,806
<b>e</b> Remaining amount distributed out of corpus				
<b>5</b> Excess distributions carryover applied to 2012 <i>(If an amount appears in column (d), the same amount must be shown in column (a).)</i>	92,830			92,830
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	678,679			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .				
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed. . . . .				
<b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions. . . . .				
<b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions. . . . .				
<b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .				0
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .				
<b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions). . . . .	74,320			
<b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a. . . . .	604,359			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2008. . . . .				282,938
<b>b</b> Excess from 2009. . . . .				313,964
<b>c</b> Excess from 2010. . . . .				7,457
<b>d</b> Excess from 2011. . . . .				
<b>e</b> 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 organization is a private operating foundation described in section  4942(j)(3) or  4942(j)(5)

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

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

Elizabeth Luster

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

NONE

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

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

**a** The name, address, and telephone number 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 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
<b>a</b> <i>Paid during the year</i> See statement attached 16224 North Linda Dr Dolan Springs, AZ 86441		Section 501 c3	Animal Rescue and Rehabilitation	159,475
<b>Total</b> . . . . . <b>▶ 3a</b>				159,475
<b>b</b> <i>Approved for future payment</i>				
<b>Total</b> . . . . . <b>▶ 3b</b>				





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

<b>(a)</b> 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>(b)</b> How acquired P—Purchase D—Donation	<b>(c)</b> Date acquired (mo , day, yr )	<b>(d)</b> Date sold (mo , day, yr )
LT - Pershing Acct 5YV164688	P	2011-01-01	2012-12-31
ST - Pershing Acct 5YV164688	P	2012-12-31	2012-12-31
LT - Pershing Acct 5YV242740	P	2011-01-01	2012-12-31
ST - Pershing Acct 5YV242740	P	2012-12-31	2012-12-31
LT - Pershing Acct 5YV164696	P	2011-01-01	2012-12-31
ST - Pershing Acct 5YV164696	P	2012-12-31	2012-12-31
LT - Pershing Acct 5YV256104	P	2011-01-01	2012-12-31
ST - Pershing Acct 5YV256104	P	2012-12-31	2012-12-31

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

<b>(e)</b> Gross sales price	<b>(f)</b> Depreciation allowed (or allowable)	<b>(g)</b> Cost or other basis plus expense of sale	<b>(h)</b> Gain or (loss) (e) plus (f) minus (g)
200,829		206,797	-5,968
251,322		257,080	-5,758
65,847		56,016	9,831
33,875		33,029	846
620,710		611,933	8,777
377,623		376,291	1,332
119,717		119,482	235
470,042		456,976	13,066

**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			<b>(l)</b> Gains (Col (h) gain minus col (k), but not less than -0-) <b>or</b> Losses (from col (h))
<b>(i)</b> F M V as of 12/31/69	<b>(j)</b> Adjusted basis as of 12/31/69	<b>(k)</b> Excess of col (i) over col (j), if any	
			-5,968
			-5,758
			9,831
			846
			8,777
			1,332
			235
			13,066

Form **4562**  
 Department of the Treasury  
 Internal Revenue Service (99)

**Depreciation and Amortization**  
**(Including Information on Listed Property)**

OMB No 1545-0172  
**2012**  
 Attachment  
 Sequence No **179**

▶ See separate instructions. ▶ Attach to your tax return.

Name(s) shown on return On Shore Foundation	Business or activity to which this form relates 990PF	<b>Identifying number</b>  95-4100318
--	--	---

**Part I Election To Expense Certain Property Under Section 179**  
*Note: If you have any listed property, complete Part V before you complete Part I.*

<b>1</b> Maximum amount (see instructions)	<b>1</b>	
<b>2</b> Total cost of section 179 property placed in service (see instructions)	<b>2</b>	
<b>3</b> Threshold cost of section 179 property before reduction in limitation (see instructions)	<b>3</b>	\$ 2,000,000
<b>4</b> Reduction in limitation Subtract line 3 from line 2. If zero or less, enter -0-	<b>4</b>	
<b>5</b> Dollar limitation for tax year Subtract line 4 from line 1. If zero or less, enter -0-. If married filing separately, see instructions	<b>5</b>	

<b>6</b>	(a) Description of property	(b) Cost (business use only)	(c) Elected cost
<b>6</b>			
<b>7</b>	Listed property Enter the amount from line 29	<b>7</b>	
<b>8</b>	Total elected cost of section 179 property Add amounts in column (c), lines 6 and 7	<b>8</b>	
<b>9</b>	Tentative deduction Enter the smaller of line 5 or line 8	<b>9</b>	
<b>10</b>	Carryover of disallowed deduction from line 13 of your 2011 Form 4562	<b>10</b>	
<b>11</b>	Business income limitation Enter the smaller of business income (not less than zero) or line 5 (see instructions)	<b>11</b>	
<b>12</b>	Section 179 expense deduction Add lines 9 and 10, but do not enter more than line 11	<b>12</b>	
<b>13</b>	Carryover of disallowed deduction to 2013 Add lines 9 and 10, less line 12	<b>13</b>	

**Note: Do not use Part II or Part III below for listed property. Instead, use Part V.**

**Part II Special Depreciation Allowance and Other Depreciation (Do not include listed property) (See instructions)**

<b>14</b> Special depreciation allowance for qualified property (other than listed property) placed in service during the tax year (see instructions)	<b>14</b>	
<b>15</b> Property subject to section 168(f)(1) election	<b>15</b>	
<b>16</b> Other depreciation (including ACRS)	<b>16</b>	765

**Part III MACRS Depreciation (Do not include listed property.) (See instructions.)**

**Section A**

<b>17</b> MACRS deductions for assets placed in service in tax years beginning before 2012	<b>17</b>	660
<b>18</b> If you are electing to group any assets placed in service during the tax year into one or more general asset accounts, check here <input type="checkbox"/>		

**Section B—Assets Placed in Service During 2012 Tax Year Using the General Depreciation System**

(a) Classification of property	(b) Month and year placed in service	(c) Basis for depreciation (business/investment use only—see instructions)	(d) Recovery period	(e) Convention	(f) Method	(g) Depreciation deduction
<b>19a</b> 3-year property						
<b>b</b> 5-year property						
<b>c</b> 7-year property						
<b>d</b> 10-year property						
<b>e</b> 15-year property						
<b>f</b> 20-year property						
<b>g</b> 25-year property			25 yrs		S/L	
<b>h</b> Residential rental property			27 5 yrs	MM	S/L	
			27 5 yrs	MM	S/L	
<b>i</b> Nonresidential real property			39 yrs	MM	S/L	
				MM	S/L	

**Section C—Assets Placed in Service During 2012 Tax Year Using the Alternative Depreciation System**

<b>20a</b> Class life					S/L	
<b>b</b> 12-year			12 yrs		S/L	
<b>c</b> 40-year			40 yrs	MM	S/L	

**Part IV Summary (see instructions)**

<b>21</b> Listed property Enter amount from line 28	<b>21</b>	1,764
<b>22 Total.</b> Add amounts from line 12, lines 14 through 17, lines 19 and 20 in column (g), and line 21 Enter here and on the appropriate lines of your return Partnerships and S corporations—see instructions	<b>22</b>	3,189
<b>23</b> For assets shown above and placed in service during the current year, enter the portion of the basis attributable to section 263A costs	<b>23</b>	

Part V Listed Property (Include automobiles, certain other vehicles, certain computers, and property used for entertainment, recreation, or amusement.)

Note: For any vehicle for which you are using the standard mileage rate or deducting lease expense, complete only 24a, 24b, columns (a) through (c) of Section A, all of Section B, and Section C if applicable.

Section A-Depreciation and Other Information (Caution: See the instructions for limits for passenger automobiles.)

24a Do you have evidence to support the business/investment use claimed? [X] Yes [ ] No 24b If "Yes," is the evidence written? [X] Yes [ ] No

Table with 9 columns: (a) Type of property, (b) Date placed in service, (c) Business/investment use percentage, (d) Cost or other basis, (e) Basis for depreciation, (f) Recovery period, (g) Method/Convention, (h) Depreciation/deduction, (i) Elected section 179 cost.

25 Special depreciation allowance for qualified listed property placed in service during the tax year and used more than 50% in a qualified business use (see instructions) 25

26 Property used more than 50% in a qualified business use

Table with 9 columns: Property type, Date, % use, Basis, Depreciation, Recovery, Method, Deduction, Section 179 cost. Includes rows for Auto, Computer, and another Computer.

27 Property used 50% or less in a qualified business use

Table with 9 columns: Property type, Date, % use, Basis, Depreciation, Recovery, Method, Deduction, Section 179 cost. Includes rows for S/L -.

28 Add amounts in column (h), lines 25 through 27 Enter here and on line 21, page 1 28 1,764

29 Add amounts in column (i), line 26 Enter here and on line 7, page 1 29

Section B-Information on Use of Vehicles

Complete this section for vehicles used by a sole proprietor, partner, or other "more than 5% owner," or related person. If you provided vehicles to your employees, first answer the questions in Section C to see if you meet an exception to completing this section for those vehicles.

Table for Section B with columns (a) through (f) for Vehicle 1 through 6. Rows include 30-33 (miles driven) and 34-36 (availability and use questions).

Section C-Questions for Employers Who Provide Vehicles for Use by Their Employees

Answer these questions to determine if you meet an exception to completing Section B for vehicles used by employees who are not more than 5% owners or related persons (see instructions)

Table for Section C with questions 37-41 and Yes/No columns. Questions cover policy statements and requirements.

Note: If your answer to 37, 38, 39, 40, or 41 is "Yes," do not complete Section B for the covered vehicles

Part VI Amortization

Table for Section VI with columns (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year.

42 Amortization of costs that begins during your 2012 tax year (see instructions)

Table with 6 columns: (a) Description of costs, (b) Date amortization begins, (c) Amortizable amount, (d) Code section, (e) Amortization period or percentage, (f) Amortization for this year.

43 Amortization of costs that began before your 2012 tax year 43

44 Total. Add amounts in column (f) See the instructions for where to report 44

## TY 2012 Accounting Fees Schedule

**Name:** On Shore Foundation

**EIN:** 95-4100318

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Saranow Duffy, Inc , C P A s	25,440	5,088	5,088	20,352

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2012 Depreciation Schedule

**Name:** On Shore Foundation

**EIN:** 95-4100318

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

Description of Property	Date Acquired	Cost or Other Basis	Prior Years' Depreciation	Computation Method	Rate / Life (# of years)	Current Year's Depreciation Expense	Net Investment Income	Adjusted Net Income	Cost of Goods Sold Not Included
Equipment and Improvements	2002-01-18	48,364	19,190	SL	0000000040 000000000000	1,514	1,514	1,514	
Auto	2005-10-27	23,500	16,889	200DB	0000000005 000000000000	1,675	1,675	1,675	

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2012 Gain/Loss from Sale of Other Assets Schedule

**Name:** On Shore Foundation

**EIN:** 95-4100318

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

Name	Date Acquired	How Acquired	Date Sold	Purchaser Name	Gross Sales Price	Basis	Basis Method	Sales Expenses	Total (net)	Accumulated Depreciation
LT - Pershing Acct 5YV164688	2011-01	P	2012-12		200,829	206,797	Cost		-5,968	
ST - Pershing Acct 5YV164688	2012-12	P	2012-12		251,322	257,080	Cost		-5,758	
LT - Pershing Acct 5YV242740	2011-01	P	2012-12		65,847	56,016	Cost		9,831	
ST - Pershing Acct 5YV242740	2012-12	P	2012-12		33,875	33,029	Cost		846	
LT - Pershing Acct 5YV164696	2011-01	P	2012-12		620,710	611,933	Cost		8,777	
ST - Pershing Acct 5YV164696	2012-12	P	2012-12		377,623	376,291	Cost		1,332	
LT - Pershing Acct 5YV256104	2011-01	P	2012-12		119,717	119,482	Cost		235	
ST - Pershing Acct 5YV256104	2012-12	P	2012-12		470,042	456,976	Cost		13,066	

## TY 2012 General Explanation Attachment

**Name:** On Shore Foundation

**EIN:** 95-4100318

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

Identifier	Return Reference	Explanation
		Treatment of Qualifying Distributions Election Pursuant to IRC Section 4942h)2)and Reg 53 4942a)3d)2) the Foundation elects to treat qualifying distributions not treated as made out of the undistributed income of the immediately preceding tax year as made out of Corpus

**TY 2012 Investments Corporate  
Bonds Schedule**

**Name:** On Shore Foundation

**EIN:** 95-4100318

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

Name of Bond	End of Year Book Value	End of Year Fair Market Value
See statement attached	2,277,677	2,277,677

**TY 2012 Investments Corporate  
Stock Schedule**

**Name:** On Shore Foundation

**EIN:** 95-4100318

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

Name of Stock	End of Year Book Value	End of Year Fair Market Value
See statement attached	1,333,913	1,333,913

**TY 2012 Investments - Land Schedule**

**Name:** On Shore Foundation

**EIN:** 95-4100318

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

## TY 2012 Investments - Other Schedule

**Name:** On Shore Foundation

**EIN:** 95-4100318

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

Category/ Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Life Insurance	AT COST	614,225	614,225
See statement attached	FMV	441,712	441,712

## TY 2012 Land, Etc. Schedule

**Name:** On Shore Foundation

**EIN:** 95-4100318

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

Category / Item	Cost / Other Basis	Accumulated Depreciation	Book Value	End of Year Fair Market Value
Equipment and Improvements	48,365	20,703	27,662	696
Auto	23,500	18,564	4,936	7,997

## TY 2012 Other Assets Schedule

**Name:** On Shore Foundation

**EIN:** 95-4100318

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
Prepaid fees		5,000	5,000

## TY 2012 Other Expenses Schedule

**Name:** On Shore Foundation

**EIN:** 95-4100318

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Insurance	278			278
Investment Expense	3,276	3,276	3,276	
Office Expense	172			172
Postage	56			56

## TY 2012 Other Income Schedule

**Name:** On Shore Foundation

**EIN:** 95-4100318

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Refund	150		

## TY 2012 Other Increases Schedule

**Name:** On Shore Foundation

**EIN:** 95-4100318

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

Description	Amount
Market Adjustment in Investments	220,282

## TY 2012 Other Professional Fees Schedule

**Name:** On Shore Foundation

**EIN:** 95-4100318

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Pershing Adviser Solutions	85,962	85,962	85,962	

# TY 2012 Taxes Schedule

**Name:** On Shore Foundation

**EIN:** 95-4100318

**Software ID:** 12000057

**Software Version:** 12.19.1011.1

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Foreign Tax	526	526	526	
Income Tax	10,326	10,326	10,326	

**Part XV, 3. Grants and Contributions Paid During the Year (990-PF)**

<b>Total</b>				<b>159,475</b>
<b>Recipient &amp; Address</b>	<b>Status</b>	<b>EIN</b>	<b>Purpose of Contribution</b>	<b>Amount</b>
21st Century CARES 16224 North Linda Dr , Dolan Springs, AZ 86441	Section 501 (c)(3)	06-1700256	Animal Rescue and Rehabilitation	1,000
4 Luv of Dog Rescue 3037 13th Avenue South, Fargo, ND 58103	Section 501 (c)(3)	39-2075804	Animal Rescue and Rehabilitation	500
9th Life Hawaii P O Box 476, Makawao, Maui, HI 96768	Section 501 (c)(3)	99-0341213	Animal Rescue and Rehabilitation	500
A Purrfect Start A Humane Education & Animal PO Box 955, Grove City, OH 43123	Section 501 (c)(3)	33-1217701	Animal Rescue and Rehabilitation	500
A H A N 3739 Balboa St , Suite 233, San Francisco CA 94121	Section 501 (c)(3)	94-3214320	Animal Rescue and Rehabilitation	2,500
Abandoned Pet Rescue Inc 1137 Ne 9th Ave , Ft Lauderdale, FL 33304-2110	Section 501 (c)(3)	65-0655473	Animal Rescue and Rehabilitation	500
Abbe-Freeland Animal Sanctuary 8104 Terwilliger Rd , Angelica, NY 14709	Section 501 (c)(3)	16-1304931	Animal Rescue and Rehabilitation	500
Africa Network For Animal Welfare 55 Madison St Ste 750, Denver, CO 80206	Section 501 (c)(3)	42-1722891	Animal Rescue and Rehabilitation	500
Agape Fosters Inc 20744 W Ave , Reinbeck , IA 50669	Section 501 (c)(3)	59-3783384	Animal Rescue and Rehabilitation	500
Agee Memorial Wildlife Rescue 2059 Sweet Valley Road, El Dorado Hills, CA 95762	Section 501 (c)(3)	88-0435331	Animal Rescue and Rehabilitation	500
Alley Cat Rescue 3904 Rhode Island Avenue Brentwood, MD 20722-1438	Section 501 (c)(3)	52-2279100	Animal Rescue and Rehabilitation	500
Alpha Canine Sanctuary P O Box 5517, Bakersfield, CA 93388-5517	Section 501 (c)(3)	77-0398635	Animal Rescue and Rehabilitation	500
Amazing Grace Equine Sanctuary, Inc W4985 County Road FF, Elkhart Lake, WI 53020	Section 501 (c)(3)	26-3776085	Animal Rescue and Rehabilitation	500
Amelia Foundation 80 Riverside Blvd , New York, NY 10069-0301	Section 501 (c)(3)	27-3789587	Animal Rescue and Rehabilitation	100
American Wild Horse Sancuary 4115 Jalama Rd, Lompoc, CA 93436-9500	Section 501 (c)(3)	06-1484961	Animal Rescue and Rehabilitation	500
Animal Acres, Inc 1378 N 775 W Cromwell, IN 46732	Section 501 (c)(3)	35-1852737	Animal Rescue and Rehabilitation	500
Animal Angels Resource Foundation 1117 9th St , Penrose , CO 81240	Section 501 (c)(3)	27-3398615	Animal Rescue and Rehabilitation	500
Animal Friends Rescue Project P O Box 51083, Pacific Grove, CA 93950	Section 501 (c)(3)	77-0491141	Animal Rescue and Rehabilitation	500
Animal Health and Safety Associates 1175 Shaw Ave 104-151 Clovis, CA 93612	Section 501 (c)(3)	26-2263861	Animal Rescue and Rehabilitation	500
Animal House Shelter, Inc 1628 Colonial Parkway Inverness, IL 60067	Section 501 (c)(3)	36-4483106	Animal Rescue and Rehabilitation	500
Animal Outreach Inc P O Box 892, Westerville, OH 43086-0892	Section 501 (c)(3)	31-1762536	Animal Rescue and Rehabilitation	500
Animal Place Sanctuary 17314 McCourtney Ave , Grass Valley, CA 95949	Section 501 (c)(3)	68-0200668	Animal Rescue and Rehabilitation	1,000
Animal Protection of New Mexico 301 Gold Ave , SE, Albuquerque, NM 87102-3250	Section 501 (c)(3)	26-0042048	Animal Rescue and Rehabilitation	1,000
Animal Resources Inc 2532 Pepperwood St , Camarillo, CA 93010-2226	Section 501 (c)(3)	27-2108839	Animal Rescue and Rehabilitation	1,000
Animals And Society Institute Inc 2512 Carpenter Rd ,, Ann Arbor, MI 48108	Section 501 (c)(3)	22-2527462	Animal Rescue and Rehabilitation	500
Animals for Awareness PO Box 56, Palos Park, IL 60464-0056	Section 501 (c)(3)	36-4249365	Animal Rescue and Rehabilitation	500
Ardens Arc Inc 3038 Dillon St , Baltimore, Maryland 21224-4942	Section 501 (c)(3)	32-0071421	Animal Rescue and Rehabilitation	500

