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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning

, and ending

Name of foundation EDWARD D. AND ANNA MITCHELL FAMILY FOUNDATION		A Employer identification number 95-4715236
Number and street (or P.O. box number if mail is not delivered to street address) 13801 VENTURA BLVD.	Room/suite	B Telephone number (818) 793-5700
City or town, state, and ZIP code SHERMAN OAKS, CA 91423		C If exemption application is pending, check here ☐
G Check all that apply ☐ Initial return ☐ Final return ☒ Address change ☐ Initial return of a former public charity ☐ Amended return ☐ Name change		D 1. Foreign organizations, check here ☐ 2. Foreign organizations meeting the 85% test, check here and attach computation ☐
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 12,249,773.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ☒ if the foundation is not required to attach Sch. B					
3 Interest on savings and temporary cash investments		5,546.	5,546.		STATEMENT 1
4 Dividends and interest from securities		205,915.	205,915.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		97,928.			
b Gross sales price for all assets on line 6a 1,679,680.					
7 Capital gain net income (from Part IV, line 2)			97,928.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income		-283,294.	-283,294.		STATEMENT 3
12 Total. Add lines 1 through 11		26,095.	26,095.		
13 Compensation of officers, directors, trustees, etc.		0.	0.		0.
14 Other employee salaries and wages		66,987.	0.		66,987.
15 Pension plans, employee benefits					
16a Legal fees STMT 4		6,612.	0.		6,612.
b Accounting fees STMT 5		19,850.	9,925.		9,925.
c Other professional fees					
17 Interest					
18 Taxes STMT 6		31,495.	25,537.		5,958.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings		21,548.	10,774.		10,774.
22 Printing and publications					
23 Other expenses STMT 7		285,891.	168,430.		117,461.
24 Total operating and administrative expenses. Add lines 13 through 23		432,383.	214,666.		217,717.
25 Contributions, gifts, grants paid		1,465,889.			1,465,889.
26 Total expenses and disbursements. Add lines 24 and 25		1,898,272.	214,666.		1,683,606.
27 Subtract line 26 from line 12		-1,872,177.			
a Excess of revenue over expenses and disbursements					
b Net investment income (if negative, enter -0-)			0.		
c Adjusted net income (if negative, enter -0-)				N/A	

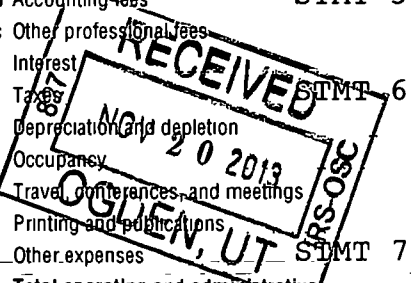
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LHA For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2012)

SCANNED NOV 22 2013

Operating and Administrative Expenses



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**EDWARD D. AND ANNA MITCHELL
FAMILY FOUNDATION**

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Part II Balance Sheets Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	117,900.	611,854.	611,854.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶ Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶ Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶ Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 9	6,227,960.	5,771,896.	6,758,001.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶ Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	Liabilities	13 Investments - other STMT 10	13,459,858.	11,515,430.
14 Land, buildings, and equipment basis ▶ Less accumulated depreciation ▶				
15 Other assets (describe ▶ STATEMENT 11)		27,181.	254.	254.
16 Total assets (to be completed by all filers)		19,832,899.	17,899,434.	12,249,773.
17 Accounts payable and accrued expenses				
Liabilities	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ <u>DUE TO AFFILIATE</u>)	180,304.	122,614.	
Net Assets or Fund Balances	23 Total liabilities (add lines 17 through 22)	180,304.	122,614.	
	Foundations that follow SFAS 117, check here ☐ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ☒ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	36,680,756.	36,680,756.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	-17,028,161.	-18,903,936.	
	30 Total net assets or fund balances	19,652,595.	17,776,820.	
31 Total liabilities and net assets/fund balances	19,832,899.	17,899,434.		

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	19,652,595.
2 Enter amount from Part I, line 27a	-1,872,177.
3 Other increases not included in line 2 (itemize) ▶	0.
4 Add lines 1, 2, and 3	17,780,418.
5 Decreases not included in line 2 (itemize) ▶ NON-DEDUCTIBLE DONATIONS	3,598.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	17,776,820.

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**EDWARD D. AND ANNA MITCHELL
FAMILY FOUNDATION**

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b SEE ATTACHED STATEMENT				
c				
d				
e				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a				
b				
c				
d				
e 1,679,680.		1,581,752.	97,928.	
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) 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		
a				
b				
c				
d				
e			97,928.	
2 Capital gain net income or (net capital loss)		2		97,928.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3		N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

If section 4940(d)(2) applies, leave this part blank.

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes ☒ No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries.

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	1,447,785.	19,886,243.	.072803
2010	684,141.	20,754,596.	.032963
2009	1,047,779.	20,610,077.	.050838
2008	886,492.	23,235,754.	.038152
2007	1,503,371.	25,815,227.	.058236
2 Total of line 1, column (d)			.252992
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			.050598
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			16,016,950.
5 Multiply line 4 by line 3			810,426.
6 Enter 1% of net investment income (1% of Part I, line 27b)			0.
7 Add lines 5 and 6			810,426.
8 Enter qualifying distributions from Part XII, line 4			1,683,606.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)		1	0.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☒ and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	0.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	0.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 21,472.		
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d		7	21,472.
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	21,472.
11 Enter the amount of line 10 to be credited to 2013 estimated tax. 21,472. Refunded		11	0.

Part VII-A Statements Regarding Activities

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

N/A

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11	X	
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► N/A	13	X	
14	The books are in care of ► POWER & TWERSKY BUSINESS MANAGEMENT Telephone no ► (818) 793-5700 Located at ► 13801 VENTURA BLVD., SHERMAN OAKS, CA ZIP+4 ► 91423			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year ► 15 N/A 0.			
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►	16	Yes	No X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☐ Yes ☒ No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) ☐ Yes ☒ No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here N/A ► ☐	1b	
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) N/A	2b	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☒ Yes ☐ No		
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	X
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
JASON MITCHELL	SEC/TREAS			
1374 WARNER AVE.				
LOS ANGELES, CA 90024	10.00	0.	0.	0.
JONATHAN E. MITCHELL	PRESIDENT			
13801 VENTURA BLVD.				
SHERMAN OAKS, CA 91423	10.00	0.	0.	0.

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

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

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

0

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Part VIII

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

3

Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		
		0

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

0

Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

Expenses

1	N/A	
2		
3		
4		

Part IX-B

Summary of Program-Related Investments

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

Amount

1	N/A	
2		
All other program-related investments. See instructions		
3		
Total. Add lines 1 through 3		0.

EDWARD D. AND ANNA MITCHELL
FAMILY FOUNDATION

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	6,716,675.
b	Average of monthly cash balances	1b	423,826.
c	Fair market value of all other assets	1c	9,120,362.
d	Total (add lines 1a, b, and c)	1d	16,260,863.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	16,260,863.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	243,913.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	16,016,950.
6	Minimum investment return. Enter 5% of line 5	6	800,848.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	800,848.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	
b	Income tax for 2012 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	0.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	800,848.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	800,848.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	800,848.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,683,606.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,683,606.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,683,606.

