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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

02/01, 2012, and ending

01/31, 2013

Name of foundation

GORE FAMILY FOUNDATION 23-64487

Number and street (or P O box number if mail is not delivered to street address)

P.O. BOX 803878

City or town, state, and ZIP code

CHICAGO, IL 60680

G Check all that apply:

☒ Initial return☐ Initial return of a former public charity☐ Final return☐ Amended return☐ Address change☐ Name change

H Check type of organization:

☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust☐ Other taxable private foundation

I Fair market value of all assets at end

of year (from Part II, col. (c), line

16) ▶ \$ 21,813,612.

J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number

59-6497544

B Telephone number (see instructions)

312- 630-6000

C If exemption application is
pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the
85% test, check here and attach
computation ☐E If private foundation status was terminated
under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination
under section 507(b)(1)(B), check here ☐**Part I Analysis of Revenue and Expenses** (The
total of amounts in columns (b), (c), and (d)
may not necessarily equal the amounts in
column (a) (see instructions).)(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 (attach schedule)				
2	Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
3	Interest on savings and temporary cash investments				
4	Dividends and interest from securities	803,649.	803,649.		STMT 1
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	79,632.			
b	Gross sales price for all assets on line 6a	1,334,303.			
7	Capital gain net income (from Part IV, line 2)		79,632.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)				
12	Total. Add lines 1 through 11	883,281.	883,281.		
13	Compensation of officers, directors, trustees, etc.	87,900.			87,900.
14	Other employee salaries and wages	88,414.	NONE	NONE	88,414.
15	Pension plans, employee benefits	40,819.	NONE	NONE	40,819.
16a	Legal fees (attach schedule) STMT 2	4,079.	NONE	NONE	NONE
b	Accounting fees (attach schedule) STMT 3	3,500.	1,750.	NONE	1,750.
c	Other professional fees (attach schedule) STMT 4	45,413.	44,223.		1,190.
17	Interest				
18	Taxes (attach schedule) (see instructions) STMT 5	37,955.	12,431.		
19	Depreciation (attach schedule) and depletion				
20	Occupancy				
21	Travel, conferences, and meetings	14,198.	NONE	NONE	14,198.
22	Printing and publications		NONE	NONE	
23	Other expenses (attach schedule) STMT 6	28,163.			28,163.
24	Total operating and administrative expenses. Add lines 13 through 23	350,441.	58,404.	NONE	262,434.
25	Contributions, gifts, grants paid	383,378.			383,378.
26	Total expenses and disbursements. Add lines 24 and 25	733,819.	58,404.	NONE	645,812.
27	Subtract line 26 from line 12:				
a	Excess of revenue over expenses and disbursements	149,462.			
b	Net investment income (if negative, enter -0-)		824,877.		
c	Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		584,960.	614,889.	614,889.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach schedule) ▶				
		Less: allowance for doubtful accounts ▶	NONE			
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10 a	Investments - U S and state government obligations (attach schedule)	STMT 7	7,575,626.	7,640,088.	10,493,801.
	b	Investments - corporate stock (attach schedule)	STMT 8	7,918,064.	7,906,438.	8,477,783.
	c	Investments - corporate bonds (attach schedule)				
	11	Investments - land, buildings, and equipment basis				
	Less: accumulated depreciation (attach schedule) ▶					
12	Investments - mortgage loans					
13	Investments - other (attach schedule)	STMT 9	1,602,419.	1,669,116.	2,227,139.	
14	Land, buildings, and equipment basis					
	Less: accumulated depreciation (attach schedule) ▶					
15	Other assets (describe ▶)					
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)		17,681,069.	17,830,531.	21,813,612.	
Liabilities	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, and other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe ▶)				
	23	Total liabilities (add lines 17 through 22)				NONE
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/>					
	27	Capital stock, trust principal, or current funds		17,681,069.	17,830,531.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		17,681,069.	17,830,531.	
	31	Total liabilities and net assets/fund balances (see instructions)		17,681,069.	17,830,531.	