Recipient & Address	Status	EIN	Purpose of Contribution	Amount
Arnolds Wildlife Rehabilitation Center Inc 4895 Nw 30th Ter Okeechobee, FL 34972	Section 501 (c)(3)	65-0955277	Animal Rescue and Rehabilitation	500
Association For Parrot Care Conservation Adoptions Rescue PO Box 84042, Los Angeles, CA 90073-0042	Section 501 (c)(3)	26-0040658	Animal Rescue and Rehabilitation	500
Auburn Area Animal Rescue 11940 Masters Court, Auburn, CA 95603	Section 501 (c)(3)	91-1815747	Animal Rescue and Rehabilitation	500
Back To Basics Project 7444 E State Rd 45, Unionville, IN 47468	Section 501 (c)(3)	26-1883399	Animal Rescue and Rehabilitation	1,500
Barn Cats, Inc P O Box 293152, Lewisville, TX 75029	Section 501 (c)(3)	35-4539760	Animal Rescue and Rehabilitation	500
Basic Needs Foundation 439 E 247th St , Carson, CA 90745	Section 501 (c)(3)	26-4498035	Animal Rescue and Rehabilitation	500
Basset Rescue Network, Inc 6221 Shannon Valley Rd Acton, CA 93510	Section 501 (c)(3)	20-3737011	Animal Rescue and Rehabilitation	600
Bear Creek Feline Center Inc 8822 Tracy Way Panama City, FL 32404	Section 501 (c)(3)	26-0727807	Animal Rescue and Rehabilitation	500
Big Cat Rescue 12802 Easy Street Tampa, FL 33625	Section 501 (c)(3)	59-3330495	Animal Rescue and Rehabilitation	500
Big Wild Advocates 222 Tom Miner Creek Rd , Emigrant, Mt 59027	Section 501 (c)(3)	93-1158029	Animal Rescue and Rehabilitation	500
Blue Lion Rescue PO Box 11 Yoder, CO 80864	Section 501 (c)(3)	27-2061975	Animal Rescue and Rehabilitation	500
Blue Mountain Clinic Inc 610 N California St Missoula, Mt 59802	Section 501 (c)(3)	81-0365291	Animal Rescue and Rehabilitation	500
Blue Mountain Wildlife 71046 Appaloosa Ln , Pendleton, OR 97801-9308	Section 501 (c)(3)	93-1102469	Animal Rescue and Rehabilitation	500
Born Free Pet Shelter Inc P O Box 823, Key Biscayne, FL 33149	Section 501 (c)(3)	31-1467669	Animal Rescue and Rehabilitation	500
Burrowing Owl Preservation Society 14841 County Road 91B Woodland, CA 95695	Section 501 (c)(3)	55-0862131	Animal Rescue and Rehabilitation	500
C H A T of Wakulla P O Box 1195 Crawfordville, Fl 32326	Section 501 (c)(3)	59-3738417	Animal Rescue and Rehabilitation	500
C R A F T PO BOX 6441, Bend, OR 97708	Section 501 (c)(3)	26-3044332	Animal Rescue and Rehabilitation	500
California Wildlife Federation Inc PO Box 4034 Sacramento, CA 95812	Section 501 (c)(3)	94-2499974	Animal Rescue and Rehabilitation	500
Capital Humane Society 2320 Park Blvd, Lincoln, NE 68502	Section 501 (c)(3)		Animal Rescue and Rehabilitation	500
Cat Adoption Team 14175 SW Galbreath Dr , Sherwood, OR 97140	Section 501 (c)(3)	20-0773189	Animal Rescue and Rehabilitation	250
Cat Nap From the Heart Inc 1101 Beach Ave , LaGrange Park, IL 60526	Section 501 (c)(3)	22-3860113	Animal Rescue and Rehabilitation	500
Cat Network Inc P O Box 347228, Coral Gables, FL 33234-7228	Section 501 (c)(3)	65-0597008	Animal Rescue and Rehabilitation	500
Cat Tails Inc 2702 Bains Ct Crofton, MD 21114	Section 501 (c)(3)	30-0137346	Animal Rescue and Rehabilitation	1,000
Cats Exclusive, Inc 6350 W Atlantic Blvd # 1 Margate, FL 33063-5143	Section 501 (c)(3)	59-2212954	Animal Rescue and Rehabilitation	500
Cats In Need Of Human Care P O Box 431, P O mona, CA 91766	Section 501 (c)(3)	53-0225390	Animal Rescue and Rehabilitation	500
Center For Biological Diversity Inc P O Box 710, Tucson, AZ, 85702	Section 501 (c)(3)	85-0420285	Animal Rescue and Rehabilitation	500
Central California Labrador Retriever Rescue P O Box 221094, Sacramento, CA 95822	Section 501 (c)(3)	68-0463166	Animal Rescue and Rehabilitation	500
Central Coast Humane Society P O Box 71 Newport, OR 97365	Section 501 (c)(3)	23-7393221	Animal Rescue and Rehabilitation	500
Central Valley Coalition For Animal 619 Woodworth Ave #200 Clovis, CA 93612	Section 501 (c)(3)	30-0019352	Animal Rescue and Rehabilitation	500

Recipient & Address	Status	EIN	Purpose of Contribution	Amount
Charm City Animal Rescue 831 S Montford Ave Baltimore, MD 21224	Section 501 (c)(3)	27-2574536	Animal Rescue and Rehabilitation	500
Cheetah Conservation Fund P O Box 2496, Alexandria VA 22301-0496	Section 501 (c)(3)	31-1726923	Animal Rescue and Rehabilitation	650
Chesapeake Feline Association P O Box 925 Perryville MD 21903	Section 501 (c)(3)	27-0397894	Animal Rescue and Rehabilitation	1,000
Citizens Committee For Animal Rights Inc Post Office 721075, Jackson Heights, NY 11372	Section 501 (c)(3)	11-3193767	Animal Rescue and Rehabilitation	500
Citizens To End Animal Suffering And Exploitation Inc 58 High Rock Terrace Chestnut Hill, MA 02467	Section 501 (c)(3)	22-2677101	Animal Rescue and Rehabilitation	500
City Critters Inc P O Box 1345, New York NY 10013-0000	Section 501 (c)(3)	11-3194564	Animal Rescue and Rehabilitation	500
Coalition for Animal Protection Inc 806 E Erie St , Mo Valley IA 51555	Section 501 (c)(3)	47-0805552	Animal Rescue and Rehabilitation	1,400
Coastal German Shepherd Rescue of Southern California P O Box 50726, Irvine CA 92619-0726	Section 501 (c)(3)	77-0645853	Animal Rescue and Rehabilitation	650
Cocker Spaniel Rescue Inc P O Box 929, Murray, KY 42071-0016	Section 501 (c)(3)	61-1365295	Animal Rescue and Rehabilitation	500
Colorado Animal Rescue Express 5276 S Hanover Way, Englewood, CO 80111-6240	Section 501 (c)(3)	26-0569780	Animal Rescue and Rehabilitation	500
Columbia Gorge Cat Rescue Inc 1615 Taylor Ave , Hood River, OR 97031	Section 501 (c)(3)	86-1164211	Animal Rescue and Rehabilitation	500
Commonwealth Feline Organization Inc 100 Macy Street Ste F-313 Amesbury, MA 01913	Section 501 (c)(3)	90-0607570	Animal Rescue and Rehabilitation	1,000
Commonwealth Humane Society 4122 Leonard Dr Fairfax, VA 22030	Section 501 (c)(3)	76-0826022	Animal Rescue and Rehabilitation	150
Community Concern For Cats P O Box 3795 Walnut Creek, CA 94598	Section 501 (c)(3)	94-3037122	Animal Rescue and Rehabilitation	750
Companion Animal Clinic Of The Sandhills P O Box 148 Southern Pines, NC 28388	Section 501 (c)(3)	20-2886984	Animal Rescue and Rehabilitation	500
Compassion Over Killing Inc 6930 Carroll Ave Takoma Park, MD 20912	Section 501 (c)(3)	52-2034417	Animal Rescue and Rehabilitation	500
Compassion Seeds Sanctuary 13423 Oklahoma 76 Healdton, OK 73438	Section 501 (c)(3)	52-2091219	Animal Rescue and Rehabilitation	500
Concerned People For Animals P O Box 632, Somis, CA 93066-0632	Section 501 (c)(3)	77-0285624	Animal Rescue and Rehabilitation	500
Dalhart Animal Wellness Group And Sanctuary D A W G S P O Box 911, Dalhart, TX 79022	Section 501 (c)(3)	41-2090530	Animal Rescue and Rehabilitation	500
Days End Farm Horse Rescue Inc P O Box 309 Lisbon, MD 21765-0309	Section 501 (c)(3)	52-1759077	Animal Rescue and Rehabilitation	500
Daze Of Camelot Animal Sanctuary 10107 Kory Ln NE Moses Lake, WA 98837	Section 501 (c)(3)	20-3572229	Animal Rescue and Rehabilitation	500
Denkai Animal Sanctuary 36710 County Road 126, Grover, CO 80729-9704	Section 501 (c)(3)	73-1706969	Animal Rescue and Rehabilitation	500
Dog Spot Rescue And Rehoming Center 19505 Atkins Rd , Lodi, CA 95240	Section 501 (c)(3)	45-4577511	Animal Rescue and Rehabilitation	500
Downtown Dogs Group Inc P O Box 3043, Jackson, TN 38303-3043	Section 501 (c)(3)	30-0568280	Animal Rescue and Rehabilitation	1,000
DreamCatcher Wild Horse & Burro Sanctuary P O Box 9, Ravendale CA 96123	Section 501 (c)(3)	91-2160463	Animal Rescue and Rehabilitation	500
Dreamchaser Pmu Rescue And Rehabilitation 48019 N 7th Ave New River, AZ 85087	Section 501 (c)(3)	20-5168546	Animal Rescue and Rehabilitation	500
Ears Endangered Animal Rescue Sanctuary Inc P O Box 3686, Ocala, FL 34478	Section 501 (c)(3)	59-3741622	Animal Rescue and Rehabilitation	1,000
Earth Island Institute Inc 2150 Allston Way Berkeley, CA 94704	Section 501 (c)(3)	94-2889684	Animal Rescue and Rehabilitation	500
Eleventh Hour Rescue PO Box 2297, Wilton, NY 12831	Section 501 (c)(3)	30-0294525	Animal Rescue and Rehabilitation	1,300

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Endow-Bio, Inc P O Box 595 Ames, IA 50010	Section 501 (c)(3)	23-7228407	Animal Rescue and Rehabilitation	500
Equestrian Inc 4902 Timberlan St Tampa, FL 33624	Section 501 (c)(3)	27-0886432	Animal Rescue and Rehabilitation	500
Equine Advocates Incorporated 3212 Route 661, Valatie, NY 12184-0000	Section 501 (c)(3)	11-3313534	Animal Rescue and Rehabilitation	500
Equine Rescue Inc 188 Dunthorne Dr Bloomingburg, NY 12721	Section 501 (c)(3)	14-1795002	Animal Rescue and Rehabilitation	500
Exotic Cat Refuge and Wildlife Orphanage Inc HC 3 Box 96A, Kirbyville, TX 75956-9482	Section 501 (c)(3)	75-2483519	Animal Rescue and Rehabilitation	1,000
Exotic Cat Rescue Inc 273 Palmdale Dr Buffalo, NY 14221	Section 501 (c)(3)	20-2165118	Animal Rescue and Rehabilitation	500
Feline Conservation Federation Inc 141 Polk Road 664 Mena, AR 71953	Section 501 (c)(3)	59-2048618	Animal Rescue and Rehabilitation	500
Feline Rescue Association Inc P O Box 396, Stevenson, MD 21153-0396	Section 501 (c)(3)	26-0427900	Animal Rescue and Rehabilitation	1,000
Feline Rescue Inc P O Box 50273, Lghthse P O int, FL 33074-0273	Section 501 (c)(3)	65-0952902	Animal Rescue and Rehabilitation	1,000
Feral Fixers Nfp P O Box 1416, Lombard, IL 60148-8416	Section 501 (c)(3)	13-4364615	Animal Rescue and Rehabilitation	500
Feral Friends Community Cat Alliance P O Box 832857, Richardson, TX 75083-2857	Section 501 (c)(3)	75-2761441	Animal Rescue and Rehabilitation	500
Fixit Foundation 2080 E Ocean View Ave , Norfolk, VA 23503	Section 501 (c)(3)	27-0972079	Animal Rescue and Rehabilitation	500
Florida Wild Mammal Association Inc 198 Edgar Poole Rd , Crawfordville, FL 32327-4264	Section 501 (c)(3)	65-0508616	Animal Rescue and Rehabilitation	500
Food First Inc 165 Conover St Brooklyn, NY 11231	Section 501 (c)(3)	91-2134463	Animal Rescue and Rehabilitation	500
For All Time Cat Haven P O Box 1751, Crescent City, CA 95531	Section 501 (c)(3)	68-0485301	Animal Rescue and Rehabilitation	500
For Our Friends Inc P O Box 203, Oakland Gdns, NY 11364-0203	Section 501 (c)(3)	11-3208977	Animal Rescue and Rehabilitation	500
For Pets Sake 11000 Bondshire Dr Reno, NV 89511	Section 501 (c)(3)	88-0334209	Animal Rescue and Rehabilitation	500
Forgotten Angels Rescue & Education Center 1822 Meister Hill Rd , Deer Lodge, TN 37726	Section 501 (c)(3)	26-3345637	Animal Rescue and Rehabilitation	500
Forgotten Felines P O Box 264 Gouldsboro, ME 04607	Section 501 (c)(3)	27-0804501	Animal Rescue and Rehabilitation	1,000
Fort Collins Cat Rescue & Spay - Neuter Clinic 2321 East Mulberry St , Fort Collins, CO 80524-3691	Section 501 (c)(3)	20-4969731	Animal Rescue and Rehabilitation	500
Foundation For Animal Care Andeducation 10455 Sorrento Valley Rd San Diego, CA 92121	Section 501 (c)(3)	20-5333261	Animal Rescue and Rehabilitation	500
Frederick County Humane Society Inc 217 W Patrick St , Frederick, MD 21701	Section 501 (c)(3)	52-6013207	Animal Rescue and Rehabilitation	500
Friends In Need Inc 697 E Trinidad Dr Meridian, ID 83642	Section 501 (c)(3)	20-4037205	Animal Rescue and Rehabilitation	500
Friends Of The Island Fox Inc 3760 Groves Pl Somis, CA 93066	Section 501 (c)(3)	80-0118286	Animal Rescue and Rehabilitation	500
Friends of The Palm Springs Animal Shelter 255 El Cielo Rd #140, Palm Springs, CA 92262	Section 501 (c)(3)	33-0731853	Animal Rescue and Rehabilitation	500
Golden Carrot 44700 Terwilliger Rd , Anza, CA 92539	Section 501 (c)(3)	33-0802619	Animal Rescue and Rehabilitation	500
Good Mews Animal Foundation Inc 736 Johnson Ferry Rd #3 Marietta, GA 30068	Section 501 (c)(3)	58-1790828	Animal Rescue and Rehabilitation	500
Greenpeace Inc 702 H St NW Washington, DC 20001	Section 501 (c)(3)	52-1541501	Animal Rescue and Rehabilitation	350
Greyhound Alliance Nfp 1341 Lee St Melrose Park, IL 60160	Section 501 (c)(3)	76-0811448	Animal Rescue and Rehabilitation	500