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.

**EDWARD D. AND ANNA MITCHELL
FAMILY FOUNDATION**

95-4715236

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				800,848.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	245,256.			
b From 2008				
c From 2009	1,047,779.			
d From 2010				
e From 2011	1,452,055.			
f Total of lines 3a through e	2,745,090.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$	1,683,606.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				800,848.
e Remaining amount distributed out of corpus	882,758.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	3,627,848.			
b Prior years' undistributed income Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b Taxable amount - see instructions		0.		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	245,256.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	3,382,592.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009	1,047,779.			
c Excess from 2010				
d Excess from 2011	1,452,055.			
e Excess from 2012	882,758.			

EDWARD D. AND ANNA MITCHELL
FAMILY FOUNDATION**Part XV** Supplementary Information (continued)**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution * *	Amount
a Paid during the year				
AMERICAN ISRAEL EDUCATION FOUNDATION 251 H STREET NW WASHINGTON, DC 20001	NONE	EXEMPT	GENERAL USE	314,286.
CCFA 10350 SANTA MONICA BLVD #120 LOS ANGELES, CA 90025	NONE	EXEMPT	GENERAL USE	500.
CEDARS-SINAI MEDICAL CENTER-BOARD OF GOVERNORS 8700 BEVERLY BLVD LOS ANGELES, CA 90048	NONE	EXEMPT	GENERAL USE	1,500.
CHAMAH 27 WILLIAM STREET STE 613 NEW YORK, NY 10005	NONE	EXEMPT	GENERAL USE	10,000.
CHERISH OUR CHILDREN INTERNATIONAL PO BOX 540007 HOUSTON, TX 77254	NONE	EXEMPT	GENERAL USE	10,000.
Total	SEE CONTINUATION SHEET(S)			1,465,889.
b Approved for future payment				
NONE				
Total				0.

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

		Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?		
a	Transfers from the reporting foundation to a noncharitable exempt organization of		
	(1) Cash		X
	(2) Other assets		X
b	Other transactions		
	(1) Sales of assets to a noncharitable exempt organization		X
	(2) Purchases of assets from a noncharitable exempt organization		X
	(3) Rental of facilities, equipment, or other assets		X
	(4) Reimbursement arrangements		X
	(5) Loans or loan guarantees		X
	(6) Performance of services or membership or fundraising solicitations		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees		X
d	If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received.		

[illegible]

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

b. If "Yes," complete the following schedule		
(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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

Signature of officer or trustee Date Title

☒ May the IRS discuss this return with the preparer shown below (see instr. 1)? ☒ Yes ☐ No

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
	STEVEN TWERSKY	STEVEN TWERSKY	11/12/13		P00121053
	Firm's name ▶ POWER & TWERSKY, LLP			Firm's EIN ▶ 90-0531300	
	Firm's address ▶ 13801 VENTURA BOULEVARD SHERMAN OAKS, CA 91423			Phone no 818 793-5700	

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	NORTHERN TRUST #8615-SEE ATTACHED	P		
b	NORTHERN TRUST #8615-SEE ATTACHED	P		
c	NORTHERN TRUST #8619-SEE ATTACHED	P		
d	NORTHERN TRUST #8619-SEE ATTACHED	P		
e	NORTHERN TRUST #9140-SEE ATTACHED	P		
f	NORTHERN TRUST #9140-SEE ATTACHED	P		
g	NORTHERN TRUST #8965-SEE ATTACHED	P		
h	NORTHERN TRUST #8965-SEE ATTACHED	P		
i	13,565 SHS EXCH-6.5% PFD-COMPUTERSHARE	P		
j	COST BASIS ADJUSTMENT OF SECURITIES	P		
k	CAPITAL GAINS DIVIDENDS			
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 372,393.		417,887.	-45,494.
b 393,861.		344,109.	49,752.
c 3,893.		4,536.	-643.
d 446,412.		255,798.	190,614.
e 19,224.		19,699.	-475.
f 251,232.		262,936.	-11,704.
g 13,536.		12,595.	941.
h 73,511.		105,750.	-32,239.
i 55,481.			55,481.
j		158,442.	-158,442.
k 50,137.			50,137.
l			
m			
n			
o			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
(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	
a			-45,494.
b			49,752.
c			-643.
d			190,614.
e			-475.
f			-11,704.
g			941.
h			-32,239.
i			55,481.
j			-158,442.
k			50,137.
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	97,928.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A

EDWARD D. AND ANNA MITCHELL
FAMILY FOUNDATION

95-4715236

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
COLLEGE FOR NATIONAL STUDIES 9401 WILSHIRE BLVD., SUITE 640 BEVERLY HILLS, CA 90212	NONE	EXEMPT	GENERAL USE	150,000.
CONCERN FOUNDATION 1026 S ROBERTSON BLVD STE 300 LOS ANGELES, CA 90035	NONE	EXEMPT	GENERAL USE	700.
DISCOVER A STAR FOUNDATION 100 UNIVERSAL CITY PLAZA 5511-3 UNIVERSAL CITY, CA 91608	NONE	EXEMPT	GENERAL USE	2,000.
ELIZABETH GLASER PEDIATRIC AIDS FDN 1140 CONNECTICUT AVE N.W. STE 200 WASHINGTON, DC 90036	NONE	EXEMPT	GENERAL USE	23,500.
GREATER LOS ANGELES ZOO ASSOCIATION 5333 ZOO DRIVE LOS ANGELES, CA 90027	NONE	EXEMPT	GENERAL USE	1,500.
ISRAEL CENTER FOR EXCELLENCE THRU EDUCATION 211 E CHICAGO AVE STE 1020 CHICAGO, IL 60611	NONE	EXEMPT	GENERAL USE	100,000.
JEWISH FREE LOAN ASSOCIATION 6505 WILSHIRE BLVD STE 715 LOS ANGELES, CA 90048	NONE	EXEMPT	GENERAL USE	10,000.
LACMA 5905 WILSHIRE BLVD LOS ANGELES, CA 90036	NONE	EXEMPT	GENERAL USE	4,170.
LARC FOUNDATION 10560 WILSHIRE BLVD STE 1403 LOS ANGELES, CA 90024	NONE	EXEMPT	GENERAL USE	-2,000.
LIBERTY HILL FOUNDATION 2121 CLOVER FIELD BLVD STE 113 SANTA MONICA, CA 90404	NONE	EXEMPT	GENERAL USE	25,000.
Total from continuation sheets				1,129,603.