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	17,681,069.
2	Enter amount from Part I, line 27a	2	149,462.
3	Other increases not included in line 2 (itemize) ▶	3	
4	Add lines 1, 2, and 3	4	17,830,531.
5	Decreases not included in line 2 (itemize) ▶	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	17,830,531.

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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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 1,334,303.		1,254,671.	79,632.		
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
a			79,632.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	79,632.	
{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }					
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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	695,382.	20,097,623.	0.034600
2010	817,427.	17,369,538.	0.047061
2009	807,588.	15,747,244.	0.051284
2008	1,021,376.	18,768,314.	0.054420
2007	776,017.	21,194,526.	0.036614
2 Total of line 1, column (d)			2 0.223979
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.044796
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 20,633,380.
5 Multiply line 4 by line 3			5 924,293.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 8,249.
7 Add lines 5 and 6			7 932,542.
8 Enter qualifying distributions from Part XII, line 4			8 645,812.

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 <input type="checkbox"/> and enter "N/A" on line 1		1	16,498.
Date of ruling or determination letter: _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	16,498.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	16,498.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	18,755.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	NONE	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	18,755.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	2,257.	
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> 2,257. Refunded <input type="checkbox"/> 2,257.	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?		X
If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ► \$ _____ (2) On foundation managers. ► \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ► \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities.		
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?		X
If "Yes," attach the statement required by General Instruction T.		
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) ► FL		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? 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

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?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>NORTHERN TRUST COMPANY</u> Telephone no. <u>312630600</u> Located at <u>P.O. BOX 803878, CHICAGO, IL</u> ZIP+4 <u>60680</u>			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year <u>15</u>			
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?	<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 checked="" type="checkbox"/> Yes	<input 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? (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).	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> 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)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>		
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? If "Yes," list the years	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
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)	2b	X
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?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	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

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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)? (see instructions) ☐ Yes ☒ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ **5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☐ No

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ **7b****Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors****1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 10		87,900.	-0-	-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
DIANE FIORE FORT LAUDERDALE, FL 33308	TRUST ADMINISTRA 40 H	62,871.	NONE	NONE

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

NONE

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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** (see instructions). If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

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 NONE	
2	
3	
4	

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

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

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3	

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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	20,947,594.
b	Average of monthly cash balances	1b	NONE
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	20,947,594.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	20,947,594.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	314,214.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	20,633,380.
6	Minimum investment return. Enter 5% of line 5	6	1,031,669.

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	1,031,669.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	16,498.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	16,498.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,015,171.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,015,171.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,015,171.

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	645,812.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	645,812.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	N/A
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	645,812.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,015,171.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			215,722.	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012				
a From 2007	NONE			
b From 2008	NONE			
c From 2009	NONE			
d From 2010	NONE			
e From 2011	NONE			
f Total of lines 3a through e	NONE			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 645,812.				
a Applied to 2011, but not more than line 2a . . .			215,722.	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				430,090.
e Remaining amount distributed out of corpus . .	NONE			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	NONE			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011. Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				585,081.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . .	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . .	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	NONE			
10 Analysis of line 9				
a Excess from 2008 . . .	NONE			
b Excess from 2009 . . .	NONE			
c Excess from 2010 . . .	NONE			
d Excess from 2011 . . .	NONE			
e Excess from 2012 . . .	NONE			

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

NOT APPLICABLE

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

b Check box to indicate whether the foundation is a private operating foundation described in section

4942(j)(3) or

4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

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

Part XV Supplementary Information (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year - see instructions.)**1 Information Regarding Foundation Managers:**

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2).)

N/A

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.

N/A

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

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

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

b The form in which applications should be submitted and information and materials they should include:

c Any submission deadlines.