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Greyhound Rescue Inc 862 Cressen Dr Gerrardstown, WV 25420	Section 501 (c)(3)	52-1946748	Animal Rescue and Rehabilitation	500
Guide Dogs Of The Desert 60735 Dillon Rd White Water, CA 92282	Section 501 (c)(3)	23-7296531	Animal Rescue and Rehabilitation	500
Hacienda De Los Milagros Inc 3731 N Road 1 W Chino Valley, AZ 86323	Section 501 (c)(3)	86-0825972	Animal Rescue and Rehabilitation	500
Happy Tails Inc 16761 Hickory Hills Rd, Sterling, IL 61081	Section 501 (c)(3)	36-3556484	Animal Rescue and Rehabilitation	500
Harleys Hope Foundation P O Box 88146, Colorado Springs, CO 80908	Section 501 (c)(3)	27-3127204	Animal Rescue and Rehabilitation	500
Hayward Friends of Animals P O Box 3986, Hayward, CA 94540-3986	Section 501 (c)(3)	94-3064882	Animal Rescue and Rehabilitation	500
Heart & Soul Animal Sanctuary 369 Montezuma Ave , #130, Santa Fe, NM 87501	Section 501 (c)(3)	52-2279100	Animal Rescue and Rehabilitation	500
Heart Animal Rescue 1238 Shipley Dr Niceville, FL 32578	Section 501 (c)(3)	45-4131444	Animal Rescue and Rehabilitation	500
Heart of The Valley Humane Society Inc P O Box 11390, Bozeman, MT 59719-1390	Section 501 (c)(3)	23-7375919	Animal Rescue and Rehabilitation	500
Heaven Can Wait Wild Care 5675 N Campbell Ave , Tucson, AZ 85718-4215	Section 501 (c)(3)	86-0907907	Animal Rescue and Rehabilitation	500
Helping Hand for Animals Inc 41846 Paddock Ave , Emerson, IA 51533	Section 501 (c)(3)	47-0846476	Animal Rescue and Rehabilitation	500
Helping Out Pets Everyday PO Box 2005, Upland, CA 91785	Section 501 (c)(3)	71-0949539	Animal Rescue and Rehabilitation	300
Home at Last Animal Rescue P O Box 2261, Berkeley, CA 94702-0261	Section 501 (c)(3)	94-3338577	Animal Rescue and Rehabilitation	500
Home for Life Cat Sanctuary 225 New Hope Rd, Buffalo, MO 65622	Section 501 (c)(3)	43-1865999	Animal Rescue and Rehabilitation	500
Homeward Bound Cat Rescue Inc 13412 Chatelaine Dr NE Cumberland, MD 21502	Section 501 (c)(3)	46-0754972	Animal Rescue and Rehabilitation	500
Hope Spay Neuter Clinic Inc 130 Scott Rd , Waterbury, CT 06705	Section 501 (c)(3)	26-2896237	Animal Rescue and Rehabilitation	500
Horse Haven of Tennessee Inc 11709 Black Rd, Knoxville, TN 37932	Section 501 (c)(3)	62-1791407	Animal Rescue and Rehabilitation	500
HorseNet Horse Rescue 14001 Mattie Haines Rd , Mount Airy, MD 21771-7557	Section 501 (c)(3)	52-2166053	Animal Rescue and Rehabilitation	500
House of Dreams P O Box 30971, P O rland, OR 97294-3971	Section 501 (c)(3)	93-1259732	Animal Rescue and Rehabilitation	500
Hudson Valley Pet Food Pantry Inc 9 Romar Avenue, White Plains, NY 10605	Section 501 (c)(3)	27-2544684	Animal Rescue and Rehabilitation	500
Humane Alternative Inc 1244 SE 8th Ct , Deerfield Bch, FL 33441-5840	Section 501 (c)(3)	59-3484766	Animal Rescue and Rehabilitation	500
Humane Farming Association 76 Belvedere St Suite D San Rafael, CA 94901	Section 501 (c)(3)	68-0087989	Animal Rescue and Rehabilitation	500
Humane Society Of The Piedmont Inc 4527 W Wendover Ave Greensboro, NC 27409	Section 501 (c)(3)	56-6030054	Animal Rescue and Rehabilitation	500
Humane Society of the Sierra Foothills 2945 Bell Road #175, Auburn, CA 95603	Section 501 (c)(3)	32-0282752	Animal Rescue and Rehabilitation	500
Hungry Kitty Limited 2458 E 22nd St , Oakland, CA 94601-1232	Section 501 (c)(3)	26-3559589	Animal Rescue and Rehabilitation	250
Institute of Range and the American Mustang P O Box 998, Hot Springs, SD 57747	Section 501 (c)(3)		Animal Rescue and Rehabilitation	500
International Exotic Animal Sanctuary P O Box 637 Boyd, TX 76023	Section 501 (c)(3)	75-2283460	Animal Rescue and Rehabilitation	500
International Foundation for Ethical Research 53 W Jackson Blvd Ste 1552, Chicago, IL 60604-3782	Section 501 (c)(3)	22-2628153	Animal Rescue and Rehabilitation	1,000
International Primate Protection League P O Box 766, Summerville, SC 29484	Section 501 (c)(3)	51-0194013	Animal Rescue and Rehabilitation	500

Recipient & Address	Status	EIN	Purpose of Contribution	Amount
Ironwood Pig Sanctuary 34656 E Crystal Visions Rd , Marana, AZ 85658-8456	Section 501 (c)(3)	86-0999483	Animal Rescue and Rehabilitation	500
Islands Feral Cat Project 28 12 Oaks Dr , Savannah, GA 31410	Section 501 (c)(3)	90-0199229	Animal Rescue and Rehabilitation	500
It's the Pits PO Box 720008, San Diego, CA 92172-0008	Section 501 (c)(3)	20-5855724	Animal Rescue and Rehabilitation	100
Jungle Friends Primate Sanctuary Inc 13915 N State Road 121 , Gainesville, FL 32609	Section 501 (c)(3)	86-0859789	Animal Rescue and Rehabilitation	750
K9 Compassion Incorporated 19613 Hiawatha St Chatsworth, CA 91311	Section 501 (c)(3)	22-1136500	Animal Rescue and Rehabilitation	500
Ken-mar Rescue 1330 Silver Lake Blvd Los Angeles, CA 90026	Section 501 (c)(3)	26-1427224	Animal Rescue and Rehabilitation	500
Kinder4rescue 11684 Ventura Blvd 665, Studio City, CA 91604-2699	Section 501 (c)(3)	26-2924461	Animal Rescue and Rehabilitation	600
Kindness Ranch 854 State Highway 270, Hartville, WY 82215	Section 501 (c)(3)	84-1561923	Animal Rescue and Rehabilitation	500
Kitty Keepers 600 23rd Ave W Havre, Mt 59501	Section 501 (c)(3)	81-0522064	Animal Rescue and Rehabilitation	500
Last Chance Corral 5350 U S 33 Alt, Athens, OH 45701	Section 501 (c)(3)	05-0449913	Animal Rescue and Rehabilitation	500
Last Chance For Animals 8949 Sunset Blvd West Hollywood, CA 90069	Section 501 (c)(3)	95-4013155	Animal Rescue and Rehabilitation	500
Laughing Pony Rescue Inc P O Box 32, Rancho Santa Fe, CA 92067	Section 501 (c)(3)	27-2914210	Animal Rescue and Rehabilitation	500
Linda Blair WorldHeart Foundation 10061 Riverside Dr #1003, Los Angeles, CA 91602	Section 501 (c)(3)	20-0279278	Animal Rescue and Rehabilitation	500
Lions Tigers & Bears 24402 Martin Way, Alpine, CA 91901	Section 501 (c)(3)	33-0938499	Animal Rescue and Rehabilitation	500
Lockwood Animal Rescue Center 15660 Curtis Trl, Frazier Park, CA 93225	Section 501 (c)(3)	26-0040658	Animal Rescue and Rehabilitation	500
Lost Hearts & Souls Horse Rescue 616 Hunter Ln Santa Rosa, CA 95404	Section 501 (c)(3)	90-0653721	Animal Rescue and Rehabilitation	250
Lucky Dog Animal Rescue 3636 Winfield Ln NW Washington, DC 20007	Section 501 (c)(3)	30-0559037	Animal Rescue and Rehabilitation	500
Luv-a-bull Pit Bull Rescue 30415 Le Bleu Rd , Eugene, OR 97405	Section 501 (c)(3)	81-0607118	Animal Rescue and Rehabilitation	500
Malibu Pet Companions 1723 Mesa Ridge Ave , Westlake Village, CA 91362	Section 501 (c)(3)	95-4588697	Animal Rescue and Rehabilitation	1,000
Mayberry 4 Paws 134 W Wilson St , Mt Airy, NC 27030	Section 501 (c)(3)	30-0597263	Animal Rescue and Rehabilitation	500
Meal On Wheels In Hunterdon Inc 5 Walter E Foran Blvd #2006 Flemington, NJ 08822	Section 501 (c)(3)	22-3084358	Animal Rescue and Rehabilitation	350
Mendocino Coast Humane Society 19691 Summers Ln, Fort Bragg, CA 95437	Section 501 (c)(3)	94-3053960	Animal Rescue and Rehabilitation	1,000
Meowwzresq Inc 960 N Tustin Ave 200, Tustin, CA 92867	Section 501 (c)(3)	26-3035880	Animal Rescue and Rehabilitation	450
Meow Village 8090 SW Fairway Dr , Wilsonville, OR 97070	Section 501 (c)(3)	80-0548430	Animal Rescue and Rehabilitation	350
Milton-Freewater Humane Society Inc PO BOX 445, Milton Frwtr, OR 97862-0445	Section 501 (c)(3)	68-0506722	Animal Rescue and Rehabilitation	500
Misfit Acres 12480 550th Ave, Amboy, MN 56010	Section 501 (c)(3)	30-0232976	Animal Rescue and Rehabilitation	500
Mojave Desert Animal Rescue 12277 Apple Valley Road, PMB 242, Apple Valley, CA 92308	Section 501 (c)(3)	20-3112752	Animal Rescue and Rehabilitation	500
Montana Raptor Conservation Center P O Box 4061 Bozeman, MT 59772	Section 501 (c)(3)	36-3782562	Animal Rescue and Rehabilitation	500
Muttville 1041 Kansas St San Francisco, CA 94107	Section 501 (c)(3)	26-0416747	Animal Rescue and Rehabilitation	1,000

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Neigh Savers Foundation, Inc 1547 Palos Verdes Mall, Walnut Creek, CA 94597-2228	Section 501 (c)(3)	26-0265377	Animal Rescue and Rehabilitation	500
New Beginnings for Animals P O Box 2444, Mission Viejo, CA 92690	Section 501 (c)(3)	33-0930066	Animal Rescue and Rehabilitation	100
New England Primate Sanctuary Inc P O Box 520174, Winthrop, MA 02152-0003	Section 501 (c)(3)	04-3689776	Animal Rescue and Rehabilitation	500
New Hope Humane Society P O Box 1704 Worland, WY 82401-1704	Section 501 (c)(3)	83-0305303	Animal Rescue and Rehabilitation	500
Noahs Ark Animal Sanctuary Inc 200 Dana Dr, Pineville, LA 71360	Section 501 (c)(3)	26-0642248	Animal Rescue and Rehabilitation	500
North Alabama Spay Neuter Assistance Association 663 Sannoner Ave Florence, AL 35630	Section 501 (c)(3)	26-1717108	Animal Rescue and Rehabilitation	200
North Shore Animal League America Inc 750 P O rt Washington Blvd, P O rt Washington, NY 11050	Section 501 (c)(3)	11-1666852	Animal Rescue and Rehabilitation	500
Northern Colorado Friends of Ferals 718 Mathews St , Fort Collins, CO 80524	Section 501 (c)(3)	27-3391247	Animal Rescue and Rehabilitation	500
Northern Jaguar Project Inc 2114 W Grant Rd Ste 121, Tucson, AZ 85745-1141	Section 501 (c)(3)	42-1554992	Animal Rescue and Rehabilitation	500
Operation Blankets of Love 11931 Paso Robles Ave , Granada Hills, CA 91344	Section 501 (c)(3)	80-0238786	Animal Rescue and Rehabilitation	500
Orange County People for Animals 18032 Lemon Dr, Yorba Linda, CA 92886	Section 501 (c)(3)	33-0553824	Animal Rescue and Rehabilitation	500
Ozark Haven Rescue 1433 Cessna Rd, Cabool, MO 65689	Section 501 (c)(3)	20-8891982	Animal Rescue and Rehabilitation	500
Pacific Wildlife Project 25061 Adelanto Dr Laguna Niguel, CA 92677	Section 501 (c)(3)	33-0219453	Animal Rescue and Rehabilitation	500
Paw Protectors Rescue 7600 Edinger Ave Huntington Beach, CA 92647	Section 501 (c)(3)		Animal Rescue and Rehabilitation	200
PAWS 1150 S Hope St #A Los Angeles, CA 90015	Section 501 (c)(3)	94-3049133	Animal Rescue and Rehabilitation	500
Paws And Whiskers Cat Shelter Inc 32 Hillwyck Dr Toledo, OH 43615	Section 501 (c)(3)	34-1852907	Animal Rescue and Rehabilitation	500
Paws South Florida Rescue Inc 6879 NW 28th Ave Fort Lauderdale, FL 33309	Section 501 (c)(3)	80-0360710	Animal Rescue and Rehabilitation	500
Pawsibilities Animal Rescue 2048 Mainland Rd Harleysville, PA 19438	Section 501 (c)(3)	27-1271134	Animal Rescue and Rehabilitation	600
Peace of Mind Dog Rescue P O Box 51554 Pacific Grove, CA 93950	Section 501 (c)(3)	27-1154816	Animal Rescue and Rehabilitation	500
Peeweess Pet Adoption World & Sanctuary Inc 1307 Saratoga Blvd, Crp Christi, TX 78417-3334	Section 501 (c)(3)	74-2746680	Animal Rescue and Rehabilitation	500
Peninsula Friends of Animals P O Box 404, Sequim, WA 98382-4306	Section 501 (c)(3)	91-2127240	Animal Rescue and Rehabilitation	500
Pet Orphans Of Southern California 7720 Gloria Ave, Van Nuys, CA 91406-1819	Section 501 (c)(3)	23-7267769	Animal Rescue and Rehabilitation	500
Pet Pals Inc 1903 Pentucket Ave San Diego, CA 92104	Section 501 (c)(3)	86-0941779	Animal Rescue and Rehabilitation	500
Pets Are Loving Support 9366 Champs De Elysees Forestville, CA 95436	Section 501 (c)(3)	68-0295834	Animal Rescue and Rehabilitation	1,000
Pets In Need 871 5th Ave, Redwood City, CA 94063-3914	Section 501 (c)(3)	94-6139667	Animal Rescue and Rehabilitation	550
Phoenix Landing Foundation P O Box 1233, Asheville, NC 28802-1233	Section 501 (c)(3)	87-0659457	Animal Rescue and Rehabilitation	500
Pioneer Humane Society P O Box 1876, Pendleton, OR 97801	Section 501 (c)(3)	93-0845104	Animal Rescue and Rehabilitation	500
Portsmouth Humane Society Inc 2704 Frederick Blvd, Portsmouth, VA 23704-6818	Section 501 (c)(3)	54-0560059	Animal Rescue and Rehabilitation	500
Predator Defense PO Box 5446, Eugene, OR 97405	Section 501 (c)(3)	93-1028893	Animal Rescue and Rehabilitation	1,500

Recipient & Address	Status	EIN	Purpose of Contribution	Amount
Priderock Wildlife Refuge P O Box 1594, Terrell, TX 75160-0030	Section 501 (c)(3)	75-2792911	Animal Rescue and Rehabilitation	500
Primate Rescue Center Inc 2515 Bethel Rd, Nicholasville, KY 40356	Section 501 (c)(3)	61-1325369	Animal Rescue and Rehabilitation	500
Pro-Bone-O P O Box 1823, Eugene, OR 97440	Section 501 (c)(3)	93-1324554	Animal Rescue and Rehabilitation	500
Pryors Planet 16633 Ventura Blvd, Encino, CA 91436-1801	Section 501 (c)(3)	20-3370876	Animal Rescue and Rehabilitation	500
Rachel's Rescue Ranch, Inc 7579 Beach Dr , Pasadena, MD 21122-2533	Section 501 (c)(3)	27-0580142	Animal Rescue and Rehabilitation	1,000
Ranch Hand Rescue 8827 U S 377, Argyle, TX 76226	Section 501 (c)(3)	26-4610450	Animal Rescue and Rehabilitation	500
Redwings Horse Sanctuary 47240 Lockwood-Jolon Rd, Lockwood, CA 93932	Section 501 (c)(3)	77-0269641	Animal Rescue and Rehabilitation	500
Res-Q-Pets P O Box 9182, Hamilton, NJ 08650	Section 501 (c)(3)	42-1692502	Animal Rescue and Rehabilitation	1,250
Return To Freedom Inc 4115 Jalama Rd Lompoc, CA 93436	Section 501 (c)(3)	06-1484961	Animal Rescue and Rehabilitation	500
Rocky Mountain Alley Cat Alliance 2600 W 2nd Ave #8, Denver, CO 80219	Section 501 (c)(3)	84-1199569	Animal Rescue and Rehabilitation	500
Romania Animal Rescue Inc 8000 Morgan Territory Rd, Livermore, CA 94551	Section 501 (c)(3)	72-1546354	Animal Rescue and Rehabilitation	1,000
Romanian League in Defense of Animals 2260 North Bluff Rd , Greenbank, WA 98253	Section 501 (c)(3)	32-0176929	Animal Rescue and Rehabilitation	1,000
Ruff Inc 191 University Blvd #504 Denver, CO 80206	Section 501 (c)(3)	65-1189117	Animal Rescue and Rehabilitation	500
Ruff Rescues Inc 2039 Dundee Way Grovetown, GA 30813	Section 501 (c)(3)	45-4323480	Animal Rescue and Rehabilitation	300
S A F E Animal Rescue and Sanctuary P O Box 1633, Buffalo, MO 65622-1633	Section 501 (c)(3)	43-1870995	Animal Rescue and Rehabilitation	500
S P O T P O Box 211, Burlington, WA 98233-0211	Section 501 (c)(3)	91-2008766	Animal Rescue and Rehabilitation	500
Safe Haven Rescue Zoo P O Box 184, Imlay, NV 89418-0184	Section 501 (c)(3)	02-0785597	Animal Rescue and Rehabilitation	575
Saint Francis Wolf Sanctuary Inc 2757 St Beulah Chapel Rd Montgomery, TX 77316	Section 501 (c)(3)	54-2077914	Animal Rescue and Rehabilitation	500
Saint Martins Animal Foundation 8860 Corbin Ave Northridge, CA 91324	Section 501 (c)(3)	95-4777420	Animal Rescue and Rehabilitation	2,000
Saint Seton's Orphaned Animals 628 Cambridge St , Fredericksburg, VA 22405	Section 501 (c)(3)	20-8419405	Animal Rescue and Rehabilitation	500
Sammie's Friends 14647 McCourtney Rd, Grass Valley, CA 95949	Section 501 (c)(3)	52-2439192	Animal Rescue and Rehabilitation	500
San Gabriel Valley Humane Society 851 E Grand Ave, San Gabriel, CA 91776	Section 501 (c)(3)	95-1661090	Animal Rescue and Rehabilitation	500
San Luis Valley Animal Welfare Society 76 El Rio Dr Alamosa, CO 81101-2176	Section 501 (c)(3)	84-1530392	Animal Rescue and Rehabilitation	500
Sante D'or Fdtn 3165 Los Feliz Blvd, Los Angeles, CA 90039	Section 501 (c)(3)	68-0547925	Animal Rescue and Rehabilitation	500
Save A Kitty Inc P O Box 533, Westhampton, NY 11977	Section 501 (c)(3)	13-4070625	Animal Rescue and Rehabilitation	1,000
Save The Chimps Inc P O Box 12220, Fort Pierce, FL 34979	Section 501 (c)(3)	65-0789748	Animal Rescue and Rehabilitation	500
Saving Horses 8840 Hunter Pass, Alpine, CA 91901-2622	Section 501 (c)(3)	26-0519018	Animal Rescue and Rehabilitation	500
Shadows Fund Incorporated P O Box 1472, Lompoc, CA 93436	Section 501 (c)(3)	27-1239123	Animal Rescue and Rehabilitation	500
Shepherd's Green Sanctuary 139 Copeland Ln , Cookeville, TN 38506-7849	Section 501 (c)(3)	63-1617521	Animal Rescue and Rehabilitation	500