EDWARD D. AND ANNA MITCHELL
FAMILY FOUNDATION

95-4715236

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
NATURAL HISTORY MUSEUM OF LA COUNTY 900 EXPOSITION BLVD LOS ANGELES, CA 90007	NONE	EXEMPT	GENERAL USE	387.
NYU LANGONE MEDICAL CENTER 25 WEST FOURTH 4TH FL NEW YORK, NY 10012	NONE	EXEMPT	GENERAL USE	2,500.
THE JEWISH FEDERATION OF LOS ANGELES 6505 WILSHIRE BLVD STE 1000 LOS ANGELES, CA 90048	NONE	EXEMPT	GENERAL USE	200,000.
THE SALVATION ARMY 180 EAST OCEAN BLVD STE 500 LONG BEACH, CA 90802	NONE	EXEMPT	GENERAL USE	9,997.
THE WASHINGTON INSTITUTE FOR NEAR EAST 1828 L STREET NW STE 1050 WASHINGTON, DC 20036	NONE	EXEMPT	GENERAL USE	51,000.
THE WOMEN'S GUILD OF CEDARS-SINAI 8700 BEVERLY BLVD LOS ANGELES, CA 90048	NONE	EXEMPT	GENERAL USE	58,500.
UCLA FOUNDATION 10920 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90024	NONE	EXEMPT	GENERAL USE	66,117.
UNITED WAY OF GREATER LOS ANGELES 1150 S. OLIVE ST #T500 LOS ANGELES, CA 90015	NONE	EXEMPT	GENERAL USE	50,000.
WILSHIRE BOULEVARD TEMPLE 3663 WILSHIRE BLVD LOS ANGELES, CA 90010	NONE	EXEMPT	GENERAL USE	107,300.
ZIONIST ORGANIZATION OF AMERICA 4 EAST 34TH STREET NEW YORK, NY 10016	NONE	EXEMPT	GENERAL USE	5,000.
Total from continuation sheets				

EDWARD D. AND ANNA MITCHELL
FAMILY FOUNDATION

95-4715236

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
KCET WOMEN'S COUNCIL 2900 WEST ALAMEDA AVENUE BURBANK, CA 91505	NONE	EXEMPT	GENERAL USE	100,000.
THE MUSIC CENTER 9220 SUNSET BLVD., SUITE 112 WEST HOLLYWOOD, CA 90069	NONE	EXEMPT	GENERAL USE	47,500.
VISTA DEL MAR CHILD & FAMILY SERVICES 3200 MOTOR AVENUE LOS ANGELES, CA 90034	NONE	EXEMPT	GENERAL USE	2,475.
UCLA FUND 10920 WILSHIRE BLVD STE 900 LOS ANGELES, CA 90024	NONE	EXEMPT	GENERAL USE	1,190.
UNIVERSITY OF BRITISH COLUMBIA 5950 UNIVERSITY BLVD., SUITE 500 VANCOUVER B.C., CANADA V6T 1Z3	NONE	EXEMPT	GENERAL USE	51,469.
UC REGENTS 1111 FRANKLIN ST., 12TH FLOOR OAKLAND, CA 94607	NONE	EXEMPT	GENERAL USE	4,798.
PHILADELPHIA MARATHAN 2012 P.O. BOX 58130 PHILADELPHIA, PA 19102	NONE	EXEMPT	GENERAL USE	500.
UNITED JEWISH COMMUNITY 14724 VENTURA BLVD. SHERMAN OAKS, CA 91403	NONE	EXEMPT	GENERAL USE	2,000.
GOODWILL INDUSTRIES OF SOUTHERN CALIFORNIA, INC. 342 N. SAN FERNANDO ROAD LOS ANGELES, CA 90031	NONE	EXEMPT	GENERAL USE	50,000.
Total from continuation sheets				

Part XV Supplementary Information

3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution

NAME OF RECIPIENT - AMERICAN ISRAEL EDUCATION FOUNDATION

GENERAL USE

GENERAL USE

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

SOURCE	AMOUNT
CITY NATIONAL BANK	220.
NORTHERN TRUST #8965	4.
NORTHERN TRUST #9138	5,318.
NORTHERN TRUST #9865	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	5,546.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
NORTHERN TRUST #8615	14,873.	0.	14,873.
NORTHERN TRUST #8617	14,106.	0.	14,106.
NORTHERN TRUST #8619	19,101.	0.	19,101.
NORTHERN TRUST #8965	39,548.	0.	39,548.
NORTHERN TRUST #9134	42,490.	37,372.	5,118.
NORTHERN TRUST #9138	77,600.	12,765.	64,835.
NORTHERN TRUST #9140	1,184.	0.	1,184.
NORTHERN TRUST #9865	47,150.	0.	47,150.
TOTAL TO FM 990-PF, PART I, LN 4	256,052.	50,137.	205,915.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
JLTV INTERNATIONAL, LLC	-14,583.	-14,583.	
MARKSTONE CAPITAL	3,160.	3,160.	
OTHER INCOME	199.	199.	
MITCHELL ENTERTAINMENT	-14,751.	-14,751.	
NON DIVIDEND DISTRIBUTION	249.	249.	
DELTA FUND I, LP	163,876.	163,876.	
JOLMO PARTNERS ASIA LIMITED	-422,795.	-422,795.	
OTHER INCOME -MTI	1,351.	1,351.	
TOTAL TO FORM 990-PF, PART I, LINE 11	-283,294.	-283,294.	

FORM 990-PF	LEGAL FEES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
LEGAL FEES	6,612.	0.		6,612.
TO FM 990-PF, PG 1, LN 16A	6,612.	0.		6,612.

FORM 990-PF	ACCOUNTING FEES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
PREPARATION OF FORM 990PF	19,850.	9,925.		9,925.
TO FORM 990-PF, PG 1, LN 16B	19,850.	9,925.		9,925.

FORM 990-PF	TAXES	STATEMENT	6
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	21,472.	21,472.		0.
FOREIGN TAXES WITHHELD	4,065.	4,065.		0.
PAYROLL TAXES	5,958.	0.		5,958.
TO FORM 990-PF, PG 1, LN 18	31,495.	25,537.		5,958.

FORM 990-PF	OTHER EXPENSES	STATEMENT	7
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK CHARGES	8.	8.		0.
POSTAGE & DELIVERY	78.	39.		39.
SAFEKEEPING FEES	29,269.	29,269.		0.
EMPLOYEE BENEFITS	4,261.	0.		4,261.
INVESTMENT MANAGEMENT FEES	23,703.	23,703.		0.