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors:

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
VARIOUS-SEE ATTACHED	N/A	PUBLIC	GENERAL	383,378.
Total			3a	383,378.
b Approved for future payment				
Total			3b	

16 -

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

- | | | | |
|--|--|-----|----|
| <p>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?</p> <p>a Transfers from the reporting foundation to a noncharitable exempt organization of:</p> <p>(1) Cash</p> <p>(2) Other assets</p> <p>b Other transactions:</p> <p>(1) Sales of assets to a noncharitable exempt organization</p> <p>(2) Purchases of assets from a noncharitable exempt organization</p> <p>(3) Rental of facilities, equipment, or other assets</p> <p>(4) Reimbursement arrangements</p> <p>(5) Loans or loan guarantees</p> <p>(6) Performance of services or membership or fundraising solicitations</p> <p>c Sharing of facilities, equipment, mailing lists, other assets, or paid employees</p> <p>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.</p> | | Yes | No |
| | | | |
| 1a(1) | | | X |
| 1a(2) | | | X |
| | | | |
| 1b(1) | | | X |
| 1b(2) | | | X |
| 1b(3) | | | X |
| 1b(4) | | | X |
| 1b(5) | | | X |
| 1b(6) | | | X |
| 1c | | | X |

[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

**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

9/3/2013
Date

► Chairman
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

YUZRU GM

Preparer's signature

✓

Date	
------	--

08/21/2013

Check <input type="checkbox"/> if self-employed	PTIN
---	------

Firm's name ► THE NORTHERN TRUST COMPANY

Firm's address ► P.O. BOX 803878

CHICAGO, IL

60680

Firm's EIN ▶

Phone no. 312-630-6000

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
DIVIDENDS AND INTEREST CLASS ACTION PROCEEDS	803,552. 97.	803,552. 97.
TOTAL	803,649. =====	803,649. =====

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
GREENBERG TRAURIG P.A.	4,079.			
TOTALS	4,079.	NONE	NONE	NONE
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
TAX PREPARATION FEE	3,500.	1,750.		1,750.
TOTALS	3,500.	1,750.	NONE	1,750.
	=====	=====	=====	=====

FORM 990PF, PART I - OTHER PROFESSIONAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
RSM MCGLADREY - PAYROLL SERVIC	1,190.		1,190.
NORTHERN INVESTMENT ADVISORY F	44,223.	44,223.	
	-----	-----	-----
TOTALS	45,413.	44,223.	1,190.
	=====	=====	=====

FORM 990PF, PART I - TAXES

=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
-----	-----	-----
PRIOR YEAR TAX	6,769.	
ESTIMATED TAX	18,755.	
FOREIGN TAX	12,431.	12,431.
	-----	-----
TOTALS	37,955.	12,431.
	=====	=====

FORM 990PF, PART I - OTHER EXPENSES
=====REVENUE
AND
EXPENSES
PER BOOKS
-----CHARITABLE
PURPOSES
-----DESCRIPTION

OFFICE EXPENSE	3,189.	3,189.
INSURANCE	1,586.	1,586.
CLEARING SERVICE	371.	371.
MEMBERSHIP - COUNCIL OF FOUNDA	500.	500.
RENTAL	17,843.	17,843.
AT&T	4,674.	4,674.

TOTALS	28,163.	28,163.
--------	---------	---------

FORM 990PF, PART II - U.S. AND STATE OBLIGATIONS
=====

DESCRIPTION -----	ENDING	
	BOOK VALUE -----	FMV ----
SEE ATTACHED	7,640,088.	10,493,801.
	-----	-----
TOTALS	7,640,088.	10,493,801.
	=====	=====

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION -----	ENDING BOOK VALUE -----	ENDING FMV ----
SEE ATTACHED	7,906,438.	8,477,783.
	-----	-----
TOTALS	7,906,438.	8,477,783.
	=====	=====

FORM 990PF, PART II - OTHER INVESTMENTS
=====

DESCRIPTION -----	COST/ FMV C OR F -----	ENDING	
		BOOK VALUE -----	FMV ----
SEE ATTACHMENT	C	1,669,116.	2,227,139.
		-----	-----
TOTALS		1,669,116.	2,227,139.
		=====	=====

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

OFFICER NAME:

THEODORE THOMAS GORE, JR.

ADDRESS:

C/O 4747 N OCEAN DR 208
FT LAUDERDALE, FL 33308

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 9,767.

