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

For calendar year 2012, or tax year beginning Apr 1 **, 2012, and ending** Mar 31 , 2013

Name of foundation: Lyceum Foundation

A Employer identification number: 37-1390273

Number and street (or P O box number if mail is not delivered to street address): 6 Sunset Lane — Room/suite:

B Telephone number (see the instructions): (217) 787-0786

City or town: Springfield — State: IL — ZIP code: 62704

C If exemption application is pending, check here ► ☐

G Check all that apply. ☐ Initial return ☐ Initial Return of a former public charity ☐ Final return ☐ Amended return ☐ Address change ☐ Name change

D 1 Foreign organizations, check here ► ☐
2 Foreign organizations meeting the 85% test, check here and attach computation ► ☐

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, column (c), line 16) ► $ 271,592.

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

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

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).)	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
REVENUE				
1 Contributions, gifts, grants, etc, received (att sch)				
2 Ck ► ☒ if the foundn is **not** req to att Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	5,825.	5,825.		
5a Gross rents				
b Net rental income or (loss)				
6a Net gain/(loss) from sale of assets not on line 10				
b Gross sales price for all assets on line 6a				
7 Capital gain net income (from Part IV, line 2)		0.		
8 Net short-term capital gain			0.	
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit/(loss) (att sch)				
11 Other income (attach schedule)				
12 **Total.** Add lines 1 through 11	5,825.	5,825.	0.	
OPERATING AND ADMINISTRATIVE EXPENSES				
13 Compensation of officers, directors, trustees, etc				
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16a Legal fees (attach schedule)				
b Accounting fees (attach sch) L-16b Stmt	60.			140.
c Other prof fees (attach sch) L-16c Stmt	80.			
17 Interest				
18 Taxes (attach schedule)(see instrs)				
19 Depreciation (attach sch) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule) Illinois filing fee	15.			15.
24 **Total operating and administrative expenses.** Add lines 13 through 23	155.			155.
25 Contributions, gifts, grants paid	12,500.			12,500.
26 **Total expenses and disbursements.** Add lines 24 and 25	12,655.			12,655.
27 Subtract line 26 from line 12:				
a **Excess of revenue over expenses and disbursements**	-6,830.			
b **Net investment income** (if negative, enter -0-)		5,825.		
c **Adjusted net income** (if negative, enter -0-)			0.	

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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 (a) Book Value	End of year (b) Book Value	(c) Fair Market Value
ASSETS	1 Cash — non-interest-bearing	0.	0.	0.
	2 Savings and temporary cash investments	2,125.	2,546.	2,546.
	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 sch) ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments — U S and state government obligations (attach schedule)			
	b Investments — corporate stock (attach schedule)			
	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) L-13 Stmt	229,790.	221,453.	269,046.
	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)	231,915.	223,999.	271,592.
LIABILITIES	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, & other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ►)			
	23 **Total liabilities** (add lines 17 through 22)			
NET ASSETS OR FUND BALANCES	**Foundations that follow SFAS 117, check here ► ☐ 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 ► X and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	231,915.	223,999.	
	28 Paid-in or capital surplus, or land, building, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)	231,915.	223,999.	
	31 **Total liabilities and net assets/fund balances** (see instructions)	231,915.	223,999.	

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	231,915.
2	Enter amount from Part I, line 27a	2	-6,830.
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	225,085.
5	Decreases not included in line 2 (itemize) ► basis adjustment	5	1,086.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	223,999.

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 shares MLC Company)	(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1a	opp gbl allocation fdc	P	05/03/02	05/09/12
b	opp gbl allocation fdc	P	05/07/02	05/09/12
c	opp gbl allocation fdc	P	06/18/10	05/09/12
d	invesco vk equ&inc fdc	P	10/17/00	08/14/12
e	invesco vk equ&inc fdc	P	06/18/10	08/14/12

	(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	35,891.		37,197.	-1,306.
b	14.		13.	1.
c	13.		13.	0.
d	1,199.		1,114.	85.
e	1.		1.	0.

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

	(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	(l) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
a				-1,306.
b				1.
c				0.
d				85.
e				0.