TELEPHONE	863.	0.	863.
OPERATING EXPENSES	219,741.	109,871.	109,870.
FILING FEE	85.	0.	85.
MEALS & ENTERTAINMENT	636.	0.	636.
PAYROLL FEES	1,248.	0.	1,248.
WORKERS' COMPENSATION			
INSURANCE	449.	0.	449.
OTHER OFFICE EXPENSE	10.	0.	10.
OTHER INVESTMENT FEES	163.	163.	0.
OTHER OFFICE EXPENSE	4,002.	4,002.	0.
OTHER EXPENSES - PROVIGENT	1,375.	1,375.	0.
TO FORM 990-PF, PG 1, LN 23	285,891.	168,430.	117,461.

FOOTNOTES

STATEMENT 8

PART VII-A, LINE 11 ATTACHMENT
SCHEDULE OF INFORMATION REGARDING CONTROLLED ENTITY

NAME OF CONTROLLED ENTITY: MITCHELL ENTERTAINMENT CO LLC
ADDRESS: 9220 W. SUNSET BLVD. #112, WEST HOLLYWOOD CA 90069
FEIN: 51-0530823

PART VII-B, LINE 3A AND 3B ATTACHMENT
STATEMENT REGARDING ACTIVITIES

A TRANSACTION THAT ORIGINALLY CAME TO THE ATTENTION OF ACCOUNTANTS IN PREVIOUS YEARS MAY BE AN ACT OF SELF-DEALING OF MAY INVOLVE AN EXCESS BUSINESS HOLDING ISSUE. OUTSIDE COUNSEL HAS BEEN CONTACTED TO GATHER FACTUAL INFORMATION. IF IT IS DETERMINED AFTER REVIEW BY OUTSIDE COUNSEL THAT WE DO HAVE A SELF-SEALING OR EXCESS BUSINESS HOLDING ISSUE, THE APPROPRIATE FORM 4720 WILL BE FILED.

FORM 990-PF	CORPORATE STOCK	STATEMENT	9
DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE	
NORTHERN TRUST - GABELLI	380,917.	753,660.	
NORTHERN TRUST - BRANDES	1,096,856.	910,928.	
NORTHERN TRUST - MASTRAPASQUA	1,141,896.	1,538,421.	
NORTHERN TRUST - HARDING LOEVNER EMERGING	305,709.	617,332.	
NORTHERN TRUST - ISHARE	631,422.	686,310.	
NORTHERN TRUST - SEIX FUNDS INC HIGH YIELD	0.	0.	
NORTHERN TRUST - PIMCO	1,221,421.	1,311,220.	
NORTHERN TRUST - GRYPHON	993,675.	940,130.	
OTHER INVESTMENTS	0.	0.	
TOTAL TO FORM 990-PF, PART II, LINE 10B	5,771,896.	6,758,001.	

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	10
DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
LOOSE DIAMONDS	COST	54,950.	54,950.
MITCHELL ENTERTAINMENT COMPANY	COST	6,635,766.	0.
MARKSTONE CAPITAL PARTNERS	COST	174,340.	174,340.
JOLMO CAPITAL PARTNERS	COST	4,250,291.	4,250,291.
JLTV INT'L LLC INVESTMENT	COST	42,499.	42,499.
DELTA FUND I, LP	COST	208,880.	208,880.
PROVIGENT	COST	0.	0.
ISRAEL TECH - BROADLIGHT	COST	78,164.	78,164.
ISRAEL TECH-NEOPHOTONICS(OPTUN)	COST	50,000.	50,000.
UGI-ICBC STOCK	COST	20,540.	20,540.
DIRECT INVESTMENT MTI	COST	0.	0.
TOTAL TO FORM 990-PF, PART II, LINE 13		11,515,430.	4,879,664.

FORM 990-PF	OTHER ASSETS	STATEMENT	11
DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ORGANIZATION EXPENSE	4,002.	0.	0.
FEDERAL TAXES RECEIVABLE	21,472.	0.	0.
ACCRUED DIVIDENDS RECEIVABLE	1,707.	254.	254.
TO FORM 990-PF, PART II, LINE 15	27,181.	254.	254.

FORM 990-PF

OTHER REVENUE

STATEMENT 12

DESCRIPTION	BUS CODE	UNRELATED BUSINESS INC	EXCL CODE	EXCLUDED AMOUNT	RELATED OR EXEMPT FUNC- TION INCOME
JLTV INTERNATIONAL, LLC			14	-14,583.	
MARKSTONE CAPITAL			14	3,160.	
OTHER INCOME			14	199.	
MITCHELL ENTERTAINMENT			14	-14,751.	
NON DIVIDEND DISTRIBUTION			14	249.	
DELTA FUND I, LP			14	163,876.	
JOLMO PARTNERS ASIA LIMITED			14	-422,795.	
OTHER INCOME -MTI			14	1,351.	
TOTAL TO FORM 990-PF, PG 12, LN 11				-283,294.	

2012 Tax Information Statement

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Account Number: 26-38615

Recipient's Tax ID Number: 95-4715236

Recipient's Name and Address:

EDWARD D AND ANNA MITCHELL FAMILY
FOUNDATION

ATTN: JENNIFER MARTIN

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected

☐ 2nd TIN notice

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales									
04033V203	#REORG/ARIBA INC CASH MERGER DUE 10/02/2012	01/06/2012	Various	20,087.40	24,858.33	0.00	-4,770.93	0.00	0.00
156782104	CERNER CORP	01/24/2012	08/16/2011	CERN	5,903.92	0.00	101.46	0.00	0.00
126408103	CSX CORP	03/12/2012	Various	25,663.32	30,879.60	0.00	-5,216.28	0.00	0.00
1240.0000	TIFFANY & CO NEW	03/20/2012	Various	TIF	29,306.03	0.00	-825.57	0.00	0.00
886547108	STAPLES INC	04/25/2012	01/23/2012	SPLS	18,502.74	0.00	-649.98	0.00	0.00
400.0000	CELGENE CORP	05/11/2012	Various	CELG	14,150.76	0.00	2,696.91	0.00	0.00
855030102	JEFFERIES GROUP INC NEW	05/11/2012	03/28/2012	JEF	18,756.35	0.00	-5,665.80	0.00	0.00
1295.0000	NIELSEN HOLDINGS B.V EURO.07	05/15/2012	11/14/2011	NLSN	21,004.47	0.00	-2,073.41	0.00	0.00
N63218106	DELL INC	05/16/2012	Various	DELL	25,921.18	0.00	-2,421.93	0.00	0.00
750.0000					28,343.11				
24702R101									
1700.0000									

This is important tax information and is being furnished to you.