OFFICER NAME:

NANCY G SARAVIA

ADDRESS:

C/O 4747 N OCEAN DR 208
FT LAUDERDALE, FL 33308

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 9,767.

OFFICER NAME:

PAUL A GORE

ADDRESS:

C/O 4747 N OCEAN DR 208
FT LAUDERDALE, FL 33308

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 9,767.

OFFICER NAME:

LORENA GORE DUNLAP

ADDRESS:

C/O 4747 N OCEAN DR 208
FT LAUDERDALE, FL 33308

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 9,767.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES
=====

OFFICER NAME:

DAVID S GORE

ADDRESS:

C/O 4747 N OCEAN DR 208
FT LAUDERDALE, FL 33308

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 9,767.

OFFICER NAME:

CHARLES H GORE

ADDRESS:

C/O 4747 N OCEAN DR 208
FT LAUDERDALE, FL 33308

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 9,767.

OFFICER NAME:

PATRICIA PALMER SCHIFF

ADDRESS:

C/O 4747 N OCEAN DR 208
FT LAUDERDALE, FL 33308

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 9,766.

OFFICER NAME:

STEVE KNAPP

ADDRESS:

C/O 4747 N OCEAN DR 208
FT LAUDERDALE, FL 33308

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 9,766.

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEES

=====

OFFICER NAME:

KATHLEEN P. WHITNEY

ADDRESS:

C/O 4747 N OCEAN DR 208

FT LAUDERDALE, FL 33308

TITLE:

TRUSTEE

AVERAGE HOURS PER WEEK DEVOTED TO POSITION: 2

COMPENSATION 9,766.

TOTAL COMPENSATION: 87,900.
=====

**SCHEDULE D
(Form 1041)**Department of the Treasury
Internal Revenue Service**Capital Gains and Losses**▶ Attach to Form 1041, Form 5227, or Form 990-T.
▶ Information about Schedule D (Form 1041) and its separate instructions is at
www.irs.gov/form1041

OMB No. 1545-0092

2012

Name of estate or trust

GORE FAMILY FOUNDATION 23-64487

Employer identification number

59-6497544

Note: Form 5227 filers need to complete only Parts I and II.**Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less**

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
1a					
b Enter the short-term gain or (loss), if any, from Schedule D-1, line 1b					1b -16,276.
2 Short-term capital gain or (loss) from Forms 4684, 6252, 6781, and 8824					2
3 Net short-term gain or (loss) from partnerships, S corporations, and other estates or trusts					3
4 Short-term capital loss carryover. Enter the amount, if any, from line 9 of the 2011 Capital Loss Carryover Worksheet					4 ()
5 Net short-term gain or (loss). Combine lines 1a through 4 in column (f). Enter here and on line 13, column (3) on the back					5 -16,276.

Part II Long-Term Capital Gains and Losses - Assets Held More Than One Year

(a) Description of property (Example 100 shares 7% preferred of "Z" Co.)	(b) Date acquired (mo., day, yr.)	(c) Date sold (mo., day, yr.)	(d) Sales price	(e) Cost or other basis (see instructions)	(f) Gain or (loss) for the entire year Subtract (e) from (d)
6a LONG-TERM CAPITAL GAIN DIVIDENDS					66,716.
b Enter the long-term gain or (loss), if any, from Schedule D-1, line 6b					6b 29,192.
7 Long-term capital gain or (loss) from Forms 2439, 4684, 6252, 6781, and 8824					7
8 Net long-term gain or (loss) from partnerships, S corporations, and other estates or trusts					8
9 Capital gain distributions					9
10 Gain from Form 4797, Part I					10
11 Long-term capital loss carryover. Enter the amount, if any, from line 14 of the 2011 Capital Loss Carryover Worksheet					11 ()
12 Net long-term gain or (loss). Combine lines 6a through 11 in column (f). Enter here and on line 14a, column (3) on the back					12 95,908.