Recipient & Address	Status	EIN	Purpose of Contribution	Amount
Sierra Wildlife Rescue 3030 Newtown Road Placerville, CA 95667	Section 501 (c)(3)	68-0259827	Animal Rescue and Rehabilitation	500
Snow Leopard Trust 4649 Sunnyside Ave N Ste 325, Seattle, WA 98103-6955	Section 501 (c)(3)	91-1144119	Animal Rescue and Rehabilitation	500
Spay and Neuter Solutions P O Box 762 Cortaro, AZ 85652	Section 501 (c)(3)	20-0065631	Animal Rescue and Rehabilitation	500
Spay Baton Rouge P O Box 32638, Baton Rouge, LA 70884	Section 501 (c)(3)	20-1992244	Animal Rescue and Rehabilitation	500
Spay Neuter Assistance P O Box 126702, Harrisburg, PA 17112-0000	Section 501 (c)(3)	23-2172084	Animal Rescue and Rehabilitation	500
Speak Up for Horses Inc 2867 Concord Caddo Rd , Falmouth, KY 41040	Section 501 (c)(3)	22-3934818	Animal Rescue and Rehabilitation	500
Special Pals Incorporated 3830 Greenhouse Rd, Houston, TX 77084-5510	Section 501 (c)(3)	74-2050052	Animal Rescue and Rehabilitation	500
Spring Farm Cares 3364 State Route 12, Clinton, NY 13323-4236	Section 501 (c)(3)	16-1388835	Animal Rescue and Rehabilitation	500
Spring Hill Horse Rescue Inc 175 Middle Rd North Clarendon, VT 05759	Section 501 (c)(3)	02-0537086	Animal Rescue and Rehabilitation	500
Stray Cat Alliance 550 N Croft Ave #7, West Hollywood, CA 90048	Section 501 (c)(3)	95-4787231	Animal Rescue and Rehabilitation	500
Taos Feral Feline Friends P O Box 1926, Rnch De Taos, NM 87557-1926	Section 501 (c)(3)	77-0635095	Animal Rescue and Rehabilitation	500
Texas Hearing And Service Dogs Inc 4925 Bell Springs Rd Dripping Springs, TX 78620	Section 501 (c)(3)	76-0260567	Animal Rescue and Rehabilitation	500
The Brittany Foundation 36220 Anthony Rd Ste 101, Agua Dulce, CA 91390-4542	Section 501 (c)(3)	95-4473261	Animal Rescue and Rehabilitation	1,000
The Cat People P O Box 13610, Bakersfield, CA 93389-3610	Section 501 (c)(3)	77-0272709	Animal Rescue and Rehabilitation	1,050
The Cat Posse P O Box 60992, Pasadena, CA 91116	Section 501 (c)(3)	26-3326610	Animal Rescue and Rehabilitation	500
The Last Resort Animal Rescue	Section 501 (c)(3)	26-2985185	Animal Rescue and Rehabilitation	500
The Magic Jungle P O Box 219k, Apple Valley, CA 92307-0004	Section 501 (c)(3)	01-0736261	Animal Rescue and Rehabilitation	500
The Nature Network, Inc P O Box 66790, West Los Angeles, CA 90066	Section 501 (c)(3)	95-4218169	Animal Rescue and Rehabilitation	750
The Nature of Wildworks P O Box 109, Topanga, CA 90290-0109	Section 501 (c)(3)	95-4624823	Animal Rescue and Rehabilitation	500
The Oregon Cat Project 342 B Ave , Lake Oswego, OR 97034	Section 501 (c)(3)	27-1277125	Animal Rescue and Rehabilitation	500
The Otter Project 475 Washington St Ste A, Monterey, CA 93940-3060	Section 501 (c)(3)	77-0490102	Animal Rescue and Rehabilitation	500
The Peppy Foundation 3312 Peppermint St, Newbury Park, CA 91320-5040	Section 501 (c)(3)	26-3887159	Animal Rescue and Rehabilitation	800
The True Nature Network Inc P O Box 66790, Los Angeles, CA 90066-0790	Section 501 (c)(3)	95-4218169	Animal Rescue and Rehabilitation	500
The Wildcat Sanctuary P O Box 314, Sandstone, MN 55072-0314	Section 501 (c)(3)	22-3857401	Animal Rescue and Rehabilitation	500
Tiger Touch P O Box 336, Fallon, NV 89406	Section 501 (c)(3)	86-0864720	Animal Rescue and Rehabilitation	500
Top Cats-illinois P O Box 1201, Barrington , IL 60010	Section 501 (c)(3)	36-4087356	Animal Rescue and Rehabilitation	500
Turpentine Creek Wildlife Refuge Tiger Ln Eureka Springs, AR 72632	Section 501 (c)(3)	71-0721742	Animal Rescue and Rehabilitation	750
United in Light Inc 101 Billman Ln , Livingston, MT 59047-4102	Section 501 (c)(3)	20-0469874	Animal Rescue and Rehabilitation	500
United Paws Of Tillamook P O Box 159, Tillamook, OR 97141-0159	Section 501 (c)(3)	93-1286461	Animal Rescue and Rehabilitation	1,000

Recipient & Address	Status	EIN	Purpose of Contribution	Amount
United Pegasus Foundation 120 S 1st Ave , Arcadia, CA 91006-3605	Section 501 (c)(3)	95-4497611	Animal Rescue and Rehabilitation	500
United States Wolf Refuge And Adoption Center P O Box 2756, Sparks, NV 89432	Section 501 (c)(3)	86-0686177	Animal Rescue and Rehabilitation	500
Upper Rio Grande Animal Society P O Box 369, Monte Vista, CO 81144-0369	Section 501 (c)(3)	27-1518094	Animal Rescue and Rehabilitation	500
Utah Animal Adoption Center 1955 N Redwood Rd Salt Lake City, UT 84116	Section 501 (c)(3)	94-2950501	Animal Rescue and Rehabilitation	500
Voice For Animals Inc P O Box 34, Harrison, ME 04040	Section 501 (c)(3)	01-0456905	Animal Rescue and Rehabilitation	750
Voices for Pets P O Box 30836, Walnut Creek, CA 94598	Section 501 (c)(3)	68-0426925	Animal Rescue and Rehabilitation	500
Wanekea Wanagi Shelter 18436 City Hwy Xx near Kiel, WI 53042	Section 501 (c)(3)	39-1888319	Animal Rescue and Rehabilitation	500
WCE & CF P O BOX 430, OCCIDENTAL, CA 95465	Section 501 (c)(3)	68-0481714	Animal Rescue and Rehabilitation	500
Western Iowas Feral And Homeless Cat Program Inc 400 Antique City Dr Walnut, IA 51577	Section 501 (c)(3)	45-4776368	Animal Rescue and Rehabilitation	500
Whiskers & Tails Foundation 28332 Palos Verdes Dr , Rch Palos Vrd, CA 90275	Section 501 (c)(3)	02-0737421	Animal Rescue and Rehabilitation	1,000
Wild Adventures Zoo Inc 9332 Aspen Shadow St , Las Vegas, NV 89178-5512	Section 501 (c)(3)	27-3759886	Animal Rescue and Rehabilitation	500
Wild Burro Rescue Po Box 10, Olancho, CA 93549-0010	Section 501 (c)(3)	94-3168144	Animal Rescue and Rehabilitation	500
Wild Cat Haven 31369 Sw Heater Rd , Sherwood, OR 97140-5058	Section 501 (c)(3)	93-1320051	Animal Rescue and Rehabilitation	1,000
Wild Earth Guardians 401 Horseshoe Ln, Kings Mtn, NC 28086-9687	Section 501 (c)(3)	72-1519397	Animal Rescue and Rehabilitation	500
Wild Field Advocacy Center of Po Box 14142, Tumwater, WA 98511-4142	Section 501 (c)(3)	38-3771133	Animal Rescue and Rehabilitation	500
Wild for Life Foundation 33 Possum Trot, Asheville, NC 28806-9310	Section 501 (c)(3)	56-2165782	Animal Rescue and Rehabilitation	500
Wild Rescue Inc 1019 Aileen Street, Denton, Tx 76201	Section 501 (c)(3)	31-1655830	Animal Rescue and Rehabilitation	500
Wildlife Associates PO Box 3098, Half Moon Bay, CA 94019	Section 501 (c)(3)	94-2924999	Animal Rescue and Rehabilitation	500
Wildlife Fawn Rescue 19201 Sonoma Hwy #105, Sonoma, CA 95476	Section 501 (c)(3)	68-0180811	Animal Rescue and Rehabilitation	500

ONSHORE FOUNDATION  
95-4100318  
2012

**PART I, LINE 6 (990-PF) - GAIN/LOSS FROM SALE OF ASSETS OTHER THAN INVENTORY**

**PERSHING ACCOUNT #: 5YV164688**

QTY	DESCRIPTION	CUSIP	PURCHASER	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST BASIS	GAIN/LOSS
688 119	METROPOLITAN WEST TOTAL RETURN BOND FUND CLASS M	MWTRX	ON SHORE FOUNDATION	09/22/2010	12/03/2012	7,645	7,342	303
2,623 901	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS	TGBAX	ON SHORE FOUNDATION	03/21/2011	12/03/2012	35,554	35,370	184
30 345	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS	TGBAX	ON SHORE FOUNDATION	03/17/2011	12/03/2012	411	406	5
29 767	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS	TGBAX	ON SHORE FOUNDATION	02/17/2011	12/03/2012	403	402	1
29 797	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS	TGBAX	ON SHORE FOUNDATION	01/20/2011	12/03/2012	404	403	1
57 482	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS	TGBAX	ON SHORE FOUNDATION	12/17/2010	12/03/2012	779	769	10
2 303	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	12/23/2010	01/19/2012	37	38	(1)
9 031	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	12/03/2010	01/19/2012	144	149	(5)
2 29	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	11/24/2010	01/19/2012	36	38	(2)
2 309	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	10/29/2010	01/19/2012	37	38	(2)
2 299	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	09/30/2010	01/19/2012	37	38	(2)
1,216 226	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	09/22/2010	01/19/2012	19,326	20,238	(912)
15 822	PIMCO EMERGING MARKETS BOND FUND CLASS D	PEMDX	ON SHORE FOUNDATION	12/31/2010	01/19/2012	179	176	3
13 032	PIMCO EMERGING MARKETS BOND FUND CLASS D	PEMDX	ON SHORE FOUNDATION	11/30/2010	01/19/2012	147	146	2
12 769	PIMCO EMERGING MARKETS BOND FUND CLASS D	PEMDX	ON SHORE FOUNDATION	10/29/2010	01/19/2012	144	147	(3)
1 689	PIMCO EMERGING MARKETS BOND FUND CLASS D	PEMDX	ON SHORE FOUNDATION	09/30/2010	01/19/2012	19	19	(0)
3,582 389	PIMCO EMERGING MARKETS BOND FUND CLASS D	PEMDX	ON SHORE FOUNDATION	09/22/2010	01/19/2012	40,445	40,481	(36)
2,498 055	TCW EMERGING MARKETS INCOME FD CL I	TGEIX	ON SHORE FOUNDATION	01/14/2011	01/19/2012	21,009	21,833	(824)
46 191	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS	TGBAX	ON SHORE FOUNDATION	12/17/2010	01/19/2012	590	618	(28)
29 136	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS	TGBAX	ON SHORE FOUNDATION	11/17/2010	01/19/2012	372	395	(22)
28 594	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS	TGBAX	ON SHORE FOUNDATION	10/19/2010	01/19/2012	365	394	(29)
5,692 245	TEMPLETON GLOBAL BOND FUND ADVISOR CLASS	TGBAX	ON SHORE FOUNDATION	09/22/2010	01/19/2012	72,747	77,358	(4,611)

QTY	DESCRIPTION	CUSIP	PURCHASER	ACQUIRED	SOLD	PROCEEDS	BASIS	GAIN/LOSS
<b>TOAL LONG TERM GAIN/LOSS</b>						<b>200,829</b>	<b>206,797</b>	<b>(5,968)</b>
7 623	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	12/23/2011	01/19/2012	121	120	1
55 75	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	12/08/2011	01/19/2012	886	880	6
5 596	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	12/08/2011	01/19/2012	89	88	1
9 011	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	11/23/2011	01/19/2012	143	144	(1)
8 564	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	10/28/2011	01/19/2012	136	138	(2)
8 126	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	09/30/2011	01/19/2012	129	132	(3)
7 243	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	08/26/2011	01/19/2012	115	118	(3)
2,535 441	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	08/18/2011	01/19/2012	40,288	41,708	(1,420)
2 273	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	07/29/2011	01/19/2012	36	37	(1)
2 417	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	06/30/2011	01/19/2012	38	40	(1)
2 338	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	05/27/2011	01/19/2012	37	39	(2)
2 477	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	04/29/2011	01/19/2012	39	41	(2)
2 509	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	03/31/2011	01/19/2012	40	41	(2)
2 548	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	02/25/2011	01/19/2012	40	42	(1)
2 643	CALVERT SHORT DURATION INCOME FUND CLASS A	CSDAX	ON SHORE FOUNDATION	01/28/2011	01/19/2012	42	43	(1)
10,388 479	PIMCO EMERGING MARKETS BOND FUND CLASS D	PEMDX	ON SHORE FOUNDATION	08/18/2011	01/19/2012	117,286	117,909	(623)
14 70	PIMCO EMERGING MARKETS BOND FUND CLASS D	PEMDX	ON SHORE FOUNDATION	07/29/2011	01/19/2012	166	167	(1)
15 521	PIMCO EMERGING MARKETS BOND FUND CLASS D	PEMDX	ON SHORE FOUNDATION	06/30/2011	01/19/2012	175	175	1
15 326	PIMCO EMERGING MARKETS BOND FUND CLASS D	PEMDX	ON SHORE FOUNDATION	05/31/2011	01/19/2012	173	173	0
15 889	PIMCO EMERGING MARKETS BOND FUND CLASS D	PEMDX	ON SHORE FOUNDATION	04/29/2011	01/19/2012	179	178	2
16 011	PIMCO EMERGING MARKETS BOND FUND CLASS D	PEMDX	ON SHORE FOUNDATION	03/31/2011	01/19/2012	181	178	3
15 197	PIMCO EMERGING MARKETS BOND FUND CLASS D	PEMDX	ON SHORE FOUNDATION	02/28/2011	01/19/2012	172	167	5
14 522	PIMCO EMERGING MARKETS BOND FUND CLASS D	PEMDX	ON SHORE FOUNDATION	01/31/2011	01/19/2012	164	160	4
80 171	TCW EMERGING MARKETS INCOME FD CL I	TGEIX	ON SHORE FOUNDATION	12/29/2011	01/19/2012	674	660	14
63 904	TCW EMERGING MARKETS INCOME FD CL I	TGEIX	ON SHORE FOUNDATION	11/30/2011	01/19/2012	537	525	12
62 683	TCW EMERGING MARKETS INCOME FD CL I	TGEIX	ON SHORE FOUNDATION	11/01/2011	01/19/2012	527	523	4