2012 Tax Information Statement

Page 8 of 15

Recipient's Name and Address:
EDWARD D AND ANNA MITCHELL FAMILY
FOUNDATION
ATTN: JENNIFER MARTIN

Account Number: 26-38615
Recipient's Tax ID Number: 95-4715236

☐ Corrected ☐ 2nd TIN notice

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
740189105	PRECISION CASTPARTS CORP	06/27/2012	08/30/2011	PCP	8,181.42	0.00	-43.96	0.00	0.00
244199105	DEERE & CO	07/17/2012	08/10/2011	DE	9,708.44	0.00	789.88	0.00	0.00
140.0000				GNTX					
371901109	GENTEX CORP COM	07/26/2012	03/05/2012	11,977.09	19,566.00	0.00	-7,588.91	0.00	0.00
800.0000				MNST					
611740101	MONSTER BEVERAGE CORP COM	08/09/2012	Various	25,271.35	28,614.97	0.00	-3,343.62	0.00	0.00
400.0000				LOW					
548661107	LOWES COMPANIES INC	08/20/2012	Various	35,699.08	39,995.41	0.00	-4,296.33	0.00	0.00
1340.0000				PNR					
H6169Q108	PENTAIR LTD SHS	10/01/2012	08/08/2012	43.02	41.58	0.00	1.44	0.00	0.00
9900				BBBY					
075896100	BED BATH & BEYOND INC	10/04/2012	Various	27,510.57	32,004.18	0.00	-4,493.61	0.00	0.00
445.0000				ALGN					
016255101	ALIGN TECHNOLOGY INC COM	10/22/2012	09/11/2012	11,765.86	16,316.35	0.00	-4,550.49	0.00	0.00
425.0000				ADT					
00101J106	ADT CORP COM	10/26/2012	08/08/2012	5,282.38	4,606.49	0.00	675.89	0.00	0.00
125.0000									

This is Important tax information and is being furnished to you.

2012 Tax Information Statement

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Recipient's Name and Address:
EDWARD D AND ANNA MITCHELL FAMILY
FOUNDATION
ATTN: JENNIFER MARTIN

Account Number: 26-38615
Recipient's Tax ID Number: 95-4715236

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
H6169Q108	PENTAIR LTD SHS	PNR	2,423.46	2,477.75	0.00	-54.29	0.00	0.00
59.0000	10/26/2012 08/08/2012							
H89128104	TYCO INTERNATIONAL LTD(SWITZERLAND) COM USD0.80	TYC	6,702.44	7,043.63	0.00	-341.19	0.00	0.00
250.0000	10/26/2012 08/08/2012							
30219G108	EXPRESS SCRIPTS HLDG CO COM	ESRX	19,000.75	23,540.44	0.00	-4,539.69	0.00	0.00
375.0000	11/15/2012 09/04/2012							
91324P102	UNITEDHEALTH GROUP INC	UNH	28,684.06	27,566.70	0.00	1,117.36	0.00	0.00
560.0000	11/15/2012 Various							
Total Short Term Sales			372,393.47	417,886.52	0.00	-45,493.05	0.00	0.00
Long Term 15% Sales								
68389X105	ORACLE CORPORATION	ORCL	20,271.41	12,728.91	0.00	7,542.50	0.00	0.00
790.0000	01/04/2012 08/31/2006							
45666Q102	INFORMATICA CORP	INFA	17,850.11	22,658.90	0.00	-4,808.79	0.00	0.00
500.0000	01/06/2012 01/03/2011							
023135106	AMAZON COM INC	AMZN	18,330.11	8,306.27	0.00	10,023.84	0.00	0.00
100.0000	01/18/2012 06/29/2009							
156782104	CERNER CORP	CERN	30,627.41	16,382.48	0.00	14,244.93	0.00	0.00
510.0000	01/24/2012 Various							

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
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Account Number: 26-38615
Recipient's Tax ID Number: 95-4715236

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EDWARD D AND ANNA MITCHELL FAMILY
FOUNDATION
ATTN: JENNIFER MARTIN

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
023135106	AMAZON COM INC	03/05/2012	06/29/2009	AMZN	15,298.11	7,060.33	0.00	8,237.78	0.00	0.00
85.0000										
151020104	CELGENE CORP	05/11/2012	10/09/2006	CELG	28,655.30	18,969.80	0.00	9,685.50	0.00	0.00
405.0000										
756577102	RED HAT INC	05/16/2012	01/14/2010	RHT	12,194.20	6,393.13	0.00	5,801.07	0.00	0.00
215.0000										
037411105	APACHE CORP	06/11/2012	Various	APA	23,573.79	19,845.70	0.00	3,728.09	0.00	0.00
285.0000										
M22465104	CHECK POINT SOFTWARE TECH ORD	06/26/2012	11/04/2010	CHKP	16,164.92	14,230.85	0.00	1,934.07	0.00	0.00
330.0000										
M22465104	CHECK POINT SOFTWARE TECH ORD	06/26/2012	Various	CHKP	14,940.30	14,560.44	0.00	379.86	0.00	0.00
305.0000										
740189105	PRECISION CASTPARTS CORP	06/27/2012	05/09/2011	PCP	25,226.13	24,576.27	0.00	649.86	0.00	0.00
155.0000										
244199105	DEERE & CO	07/17/2012	03/22/2011	DE	18,747.00	22,669.05	0.00	-3,922.05	0.00	0.00
250.0000										
481165108	JOY GLOBAL INC	08/21/2012	Various	JOY	20,380.46	30,329.90	0.00	-9,949.44	0.00	0.00
350.0000										

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stock or Other Symbol		Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld		State Tax Withheld
				Stocks Bonds, etc.							
406216101	HALLIBURTON CO			HAL							
810.0000	09/07/2012 Various			27,256.62		23,431.73	0.00	3,824.89	0.00	0.00	0.00
235851102	DANAHER CORP			DHR							
650.0000	11/27/2012 Various			34,026.35		31,618.42	0.00	2,407.93	0.00	0.00	0.00
88076W103	TERADATA CORP DEL COM STK			TDC							
375.0000	12/03/2012 04/04/2011			22,193.80		18,929.40	0.00	3,264.40	0.00	0.00	0.00
88632Q103	TIBCO SOFTWARE INC			TIBX							
535.0000	12/03/2012 06/24/2011			13,397.01		14,336.98	0.00	-939.97	0.00	0.00	0.00
88632Q103	TIBCO SOFTWARE INC			TIBX							
615.0000	12/10/2012 Various			12,525.86		16,776.94	0.00	-4,251.08	0.00	0.00	0.00
674599105	OCCIDENTAL PETROLEUM CORP			OXY							
285.0000	12/21/2012 Various			22,201.63		20,303.02	0.00	1,898.61	0.00	0.00	0.00
Total Long Term 15% Sales				393,860.52	✓	344,108.52	✓	49,752.00	0.00	0.00	0.00