2	Capital gain net income or (net capital loss) — If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7	2	-1,220.
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8	3	

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 (column (b) divided by column (c))
2011	18,915.	261,905.	0.072221
2010	6,915.	259,291.	0.026669
2009	6,915.	238,340.	0.029013
2008	11,615.	242,504.	0.047896
2007	11,615.	300,490.	0.038654

2	**Total** of line 1, column (d)	2	0.214453
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	0.042891
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	256,921.
5	Multiply line 4 by line 3	5	11,020.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	58.
7	Add lines 5 and 6	7	11,078.
8	Enter qualifying distributions from Part XII, line 4	8	12,655.

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)

1 a 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 instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► [X] and enter 1% of Part I, line 27b		1	58.
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, column (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	58.
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	58.
6 Credits/Payments:			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a 0.		
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c		
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments Add lines 6a through 6d		7	0.
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	58.
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ►		10	0.
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ►	**Refunded** ►	11	

Part VII-A Statements Regarding Activities

		Yes	No
1 a 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?	1 a		X
b Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)?	1 b		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?	1 c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation ► $ ______ **(2)** On foundation managers ► $ ______			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► $ ______			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? *If 'Yes,' attach a detailed description of the activities*	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If 'Yes,' attach a conformed copy of the changes*	3		X
4 a Did the foundation have unrelated business gross income of $1,000 or more during the year?	4 a		X
b If 'Yes,' has it filed a tax return on **Form 990-T** for this year?	4 b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If 'Yes,' attach the statement required by General Instruction T*	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least $5,000 in assets at any time during the year? *If 'Yes,' complete Part II, column (c), and Part XV*	7	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ► IL - Illinois			
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*	8 b	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*	9		X
10 Did any persons become substantial contributors during the tax year? *If 'Yes,' attach a schedule listing their names and addresses*	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes,' attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ► N/A

14 The books are in care of ► Judith G. Stephens Telephone no ► (217) 787-0786

Located at ► 6 Sunset Lane Springfield IL ZIP + 4 ► 62704

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

and enter the amount of tax-exempt interest received or accrued during the year ► | 15 |

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If 'Yes,' enter the name of the foreign country ►			

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

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

			Yes	No
1 a	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)?	1 b		
	Organizations relying on a current notice regarding disaster assistance check here ► ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1 c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No If 'Yes,' list the years ► 20__ , 20__ , 20__ , 20__			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer 'No' and attach statement – see instructions)	2 b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ► 20__ , 20__ , 20__ , 20__			
3 a	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.)*	3 b		
4 a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4 a		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?	4 b		X

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

5 a 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)

6 a 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** No: X

If 'Yes' to 6b, file Form 8870

7 a 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
Judith G. Stephens 6 Sunset Lane Springfield IL 62704	President 0.25	0.	0.	0.
Harvey B. Stephens 6 Sunset Lane Springfield IL 62704	Secretary 0.25	0.	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
None				

Total number of other employees paid over $50,000 ► None

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

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

(a) Name and address of each person paid more than $50,000	**(b)** Type of service	**(c)** Compensation
None		
Total number of others receiving over $50,000 for professional services ►		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 N/A	0.
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	0.
2	
All other program-related investments See instructions.	
3 None	0.
Total. Add lines 1 through 3 ►	None

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	256,460.
b	Average of monthly cash balances	1b	4,373.
c	Fair market value of all other assets (see instructions)	1c	0.
d	**Total** (add lines 1a, b, and c)	1d	260,833.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	260,833.
4	Cash deemed held for charitable activities Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	3,912.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	256,921.
6	**Minimum investment return.** Enter 5% of line 5	6	12,846.

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	12,846.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	58.		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	58.
3	Distributable amount before adjustments Subtract line 2c from line 1			3	12,788.
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	12,788.
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	12,788.

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	12,655.
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	12,655.
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	58.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	12,597.