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D (Form 1041) 2012

Part III Summary of Parts I and II		(1) Beneficiaries' (see instr.)	(2) Estate's or trust's	(3) Total
Caution: Read the instructions before completing this part.				
13	Net short-term gain or (loss)	13		-16,276.
14	Net long-term gain or (loss):			
a	Total for year	14a		95,908.
b	Unrecaptured section 1250 gain (see line 18 of the wrksht.)	14b		
c	28% rate gain	14c		
15	Total net gain or (loss). Combine lines 13 and 14a ▶	15		79,632.

Note: If line 15, column (3), is a net gain, enter the gain on Form 1041, line 4 (or Form 990-T, Part I, line 4a). If lines 14a and 15, column (2), are net gains, go to Part V, and do not complete Part IV. If line 15, column (3), is a net loss, complete Part IV and the **Capital Loss Carryover Worksheet**, as necessary.

Part IV Capital Loss Limitation

16 Enter here and enter as a (loss) on Form 1041, line 4 (or Form 990-T, Part I, line 4c, if a trust), the smaller of:
a The loss on line 15, column (3) or b \$3,000 **16** ()

Note: If the loss on line 15, column (3), is more than \$3,000, or if Form 1041, page 1, line 22 (or Form 990-T, line 34), is a loss, complete the **Capital Loss Carryover Worksheet** in the instructions to figure your capital loss carryover.

Part V Tax Computation Using Maximum Capital Gains Rates

Form 1041 filers. Complete this part only if both lines 14a and 15 in column (2) are gains, or an amount is entered in Part I or Part II and there is an entry on Form 1041, line 2b(2), and Form 1041, line 22, is more than zero.

Caution: Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if:

- Either line 14b, col. (2) or line 14c, col. (2) is more than zero, or
- Both Form 1041, line 2b(1), and Form 4952, line 4g are more than zero.

Form 990-T trusts. Complete this part only if both lines 14a and 15 are gains, or qualified dividends are included in income in Part I of Form 990-T, and Form 990-T, line 34, is more than zero. Skip this part and complete the **Schedule D Tax Worksheet** in the instructions if either line 14b, col. (2) or line 14c, col. (2) is more than zero.

17	Enter taxable income from Form 1041, line 22 (or Form 990-T, line 34)	17		
18	Enter the smaller of line 14a or 15 in column (2) but not less than zero	18		
19	Enter the estate's or trust's qualified dividends from Form 1041, line 2b(2) (or enter the qualified dividends included in income in Part I of Form 990-T)	19		
20	Add lines 18 and 19	20		
21	If the estate or trust is filing Form 4952, enter the amount from line 4g; otherwise, enter -0- . . . ▶	21		
22	Subtract line 21 from line 20. If zero or less, enter -0-	22		
23	Subtract line 22 from line 17. If zero or less, enter -0-	23		
24	Enter the smaller of the amount on line 17 or \$2,400	24		
25	Is the amount on line 23 equal to or more than the amount on line 24? <input type="checkbox"/> Yes. Skip lines 25 and 26; go to line 27 and check the "No" box. <input type="checkbox"/> No. Enter the amount from line 23	25		
26	Subtract line 25 from line 24	26		
27	Are the amounts on lines 22 and 26 the same? <input type="checkbox"/> Yes. Skip lines 27 thru 30, go to line 31 <input type="checkbox"/> No. Enter the smaller of line 17 or line 22	27		
28	Enter the amount from line 26 (If line 26 is blank, enter -0-)	28		
29	Subtract line 28 from line 27	29		
30	Multiply line 29 by 15% (.15)	30		
31	Figure the tax on the amount on line 23. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	31		
32	Add lines 30 and 31	32		
33	Figure the tax on the amount on line 17. Use the 2012 Tax Rate Schedule for Estates and Trusts (see the Schedule G instructions in the instructions for Form 1041)	33		
34	Tax on all taxable income. Enter the smaller of line 32 or line 33 here and on Form 1041, Schedule G, line 1a (or Form 990-T, line 36)	34		

Schedule D (Form 1041) 2012

Department of the Treasury
Internal Revenue Service

▶ Attach to Schedule D to list additional transactions for lines 1a and 6a.