QTY	DESCRIPTION	CUSIP	PURCHASER	ACQUIRED	SOLD	PROCEEDS	BASIS	GAIN/LOSS
65 842	TCW EMERGING MARKETS INCOME FD CL I	TGEIX	ON SHORE FOUNDATION	09/30/2011	01/19/2012	554	520	34
70 53	TCW EMERGING MARKETS INCOME FD CL I	TGEIX	ON SHORE FOUNDATION	08/31/2011	01/19/2012	593	614	(21)
10,328 848	TCW EMERGING MARKETS INCOME FD CL I	TGEIX	ON SHORE FOUNDATION	08/18/2011	01/19/2012	86,866	90,584	(3,718)
15 137	TCW EMERGING MARKETS INCOME FD CL I	TGEIX	ON SHORE FOUNDATION	07/29/2011	01/19/2012	127	136	(9)
16 676	TCW EMERGING MARKETS INCOME FD CL I	TGEIX	ON SHORE FOUNDATION	06/30/2011	01/19/2012	140	148	(8)
16 532	TCW EMERGING MARKETS INCOME FD CL I	TGEIX	ON SHORE FOUNDATION	05/31/2011	01/19/2012	139	147	(8)
16 407	TCW EMERGING MARKETS INCOME FD CL I	TGEIX	ON SHORE FOUNDATION	04/29/2011	01/19/2012	138	146	(8)
15 198	TCW EMERGING MARKETS INCOME FD CL I	TGEIX	ON SHORE FOUNDATION	03/31/2011	01/19/2012	128	133	(5)
13 17	TCW EMERGING MARKETS INCOME FD CL I	TGEIX	ON SHORE FOUNDATION	02/28/2011	01/19/2012	111	113	(2)
13 132	TCW EMERGING MARKETS INCOME FD CL I	TGEIX	ON SHORE FOUNDATION	01/31/2011	01/19/2012	110	112	(2)
<b>TOAL SHORT TERM GAIN/LOSS</b>						<b>251,322</b>	<b>257,080</b>	<b>(5,758)</b>
<b>GRAND TOTAL</b>						<b>452,151</b>	<b>463,877</b>	<b>(11,726)</b>

ONSHORE FOUNDATION  
95-4100318  
2012

**PART I, LINE 6 (990-PF) - GAIN/LOSS FROM SALE OF ASSETS OTHER THAN INVENTORY**

**PERSHING ACCOUNT #: 5YV164696**

QTY	DESCRIPTION	CUSIP	PURCHASER	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST BASIS	GAIN/LOSS
440,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G12710 "GOLD" 5 500% 07/01/22 B/E DTD 06/01/07	3128MBGT8	ON SHORE FOUNDATION	12/09/10	12/06/12	1,865	2,017	(152)
440,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G12710 "GOLD" 5 500% 07/01/22 B/E DTD 06/01/07	3128MBGT8	ON SHORE FOUNDATION	12/09/10	12/31/12	1,721	1,861	(140)
440,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G12710 "GOLD" 5 500% 07/01/22 B/E DTD 06/01/07	3128MBGT8	ON SHORE FOUNDATION	12/09/10	11/06/12	1,769	1,913	(144)
440,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G12710 "GOLD" 5 500% 07/01/22 B/E DTD 06/01/07	3128MBGT8	ON SHORE FOUNDATION	12/09/10	10/04/12	1,240	1,341	(101)
440,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G12710 "GOLD" 5 500% 07/01/22 B/E DTD 06/01/07	3128MBGT8	ON SHORE FOUNDATION	12/09/10	09/07/12	1,400	1,513	(114)
440,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G12710 "GOLD" 5 500% 07/01/22 B/E DTD 06/01/07	3128MBGT8	ON SHORE FOUNDATION	12/09/10	08/06/12	1,676	1,812	(136)
440,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G12710 "GOLD" 5 500% 07/01/22 B/E DTD 06/01/07	3128MBGT8	ON SHORE FOUNDATION	12/09/10	07/06/12	2,132	2,305	(173)
440,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G12710 "GOLD" 5 500% 07/01/22 B/E DTD 06/01/07	3128MBGT8	ON SHORE FOUNDATION	12/09/10	06/06/12	2,072	2,240	(168)
440,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G12710 "GOLD" 5 500% 07/01/22 B/E DTD 06/01/07	3128MBGT8	ON SHORE FOUNDATION	12/09/10	05/04/12	2,261	2,445	(184)
440,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G12710 "GOLD" 5 500% 07/01/22 B/E DTD 06/01/07	3128MBGT8	ON SHORE FOUNDATION	12/09/10	04/05/12	1,662	1,797	(135)
440,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G12710 "GOLD" 5 500% 07/01/22 B/E DTD 06/01/07	3128MBGT8	ON SHORE FOUNDATION	12/09/10	03/06/12	1,419	1,534	(115)
440,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G12710 "GOLD" 5 500% 07/01/22 B/E DTD 06/01/07	3128MBGT8	ON SHORE FOUNDATION	12/09/10	02/06/12	2,103	2,274	(171)
440,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G12710 "GOLD" 5 500% 07/01/22 B/E DTD 06/01/07	3128MBGT8	ON SHORE FOUNDATION	12/09/10	12/31/12	2,145	2,282	(137)
385,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G13255 "GOLD" 5 000% 07/01/23 B/E DTD 08/01/08	3128MBZU4	ON SHORE FOUNDATION	01/25/11	12/06/12	2,349	2,500	(150)

QTY	DESCRIPTION	CUSIP	PURCHASER	ACQUIRED	SOLD	PROCEEDS	BASIS	GAIN/LOSS
385,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G13255 "GOLD" 5 000% 07/01/23 B/E DTD 08/01/08	3128MBZU4	ON SHORE FOUNDATION	01/25/11	11/06/12	2,116	2,251	(135)
385,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G13255 "GOLD" 5 000% 07/01/23 B/E DTD 08/01/08	3128MBZU4	ON SHORE FOUNDATION	01/25/11	10/04/12	2,918	3,104	(187)
385,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G13255 "GOLD" 5 000% 07/01/23 B/E DTD 08/01/08	3128MBZU4	ON SHORE FOUNDATION	01/25/11	09/07/12	2,675	2,846	(171)
385,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G13255 "GOLD" 5 000% 07/01/23 B/E DTD 08/01/08	3128MBZU4	ON SHORE FOUNDATION	01/25/11	08/06/12	1,907	2,029	(122)
385,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G13255 "GOLD" 5 000% 07/01/23 B/E DTD 08/01/08	3128MBZU4	ON SHORE FOUNDATION	01/25/11	07/06/12	2,737	2,912	(175)
385,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G13255 "GOLD" 5 000% 07/01/23 B/E DTD 08/01/08	3128MBZU4	ON SHORE FOUNDATION	01/25/11	06/06/12	2,689	2,861	(172)
385,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G13255 "GOLD" 5 000% 07/01/23 B/E DTD 08/01/08	3128MBZU4	ON SHORE FOUNDATION	01/25/11	05/04/12	3,601	3,831	(230)
385,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G13255 "GOLD" 5 000% 07/01/23 B/E DTD 08/01/08	3128MBZU4	ON SHORE FOUNDATION	01/25/11	04/05/12	3,748	3,988	(240)
385,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G13255 "GOLD" 5 000% 07/01/23 B/E DTD 08/01/08	3128MBZU4	ON SHORE FOUNDATION	01/25/11	03/06/12	2,839	3,021	(182)
385,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # G13255 "GOLD" 5 000% 07/01/23 B/E DTD 08/01/08	3128MBZU4	ON SHORE FOUNDATION	01/25/11	02/06/12	2,315	2,463	(148)
330,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 725424 5 500% 04/01/34 B/E DTD 04/01/04	31402C4H2	ON SHORE FOUNDATION	12/08/10	12/06/12	1,218	1,308	(90)
330,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 725424 5 500% 04/01/34 B/E DTD 04/01/04	31402C4H2	ON SHORE FOUNDATION	12/08/10	11/06/12	1,370	1,471	(101)
330,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 725424 5 500% 04/01/34 B/E DTD 04/01/04	31402C4H2	ON SHORE FOUNDATION	12/08/10	10/04/12	1,220	1,310	(90)
330,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 725424 5 500% 04/01/34 B/E DTD 04/01/04	31402C4H2	ON SHORE FOUNDATION	12/08/10	09/07/12	1,372	1,474	(101)
330,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 725424 5 500% 04/01/34 B/E DTD 04/01/04	31402C4H2	ON SHORE FOUNDATION	12/08/10	08/06/12	1,196	1,284	(88)
330,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 725424 5 500% 04/01/34 B/E DTD 04/01/04	31402C4H2	ON SHORE FOUNDATION	12/08/10	07/06/12	1,270	1,364	(94)
330,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 725424 5 500% 04/01/34 B/E DTD 04/01/04	31402C4H2	ON SHORE FOUNDATION	12/08/10	06/06/12	1,293	1,388	(95)
330,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 725424 5 500% 04/01/34 B/E DTD 04/01/04	31402C4H2	ON SHORE FOUNDATION	12/08/10	05/04/12	1,303	1,400	(96)
330,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 725424 5 500% 04/01/34 B/E DTD 04/01/04	31402C4H2	ON SHORE FOUNDATION	12/08/10	04/05/12	1,351	1,451	(100)
330,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 725424 5 500% 04/01/34 B/E DTD 04/01/04	31402C4H2	ON SHORE FOUNDATION	12/08/10	03/06/12	1,295	1,390	(95)

QTY	DESCRIPTION	CUSIP	PURCHASER	ACQUIRED	SOLD	PROCEEDS	BASIS	GAIN/LOSS
330,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 725424 5 500% 04/01/34 B/E DTD 04/01/04	31402C4H2	ON SHORE FOUNDATION	12/08/10	02/06/12	1,181	1,268	(87)
285,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735580 5 000% 06/01/35 B/E DTD 05/01/05	31402RFV6	ON SHORE FOUNDATION	12/02/10	12/31/12	2,945	3,124	(179)
285,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735580 5 000% 06/01/35 B/E DTD 05/01/05	31402RFV6	ON SHORE FOUNDATION	12/02/10	12/06/12	2,239	2,375	(136)
285,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735580 5 000% 06/01/35 B/E DTD 05/01/05	31402RFV6	ON SHORE FOUNDATION	12/02/10	11/06/12	2,889	3,065	(176)
285,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735580 5 000% 06/01/35 B/E DTD 05/01/05	31402RFV6	ON SHORE FOUNDATION	12/02/10	10/04/12	2,568	2,724	(156)
285,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735580 5 000% 06/01/35 B/E DTD 05/01/05	31402RFV6	ON SHORE FOUNDATION	12/02/10	09/07/12	2,771	2,940	(169)
285,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735580 5 000% 06/01/35 B/E DTD 05/01/05	31402RFV6	ON SHORE FOUNDATION	12/02/10	08/06/12	2,624	2,784	(160)
285,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735580 5 000% 06/01/35 B/E DTD 05/01/05	31402RFV6	ON SHORE FOUNDATION	12/02/10	07/06/12	2,663	2,825	(162)
285,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735580 5 000% 06/01/35 B/E DTD 05/01/05	31402RFV6	ON SHORE FOUNDATION	12/02/10	06/06/12	2,775	2,944	(169)
285,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735580 5 000% 06/01/35 B/E DTD 05/01/05	31402RFV6	ON SHORE FOUNDATION	12/02/10	05/04/12	2,591	2,749	(158)
285,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735580 5 000% 06/01/35 B/E DTD 05/01/05	31402RFV6	ON SHORE FOUNDATION	12/02/10	04/05/12	2,871	3,046	(175)
285,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735580 5 000% 06/01/35 B/E DTD 05/01/05	31402RFV6	ON SHORE FOUNDATION	12/02/10	03/06/12	2,849	3,022	(174)
285,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735580 5 000% 06/01/35 B/E DTD 05/01/05	31402RFV6	ON SHORE FOUNDATION	12/02/10	02/06/12	2,495	2,647	(152)
300,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735667 5 000% 07/01/35 B/E DTD 06/01/05	31402RJL4	ON SHORE FOUNDATION	12/08/10	12/31/12	1,315	1,386	(72)
300,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735667 5 000% 07/01/35 B/E DTD 06/01/05	31402RJL4	ON SHORE FOUNDATION	12/08/10	12/06/12	1,282	1,352	(70)
300,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735667 5 000% 07/01/35 B/E DTD 06/01/05	31402RJL4	ON SHORE FOUNDATION	12/08/10	11/06/12	1,463	1,543	(80)
300,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735667 5 000% 07/01/35 B/E DTD 06/01/05	31402RJL4	ON SHORE FOUNDATION	12/08/10	10/04/12	1,300	1,371	(71)
300,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735667 5 000% 07/01/35 B/E DTD 06/01/05	31402RJL4	ON SHORE FOUNDATION	12/08/10	09/07/12	1,488	1,569	(81)
300,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735667 5 000% 07/01/35 B/E DTD 06/01/05	31402RJL4	ON SHORE FOUNDATION	12/08/10	08/06/12	1,375	1,450	(75)
300,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735667 5 000% 07/01/35 B/E DTD 06/01/05	31402RJL4	ON SHORE FOUNDATION	12/08/10	07/06/12	1,329	1,402	(73)
300,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735667 5 000% 07/01/35 B/E DTD 06/01/05	31402RJL4	ON SHORE FOUNDATION	12/08/10	06/06/12	1,417	1,494	(77)
300,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735667 5 000% 07/01/35 B/E DTD 06/01/05	31402RJL4	ON SHORE FOUNDATION	12/08/10	05/04/12	1,393	1,469	(76)
300,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735667 5 000% 07/01/35 B/E DTD 06/01/05	31402RJL4	ON SHORE FOUNDATION	12/08/10	04/05/12	1,452	1,531	(79)
300,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735667 5 000% 07/01/35 B/E DTD 06/01/05	31402RJL4	ON SHORE FOUNDATION	12/08/10	03/06/12	1,471	1,552	(80)
300,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 735667 5 000% 07/01/35 B/E DTD 06/01/05	31402RJL4	ON SHORE FOUNDATION	12/08/10	02/06/12	1,367	1,442	(75)

QTY	DESCRIPTION	CUSIP	PURCHASER	ACQUIRED	SOLD	PROCEEDS	BASIS	GAIN/LOSS
180,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 889579 6 000% 05/01/38 B/E DTD 05/01/08	31410KJY1	ON SHORE FOUNDATION	12/16/10	10/25/12	1,601	1,601	-
180,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 889579 6 000% 05/01/38 B/E DTD 05/01/08	31410KJY1	ON SHORE FOUNDATION	12/16/10	10/04/12	40,664	41,485	(821)
245,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 889579 6 000% 05/01/38 B/E DTD 05/01/08	31410KJY1	ON SHORE FOUNDATION	12/16/10	09/07/12	1,907	2,059	(153)
245,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 889579 6 000% 05/01/38 B/E DTD 05/01/08	31410KJY1	ON SHORE FOUNDATION	12/16/10	08/06/12	2,042	2,205	(163)
245,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 889579 6 000% 05/01/38 B/E DTD 05/01/08	31410KJY1	ON SHORE FOUNDATION	12/16/10	07/06/12	1,987	2,146	(159)
245,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 889579 6 000% 05/01/38 B/E DTD 05/01/08	31410KJY1	ON SHORE FOUNDATION	12/16/10	06/06/12	2,092	2,259	(167)
245,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 889579 6 000% 05/01/38 B/E DTD 05/01/08	31410KJY1	ON SHORE FOUNDATION	12/16/10	05/04/12	1,793	1,936	(143)
245,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 889579 6 000% 05/01/38 B/E DTD 05/01/08	31410KJY1	ON SHORE FOUNDATION	12/16/10	04/05/12	1,641	1,772	(131)
245,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 889579 6 000% 05/01/38 B/E DTD 05/01/08	31410KJY1	ON SHORE FOUNDATION	12/16/10	03/06/12	1,551	1,675	(124)
245,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 889579 6 000% 05/01/38 B/E DTD 05/01/08	31410KJY1	ON SHORE FOUNDATION	12/16/10	02/06/12	1,329	1,435	(106)
200,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 995515 4 500% 03/01/39 B/E DTD 02/01/09	31416B3Y2	ON SHORE FOUNDATION	05/26/11	10/05/12	62,731	60,374	2,358
200,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 995515 4 500% 03/01/39 B/E DTD 02/01/09	31416B3Y2	ON SHORE FOUNDATION	05/26/11	10/04/12	3,984	4,145	(161)
200,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 995515 4 500% 03/01/39 B/E DTD 02/01/09	31416B3Y2	ON SHORE FOUNDATION	05/26/11	09/07/12	4,523	4,706	(182)
200,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 995515 4 500% 03/01/39 B/E DTD 02/01/09	31416B3Y2	ON SHORE FOUNDATION	05/26/11	08/06/12	3,489	3,630	(141)
200,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 995515 4 500% 03/01/39 B/E DTD 02/01/09	31416B3Y2	ON SHORE FOUNDATION	05/26/11	07/06/12	3,528	3,670	(142)
200,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 995515 4 500% 03/01/39 B/E DTD 02/01/09	31416B3Y2	ON SHORE FOUNDATION	05/26/11	06/06/12	3,895	4,052	(157)
140,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AC8540 4 500% 12/01/24 B/E DTD 12/01/09	31417VP23	ON SHORE FOUNDATION	01/27/11	02/09/12	84,304	82,678	1,626
200,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AC8540 4 500% 12/01/24 B/E DTD 12/01/09	31417VP23	ON SHORE FOUNDATION	01/27/11	02/06/12	3,015	3,162	(147)
170,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE0375 4 000% 07/01/25 B/E DTD 09/01/10	31419AMZ7	ON SHORE FOUNDATION	02/11/11	12/31/12	2,550	2,606	(56)
170,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE0375 4 000% 07/01/25 B/E DTD 09/01/10	31419AMZ7	ON SHORE FOUNDATION	02/11/11	12/06/12	2,458	2,512	(54)
170,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE0375 4 000% 07/01/25 B/E DTD 09/01/10	31419AMZ7	ON SHORE FOUNDATION	02/11/11	11/06/12	2,702	2,761	(59)
170,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE0375 4 000% 07/01/25 B/E DTD 09/01/10	31419AMZ7	ON SHORE FOUNDATION	02/11/11	10/04/12	2,618	2,675	(57)
170,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE0375 4 000% 07/01/25 B/E DTD 09/01/10	31419AMZ7	ON SHORE FOUNDATION	02/11/11	09/07/12	2,770	2,831	(61)
170,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE0375 4 000% 07/01/25 B/E DTD 09/01/10	31419AMZ7	ON SHORE FOUNDATION	02/11/11	08/06/12	2,910	2,974	(64)
170,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE0375 4 000% 07/01/25 B/E DTD 09/01/10	31419AMZ7	ON SHORE FOUNDATION	02/11/11	07/06/12	2,513	2,568	(55)