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				12,788.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			45.	
b Total for prior years 20 10, 20 09, 20 08		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007 0.				
b From 2008 0.				
c From 2009 0.				
d From 2010 0.				
e From 2011 5,910.				
f **Total** of lines 3a through e	5,910.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► $ 12,655.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required – see instructions)				
c Treated as distributions out of corpus (Election required – see instructions)				
d Applied to 2012 distributable amount				5,910.
e Remaining amount distributed out of corpus	6,745.			
5 Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*				
6 **Enter the net total of each column as indicated below:**				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,655.			
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				
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 instructions			45.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				6,878.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 **Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	12,655.			
10 Analysis of line 9				
a Excess from 2008 0.				
b Excess from 2009 0.				
c Excess from 2010 0.				
d Excess from 2011 5,910.				
e Excess from 2012 6,745.				

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

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

b Check box to indicate whether the foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

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

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

1 Information Regarding Foundation Managers:

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

None

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

None

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

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

a The name, address, and telephone number 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 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				
Lincoln Land Community College Foundation 5250 Sheperd Road Spingfield IL 62794		501(C)(3)	Scholarships	5,000.
Springfield High School 101 South Lewis Street Springfield IL 62704		501(C)(3)	Computers	5,000.
Francis Quimet Scholarship Fund 300 Arnold Palmer Boulevard Norton MA 02766		501(c)(3)	Scholarship	2,500.
Total			► 3a	12,500.
b Approved for future payment				
Total			► 3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	5,825.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	0.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)				5,825.	

13 **Total.** Add line 12, columns (b), (d), and (e) 13 5,825.

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions.)
1	N/A

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	1 a (1)		X
(2) Other assets	1 a (2)		X
b Other transactions			
(1) Sales of assets to a noncharitable exempt organization	1 b (1)		X
(2) Purchases of assets from a noncharitable exempt organization	1 b (2)		X
(3) Rental of facilities, equipment, or other assets	1 b (3)		X
(4) Reimbursement arrangements .	1 b (4)		X
(5) Loans or loan guarantees	1 b (5)		X
(6) Performance of services or membership or fundraising solicitations	1 b (6)		X
c Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1 c		X

d If the answer to any of the above is 'Yes,' complete the following schedule Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements

2 a 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

Judith G Stephen | 5/12/13 | President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
Harvey B. Stephens	Harvey B. Stephens	05/12/13		P01321109

Firm's name ► Brown, Hay & Stephens, LLP — Firm's EIN ► 37-0297446

Firm's address ► 205 S. Fifth Street, Suite 700, Springfield IL 62701 — Phone no (217) 544-8491

Form 990-PF, Page 1, Part I
Line 16b - Accounting Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
intuit	program	60.			
Total		60.			

Form 990-PF, Page 1, Part I
Line 16c - Other Professional Fees

Name of Provider	Type of Service Provided	Amount Paid Per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Merrill Lynch	custodian	80.			
Total		80.			

Form 990-PF, Page 2, Part II, Line 13
L-13 Stmt

Line 13 - Investments - Other:	End of Year Book Value	Fair Market Value
Merrill Lynch #441-74C35 per attached statement	221,453.	269,046.
Total	221,453.	269,046.

Merrill Lynch

EMA Fiscal Statement

XL 000000 111 314 002069 #002 MB 0.940
THE LYCEUM FOUNDATION
C/O JUDITH G STEPHENS
6 SUNSET LN
SPRINGFIELD IL 62704-3331

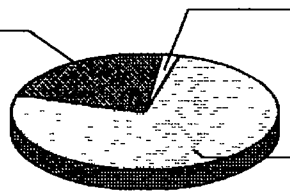
YOUR FINANCIAL ADVISOR:
DANIEL J DONDANVILLE
FA # 6009
(217) 525-4204

For Client Service Questions Call:
1-800-MERRILL (1-800-637-7455)

Office Serving Your Account:
611 EAST MONROE
SPRINGFIELD IL 62701

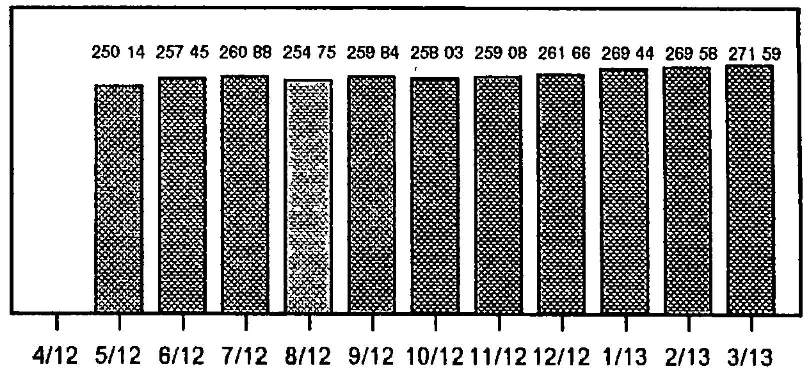
Account Value as of March 31, 2013
$271,591.98