OMB No 1545-0092

2012

► Information about Schedule D (Form 1041) and its separate instructions is at www.irs.gov/form1041

Name of estate or trust

GORE FAMILY FOUNDATION 23-64487

Employer identification number

59-6497544

Part I Short-Term Capital Gains and Losses - Assets Held One Year or Less

[illegible]

1b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 1b	-16,276.00
---	------------

For Paperwork Reduction Act Notice, see the Instructions for Form 1041.

Schedule D-1 (Form 1041) 2012JSA
2F1221 2 000

DAV368 5908 08/21/2013 10:16:36

23-64487

35

Employer identification number

59-6497544

[illegible]

6b Total. Combine the amounts in column (f). Enter here and on Schedule D, line 6b	29,192.00
---	-----------

Schedule D-1 (Form 1041) 2012

**Gore Family Memorial Foundation
2012/13 Beneficiary List**

Annunciation Catholic School 3751 Southwest 39 th Street West Park, FL 33023 Attn: Nester A. Pereira, Jr. M.S., Principal Scholarship for 23 Non-Disabled Students	34,500.00
Broward Children's Center 200 S.E. 19th Avenue Pompano Beach, Florida 33060 Attn: Marjorie Evans, M.S., CEO Eagle Eye Project - Medical Aid to the Handicapped	50,000.00
Council on Foundations 2121 Crystal Drive Suite 700 Arlington, Virginia 22202 Attn: Keith J. Greene, SPHR Charitable Distribution	1,690.00
JR Young Builders, Inc. 301 N.E. 51st Street Suite #1240 Boca Raton, Florida 33487 Handicap Accessible Ramp - Medical Aid to the Handicapped	3,021.76
Kroll Realty 5447 North Federal Highway Fort Lauderdale, Florida 33308 Attn: Tony Mahayni Emergency Rental Assistance - Assistance to the Aged/Needy	1,200.00
Mary Carrico Memorial School 9546 KY HWY 144 Philpot, KY 42366 Attn: Ray Montgomery, Principal Scholarship Assistance 21 Non-Disabled Students	31,500.00
Mary Help of Christians Catholic School 6000 University Drive Parkland, Florida 33067 Attn: Dr. Stephen Brown, Principal Scholarship Assistance - 19 Non-Disabled Students	42,750.00

Our Lady Queen of Martyrs Catholic School 2785 Happy Hoyer Street Ft. Lauderdale, FL 33312 Attn: Althea Mossop, Principal Scholarship for 33 Non-Disabled Students	49,500.00
Our Savior Lutheran School 8001 Northwest 5 th Street Plantation, Florida 33324-1998 Attn: Cathy May, Administrative Assistant Scholarship for 13 Non Disabled Students	19,500.00
Salvatioin Army 1445 West Broward Boulevard Fort Lauderdale, Florida 33312 Attn: Sally Gress, Director of Development Emergency Food Replenishment for Pantry - Assistance to aged/needy	5,000.00
Santa Clara University Attn: Office of Financial Aid 500 El Camino Real Santa Clara, CA 95053 Scholarship Funds for Disabled Student	6,393.00
St. Anthony School 820 NE 3 rd Street Fort Lauderdale, FL 33301 Attn: Sharon Lynch Murrah, Director of Development Scholarship for 10 Non-Disabled Students	20,000.00
St. Helen Catholic School 3340 West Oakland Park Boulevard Fort Lauderdale, FL 33311 Attn: Terry Maus, Principal Scholarship for 33 Non-Disabled Students	49,500.00
St. Jerome Catholic School 2601 Southwest 9 th Avenue Fort Lauderdale, Florida 33315 Attn: Sr.Vivian M. Gomez, Principal Scholarship for 27 Non Disabled Students	19,500.00