QTY	DESCRIPTION	CUSIP	PURCHASER	ACQUIRED	SOLD	PROCEEDS	BASIS	GAIN/LOSS
170,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE0375 4 000% 07/01/25 B/E DTD 09/01/10	31419AMZ7	ON SHORE FOUNDATION	02/11/11	06/06/12	2,719	2,779	(60)
170,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE0375 4 000% 07/01/25 B/E DTD 09/01/10	31419AMZ7	ON SHORE FOUNDATION	02/11/11	05/04/12	2,440	2,494	(53)
170,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE0375 4 000% 07/01/25 B/E DTD 09/01/10	31419AMZ7	ON SHORE FOUNDATION	02/11/11	04/05/12	2,809	2,871	(61)
170,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE0375 4 000% 07/01/25 B/E DTD 09/01/10	31419AMZ7	ON SHORE FOUNDATION	02/11/11	03/06/12	3,349	3,423	(73)
140,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE3049 4 500% 09/01/40 B/E DTD 09/01/10	31419DL74	ON SHORE FOUNDATION	11/29/10	12/31/12	2,304	2,409	(105)
140,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE3049 4 500% 09/01/40 B/E DTD 09/01/10	31419DL74	ON SHORE FOUNDATION	11/29/10	12/06/12	1,930	2,018	(88)
140,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE3049 4 500% 09/01/40 B/E DTD 09/01/10	31419DL74	ON SHORE FOUNDATION	11/29/10	11/06/12	2,365	2,472	(108)
140,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE3049 4 500% 09/01/40 B/E DTD 09/01/10	31419DL74	ON SHORE FOUNDATION	11/29/10	10/04/12	2,221	2,323	(101)
140,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE3049 4 500% 09/01/40 B/E DTD 09/01/10	31419DL74	ON SHORE FOUNDATION	11/29/10	09/07/12	2,690	2,813	(123)
140,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE3049 4 500% 09/01/40 B/E DTD 09/01/10	31419DL74	ON SHORE FOUNDATION	11/29/10	08/06/12	1,841	1,925	(84)
140,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE3049 4 500% 09/01/40 B/E DTD 09/01/10	31419DL74	ON SHORE FOUNDATION	11/29/10	07/06/12	1,346	1,407	(61)
140,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE3049 4 500% 09/01/40 B/E DTD 09/01/10	31419DL74	ON SHORE FOUNDATION	11/29/10	06/06/12	1,874	1,959	(85)
140,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE3049 4 500% 09/01/40 B/E DTD 09/01/10	31419DL74	ON SHORE FOUNDATION	11/29/10	05/04/12	1,813	1,896	(83)
140,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE3049 4 500% 09/01/40 B/E DTD 09/01/10	31419DL74	ON SHORE FOUNDATION	11/29/10	04/05/12	2,173	2,272	(99)
140,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE3049 4 500% 09/01/40 B/E DTD 09/01/10	31419DL74	ON SHORE FOUNDATION	11/29/10	03/06/12	2,779	2,906	(127)
140,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE3049 4 500% 09/01/40 B/E DTD 09/01/10	31419DL74	ON SHORE FOUNDATION	11/29/10	02/06/12	1,520	1,589	(69)
100,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AI7778 4 000% 07/01/41 B/E DTD 07/01/11	3138AMUC7	ON SHORE FOUNDATION	09/27/11	12/31/12	3,370	3,534	(164)
100,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AI7778 4 000% 07/01/41 B/E DTD 07/01/11	3138AMUC7	ON SHORE FOUNDATION	09/27/11	12/06/12	3,253	3,411	(158)
100,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AI7778 4 000% 07/01/41 B/E DTD 07/01/11	3138AMUC7	ON SHORE FOUNDATION	09/27/11	11/06/12	3,503	3,673	(170)
100,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AI7778 4 000% 07/01/41 B/E DTD 07/01/11	3138AMUC7	ON SHORE FOUNDATION	09/27/11	10/04/12	2,021	2,119	(98)
24,000 00	HANESBRANDS INC FIXED RATE SR NT 8 000% 12/15/16 B/E DTD 12/10/09 CLB	410345AF9	ON SHORE FOUNDATION	03/16/11	12/27/12	26,651	26,651	0
35,000 00	SUPERVALU INC NT 7 500% 05/15/12 B/E DTD 05/16/02 CLB	868536AR4	ON SHORE FOUNDATION	10/08/09	05/15/12	35,000	35,000	-
50,000 00	TESORO CORP SR NT 6 250% 11/01/12 B/E DTD 05/01/06 CLB	881609AQ4	ON SHORE FOUNDATION	03/21/11	09/21/12	50,313	50,313	-
25,000 00	UNITED STATES TREAS BDS 3 875% 08/15/40 B/E DTD 08/15/10	912810QK7	ON SHORE FOUNDATION	11/23/10	05/31/12	31,282	23,816	7,466
25,000 00	UNITED STATES TREAS BDS 3 875% 08/15/40 B/E DTD 08/15/10	912810QK7	ON SHORE FOUNDATION	11/23/10	05/09/12	29,311	23,815	5,496

QTY	DESCRIPTION	CUSIP	PURCHASER	ACQUIRED	SOLD	PROCEEDS	BASIS	GAIN/LOSS
25,000 00	UNITED STATES TREAS NTS 2 625% 11/15/20 B/E DTD 11/15/10	912828PC8	ON SHORE FOUNDATION	01/06/11	05/09/12	27,102	23,515	3,587
5,000 00	UNITED STATES TREAS NTS 4 250% 11/15/17 B/E DTD 11/15/07	912828HH6	ON SHORE FOUNDATION	06/16/09	04/26/12	5,888	5,168	720
5,000 00	UNITED STATES TREAS NTS 4 250% 11/15/17 B/E DTD 11/15/07	912828HH6	ON SHORE FOUNDATION	04/21/09	04/26/12	5,888	5,390	498
<b>TOAL LONG TERM GAIN/LOSS</b>						<b>620,710</b>	<b>611,933</b>	<b>8,776</b>
55,000 00	CIT GROUP INC NEW SECD NT SER A 7 000% 05/01/15 B/E DTD 12/10/09 CLB	125581FV5	ON SHORE FOUNDATION	02/02/11	01/23/12	55,000	55,003	(3)
125,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # Q08998 3 500% 06/01/42 B/E DTD 06/01/12	313GUKK9	ON SHORE FOUNDATION	07/16/12	12/06/12	2,895	3,070	(175)
125,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # Q08998 3 500% 06/01/42 B/E DTD 06/01/12	313GUKK9	ON SHORE FOUNDATION	07/16/12	11/06/12	1,991	2,112	(120)
125,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # Q08998 3 500% 06/01/42 B/E DTD 06/01/12	313GUKK9	ON SHORE FOUNDATION	07/16/12	10/04/12	1,137	1,206	(69)
125,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # Q08998 3 500% 06/01/42 B/E DTD 06/01/12	313GUKK9	ON SHORE FOUNDATION	07/16/12	09/07/12	718	762	(43)
125,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # Q08998 3 500% 06/01/42 B/E DTD 06/01/12	313GUKK9	ON SHORE FOUNDATION	07/16/12	08/06/12	506	537	(31)
125,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # Q08998 3 500% 06/01/42 B/E DTD 06/01/12	313GUKK9	ON SHORE FOUNDATION	07/16/12	12/31/12	2,719	2,883	(164)
125,000 00	FEDERAL HOME LN MTG CORP PARTN CTFS POOL # Q08998 3 500% 06/01/42 B/E DTD 06/01/12	313GUKK9	ON SHORE FOUNDATION	07/16/12	12/31/12	2,421	2,568	(146)
70,000 00	FEDERAL NATL MTG ASSN BENCHMARK NOTE 2 375% 07/28/15 B/E DTD 06/14/10	31398AU34	ON SHORE FOUNDATION	05/31/12	07/16/12	74,089	73,785	303
25,000 00	FEDERAL NATL MTG ASSN BENCHMARK NOTES 5 000% 02/13/17 B/E DTD 01/12/07	31359M4D2	ON SHORE FOUNDATION	11/02/11	08/03/12	29,700	29,018	682
20,000 00	FEDERAL NATL MTG ASSN BENCHMARK NOTES 5 000% 02/13/17 B/E DTD 01/12/07	31359M4D2	ON SHORE FOUNDATION	11/02/11	07/27/12	23,769	23,226	543
10,000 00	FEDERAL NATL MTG ASSN BENCHMARK NOTES 5 000% 02/13/17 B/E DTD 01/12/07	31359M4D2	ON SHORE FOUNDATION	11/02/11	04/10/12	11,850	11,717	133
330,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 725424 5 500% 04/01/34 B/E DTD 04/01/04	31402C4H2	ON SHORE FOUNDATION	12/08/10	12/31/12	1,292	1,388	(95)
200,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 995515 4 500% 03/01/39 B/E DTD 02/01/09	31416B3Y2	ON SHORE FOUNDATION	05/26/11	05/04/12	3,653	3,800	(147)
200,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 995515 4 500% 03/01/39 B/E DTD 02/01/09	31416B3Y2	ON SHORE FOUNDATION	05/26/11	04/05/12	5,334	5,549	(215)
200,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 995515 4 500% 03/01/39 B/E DTD 02/01/09	31416B3Y2	ON SHORE FOUNDATION	05/26/11	03/06/12	5,042	5,245	(203)
200,000 00	FNMA GTD MTG PASS THRU CTFS POOL # 995515 4 500% 03/01/39 B/E DTD 02/01/09	31416B3Y2	ON SHORE FOUNDATION	05/26/11	02/06/12	3,661	3,809	(148)
170,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AE0375 4 000% 07/01/25 B/E DTD 09/01/10	31419AMZ7	ON SHORE FOUNDATION	02/11/11	02/06/12	2,868	2,931	(63)

QTY	DESCRIPTION	CUSIP	PURCHASER	ACQUIRED	SOLD	PROCEEDS	BASIS	GAIN/LOSS
100,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AI7778 4 000% 07/01/41 B/E DTD 07/01/11	3138AMUC7	ON SHORE FOUNDATION	09/27/11	09/07/12	2,914	3,055	(142)
100,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AI7778 4 000% 07/01/41 B/E DTD 07/01/11	3138AMUC7	ON SHORE FOUNDATION	09/27/11	08/06/12	3,639	3,815	(177)
100,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AI7778 4 000% 07/01/41 B/E DTD 07/01/11	3138AMUC7	ON SHORE FOUNDATION	09/27/11	07/06/12	2,556	2,680	(124)
100,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AI7778 4 000% 07/01/41 B/E DTD 07/01/11	3138AMUC7	ON SHORE FOUNDATION	09/27/11	06/06/12	1,530	1,605	(74)
100,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AI7778 4 000% 07/01/41 B/E DTD 07/01/11	3138AMUC7	ON SHORE FOUNDATION	09/27/11	05/04/12	2,524	2,647	(123)
100,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AI7778 4 000% 07/01/41 B/E DTD 07/01/11	3138AMUC7	ON SHORE FOUNDATION	09/27/11	04/05/12	3,807	3,992	(185)
100,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AI7778 4 000% 07/01/41 B/E DTD 07/01/11	3138AMUC7	ON SHORE FOUNDATION	09/27/11	03/06/12	2,438	2,557	(118)
100,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AI7778 4 000% 07/01/41 B/E DTD 07/01/11	3138AMUC7	ON SHORE FOUNDATION	09/27/11	02/06/12	1,966	2,062	(96)
100,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AI7778 4 000% 07/01/41 B/E DTD 07/01/11	3138AMUC7	ON SHORE FOUNDATION	09/27/11	01/07/12	2,291	2,402	(111)
130,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AJ7717 3 000% 12/01/26 B/E DTD 12/01/11	3138EOSF7	ON SHORE FOUNDATION	02/09/12	12/31/12	3,250	3,250	-
130,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AJ7717 3 000% 12/01/26 B/E DTD 12/01/11	3138EOSF7	ON SHORE FOUNDATION	02/09/12	12/06/12	3,706	3,862	(155)
130,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AJ7717 3 000% 12/01/26 B/E DTD 12/01/11	3138EOSF7	ON SHORE FOUNDATION	02/09/12	11/06/12	2,832	2,951	(119)
130,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AJ7717 3 000% 12/01/26 B/E DTD 12/01/11	3138EOSF7	ON SHORE FOUNDATION	02/09/12	10/04/12	2,444	2,546	(102)
130,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AJ7717 3 000% 12/01/26 B/E DTD 12/01/11	3138EOSF7	ON SHORE FOUNDATION	02/09/12	09/07/12	3,196	3,330	(134)
130,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AJ7717 3 000% 12/01/26 B/E DTD 12/01/11	3138EOSF7	ON SHORE FOUNDATION	02/09/12	08/06/12	2,424	2,526	(102)
130,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AJ7717 3 000% 12/01/26 B/E DTD 12/01/11	3138EOSF7	ON SHORE FOUNDATION	02/09/12	07/06/12	1,932	2,013	(81)
130,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AJ7717 3 000% 12/01/26 B/E DTD 12/01/11	3138EOSF7	ON SHORE FOUNDATION	02/09/12	06/06/12	1,261	1,314	(53)
130,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AJ7717 3 000% 12/01/26 B/E DTD 12/01/11	3138EOSF7	ON SHORE FOUNDATION	02/09/12	05/04/12	1,000	1,042	(42)
130,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AJ7717 3 000% 12/01/26 B/E DTD 12/01/11	3138EOSF7	ON SHORE FOUNDATION	02/09/12	04/05/12	1,088	1,134	(46)
130,000 00	FNMA GTD MTG PASS THRU CTFS POOL # AJ7717 3 000% 12/01/26 B/E DTD 12/01/11	3138EOSF7	ON SHORE FOUNDATION	02/09/12	03/06/12	942	981	(39)
40,000 00	SMITHFIELD FOODS INC SR SECD 144A 10 000% 07/15/14 B/E DTD 07/02/09	832248AU2	ON SHORE FOUNDATION	08/08/11	02/09/12	47,200	44,436	2,764
50,000 00	UNITED STATES TREAS NTS 2 625% 04/30/16 B/E DTD 04/30/09	912828KR0	ON SHORE FOUNDATION	11/10/11	08/03/12	54,035	53,483	552
<b>TOAL SHORT TERM GAIN/LOSS</b>						<b>377,623</b>	<b>376,290</b>	<b>1,332</b>
<b>GRAND TOTAL</b>						<b>998,333</b>	<b>988,224</b>	<b>10,109</b>

ONSHORE FOUNDATION  
95-4100318  
2012

**PART I, LINE 6 (990-PF) - GAIN/LOSS FROM SALE OF ASSETS OTHER THAN INVENTORY**

**PERSHING ACCOUNT #: 5YV242740**

QTY	DESCRIPTION	CUSIP	PURCHASER	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST BASIS	GAIN/LOSS
17 00	3M CO COM	MMM	ON SHORE FOUNDATION	04/13/11	11/02/12	1,519	1,580	(61)
139 00	ABBOTT LABS COM	ABT	ON SHORE FOUNDATION	04/13/11	07/02/12	8,947	7,002	1,945
7 00	APPLE INC COM	AAPL	ON SHORE FOUNDATION	04/13/11	11/09/12	3,818	2,335	1,483
14 00	APPLE INC COM	AAPL	ON SHORE FOUNDATION	04/13/11	10/09/12	8,796	4,670	4,126
74 00	CHEVRON CORP NEW COM	CVX	ON SHORE FOUNDATION	04/13/11	06/04/12	7,165	7,701	(536)
0 2618	DUKE ENERGY CORP NEW COM NEW	DUK	ON SHORE FOUNDATION	04/13/11	07/03/12	18	14	4
84 00	GOODRICH CORP_C/A EFF 7/26/12 1 OLD/ USD 127 50 P/S	382388106	ON SHORE FOUNDATION	04/13/11	06/05/12	10,530	7,051	3,479
199 00	INTEL CORP COM	INTC	ON SHORE FOUNDATION	04/13/11	10/02/12	4,549	3,933	615
135 00	INTEL CORP COM	INTC	ON SHORE FOUNDATION	04/13/11	05/29/12	3,546	2,668	878
21 00	INTERNATIONAL BUSINESS MACHS CORP COM	IBM	ON SHORE FOUNDATION	05/06/11	05/10/12	4,243	3,559	684
80 00	MICROSOFT CORP COM	MSFT	ON SHORE FOUNDATION	04/13/11	10/09/12	2,348	2,054	294
19 00	PROCTER & GAMBLE CO COM	PG	ON SHORE FOUNDATION	04/13/11	08/02/12	1,207	1,197	9
82 00	SPDR GOLD TR GOLD SHS CASH INCOME	78463V107	ON SHORE FOUNDATION	04/13/11	05/16/12	5	5	0
82 00	SPDR GOLD TR GOLD SHS CASH INCOME	78463V107	ON SHORE FOUNDATION	04/13/11	06/12/12	4	4	0
82 00	SPDR GOLD TR GOLD SHS CASH INCOME	78463V107	ON SHORE FOUNDATION	04/13/11	07/06/12	4	4	0
82 00	SPDR GOLD TR GOLD SHS CASH INCOME	78463V107	ON SHORE FOUNDATION	04/13/11	08/10/12	4	4	0
82 00	SPDR GOLD TR GOLD SHS CASH INCOME	78463V107	ON SHORE FOUNDATION	04/13/11	09/12/12	4	4	1
82 00	SPDR GOLD TR GOLD SHS CASH INCOME	78463V107	ON SHORE FOUNDATION	04/13/11	10/08/12	5	4	1
82 00	SPDR GOLD TR GOLD SHS CASH INCOME	78463V107	ON SHORE FOUNDATION	04/13/11	11/19/12	4	4	1
82 00	SPDR GOLD TR GOLD SHS CASH INCOME	78463V107	ON SHORE FOUNDATION	04/13/11	12/11/12	4	4	1
174 00	ULTRA PETE CORP COM ISIN#CA9039141093	UPL	ON SHORE FOUNDATION	04/13/11	09/27/12	3,850	8,358	(4,509)
72 00	WAL MART STORES INC COM	WMT	ON SHORE FOUNDATION	04/13/11	08/02/12	5,276	3,862	1,414
<b>TOAL LONG TERM GAIN/LOSS</b>						<b>65,847</b>	<b>56,016</b>	<b>9,831</b>
261 00	EL PASO CORP COM C/A EFF 05/24/12 1 OLD / 4187 CU 49456B101 + 64 49456BB19 AND 14 65 USD P/SH	28336L109	ON SHORE FOUNDATION	07/20/11	01/23/12	7,037	5,250	1,787
182 00	HEWLETT PACKARD CO COM	HPQ	ON SHORE FOUNDATION	10/11/12	12/03/12	2,427	2,595	(168)
19 00	INTERNATIONAL BUSINESS MACHS CORP COM	IBM	ON SHORE FOUNDATION	07/28/11	05/10/12	3,839	3,439	400
97 00	LOCKHEED MARTIN CORP COM	LMT	ON SHORE FOUNDATION	04/13/11	02/09/12	8,519	7,679	840
120 00	TRANSCANADA CORP COM ISIN#CA89353D1078	TRP	ON SHORE FOUNDATION	03/12/12	08/01/12	5,493	5,286	207
82 00	SPDR GOLD TR GOLD SHS CASH INCOME	78463V107	ON SHORE FOUNDATION	04/13/11	01/11/12	4	4	0
82 00	SPDR GOLD TR GOLD SHS CASH INCOME	78463V107	ON SHORE FOUNDATION	04/13/11	02/14/12	4	3	1
82 00	SPDR GOLD TR GOLD SHS CASH INCOME	78463V107	ON SHORE FOUNDATION	04/13/11	03/13/12	4	4	1
82 00	SPDR GOLD TR GOLD SHS CASH INCOME	78463V107	ON SHORE FOUNDATION	04/13/11	04/10/12	5	4	1
417 00	WEATHERFORD INTL LTD REG ISIN#CH0038838394	WFT	ON SHORE FOUNDATION	04/13/11	01/18/12	6,543	8,765	(2,222)
<b>TOAL SHORT TERM GAIN/LOSS</b>						<b>33,875</b>	<b>33,029</b>	<b>847</b>