Asset Allocation Summary



* May not reflect all holdings

Total Value Comparison (in $ Thousands)



Realized Capital Gain and Loss Summary*

	Current Fiscal Year (03/13)	Prior Fiscal Year (03/12)
Short Term	0 00	0.00
Long Term	(1,219 33)	0 00

* - Excludes transactions for which we have insufficient data

Unrealized Capital Gain and Loss Summary*

	Current Fiscal Year (03/13)	Prior Fiscal Year (03/12)
Short Term	1,497.12	0 00
Long Term	45,765.58	0 00

* - Excludes transactions for which we have insufficient data

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Merrill Lynch

EMA Fiscal Statement

Total Account Value As Of 03/31/13 $271,591.98

THE LYCEUM FOUNDATION
C/O JUDITH G STEPHENS
6 SUNSET LN
SPRINGFIELD IL 62704-3331

Your Financial Advisor:
DANIEL J DONDANVILLE
FA # 6009
(217) 525-4204

Your Merrill Lynch Office:
611 EAST MONROE
SPRINGFIELD IL 62701

FOR CUSTOMER SERVICE QUESTIONS: 1-800-MERRILL (1-800-637-7455)

ACTIVITY SUMMARY

	Fiscal Year Value 03/13
Credits	
Sales	37,118.29
Income	5,825.30
Funds Received	54 00
Electronic Tfrs	0.00
Other Credits	2,188.53
Total Credits	45,186 12
Debits	
Purchases	30,000 00
Withdrawals	12,560 00
Electronic Tfrs	0.00
Fees	80.00
Checks	0 00
Visa Transactions	0.00
Interest Charged	0.00
Other Debits	0.00
Total Debits	42,640.00
Net Activity	**2,546.12**

ANNUAL PORTFOLIO SUMMARY

	Fiscal Year Value 03/31/13	Current Portfolio Cost Basis	Unrealized Gains/(Losses)
Cash/Money/Accounts	2,546 12	2,546 12	0.00
CD's/Equivalents	0.00	0.00	0.00
Government Securities	0 00	0.00	0 00
Corporate Bonds	0 00	0.00	0 00
Municipal Bonds	0 00	0.00	0 00
Equities	0 00	0.00	0.00
Mut Funds/CEF/UIT	269,045.86	221,452.56	47,262 70
Options	0 00	0.00	0 00
Other	0 00	0 00	0 00
Long Market Value	**271,591.98**	**223,998.68**	**47,262.70**
Short Market Value	0.00	0.00	0 00
Debit Balance	0.00	0.00	0 00
Estimated Accrued Int	0.00	0.00	0.00
Net Portfolio Value	**271,591.98**	**223,998.68**	**47,262.70**

INCOME SUMMARY

	CurrentYear (03/13)
Interest	1.70
Dividends	5,823.60
Total	**5,825.30**
Accrued Interest Earned	0 00
Accrued Interest Paid	0 00

PLEASE NOTE:

o This fiscal year end statement is for information purposes and should be used in conjunction with your monthly statements This statement does not reflect any pending trades or dividend reclassifications Please consult your tax advisor regarding any tax planning and reporting requirements