**Gore Family Memorial Foundation
2012/13 Beneficiary List**

The University of Miami Miller School of Science Department of Otolaryngology 1120 N.W. 14th Street, 5th Floor Miami, Florida 33136 Attn: Alison Grewe, M.S., Director of Advancement U.M. Ear Institute Medical Aid to the Handicapped - Honor G.H.Gore	12,805.95
The University of South Dakota Sanford School of Medicine 414 East Clark Street SD Union 17 Vermillion, SD 57069 Attention: Business Office Scholarship Funds for Disabled Student	7,500.00
Tulane University Suite 103, Phelps House 35 McAlister Drive New Orleans, LA 70118-5645 Attn: Accounts Receivable #1695 Scholarship Funds for Disabled Student	7,500.00
University of Alabama Student Receivables 105 Student Services Building Box 870120 Tuscaloosa, Alabama 35487 Scholarship Funds for Disabled Student	14,430.00
University of Central Florida 4000 Central Florida Boulevard Millican Hall Room 120 Orlando, Florida 32816-0113 Attn: Office of Student Financial Assistance Scholarship Funds for Disabled Student	4,432.96
University of Toledo Financial Aid Office Attn: Bette Stanford Mail Stop 314 2801 West Bancroft Street Toledo, OH 43606-3390 Scholarship Funds for Disabled Student	2,654.00

Total: Fiscal Year 2012/13

383,377.67

Custom Reporting

31 JAN 13

Account number 2364487

◆ Asset Detail - Base Currency

Page 1 of 5

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	

Equity Securities

Equity funds

Emerging Markets Region - USD

MFB NORTN FUNDS EMERGING MKTS EQTY INDEX FD CUSIP 665162582								
	126,708,910	11 95	0 00	1,514,171 47	1,460,458 45	53,713 02	0 00	53,713 02
Total USD				1,514,171 47	1,460,458 45	53,713 02	0 00	53,713 02

Total Emerging Markets Region

International Region - USD

MFB NORTN INTL EQTY INDEX FD CUSIP 665130209								
	201,366,810	10 79	0 00	2,172,747 88	1,770,409 12	402,338 76	0 00	402,338 76
Total USD				2,172,747 88	1,770,409 12	402,338 76	0 00	402,338 76

Total International Region

United States - USD

MFB NORTN FDS SMALL CAP INDEX FD CUSIP 665162723								
	59,664,930	9 85	0 00	587,699 56	400,782 82	186,916 74	0 00	186,916 74
MFB NORTN FDS STK INDEX FD CUSIP 665162772								

	301,448,030	18 59	0 00	5,603,918 87	3,644,256 75	1,959,662 12	0 00	1,959,662 12
--	-------------	-------	------	--------------	--------------	--------------	------	--------------

MFB NORTN MID CAP INDEX FD CUSIP 665130100

	43,481,480	14 15	0 00	615,262 94	364,181 18	251,081 76	0 00	251,081 76
--	------------	-------	------	------------	------------	------------	------	------------

Total USD				6,806,881 37	4,409,220 75	2,397,660 62	0 00	2,397,660 62
-----------	--	--	--	--------------	--------------	--------------	------	--------------

Total United States				6,806,881 37	4,409,220 75	2,397,660 62	0 00	2,397,660 62
---------------------	--	--	--	--------------	--------------	--------------	------	--------------

Total Equity Funds

732,670,160			0 00	10,493,800.72	7,640,088.32	2,853,712.40	0 00	2,853,712.40
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Northern Trust

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								
Total Equity Securities								
732,670.160			0.00	10,493,800.72	7,640,088.32	2,863,712.40	0.00	2,863,712.40

Fixed Income Securities

Corporate/government

United States - USD

MFB NORTHERN FUNDS MULTI-MANAGER HIGH YIELD OPPORTUNITY FUND CUSIP 665162442

60,328.160	10.97		0.00	661,799.91	609,939.19	51,860.72	0.00	51,860.72
MFB NORTHN FDS CORE BD FD CUSIP 665162376								
431,082.350	10.54		0.00	4,543,607.96	4,411,739.16	131,868.80	0.00	131,868.80

MFB NORTHN HI YIELD FXD INC FD CUSIP 665162699

341,862.830	7.62		0.00	2,604,994.76	2,287,182.00	317,812.76	0.00	317,812.76
Issue Date 25 Aug 08								