<u>QTY</u>	<u>DESCRIPTION</u>	<u>CUSIP</u>	<u>PURCHASER</u>	<u>ACQUIRED</u>	<u>SOLD</u>	<u>PROCEEDS</u>	<u>BASIS</u>	<u>GAIN/LOSS</u>
GRAND TOTAL						<u>99,722</u>	<u>89,045</u>	<u>10,677</u>

ONSHORE FOUNDATION  
95-4100318  
2012

**PART I, LINE 6 (990-PF) - GAIN/LOSS FROM SALE OF ASSETS OTHER THAN INVENTORY**

**PERSHING ACCOUNT #: 5YV256104**

QTY	DESCRIPTION	CUSIP	PURCHASER	DATE ACQUIRED	DATE SOLD	SALES PROCEEDS	COST BASIS	GAIN/LOSS
	POWERSHARES DB MULTI SECTOR COMMODITY TR POWER SHARES DB AGRIC							
866 00	FD COM UNIT	73936B408	ON SHORE FOUNDATION	03/21/11	04/17/12	23,779 82	29,219	(5,439)
659 00	SPDR GOLD TR GOLD SHS	78463V107	ON SHORE FOUNDATION	Various	01/11/12	34 39	37	(2)
212 00	ISHARES TR RUSSELL 2000 INDEX FD	464287655	ON SHORE FOUNDATION	05/11/10	01/19/12	16,565 36	14,784	1,781
200 00	SPDR S&P 500 ETF TR TR UNIT	78426F103	ON SHORE FOUNDATION	10/30/09	01/19/12	26,247 50	20,812	5,436
197 00	SPDR S&P 500 ETF TR TR UNIT	78426F103	ON SHORE FOUNDATION	01/14/11	01/19/12	25,853 78	25,416	437
	POWERSHARES DB MULTI SECTOR COMMODITY TR POWER SHARES DB AGRIC							
172 00	FD COM UNIT	73936B408	ON SHORE FOUNDATION	03/21/11	04/17/12	4,723 02	5,803	(1,080)
170 00	ISHARES TR MSCI EAFE INDEX FD	464287465	ON SHORE FOUNDATION	10/30/09	01/19/12	8,737 82	9,086	(349)
92 00	ISHARES TR MSCI EAFE INDEX FD	464287465	ON SHORE FOUNDATION	10/30/09	01/19/12	4,728 71	4,917	(189)
65 00	ISHARES TR MSCI EAFE INDEX FD	464287465	ON SHORE FOUNDATION	10/30/09	01/19/12	3,340 94	3,474	(133)
35 00	ISHARES TR MSCI EAFE INDEX FD	464287465	ON SHORE FOUNDATION	10/30/09	01/19/12	1,798 95	1,871	(72)
30 00	ISHARES TR MSCI EAFE INDEX FD	464287465	ON SHORE FOUNDATION	10/30/09	01/19/12	1,541 97	1,603	(62)
29 00	ISHARES TR MSCI EAFE INDEX FD	464287465	ON SHORE FOUNDATION	10/30/09	01/19/12	1,490 57	1,550	(59)
9 00	ISHARES TR MSCI EAFE INDEX FD	464287465	ON SHORE FOUNDATION	10/30/09	01/19/12	462 60	481	(18)
8 00	ISHARES TR MSCI EAFE INDEX FD	464287465	ON SHORE FOUNDATION	10/30/09	01/19/12	411 20	428	(16)
<b>TOAL LONG TERM GAIN/LOSS</b>						<b>119,717</b>	<b>119,482</b>	<b>235</b>
	FRANKLIN INT'L SMALL CAP GROWTH FUND							
2,563 91	ADVISOR CLASS	353533888	ON SHORE FOUNDATION	02/09/11	01/19/12	36,202 34	43,330	(7,128)
1,477 00	SPDR GOLD TR GOLD SHS	78463V107	ON SHORE FOUNDATION	Various	02/14/12	74 34	73	1
1,477 00	SPDR GOLD TR GOLD SHS	78463V107	ON SHORE FOUNDATION	Various	03/13/12	76 47	77	(0)
1,477 00	SPDR GOLD TR GOLD SHS	78463V107	ON SHORE FOUNDATION	Various	04/10/12	83 17	86	(3)
	FRANKLIN GROWTH FUND ADVISOR CLASS							
925 80		353496839	ON SHORE FOUNDATION	02/09/11	01/19/12	43,642 03	43,318	324
889 00	SPDR GOLD TR GOLD SHS	78463V107	ON SHORE FOUNDATION	Various	05/16/12	52 93	57	(4)
889 00	SPDR GOLD TR GOLD SHS	78463V107	ON SHORE FOUNDATION	Various	06/12/12	44 99	47	(2)
889 00	SPDR GOLD TR GOLD SHS	78463V107	ON SHORE FOUNDATION	Various	07/06/12	45 41	48	(2)
889 00	SPDR GOLD TR GOLD SHS	78463V107	ON SHORE FOUNDATION	Various	08/10/12	45 86	47	(1)
889 00	SPDR GOLD TR GOLD SHS	78463V107	ON SHORE FOUNDATION	Various	09/12/12	46 95	45	2
889 00	SPDR GOLD TR GOLD SHS	78463V107	ON SHORE FOUNDATION	Various	10/08/12	51 97	49	3
889 00	SPDR GOLD TR GOLD SHS	78463V107	ON SHORE FOUNDATION	Various	11/19/12	47 99	46	2
889 00	SPDR GOLD TR GOLD SHS	78463V107	ON SHORE FOUNDATION	Various	12/11/12	45 37	44	1
549 00	SPDR GOLD TR GOLD SHS	78463V107	ON SHORE FOUNDATION	08/11/11	04/17/12	87,997 23	93,912	(5,915)
400 00	ISHARES TR RUSSELL 2000 INDEX FD	464287655	ON SHORE FOUNDATION	08/24/11	01/19/12	31,255 40	27,324	3,931
400 00	ISHARES TR RUSSELL 2000 INDEX FD	464287655	ON SHORE FOUNDATION	08/24/11	01/19/12	31,255 40	27,324	3,931
380 00	SPDR S&P 500 ETF TR TR UNIT	78426F103	ON SHORE FOUNDATION	03/21/11	01/19/12	49,870 24	49,176	694
327 00	SPDR S&P 500 ETF TR TR UNIT	78426F103	ON SHORE FOUNDATION	08/24/11	01/19/12	42,914 66	38,236	4,679
250 00	ISHARES TR RUSSELL 2000 INDEX FD	464287655	ON SHORE FOUNDATION	08/24/11	01/19/12	19,534 62	17,078	2,457
250 00	ISHARES TR RUSSELL 2000 INDEX FD	464287655	ON SHORE FOUNDATION	08/24/11	01/19/12	19,534 63	17,078	2,457
218 00	SPDR S&P 500 ETF TR TR UNIT	78426F103	ON SHORE FOUNDATION	03/21/11	01/19/12	28,609 77	28,211	398

QTY	DESCRIPTION	CUSIP	PURCHASER	ACQUIRED	SOLD	PROCEEDS	BASIS	GAIN/LOSS
158 00	ISHARES TR RUSSELL 2000 INDEX FD	464287655	ON SHORE FOUNDATION	08/24/11	01/19/12	12,345 89	10,793	1,553
149 00	SPDR S&P 500 ETF TR TR UNIT	78426F103	ON SHORE FOUNDATION	03/21/11	01/19/12	19,554 38	19,282	272
100 00	ISHARES TR RUSSELL 2000 INDEX FD	464287655	ON SHORE FOUNDATION	08/24/11	01/19/12	7,813 85	6,830	984
100 00	ISHARES TR RUSSELL 2000 INDEX FD	464287655	ON SHORE FOUNDATION	08/24/11	01/19/12	7,813 85	6,830	984
100 00	ISHARES TR RUSSELL 2000 INDEX FD	464287655	ON SHORE FOUNDATION	08/24/11	01/19/12	7,813 85	6,830	984
92 00	ISHARES TR RUSSELL 2000 INDEX FD	464287655	ON SHORE FOUNDATION	08/24/11	01/19/12	7,188 74	6,284	905
87 00	ISHARES TR RUSSELL 2000 INDEX FD	464287655	ON SHORE FOUNDATION	08/24/11	01/19/12	6,798 04	5,943	855
	FRANKLIN INT'L SMALL CAP GROWTH FUND							
59 92	ADVISOR CLASS	353533888	ON SHORE FOUNDATION	12/19/11	01/19/12	846 00	790	56
	FRANKLIN INT'L SMALL CAP GROWTH FUND							
46 05	ADVISOR CLASS	353533888	ON SHORE FOUNDATION	12/19/11	01/19/12	650 17	607	43
39 00	SPDR GOLD TR GOLD SHS	78463V107	ON SHORE FOUNDATION	06/23/11	04/17/12	6,251 17	5,782	469
	FRANKLIN INT'L SMALL CAP GROWTH FUND							
37 41	ADVISOR CLASS	353533888	ON SHORE FOUNDATION	12/19/11	01/19/12	528 20	493	35
8 00	ISHARES TR RUSSELL 2000 INDEX FD	464287655	ON SHORE FOUNDATION	08/24/11	01/19/12	625 11	546	79
	FRANKLIN GROWTH FUND ADVISOR CLASS							
5 54		353496839	ON SHORE FOUNDATION	12/05/11	01/19/12	261 20	248	13
	FRANKLIN GROWTH FUND ADVISOR CLASS							
2 56		353496839	ON SHORE FOUNDATION	12/05/11	01/19/12	120 49	115	6
<b>TOAL SHORT TERM GAIN/LOSS</b>						<b>470,043</b>	<b>456,976</b>	<b>13,066</b>
						<b>589,759</b>	<b>576,458</b>	<b>13,301</b>

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**Part II Balance Sheet - U.S. and State Government Obligations**

Description	Num. Shares/	Book Value	Book Value	FMV	FMV
	Face Value	Beg. of Year	End of Year	Beg. of Year	End of Year
Federal Home Ln Mtg Corp Partn Ctfs Pool #G12710 "Gold" 5 500% 07	275,000 00000	71,743	48,257	71,743	48,257
Federal Home Ln Mtg Corp Partn Ctfs Pool #G13255 "Gold" 5 000% 07	285,000 00000	88,720	52,060	88,720	52,060
Federal Home Ln Mtg Corp Partn Ctfs Pool #Q08998 3 5% 06/01/42 B/I	125,000 00000	0	125,175	0	125,175
Federal Home Ln Mtg Corp Reference Nts 1 000% 09/29/17	100,000 00000	0	101,051	0	101,051
Federal Home Ln Mtg Corp Reference Nts 3 750% 03/27/19	150,000 00000	0	28,898	0	28,898
Federal Natl Mtg Assn Benchmark Notes 5% 02/13/17 B/E DTD 01/12/17	80,000 00000	94,476	0	94,476	0
Federal Natl Mtg Assn Benchmark Notes 5% 02/13/17 B/E DTD 01/12/17	25,000 00000	0	29,418	0	29,418
FNMA Gtd Mtg Pass Thru Ctfs Pool #725424 5 500% 04/01/34 B/E DT	245,000 00000	50,844	34,029	50,844	34,029
FNMA Gtd Mtg Pass Thru Ctfs Pool #735580 5 000% 06/01/35 B/E DT	285,000 00000	100,690	66,227	100,690	66,227
FNMA Gtd Mtg Pass Thru Ctfs Pool #735667 5 000% 07/01/35 B/E DT	150,000 00000	51,907	33,971	51,907	33,971
FNMA Gtd Mtg Pass Thru Ctfs Pool #889579 6 000% 05/01/38 B/E DT	180,000 00000	59,845	0	59,845	0
FNMA Gtd Mtg Pass Thru Ctfs Pool #995515 4 500% 03/01/39 B/E DT	200,000 00000	106,897	0	106,897	0
FNMA Gtd Mtg Pass Thru Ctfs Pool #AC8540 4 500% 12/01/24 B/E DT	140,000 00000	90,442	0	90,442	0
FNMA Gtd Mtg Pass Thru Ctfs Pool #AE0375 4 000% 07/01/25 B/E DT	130,000 00000	100,811	66,572	100,811	66,572
FNMA Gtd Mtg Pass Thru Ctfs Pool #AE3049 4 500% 09/01/40 B/E DT	100,000 00000	88,448	63,207	88,448	63,207
FNMA Gtd Mtg Pass Thru Ctfs Pool #AI7717 3 000% 12/01/26 B/E	130,000 00000	0	113,809	0	113,809
FNMA Gtd Mtg Pass Thru Ctfs Pool #AI7778 4 000% 07/01/41 B/E DT	100,000 00000	99,871	67,102	99,871	67,102
United States Treas Nts 1 750% 05/15/22 B/E DTD 05/15/12	90,000 00000	0	90,780	0	90,780
United States Treas Nts 2 625% 04/30/16 B/E DTD 04/30/09	50,000 00000	54,098	0	54,098	0
United States Treas Nts 2 625% 11/15/20 B/E DTD 11/15/10	180,000 00000	193,781	0	193,781	0
United States Treas Nts 2 625% 11/15/20 B/E DTD 11/15/10	155,000 00000	0	170,113	0	170,113
United States Treas Nts 2 750% 02/15/19 B/E DTD 02/15/09	100,000 00000	109,523	110,727	109,523	110,727
United States Treas Nts 2 750% 02/15/19 B/E DTD 02/15/09	30,000 00000	0	33,218	0	33,218
United States Treas Nts 3 625% 02/15/20 B/E DTD 02/15/10	80,000 00000	92,782	93,475	92,782	93,475
United States Treas Nts 4 250% 11/15/17 B/E DTD 11/15/07	55,000 00000	64,964	0	64,964	0
United States Treas Nts 4 250% 11/15/17 B/E DTD 11/15/07	15,000 00000	0	17,564	0	17,564
United States Treas Nts 4 250% 11/15/17 B/E DTD 11/15/07	30,000 00000	0	35,128	0	35,128
United States Treas Bds 3 875% 08/15/40 B/E DTD 08/15/10	155,000 00000	185,806	186,291	185,806	186,291
		<b>1,705,648</b>	<b>1,567,072</b>	<b>1,705,648</b>	<b>1,567,072</b>

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**Part II Balance Sheet - Corporate Stocks and Mutual Funds**