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Merrill Lynch

THE LYCEUM FOUNDATION

EMA Fiscal Statement

MONTHLY ACTIVITY SUMMARY

	4/12	5/12	6/12	7/12	8/12	9/12
Credits						
Sales	0.00	35,918.29	0.00	0.00	1,200.00	0.00
Income	0.00	0.28	681.38	235.72	0.07	758.33
Funds Received	0.00	0.00	0.00	0.00	0.00	54.00
Electronic Tfrs	0.00	0.00	0.00	0.00	0.00	0.00
Other Credits	0.00	2,188.53	0.00	0.00	0.00	0.00
Total Credits	**0.00**	**38,107.10**	**681.38**	**235.72**	**1,200.07**	**812.33**
Debits						
Purchases	0.00	30,000.00	0.00	0.00	0.00	0.00
Withdrawals	0.00	60.00	0.00	0.00	10,000.00	0.00
Electronic Tfrs	0.00	0.00	0.00	0.00	0.00	0.00
Fees	0.00	0.00	80.00	0.00	0.00	0.00
Checks	0.00	0.00	0.00	0.00	0.00	0.00
Visa Transactions	0.00	0.00	0.00	0.00	0.00	0.00
Interest Charged	0.00	0.00	0.00	0.00	0.00	0.00
Other Debits	0.00	0.00	0.00	0.00	0.00	0.00
Total Debits	**0.00**	**30,060.00**	**80.00**	**0.00**	**10,000.00**	**0.00**
Net Activity	**0.00**	**8,047.10**	**601.38**	**235.72**	**(8,799.93)**	**812.33**

	10/12	11/12	12/12	1/13	2/13	3/13	TOTAL
Credits							
Sales	0.00	0.00	0.00	0.00	0.00	0.00	**37,118.29**
Income	0.02	0.02	3,630.46	0.08	0.07	518.87	**5,825.30**
Funds Received	0.00	0.00	0.00	0.00	0.00	0.00	**54.00**
Electronic Tfrs	0.00	0.00	0.00	0.00	0.00	0.00	**0.00**
Other Credits	0.00	0.00	0.00	0.00	0.00	0.00	**2,188.53**
Total Credits	**0.02**	**0.02**	**3,630.46**	**0.08**	**0.07**	**518.87**	**45,186.12**
Debits							
Purchases	0.00	0.00	0.00	0.00	0.00	0.00	**30,000.00**
Withdrawals	0.00	0.00	0.00	0.00	0.00	2,500.00	**12,560.00**
Electronic Tfrs	0.00	0.00	0.00	0.00	0.00	0.00	**0.00**
Fees	0.00	0.00	0.00	0.00	0.00	0.00	**80.00**
Checks	0.00	0.00	0.00	0.00	0.00	0.00	**0.00**
Visa Transactions	0.00	0.00	0.00	0.00	0.00	0.00	**0.00**
Interest Charged	0.00	0.00	0.00	0.00	0.00	0.00	**0.00**
Other Debits	0.00	0.00	0.00	0.00	0.00	0.00	**0.00**
Total Debits	**0.00**	**0.00**	**0.00**	**0.00**	**0.00**	**2,500.00**	**42,640.00**
Net Activity	**0.02**	**0.02**	**3,630.46**	**0.08**	**0.07**	**(1,981.13)**	**2,546.12**

Merrill Lynch

THE LYCEUM FOUNDATION

EMA Fiscal Statement

MONTHLY PORTFOLIO SUMMARY

	4 /12	5 /12	6 /12	7 /12	8 /12	9 /12
Cash/Money Accounts	0.00	8,047 10	8,648 48	8,884 20	84 27	896 60
CD's/Equivalents	0 00	0 00	0 00	0 00	0 00	0 00
Government Securities	0 00	0 00	0 00	0 00	0 00	0 00
Corporate Bonds	0 00	0.00	0 00	0 00	0 00	0 00
Municipal Bonds	0 00	0 00	0 00	0 00	0 00	0 00
Equities	0 00	0 00	0 00	0 00	0 00	0 00
Mut Funds/CEF/UIT	0 00	242,088 29	248,800 69	251,991 22	254,665 99	258 942 81
Options	0 00	0 00	0 00	0 00	0 00	0 00
Other	0 00	0 00	0 00	0 00	0 00	0 00
Long Market Value	**0.00**	**250,135.39**	**257,449.17**	**260,875.42**	**254,750.26**	**259,839.41**
Short Market Value	0.00	0 00	0 00	0 00	0 00	0 00
Debit Balance	0 00	0 00	0.00	0.00	0 00	0.00
Estimated Accrued Interest	0 00	0 00	0 00	0.00	0 00	0 00
Net Portfolio Value	**0.00**	**250,135.39**	**257,449.17**	**260,875.42**	**254,750.26**	**259,839.41**