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THE NORTHERN TRUST COMPANY
 P.O. BOX 803878
 CHICAGO, IL 60680

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2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales											
521050104	LAYNE CHRISTENSEN CO COM	LAYN									
200.0000	05/08/2012	11/21/2011				3,893.24	4,535.69	0.00	-642.45	0.00	0.00
						3,893.24 ✓	4,535.69 ✓	0.00	-642.45	0.00	0.00
Total Short Term Sales											
Long Term 15% Sales											
05329W102	AUTONATION INC	AN									
300.0000	02/17/2012	07/30/2008				10,469.81	3,095.34	0.00	7,374.47	0.00	0.00
067806109	BARNES GROUP INC	B									
100.0000	02/17/2012	02/23/2000				2,786.94	621.40	0.00	2,165.54	0.00	0.00
08986R101	BIGLARI HLDGS INC CL A COM	BH									
25.0000	02/17/2012	06/26/2008				10,348.81	3,416.75	0.00	6,932.06	0.00	0.00
228368106	CROWN HLDGS INC COM 144A	CCK									
100.0000	02/17/2012	12/21/2000				3,692.93	512.76	0.00	3,180.17	0.00	0.00
253651103	DIEBOLD INC COM	DBD									
100.0000	02/17/2012	03/31/2008				3,842.93	3,737.37	0.00	105.56	0.00	0.00
253651103	DIEBOLD INC COM	DBD									
200.0000	02/17/2012	Various				7,721.86	7,429.37	0.00	292.49	0.00	0.00
283677854	EL PASO ELECTRIC CO NEW	EE									
200.0000	02/17/2012	02/23/2000				6,769.87	1,733.60	0.00	5,036.27	0.00	0.00

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26-38619

95-4715236

Account Number:

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THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
337756209	FISHER COMMUNICATIONS INC COM #US3377562091	02/17/2012	02/27/2009	FSCI	2,066.90	0.00	3,924.99	0.00	0.00
200.0000									
359694106	FULLER H B CO COM	02/17/2012	04/15/2008	FUL	6,484.59	0.00	2,756.23	0.00	0.00
300.0000									
361086101	FURMANITE CORP COM STK	02/17/2012	02/27/2006	FRM	2,265.00	0.00	1,524.93	0.00	0.00
500.0000									
398433102	GRIFFON CORP	02/17/2012	Various	GFF	2,550.00	0.00	758.94	0.00	0.00
300.0000									
458786100	INTERMEC INC COM	02/17/2012	Various	IN	17,734.25	0.00	-6,392.51	0.00	0.00
1500.0000									
583928106	MEDALLION FINL CORP COM	02/17/2012	07/13/2010	TAXI	6,699.30	0.00	4,337.50	0.00	0.00
1000.0000									
79546E104	SALLY BEAUTY HLDGS INC COM STK	02/17/2012	Various	SBH	5,718.42	0.00	13,057.24	0.00	0.00
800.0000									
879433829	TELEPHONE & DATA SYS INC COM STK	02/17/2012	12/21/2000	TDS	1,689.80	0.00	-455.73	0.00	0.00
43.0000									
884315102	THOMAS & BETTS CORP	02/17/2012	11/16/2000		7,430.75	0.00	28,498.60	0.00	0.00
500.0000									

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Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
894650100	TREDEGAR CORP INC	TG	200.0000	02/17/2012	05/28/2008	4,821.91	2,905.26	0.00	1,916.65	0.00	0.00
879433829	TELEPHONE & DATA SYS INC COM STK	TDS	.5000	02/21/2012	12/21/2000	13.78	19.65	0.00	-5.87	0.00	0.00
253651103	DIEBOLD INC COM	DBD	200.0000	03/23/2012	07/17/2008	7,768.52	7,384.00	0.00	384.52	0.00	0.00
043632108	ASCENT CAP GROUP INC COM SER A STK	ASMA	300.0000	04/13/2012	11/05/2008	13,871.68	7,345.28	0.00	6,526.40	0.00	0.00
067806109	BARNES GROUP INC	B	200.0000	04/13/2012	02/23/2000	5,369.87	1,242.80	0.00	4,127.07	0.00	0.00
16359R103	CHEMED CORP NEW COM	CHE	100.0000	04/13/2012	04/28/2008	6,236.86	3,378.46	0.00	2,858.40	0.00	0.00
171484108	CHURCHILL DOWNS INC COM	CHDN	200.0000	04/13/2012	05/05/2006	11,593.74	7,936.40	0.00	3,657.34	0.00	0.00
228368106	CROWN HLDGS INC COM 144A	CCK	100.0000	04/13/2012	12/21/2000	3,658.91	512.76	0.00	3,146.15	0.00	0.00
231561101	CURTISS WRIGHT CORP	CW	400.0000	04/13/2012	06/13/2000	14,387.67	3,619.50	0.00	10,768.17	0.00	0.00

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Cusip	Description	Date of Sale or Exchange	Date of Acquisition	Stocks or Other Symbol	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
235825205	DANA HLDG CORP COM	04/13/2012	09/24/2009	DAN	3,454.75	0.00	3,682.08	0.00	0.00
500.0000									
29428R103	EPOCH HLDG CORP COM	04/13/2012	01/29/2003	EPHC	210.00	0.00	4,633.89	0.00	0.00
200.0000									
337756209	FISHER COMMUNICATIONS INC COM #US3377562091	04/13/2012	02/27/2009	FSCI	3,100.35	0.00	6,436.43	0.00	0.00
300.0000									
361448103	GATX CORP	04/13/2012	11/05/2008	GMT	5,936.00	0.00	2,228.81	0.00	0.00
200.0000									
398433102	GRIFFON CORP	04/13/2012	09/29/2008	GFF	10,200.00	0.00	1,604.13	0.00	0.00
1200.0000									
46270W105	#REORG/IRIS INTL INC CASH MERGER 10/31/2012	04/13/2012	11/13/2009		5,564.50	0.00	800.35	0.00	0.00
500.0000									
521050104	LAYNE CHRISTENSEN CO COM	04/13/2012	12/28/2006	LAYN	12,990.06	0.00	-4,661.73	0.00	0.00
400.0000									
628464109	MYERS INDS INC COM	04/13/2012	12/12/2000	MYE	4,400.23	0.00	3,749.58	0.00	0.00
500.0000									
677864100	OIL DRI CORP AMER COM	04/13/2012	06/15/2009	ODC	2,905.30	0.00	1,158.60	0.00	0.00
200.0000									