MFO VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL CUSIP 922031737

14,631.450	28.34		0.00	414,655.29	346,847.68	67,807.61	0.00	67,807.61
Issue Date 27 Jun 08								

Total USD

Total United States

Total Corporate/Government

847,904.790

Municipal issues

Canada - USD

ONTARIO HYDRO US\$ BD DTD 03/31/1993 7 45% DUE 03-31-2013 REG CUSIP 683078FY0

250,000.000	101.09		6,260.06	252,725.00	250,730.00	1,995.00	0.00	1,995.00
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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Fixed Income Securities

Municipal issues

Canada - USD

Rate 7.45% Maturity Date 31 Mar 13

Total USD			6,260.06	252,725.00	250,730.00	1,995.00	0.00	1,995.00
Total Canada			6,260.06	252,725.00	250,730.00	1,995.00	0.00	1,995.00
Total Municipal Issues			6,260.06	252,725.00	250,730.00	1,995.00	0.00	1,995.00
250,000,000								
Total Fixed Income Securities			6,260.06	8,477,782.92	7,906,438.03	571,344.89	0.00	571,344.89
1,097,904,790								

Real Estate

Real estate funds

United States - USD

MFBNORTHERN FDS GLOBAL REAL ESTATE INDEX FD CUSIP 665162541

74,670.530	9.51	0.00		710,116.74	436,846.30	273,270.44	0.00	273,270.44
Total USD			0.00	710,116.74	436,846.30	273,270.44	0.00	273,270.44
Total United States			0.00	710,116.74	436,846.30	273,270.44	0.00	273,270.44
Total Real Estate Funds			0.00	710,116.74	436,846.30	273,270.44	0.00	273,270.44
74,670.530								
Total Real Estate			0.00	710,116.74	436,846.30	273,270.44	0.00	273,270.44
74,670.530			0.00	710,116.74	436,846.30	273,270.44	0.00	273,270.44

Commodities

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◆ Asset Detail - Base Currency

Description / Asset ID	Investment Mgr ID	Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Market	Unrealized gain/loss Translation	Total
Shares/PAR value								

Commodities

Commodities

Global Region - USD

MFC SPDR GOLD TR GOLD SHS CUSIP 78463V107

7,500,000	161.20	0.00	1,209,000.00	904,854.83	304,145.17	0.00	304,145.17
Total USD				904,854.83	304,145.17	0.00	304,145.17
Total Global Region				904,854.83	304,145.17	0.00	304,145.17

United States - USD

MFO PIMCO FDS PAC INVT MGMT SER COMMODITY REALRETURN STRATEGY FD INSTL CUSIP 722005667

45,230.930	6.81	0.00	308,022.63	327,415.50	-19,392.87	0.00	-19,392.87
Total USD				327,415.50	-19,392.87	0.00	-19,392.87
Total United States				327,415.50	-19,392.87	0.00	-19,392.87

Total Commodities

52,730.930		0.00	1,517,022.63	1,232,270.33	284,752.30	0.00	284,752.30
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Total Commodities

52,730.930		0.00	1,517,022.63	1,232,270.33	284,752.30	0.00	284,752.30
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Cash and Short Term Investments

Short term

USD - United States dollar

100	5.17	614,888.78	614,888.78	0.00	0.00	0.00	0.00
Total short term - all currencies			614,888.78	614,888.78	0.00	0.00	0.00

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◆ Asset Detail - Base Currency

Description / Asset ID		Exchange rate/ local market price	Accrued income/expense	Market Value	Cost	Unrealized gain/loss		Total
Investment Mgr ID	Shares/PAR value					Market	Translation	
Cash and Short Term Investments								
Short term								
Total short term - all countries			5.17	614,888.78	614,888.78	0.00	0.00	0.00
Total Short Term			5.17	614,888.78	614,888.78	0.00	0.00	0.00
Total Cash and Short Term Investments								
614,888.780			5.17	614,888.78	614,888.78	0.00	0.00	0.00
Total			6.266.23	21,813,611.79	17,830,531.76	3,983,080.03	0.00	3,983,080.03

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