	10/12	11/12	12/12	1 /13	2 /13	3 /13
Cash/Money Accounts	896 62	896 64	4,527 10	4,527 18	4,527 25	2 546 12
CD's/Equivalents	0 00	0 00	0 00	0 00	0 00	0 00
Government Securities	0 00	0 00	0 00	0 00	0 00	0 00
Corporate Bonds	0.00	0 00	0 00	0 00	0 00	0 00
Municipal Bonds	0 00	0 00	0 00	0 00	0 00	0 00
Equities	0 00	0 00	0.00	0 00	0 00	0 00
Mut Funds/CEF/UIT	257,134 53	258,178 96	257,137 47	264,913.21	265,052 59	269 045 86
Options	0.00	0 00	0 00	0 00	0 00	0 00
Other	0.00	0 00	0 00	0 00	0 00	0 00
Long Market Value	**258,031.15**	**259,075.60**	**261,664.57**	**269,440.39**	**269,579.84**	**271,591.98**
Short Market Value	0 00	0 00	0.00	0 00	0 00	0 00
Debit Balance	0 00	0 00	0 00	0 00	0 00	0 00
Estimated Accrued Interest	0 00	0 00	0.00	0 00	0 00	0 00
Net Portfolio Value	**258,031.15**	**259,075.60**	**261,664.57**	**269,440.39**	**269,579.84**	**271,591.98**

Merrill Lynch

THE LYCEUM FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 03/31/13	Unrealized Gain or (Loss)	Est Accrued Interest	Est Annual Income
	Cash and Money Funds						
	CASH		0.12	0 12			
2,546	ML BANK DEPOSIT PROGRAM	05/15/12	2,546 00	2,546 00			0 51
	Total Cash and Money Funds		**2,546.12**	**2,546.12**			**0.51**

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 03/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Mutual Funds/Closed End Funds/UIT					
685	AMERICAN CAPITAL INCOME BUILDER FD CL F1	01/17/07	41,584.88	37,764.05	(3,820.83)	1,313 00
	8100 Fractional Share	01/17/07	49 18	44 66	(4.52)	2.00
6,920	INVESCO EQUITY AND INCOME FUND C	10/17/00	56,582 76	68,300.40	11,717.64	921 00
	.1990 Fractional Share	06/18/10	1.53	1 96	0 43	1 00
2,879	PIMCO ALL ASSET ALL AUTHORITY FUND CL C	05/09/12	29,999 18	31,496.26	1,497 08	1,014 00
	0790 Fractional Share	05/09/12	0.82	0.86	0 04	1 00
4,095	BLACKROCK GLOBAL ALLOCATION FD INC C	10/17/00	54,732.58	78,337.35	23,604.77	402.00
	.1750 Fractional Share	06/18/10	2.88	3.35	0 47	1.00

Merrill Lynch

THE LYCEUM FOUNDATION

EMA Fiscal Statement

CURRENT PORTFOLIO SUMMARY

Quantity	Security Description	Date Acquired	Total/Adj Cost Basis	Fiscal Year Value 03/31/13	Unrealized Gain or (Loss)	Est Annual Income
	Mutual Funds/Closed End Funds/UIT					
1,596	CALAMOS GROWTH AND INCOME FD CL C	05/06/02	38,496.53	52,763.76	14.267 23	542 00
10	CALAMOS GROWTH AND INCOME FD CL C	05/07/12		330 60		4 00
	0790 Fractional Share	06/18/10	2 22	2 61	0 39	1 00
	Total Mutual Funds/Closed End Funds/UIT		**221,452.56**	**269,045.86**	**47,262.70**	**4,202.00**