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.					
784413106	SL INDS INC COM		SLI					
200.0000	04/13/2012	12/18/2003	3,631.91	1,573.00	0.00	2,058.91	0.00	0.00
858122104	STEEL EXCEL INC COM USD0.001		SXCL					
500.0000	04/13/2012	09/13/2010	13,634.69	14,804.00	0.00	-1,169.31	0.00	0.00
879433829	TELEPHONE & DATA SYS INC COM STK		TDS					
500.0000	04/13/2012	Various	11,589.74	18,027.36	0.00	-6,437.62	0.00	0.00
043632108	ASCENT CAP GROUP INC COM SER A STK		ASCMA					
100.0000	05/08/2012	11/05/2008	5,074.88	2,448.43	0.00	2,626.45	0.00	0.00
05329W102	AUTONATION INC		AN					
200.0000	05/08/2012	07/30/2008	6,835.84	2,063.56	0.00	4,772.28	0.00	0.00
056525108	BADGER METER INC COM		BMI					
200.0000	05/08/2012	05/11/2007	7,253.83	4,937.54	0.00	2,316.29	0.00	0.00
067806109	BARNES GROUP INC		B					
100.0000	05/08/2012	02/23/2000	2,548.94	621.40	0.00	1,927.54	0.00	0.00
08986R101	BIGLARI HLDGS INC CL A COM		BH					
25.0000	05/08/2012	06/26/2008	10,134.68	3,416.75	0.00	6,717.93	0.00	0.00
126501105	CTS CORP		CTS					
500.0000	05/08/2012	04/07/2003	4,984.88	3,632.85	0.00	1,352.03	0.00	0.00

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Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.				
12686C109	CABLEVISION SYSTEMS INC		CVC				
200.0000	05/08/2012	08/15/2002	2,563.64	0.00	2,563.64	0.00	0.00
228368106	CROWN HLDGS INC COM 144A		CCK				
100.0000	05/08/2012	12/21/2000	3,633.91	0.00	3,121.15	0.00	0.00
29428R103	EPOCH HLDG CORP COM		EPHC				
200.0000	05/08/2012	01/29/2003	4,488.89	0.00	4,278.89	0.00	0.00
34354P105	FLOWSERVE CORP		FLS				
50.0000	05/08/2012	10/25/2000	5,538.37	0.00	4,644.72	0.00	0.00
359694106	FULLER H B CO COM		FUL				
200.0000	05/08/2012	04/15/2008	6,353.85	0.00	2,030.79	0.00	0.00
46270W105	#REORG/IRIS INTL INC CASH MERGER 10/31/2012						
500.0000	05/08/2012	07/13/2010	5,899.86	0.00	932.01	0.00	0.00
466032109	J & J SNACK FOODS CORP COM STK NPV		JJSF				
100.0000	05/08/2012	07/12/2000	5,374.87	0.00	4,543.37	0.00	0.00
483548103	KAMAN CORPORATION CLASS A		KAMN				
300.0000	05/08/2012	09/11/2002	9,286.46	0.00	5,418.05	0.00	0.00
521050104	LAYNE CHRISTENSEN CO COM		LAYN				
100.0000	05/08/2012	12/28/2006	1,946.62	0.00	-1,300.90	0.00	0.00

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677864100	OIL DRI CORP AMER COM	ODC	300.0000	05/08/2012	06/15/2009	6,143.86	4,357.95	0.00	1,785.91	0.00	0.00
771497104	ROCHESTER MED CORP COM	ROCM	500.0000	05/08/2012	09/14/2010	5,034.88	5,201.35	0.00	-166.47	0.00	0.00
171484108	CHURCHILL DOWNS INC COM	CHDN	100.0000	05/17/2012	05/05/2006	6,109.86	3,968.20	0.00	2,141.66	0.00	0.00
34354P105	FLOWERVE CORP	FLS	50.0000	05/17/2012	11/07/2008	5,223.57	2,673.75	0.00	2,549.82	0.00	0.00
628464109	MYERS INDS INC COM	MYE	200.0000	05/17/2012	12/12/2000	3,311.92	1,760.09	0.00	1,551.83	0.00	0.00
367905106	GAYLORD ENTMT CO NEW		200.0000	08/09/2012	Various	7,900.82	1,529.52	0.00	6,371.30	0.00	0.00
741437891	ESC PRICE COMMUNICATIONS CORP		1575.0000	08/29/2012	02/23/2000	13.01	0.00	0.00	13.01	0.00	0.00
46270W105	#REORG/IRIS INTL INC CASH MERGER 10/31/2012		1000.0000	11/02/2012	12/01/2010	19,500.00	9,636.10	0.00	9,863.90	0.00	0.00
Total Long Term 15% Sales							446,412.40	255,797.50	190,614.90	0.00	0.00

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 ATTN: JENNIFER MARTIN

Account Number: 26-39140
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THE NORTHERN TRUST COMPANY
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2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales											
76628T645	MFO RIDGEWORTH FDS SEIX HIGH YIELD FD CLI	SAMHX									
2017.2500	01/24/2012 Various	19,224.38	19,698.60						-474.22	0.00	0.00
Total Short Term Sales		19,224.38	19,698.60					0.00	-474.22	0.00	0.00
Long Term 15% Sales											
76628T645	MFO RIDGEWORTH FDS SEIX HIGH YIELD FD CLI	SAMHX									
26362.2800	01/24/2012 Various	251,232.28	262,936.28					0.00	-11,704.00	0.00	0.00
Total Long Term 15% Sales		251,232.28	262,936.28					0.00	-11,704.00	0.00	0.00

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THE NORTHERN TRUST COMPANY
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Account Number: 17-38965
Recipient's Tax ID Number: 95-4715236

☐ Corrected

☐ 2nd TIN notice

Recipient's Name and Address:
E AND A MITCHELL FAMILY FOUNDATION
RBZ LLP
ATTN: C. CATHERINE
11755 WILSHIRE BLVD. -NINTH FLOOR
LOS ANGELES, CA 90025

2012 Proceeds from Broker and Barter Exchange Transactions

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quant- ity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
Short Term Sales											
013904305	ADR ALCATEL ALSTHOM SPONSORED ADR ISIN #US0139043055	ALU	1470.0000	03/09/2012	10/25/2011	3,450.61	4,026.18	0.00	-575.57	0.00	0.00
D19225107	DEUTSCHE POST AG NPV(REGD)		266.0000	06/15/2012	08/19/2011	4,440.85	3,798.68	0.00	642.17	0.00	0.00
D19225107	DEUTSCHE POST AG NPV(REGD)		207.0000	06/18/2012	08/19/2011	3,492.86	2,956.11	0.00	536.75	0.00	0.00
D19225107	DEUTSCHE POST AG NPV(REGD)		127.0000	06/19/2012	08/19/2011	2,151.51	1,813.65	0.00	337.86	0.00	0.00
Total Short Term Sales							13,535.83	12,594.62	941.21	0.00	0.00
Long Term 15% Sales											
60687Y109	ADR MIZUHO FINL GROUP INC SPONSORED ADR	MFG	1210.0000	02/07/2012	Various	3,752.87	13,805.09	0.00	-10,052.22	0.00	0.00
013904305	ADR ALCATEL ALSTHOM SPONSORED ADR ISIN #US0139043055	ALU	1410.0000	02/27/2012	Various	3,614.18	16,808.93	0.00	-13,194.75	0.00	0.00
013904305	ADR ALCATEL ALSTHOM SPONSORED ADR ISIN #US0139043055	ALU	270.0000	03/09/2012	08/02/2007	633.79	3,212.06	0.00	-2,578.27	0.00	0.00
60687Y109	ADR MIZUHO FINL GROUP INC SPONSORED ADR	MFG	2840.0000	03/09/2012	Various	9,397.39	18,113.87	0.00	-8,716.48	0.00	0.00

This is important tax information and is being furnished to you.