<b>Description</b>	<b>Num. Shares/ Face Value</b>	<b>Book Value Beg. of Year</b>	<b>Book Value End of Year</b>	<b>FMV Beg. of Year</b>	<b>FMV End of Year</b>
Calvert Short Duration Income	1,216 2260	19,241	0	19,241	0
Calvert Short Duration Income	2,535 4410	40,111	0	40,111	0
Calvert Short Duration Income	137 3500	2,173	0	2,173	0
Doubleline Total Return Bond Fund	13,924 5270	0	157,765	0	157,765
Doubleline Total Return Bond Fund	767 3710	0	8,694	0	8,694
Metropolitan West Total Return Bond	4,977 0290	51,612	0	51,612	0
Metropolitan West Total Return Bond	4,288,910 0000	0	46,749	0	46,749
Metropolitan West Total Return Bond	594 0610	6,160	6,475	6,160	6,475
Metropolitan West Total Return Bond	1,574 3760	16,326	17,161	16,326	17,161
Metropolitan West Total Return Bond	597 4690	6,196	0	6,196	0
Metropolitan West Total Return Bond	624 4750	0	6,807	0	6,807
Metropolitan West Total Return Bond	7,042 7060	0	76,765	0	76,765
Metropolitan West Total Return Bond	811 6420	0	8,847	0	8,847
PIMCO Emerging Market Bond Fund	3,582 3890	40,302	0	40,302	0
PIMCO Emerging Market Bond Fund	15,294 4490	172,063	0	172,063	0
PIMCO Emerging Market Bond Fund	391 6790	4,406	0	4,406	0
PIMCO Emerging Market Bond Fund	4,905 9700	0	61,325	0	61,325
PIMCO Emerging Market Bond Fund	311 1170	0	3,889	0	3,889
PIMCO Emerging Market Bond Fund	45 0240	0	563	0	563
PIMCO Emerging Market Bond Fund	212 4150	0	2,655	0	2,655
PIMCO Total Return Fund Class D	888 0810	9,653	9,982	9,653	9,982
PIMCO Total Return Fund Class D	8,681 9100	94,372	97,585	94,372	97,585
PIMCO Total Return Fund Class D	820 0940	8,914	0	8,914	0
PIMCO Total Return Fund Class D	847 6740	0	9,528	0	9,528
PIMCO Total Return Fund Class D	3,630 9020	0	40,811	0	40,811
PIMCO Total Return Fund Class D	865 5300	0	9,729	0	9,729
Principal High Yield II Fund	2,712 5470	20,046	21,348	20,046	21,348
Principal High Yield II Fund	284 4640	2,102	0	2,102	0
Principal High Yield II Fund	308 0950	0	2,425	0	2,425
Principal High Yield II Fund	4,784 7800	0	37,656	0	37,656
Principal High Yield II Fund	557 9410	0	4,391	0	4,391
TCW Emerging Markets Income Fd Cl I	2,498 0550	20,584	0	20,584	0
TCW Emerging Markets Income Fd Cl I	10,328 8480	85,110	0	85,110	0
TCW Emerging Markets Income Fd Cl I	369 2110	3,042	0	3,042	0
Templeton Global Bond Fund Advisor	5,692 2450	70,413	0	70,413	0
Templeton Global Bond Fund Advisor	11,155 9350	137,999	0	137,999	0
Templeton Global Bond Fund Advisor	1,287 6660	15,928	0	15,928	0

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**Part II Balance Sheet - Corporate Stocks and Mutual Funds**

<b>Description</b>	<b>Num. Shares/ Face Value</b>	<b>Book Value Beg. of Year</b>	<b>Book Value End of Year</b>	<b>FMV Beg. of Year</b>	<b>FMV End of Year</b>
Templeton Global Bond Fund Advisor	8,532 0340	0	113,817	0	113,817
Templeton Global Bond Fund Advisor	1,036 3540	0	13,825	0	13,825
Templeton Global Bond Fund Advisor	75 7100	0	1,010	0	1,010
Templeton Global Bond Fund Advisor	49 7750	0	664	0	664
Templeton Global Bond Fund Advisor	761 3400	0	10,156	0	10,156
Vanguard Short-Term Bond Portfolio	1,891 6820	20,071	20,109	20,071	20,109
Vanguard Short-Term Bond Portfolio	60 4230	641	0	641	0
Vanguard Short-Term Bond Portfolio	63 0790	0	671	0	671
Vanguard Short-Term Bond Portfolio	3,534 2750	0	37,569	0	37,569
Vanguard Short-Term Bond Portfolio	87 3630	0	929	0	929
Vanguard GNMA Fund	1,835 2670	20,316	20,023	20,316	20,023
Vanguard GNMA Fund	136 0290	1,506	0	1,506	0
Vanguard GNMA Fund	141 2250	0	1,541	0	1,541
Vanguard GNMA Fund	72 2780	0	789	0	789
SPDR Series Tr Barclays High Yield Bd ETF	767 0000	29,491	31,225	29,491	31,225
3M Co Com	112 0000	9,154	0	9,154	0
3M Co Com	95 0000	0	8,821	0	8,821
Abbott Labs Com	139 0000	7,816	0	7,816	0
American Cap Agy Corp Com	340 0000	9,547	9,826	9,547	9,826
Amgen Inc Com	90 0000	5,779	7,758	5,779	7,758
Analog Devices Inc	295 0000	10,555	12,408	10,555	12,408
Annaly Cap Mgmt Inc Com	678 0000	10,821	9,519	10,821	9,519
Apple Inc Com	41 0000	16,605	0	16,605	0
Apple Inc Com	20 0000	0	10,643	0	10,643
AT&T Inc Com	407 0000	12,308	13,720	12,308	13,720
Babcock & Wilcox Co New Com	322 0000	7,773	8,436	7,773	8,436
Bank of New York Mellon Corp Com	512 0000	10,194	13,158	10,194	13,158
Berkshire Hathaway Inc Del Cl B New	132 0000		11,840		11,840
Cablevision Sys Corp (New) NY Group Cl A	669 0000	9,513	9,995	9,513	9,995
Chevron Corp New Com	74 0000	7,874	0	7,874	0
Chubb Corp	159 0000	11,006	11,976	11,006	11,976
Clorox Co Com	105 0000	6,989	7,688	6,989	7,688
Comcast Corp Cl A	543 0000	12,875	20,286	12,875	20,286
Covidien Plc Shs New	151 0000	6,797	8,719	6,797	8,719
Dow Chem Co	256 0000	0	8,276	0	8,276
Du Ponte E I De Nemours & Co Com	250 0000	11,445	11,245	11,445	11,245
Duke Energy Corp New Com	180 0000	0	11,484	0	11,484

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**Part II Balance Sheet - Corporate Stocks and Mutual Funds**

<b>Description</b>	<b>Num. Shares/ Face Value</b>	<b>Book Value Beg. of Year</b>	<b>Book Value End of Year</b>	<b>FMV Beg. of Year</b>	<b>FMV End of Year</b>
El Paso Corp Com	261 0000	6,935	0	6,935	0
Endurance Speciality Holdings Ltd Com	257 0000	9,830	10,200	9,830	10,200
Energy Corp New Com	151 0000	11,031	9,626	11,031	9,626
Exelon Corp Com	171 0000	7,416	7,970	7,416	7,970
Genuine Parts Co	89 0000	0	5,659	0	5,659
Goodrich Corp	84 0000	10,391	0	10,391	0
HCP Inc Com	231 0000	9,570	10,432	9,570	10,432
Health Care REIT Inc Com	146 0000	0	8,948	0	8,948
Heinz H J Company	182 0000	9,835	10,498	9,835	10,498
Hewlett Packard Co Com	419 0000	0	5,971	0	5,971
Intel Corp Com	334 0000	8,100	0	8,100	0
International Business Machs Corp Com	40 0000	7,355	0	7,355	0
Johnson & Johnson Com	144 0000	9,444	10,095	9,444	10,095
Lockheed Martin Corp Com	97 0000	7,847	0	7,847	0
M&T BK Corp	104 0000	7,939	10,241	7,939	10,241
M&T BK Corp	27 0000	0	2,659	0	2,659
Medtronic Inc	215 0000	8,224	8,819	8,224	8,819
Microsoft Corp Com	273 0000	7,087	0	7,087	0
Microsoft Corp Com	193 0000	0	5,155	0	5,155
National Grid Plc Spon Adr New	194 0000	9,405	11,143	9,405	11,143
New York Cmnty Bancorp Inc Com	582 0000	7,199	7,624	7,199	7,624
Nisource Inc Com	366 0000	8,714	9,110	8,714	9,110
Old Republic Intl Corp	716 0000	6,637	7,625	6,637	7,625
Procter & Gamble Co Com	148 0000	9,873	0	9,873	0
Procter & Gamble Co Com	129 0000	0	8,758	0	8,758
Progress Energy Inc Com	207 0000	11,596	0	11,596	0
Royal Dutch Shell Plc Sponsored Adr	146 0000	10,671	10,067	10,671	10,067
Sempra Energy Com	195 0000	10,725	13,833	10,725	13,833
St Jude Med Inc Com	214 0000	7,340	7,734	7,340	7,734
Sysco Corp	284 0000	0	8,991	0	8,991
Telephone & Data Sys Inc Spl Com	319 0000	7,595	7,063	7,595	7,063
Time Warner Inc New Com	328 0000	11,854	15,688	11,854	15,688
Ultra Pete Corp Com	174 0000	5,156	0	5,156	0
Unilever Nv New York Shs New	287 0000	9,864	10,992	9,864	10,992
Vodafone Group Plc Spon Adr New	345 0000	9,670	8,691	9,670	8,691
Wal Mart Stores Inc Com	184 0000	10,996	0	10,996	0
Wal Mart Stores Inc Com	112 0000	0	7,642	0	7,642

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**Part II Balance Sheet - Corporate Stocks and Mutual Funds**

<b>Description</b>	<b>Num. Shares/ Face Value</b>	<b>Book Value Beg. of Year</b>	<b>Book Value End of Year</b>	<b>FMV Beg. of Year</b>	<b>FMV End of Year</b>
Weatherford Intl ltd Reg	417 0000	6,105	0	6,105	0
Xerox Corporation	1,154 0000	9,186	7,870	9,186	7,870
Zimmer Hldgs Inc Com	83 0000	4,434	5,533	4,434	5,533
		<b>1,343,853</b>	<b>1,333,913</b>	<b>1,343,853</b>	<b>1,333,913</b>

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**Part II Balance Sheet - Corporate Bonds**

Description	Num. Shares/ Face Value	Interet Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
America Movil Sa De Cv ISIN#US02364WAN56 5 625% 11/15/17 B/E DTD	50,000 00000	0 05625	11/15/17	57,605	59,863	57,605	59,863
Bank Amer FDG Corp Sr Med Trm Nts 7 375% 05/15/14 B/E DTD 05/13/09	50,000 00000	0 07375	05/15/14	51,843	54,143	51,843	54,143
Bear Sterns Cos Inc 6 4% 10/02/17 B/E DTD 10/02/07	55,000 00000	0 06400	10/02/17	61,448	66,055	61,448	66,055
Boston Ppyts Ltd Partnership Fixed Rt Sr Nt 5 625% 11/15/20 B/E DTD 04/	45,000 00000	0 05625	11/15/20	50,221	53,235	50,221	53,235
CCO Hldgs LLC Sr Nt 7 875% 04/30/18 B/E DTD 10/30/10	50,000 00000	0 07850	04/30/18	0	53,813	0	53,813
Chesapeake Energy Corp Sr Nt 9 500% 02/15/15 B/E DTD 02/02/09	50,000 00000	0 09500	02/15/15	57,250	56,500	57,250	56,500
CIT Group Inc New Secd Nt Ser A 7% 05/01/15 B/E DTD 12/10/09	55,000 00000	0 07000	05/01/15	55,110	0	55,110	0
Constellation Brands Inc Sr Nt 7 250% 05/15/17 B/E DTD 11/14/07	50,000 00000	0 07250	05/15/17	0	58,875	0	58,875
First Horizon Natl Corp Sr Nt 5 375% 12/15/15 B/E DTD 12/20/10	55,000 00000	0 05375	12/15/15	55,674	60,124	55,674	60,124
Ford Mtr Cr Co Continuously Offered Bds Retail A Accounts Book Global Nt	55,000 00000	0 07000	10/01/13	58,318	57,481	58,318	57,481
General Elec Cap Corp Med Term Nts Ser A Prcies SPPL #3717 6 750% 03/15/32	55,000 00000	0 06750	03/15/32	64,402	71,430	64,402	71,430
Goldman Sachs Group Inc Sr Global nt 5 750% 10/01/16 B/E DTD 09/19/06	50,000 00000	0 05750	10/01/16	0	56,893	0	56,893
Hanesbrands Inc Fixed Rate Sr Nt 8% 12/15/16 B/E DTD 12/10/09	50,000 00000	0 08000	12/15/16	54,375	28,535	54,375	28,535
Health Care REIT Inc Fixed Rt Nt 4 7% 09/15/17 B/E DTD 09/10/10	50,000 00000	0 04700	09/15/17	49,657	55,774	49,657	55,774
Hewlett Packard Co Global Nt 2 125% 09/13/15 B/E DTD 09/13/10	30,000 00000	0 02125	09/13/15	0	29,979	0	29,979
International Lease Fin Corp-Medium Term Nts Ser R 5 625% 09/10/13 B/E	50,000 00000	0 05625	09/10/13	48,875	51,250	48,875	51,250
Kraft Foods Inc Nt 6 75% 02/19/14 B/E DTD 12/19/08	40,000 00000	0 06750	02/19/14	44,454	42,689	44,454	42,689
Limited Brands Inc Sr Nt 6 900% 07/15/17 B/E DTD 07/17/07	50,000 00000	0 06900	07/15/17	0	57,375	0	57,375
Peabody Energy Corp Sr Nt 7 375% 11/01/16 B/E DTD 10/12/06	40,000 00000	7 37500	11/01/16	0	45,800	0	45,800
Petrobras Intl Finance Company LTD ISIN#US71645WAM38 5 875% 03/01	55,000 00000	0 05875	03/01/18	59,924	62,970	59,924	62,970
Regions Finl Corp New Sr Fixed Rt 7 75% 11/10/14 B/E DTD 11/10/09	25,000 00000	0 07750	11/10/14	25,125	27,720	25,125	27,720
Regions Finl Corp New Sr Fixed Rt 7 75% 11/10/14 B/E DTD 11/10/09	25,000 00000	0 07750	11/10/14	0	27,720	0	27,720
Royal Caribbean Cruises Ltd Sr Sub Nt 6 875% 12/01/13 B/E DTD 11/21/06	55,000 00000	0 06875	12/01/13	58,301	57,406	58,301	57,406
SLM Corp Medium Term Nts Med Term Nt 5 375% 01/15/13 B/E DTD 12/01/09	55,000 00000	0 05375	01/15/13	55,380	54,999	55,380	54,999
Smithfield Foods Inc Sr Secd 144A 10% 07/15/14 B/E DTD 07/02/09	40,000 00000	0 10000	07/15/14	46,500	0	46,500	0
Supervalu Inc Nt 7 500% 05/15/12 B/E DTD 05/16/02	35,000 00000	0 07500	05/15/12	35,438	0	35,438	0
Tesoro Corp Sr Nt 6 25% 11/01/12 B/E DTD	50,000 00000	0 06250	11/01/12	51,250	0	51,250	0
Vale Overseas Ltd Nts ISIN#US91911TAI25 5 625% 09/15/19 B/E DTD 09/15/19	55,000 00000	0 05625	09/15/19	59,830	62,536	59,830	62,536
Yum Brands Inc Sr Nt 6 25% 03/15/18 B/E DTD 10/19/07	50,000 00000	0 06250	03/15/18	58,591	60,786	58,591	60,786
Franklin Growth Fund Advisor Class	933 89300	0 00000		41,698	0	41,698	0
Franklin Intl Small Cap Growth	2,707 27400	0 00000		36,873	0	36,873	0
Goldman Sachs Small/Mid-Cap Growth Fund	6,209 24100	0 00000		85,625	98,975	85,625	98,975
Goldman Sachs Small/Mid-Cap Growth Fund	4,889 59200	0 00000		0	77,940	0	77,940
Mutual Global Discovery Class Z	3,548 50700	0 00000		97,477	101,629	97,477	101,629
Mutual Global Discovery Class Z	319 46200	0 00000		0	9,149	0	9,149

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**Part II Balance Sheet - Corporate Bonds**

<b>Description</b>	<b>Num. Shares/ Face Value</b>	<b>Interet Rate</b>	<b>Maturity Date</b>	<b>Book Value Beg. of Year</b>	<b>Book Value End of Year</b>	<b>FMV Beg. of Year</b>	<b>FMV End of Year</b>
New World Fund Class F-2	1,580 35500	0 00000		72,823	86,019	72,823	86,019
New World Fund Class F-2	1,630 73600	0 00000		0	88,761	0	88,761
Vanguard Dividend Growth Gains Option Reinvest	11,666 44500	0 00000		0	194,130	0	194,130
Vanguard Wellesley Income Fund	2,895 96200	0 00000		66,404	69,822	66,404	69,822
Vanguard Wellesley Income Fund	9,842 46600	0 00000		0	237,301	0	237,301
				<b>1,560,471</b>	<b>2,277,677</b>	<b>1,560,471</b>	<b>2,277,677</b>

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**Part II Balance Sheet - Other Investment**

Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
Dreyfus Treasury Prime Inv Sh	3,164 89000	3,165	0	3,165	0
Ishares Tr MSCI EAFE Index Fd	438 00000	21,694	0	21,694	0
Ishares Tr Russell 2000 Index Fd	2,157 00000	159,079	0	159,079	0
Powershares Db Multi Sector Commodity Tr Power Shares Db Agric Fd Com Unit	1,038 00000	29,977	0	29,977	0
Sector Spdr Tr Shs Ben Int Consumer	712 00000	23,133	24,849	23,133	24,849
Sector Spdr Tr Shs Ben Int Industrial	463 00000	15,626	17,548	15,626	17,548
Select Sector Spdr Tr Energy	186 00000	12,858	13,284	12,858	13,284
SPDR Gold Tr Gold SHS	82 00000	12,463	13,286	12,463	13,286
SPDR Gold Tr Gold SHS	71 00000	0	11,503	0	11,503
SPDR Gold Tr Gold SHS	818 00000	0	132,532	0	132,532
SPDR Gold Tr Gold Shs	659 00000	100,161	0	100,161	0
SPDR S&P 500 ETF Tr Tr Unit	3,077 00000	386,164	0	386,164	0
SPDR S&P 500 ETF Tr Tr Unit	1,606 00000	0	228,710	0	228,710
		<b>764,320</b>	<b>441,712</b>	<b>764,320</b>	<b>441,712</b>