Merrill Lynch

THE LYCEUM FOUNDATION

EMA Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
			Security Transactions			
05/14/12	Purchase	2,879	PIMCO ALL ASSET ALL AUTHORITY FUND CL C FRAC SHR QUANTITY .079	10.42	30,000.00	
05/14/12	Sale	-2,561	OPPENHEIMER GLOBAL ALLOCATION FUND CL C FRAC SHR QUANTITY .932	14 02		35,918 29CR
08/17/12	Sale	-135	INVESCO VAN KAMPEN EQUITY AND INCOME FUND C FRAC SHR QUANTITY .135	8 88		1,200.00CR
			Net Total		**30,000.00**	**37,118.29**
			Dividends and Interest			
06/19/12	Dividend		AMERICAN CAPITAL INCOME			329 39
09/25/12	Dividend		AMERICAN CAPITAL INCOME			330 22
12/24/12	Dividend		AMERICAN CAPITAL INCOME			516 55
03/19/13	Dividend		AMERICAN CAPITAL INCOME			326 65
			Sub Total			**1,502.81**
06/15/12	Dividend		INVESCO VAN KAMPEN			160.16
09/21/12	Dividend		INVESCO EQUITY AND			193 07
12/10/12	Dividend		INVESCO EQUITY AND			391 68
03/22/13	Dividend		INVESCO EQUITY AND			181 31
			Sub Total			**926.22**
06/22/12	Dividend		PIMCO ALL ASSET ALL			91 04
09/21/12	Dividend		PIMCO ALL ASSET ALL			128 93
12/28/12	Dividend		PIMCO ALL ASSET ALL			784.20
12/31/12	Dividend		PIMCO ALL ASSET ALL			39 76
03/22/13	Dividend		PIMCO ALL ASSET ALL			10 85
			Sub Total			**1,054.78**
07/31/12	Bank Interest		BANK DEPOSIT INTEREST			0.55

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Merrill Lynch

THE LYCEUM FOUNDATION

EMA Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
			Dividends and Interest			
08/31/12	Bank Interest		BANK DEPOSIT INTEREST			0 07
10/31/12	Bank Interest		BANK DEPOSIT INTEREST			0 02
11/30/12	Bank Interest		BANK DEPOSIT INTEREST			0 02
12/31/12	Bank Interest		BANK DEPOSIT INTEREST			0 03
01/31/13	Bank Interest		BANK DEPOSIT INTEREST			0 08
02/28/13	Bank Interest		BANK DEPOSIT INTEREST			0 07
03/28/13	Bank Interest		BANK DEPOSIT INTEREST			0 06
			Sub Total			**.90**
05/31/12	Bank Interest		BANK DEPOSIT INTEREST			0 28
06/29/12	Bank Interest		BANK DEPOSIT INTEREST			0 52
			Sub Total			**.80**
07/23/12	Dividend		BLACKROCK GLOBAL			235 17
12/21/12	Dividend		BLACKROCK GLOBAL			167 48
			Sub Total			**402.65**
06/22/12	Dividend		CALAMOS GROWTH			100 27
09/21/12	Dividend		CALAMOS GROWTH			106 11
12/21/12	Dividend		CALAMOS GROWTH			339 19
12/21/12	Lg Tm Cap Gain		CALAMOS GROWTH			1,391 57
			Sub Total			**1,937.14**
			Net Total			**5,825.30**

Merrill Lynch

THE LYCEUM FOUNDATION

EMA Fiscal Statement

FISCAL YEAR ACTIVITY

Date	Transaction	Quantity	Description	Price	Debit	Credit
			Funds Received/Withdrawals			
05/18/12	Withdrawal		CK C 00441-09452		15.00	
05/18/12	Withdrawal		CK C 00441-09453		45.00	
08/14/12	Withdrawal		CK C 00441-09740		5,000.00	
08/17/12	Withdrawal		CK C 00441-09750		5,000.00	
09/13/12	Funds Received		CHECK DEPOSIT			54 00
03/21/13	Withdrawal		CK C 00441-10457		2,500 00	
			Net Total		**12,560.00**	**54.00**
			Other Activity			
05/14/12	Journal Entry		FEE REVERSAL/WAIVED FEE			250 00CR
05/16/12	Journal Entry		TR FROM 44174C35			1,938 53
			Net Total			**2,188.53**
			Fees			
06/05/12			EMA INITIAL ANNUAL FEE		80 00	
			Net Total		**80.00**	