2012 Tax Information Statement

Page 8 of 11

Recipient's Name and Address:
E AND A MITCHELL FAMILY FOUNDATION
RBZ LLP
ATTN: C. CATHERINE
11755 WILSHIRE BLVD. -NINTH FLOOR
LOS ANGELES, CA 90025

Account Number: 17-38965
Recipient's Tax ID Number: 95-4715236

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

☐ Corrected ☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
654744408	NISSAN MOTORS SPONSORED ADR	NSANY	360.0000	04/02/2012	Various	7,788.67	5,523.02	0.00	2,265.65	0.00	0.00
151290889	CEMEX S A/TOLMEX S A DE C V SPON ADR 5 ORD	CX	.0800	04/13/2012	11/19/2009	0.52	0.90	0.00	-0.38	0.00	0.00
81783H105	ADR SEVEN & I HLDGS CO LTD ADR	SVNDY	90.0000	05/07/2012	04/04/2011	5,448.79	4,475.54	0.00	973.25	0.00	0.00
871013108	GDR SWISSCOM SPONSORED ADR	SCMWY	110.0000	05/22/2012	Various	4,108.42	2,990.11	0.00	1,118.31	0.00	0.00
904784709	UNILEVER N V	UN	100.0000	06/18/2012	09/01/2004	3,210.20	2,027.90	0.00	1,182.30	0.00	0.00
26874R108	ENI S P A SPONSORED ADR	E	110.0000	06/19/2012	Various	4,531.25	5,342.30	0.00	-811.05	0.00	0.00
879382208	TELEFONICA S A SPONSORED ADR	TEF	.7400	06/28/2012	02/27/2006	9.12	11.32	0.00	-2.20	0.00	0.00
977874205	ADR WOLTERS KLUWER N V SPONSORED ADR	WTKWY	.7900	07/02/2012	03/12/2003	7.64	7.86	0.00	-0.22	0.00	0.00
871013108	GDR SWISSCOM SPONSORED ADR	SCMWY	210.0000	07/09/2012	09/08/2003	8,168.58	6,008.54	0.00	2,160.04	0.00	0.00

This is important tax information and is being furnished to you.

2012 Tax Information Statement

THE NORTHERN TRUST COMPANY
P.O. BOX 803878
CHICAGO, IL 60680

Account Number: 17-38965
Recipient's Tax ID Number: 95-4715236

Recipient's Name and Address:
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LOS ANGELES, CA 90025

☐ Corrected

☐ 2nd TIN notice

Sales are listed at Gross Proceeds less commissions and option premiums.

Cusip	Description	Stock or Other Symbol	Quantity Sold	Date of Sale or Exchange	Date of Acquisition	Stocks, Bonds, etc.	Cost or Other Basis	Wash Sale Loss Disallowed	Net Gain or Loss	Federal Income Tax Withheld	State Tax Withheld
007924103	AEGON NV ADR ORD AMER REG	AEG	6000	08/05/2012	12/03/2004	2.61	7.99	0.00	-5.38	0.00	0.00
80105N105	SANOFI-AVENTIS SPONSORED ADR	SNY	90.0000	09/06/2012	02/22/2007	3,755.08	3,940.82	0.00	-185.74	0.00	0.00
466249208	ADR J SAINSBURY PLC SPONSORED ADR NEW	JSAY	280.0000	09/20/2012	Various	6,192.62	8,625.23	0.00	-2,432.61	0.00	0.00
870886108	ADR SWISS RE LTD SPONSORED ADR	SSREY	70.0000	10/08/2012	06/08/2011	4,811.95	4,135.20	0.00	676.75	0.00	0.00
007924103	AEGON NV ADR ORD AMER REG	AEG	4500	10/18/2012	12/03/2004	1.92	5.99	0.00	-4.07	0.00	0.00
D18190898	DEUTSCHE BANK AG NAMED 00	DB	90.0000	10/19/2012	Various	4,146.15	5,611.25	0.00	-1,465.10	0.00	0.00
D18190898	DEUTSCHE BANK AG NAMED 00	DB	90.0000	10/25/2012	Various	3,928.80	5,096.50	0.00	-1,167.70	0.00	0.00
Total Long Term 15% Sales							73,510.55	105,750.42	-32,239.87	0.00	0.00

This is important tax information and is being furnished to you.

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. EDWARD D. AND ANNA MITCHELL FAMILY FOUNDATION	Employer identification number (EIN) or 95-4715236
	Number, street, and room or suite no. If a P.O. box, see instructions. 13801 VENTURA BLVD.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SHERMAN OAKS, CA 91423	

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

0 4

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

POWER & TWERSKY BUSINESS MANAGEMENT GROUP

- The books are in the care of ► **13801 VENTURA BLVD. - SHERMAN OAKS, CA 91423**
Telephone No ► **(818) 793-5700** FAX No. ►

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for.

- 1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **AUGUST 15, 2013**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
► ☒ calendar year **2012** or
► ☐ tax year beginning , and ending .

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$ 5,696.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$ 21,472.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$ 0.

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

LHA For Privacy Act and Paperwork Reduction Act Notice, see instructions.

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1).

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Enter filer's identifying number, see instructions

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions EDWARD D. AND ANNA MITCHELL FAMILY FOUNDATION	Employer identification number (EIN) or 95-4715236
	Number, street, and room or suite no. If a P.O. box, see instructions. 13801 VENTURA BLVD.	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. SHERMAN OAKS, CA 91423	

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

0 4

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

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

POWER & TWERSKY BUSINESS MANAGEMENT GROUP

- The books are in the care of **13801 VENTURA BLVD. - SHERMAN OAKS, CA 91423**

Telephone No. **(818) 793-5700**

FAX No. ☐

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) ☐. If this is for the whole group, check this box ☐. If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

4 I request an additional 3-month extension of time until **NOVEMBER 15, 2013.**

5 For calendar year **2012**, or other tax year beginning _____, and ending _____.

6 If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return

☐ Change in accounting period

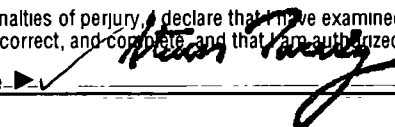
7 State in detail why you need the extension

THE TAXPAYER REQUIRES ADDITIONAL TIME TO GATHER THE NECESSARY INFORMATION TO FILE A COMPLETE AND ACCURATE TAX RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	8a	\$	5,696.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	21,472.
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0.

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form

Signature  Title **CPA**

Date **11-13-13**

Form 8868 (Rev. 1-2013)