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
2,560.0000	OPP GLBL ALLOCATION FD C	05/03/02	05/09/12	35,891.20	37,196.80	(1,305 60) LT
1.0000	OPP GLBL ALLOCATION FD C	05/07/02	05/09/12	14 02	13 22	0 80 LT
0 9320	OPP GLBL ALLOCATION FD C	06/18/10	05/09/12	13.07	12 81	0.26 LT
135 0000	INVESCO VK EQU& INC FD C	10/17/00	08/14/12	1,198.80	1,113.75	85.05 LT
0.1350	INVESCO VK EQU& INC FD C	06/18/10	08/14/12	1.20	1.04	0 16 LT

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EMA Fiscal Statement

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Additional Information
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Except for certain custodial accounts, we hold bonds and preferred stocks in bulk segregation If there is a partial call for those securities, securities will be randomly selected from those held in bulk The probability of your holdings being selected is proportional to the total number of customer holdings of that particular security that we hold

This statement serves as a confirmation of certain transactions during the period permitted to be reported periodically Additional information is available upon written request.

In accordance with applicable law, rules and regulations, your free credit balance is not segregated and we use these funds in our business You have the right to receive in the normal course of business, any free credit balance and any fully paid securities to which you are entitled, subject to any obligations you owe in any of your accounts

You will have the right to vote full shares and we may solicit voting instructions concerning these full shares in your account Voting shares in your account will be governed by the then current rules and policies of FINRA and the Securities Exchange Commission or other applicable exchanges or regulatory bodies.

All transactions are subject to the constitution, rules, regulations, customs, usages, rulings and interpretations of the exchange or market, and its clearinghouse, if any, where the transactions are executed, and if not executed on any exchange, FINRA. You may obtain an investor brochure that includes information describing the FINRA Regulation Public Disclosure Program ("Program") To obtain a brochure or more information about the Program or your broker contact the FINRA Regulation Public Disclosure Program Hotline at (800)289-9999 or access the FINRA website at www finra org

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For all customers, including those who own options please promptly advise us of any material change in your investment objectives or financial condition Individual options commission charges have been included in your confirmation You may request a summary of this information

Margin Customers
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EMA Fiscal Statement

Fixed Income Securities
Values on your statement generally are based on estimates obtained from various sources These values assume standard market conditions, are not firm bids or offers and may vary from prices achieved in actual transactions, especially for thinly traded securities These values are generally for transactions of $1 million or more, which often reflect more favorable pricing than transactions in smaller amounts You may pay more than these values if you purchase smaller amounts of securities, or receive less if you sell smaller amounts of securities

Prices and Valuations
While we believe our pricing information to be reliable, we cannot guarantee its accuracy Pricing information provided for certain thinly traded securities may be stale

Cost Data/Realized Capital Gains & Losses
Cost Data and Realized Capital Gains/Losses are provided in this statement for informational purposes only Please review for accuracy Merrill Lynch is not responsible for omitted or restated data Please consult your tax advisor to determine the tax consequences of your securities transactions Your statement is not an official accounting of gains/losses Please refer to your records, trade confirmations and your Consolidated Tax Reporting Statement (Form 1099)

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Information is based on data from the issuing insurer We are not responsible for the calculation of policy/contract values Insurance policies and annuity contracts are generally not held in your MLPF&S account If we, as custodian or trustee, hold an annuity contract that is a security, SIPC protection and excess-SIPC protection apply

Estimated Annual Income and Current Yield
Estimated Annual Income and Current Yield for certain types of securities could include a return of principal or capital gains in which case the Estimated Annual Income and Current Yield would be overstated Estimated Annual Income and Current Yield are estimates and the actual Income and yield might be lower or higher than the estimated amounts Current Yield is based upon Estimated Annual Income and the current price of the security and will fluctuate

Symbols and Abbreviations

¤	Interest reported to the IRS
■	Gross Proceeds reported to the IRS
*	Dividends reported to the IRS
.	Transactions reported to the IRS
OCC	Options Clearing Corporation
#	Transaction you requested same day payment Prior day's dividend retained to offset cost of advancing payment on your behalf
N/A	Price, value and/or cost data not available
N/C	Not-Calculated
N/N	Non-negotiable securities
N/O	Securities registered in your name
N/O CUST	Non-negotiable securities registered in the name of the custodian
↑↓	Indicates that BofA Merrill Lynch Research has upgraded (↑) or downgraded (↓) its fundamental equity opinion on a security

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