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

2012

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 APR 1, 2012, and ending MAR 31, 2013

Name of foundation

THE GOEL FOUNDATION

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

98 RIDGEVIEW DRIVE

A Employer identification number

77-0269072

City or town, state, and ZIP code

ATHERTON, CA 94027

Room/suite

G Check all that apply:

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

B Telephone number

408-977-7092

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 ► H Check type of organization: Section 501(c)(3) exempt private foundation
 Section 4947(a)(1) nonexempt charitable trust Other taxable private foundationI Fair market value of all assets at end of year J Accounting method: Cash Accrual
 (from Part II, col. (c), line 16) Other (specify) _____
 ► \$ 7,342,861. (Part I, column (d) must be on cash basis.)

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received				N/A	
2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments		11,801.	11,801.		STATEMENT 1
4 Dividends and interest from securities		162,939.	162,939.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		620,917.		RECEIVED	
b Gross sales price for all assets on line 6a		6,075,474.			
7 Capital gain net income (from Part IV, line 2)			620,917.		AUG 26 2013
8 Net short-term capital gain					
9 Income modifications					
Gross sales less returns and allowances					
b Less: Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11		795,657.	795,657.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees	STMT 3	7,750.	3,875.		3,875.
c Other professional fees	STMT 4	26,054.	26,054.		0.
17 Interest					
18 Taxes	STMT 5	3,599.	0.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses					
24 Total operating and administrative expenses. Add lines 13 through 23		37,403.	29,929.		3,875.
25 Contributions, gifts, grants paid		375,850.			375,850.
26 Total expenses and disbursements. Add lines 24 and 25		413,253.	29,929.		379,725.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		382,404.			
b Net investment income (if negative, enter -0)			765,728.		
c Adjusted net income (if negative, enter -0)				N/A	

G14

12

Assets	Part II Balance Sheets	Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
			(a) Book Value	(b) Book Value
			(c) Fair Market Value	
1	Cash - non-interest-bearing		777,013.	9,865.
2	Savings and temporary cash investments			9,865.
3	Accounts receivable ► 1,956,750.		1,956,750.	1,956,750.
	Less: allowance for doubtful accounts ►			
4	Pledges receivable ►			
	Less: allowance for doubtful accounts ►			
5	Grants receivable			
6	Receivables due from officers, directors, trustees, and other disqualified persons			
7	Other notes and loans receivable ►			
	Less: allowance for doubtful accounts ►			
8	Inventories for sale or use			
9	Prepaid expenses and deferred charges			
10a	Investments - U.S. and state government obligations			
b	Investments - corporate stock	STMT 6	4,009,603.	4,987,957.
c	Investments - corporate bonds			5,205,746.
11	Investments - land, buildings, and equipment basis ►			
	Less: accumulated depreciation ►			
12	Investments - mortgage loans			
13	Investments - other	STMT 7	0.	170,500.
14	Land, buildings, and equipment basis ►			170,500.
	Less: accumulated depreciation ►			
15	Other assets (describe ►)			
16	Total assets (to be completed by all filers)		6,743,366.	7,125,072.
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			
22	Other liabilities (describe ►)			
23	Total liabilities (add lines 17 through 22)		0.	0.
Liabilities	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			
Net Assets or Fund Balances	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/>			
	and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds		0.	0.
28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.
29	Retained earnings, accumulated income, endowment, or other funds		6,743,366.	7,125,072.
30	Total net assets or fund balances		6,743,366.	7,125,072.
31	Total liabilities and net assets/fund balances		6,743,366.	7,125,072.

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	6,743,366.
2	Enter amount from Part I, line 27a	2	382,404.
3	Other increases not included in line 2 (itemize) ►	3	0.
4	Add lines 1, 2, and 3	4	7,125,770.
5	Decreases not included in line 2 (itemize) ► PRIOR PERIOD ADJUSTMENT	5	697.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	7,125,073.

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 STATEMENT D-1			P	VARIOUS	VARIOUS
b STATEMENT D-1			P	VARIOUS	VARIOUS
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 2,955,126.		2,880,203.	74,923.		
b 3,120,348.		2,574,354.	545,994.		
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(i) 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			
a			74,923.		
b			545,994.		
c					
d					
e					
2 Capital gain net income or (net capital loss)			{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8				3 N/A	

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	374,743.	5,452,117.	.068733
2010	376,289.	5,883,712.	.063954
2009	340,520.	7,159,403.	.047563
2008	395,329.	7,230,161.	.054678
2007	370,270.	8,173,210.	.045303
2 Total of line 1, column (d)			.280231
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			.056046
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			5,376,811.
5 Multiply line 4 by line 3			301,349.
6 Enter 1% of net investment income (1% of Part I, line 27b)			7,657.
7 Add lines 5 and 6			309,006.
8 Enter qualifying distributions from Part XII, line 4			379,725.

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

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)1a Exempt operating foundations described in section 4940(d)(2), check here ► and enter "N/A" on line 1.

Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)

b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► and enter 1% of Part I, line 27b

c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).

2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

3 Add lines 1 and 2

4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)

5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-

6 Credits/Payments:

a 2012 estimated tax payments and 2011 overpayment credited to 2012

6a 2,588.

b Exempt foreign organizations - tax withheld at source

6b

c Tax paid with application for extension of time to file (Form 8868)

6c

d Backup withholding erroneously withheld

6d

7 Total credits and payments. Add lines 6a through 6d

7

2,588.

8 Enter any penalty for underpayment of estimated tax. Check here if Form 2220 is attached

8

5,069.

9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed

9

5,069.

10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid

10

11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►

Refunded ►

11

Part VII-A Statements Regarding Activities (continued)

11		X
12		X
13		X
14 The books are in care of ► PRABHU GOEL Located at ► 98 RIDGEVIEW DRIVE, AATHERTON, CA		
Telephone no. ► 408-977-7092 ZIP+4 ► 94027		
15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year		
► 15 N/A		
16	Yes	No
17 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.

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 type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6) Agree to pay money or property to a government official? (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)?	N/A
► 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?	N/A
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.)	N/A
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ►	2b
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.)	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	3b
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?	4a
		4b

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

5a During the year did the foundation pay or incur any amount to:

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? Yes No

(3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No

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

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

►

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

N/A

 Yes No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

 Yes No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870.

 Yes No

X

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

 Yes No

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
PRABHU GOEL 98 RIDGEVIEW DRIVE ATHERTON, CA 94027	SECRETARY 1.00	0.	0.	0.
POONAM GOEL 98 RIDGEVIEW DRIVE ATHERTON, CA 94027	PRESIDENT 1.00	0.	0.	0.

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

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

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

►

0

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Part VIII **Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**
3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

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

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

0
Part IX-A **Summary of Direct Charitable Activities**

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

Expenses

1	N/A	
2		
3		
4		

Part IX-B **Summary of Program-Related Investments**

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

Amount

1	N/A	
2		
3		
Total. Add lines 1 through 3		0.

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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	4,603,401.
b Average of monthly cash balances	1b	855,290.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	5,458,691.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	5,458,691.
4 Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	81,880.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	5,376,811.
6 Minimum investment return. Enter 5% of line 5	6	268,841.

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	268,841.
2a Tax on investment income for 2012 from Part VI, line 5	2a	7,657.
b Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c Add lines 2a and 2b	2c	7,657.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3	261,184.
4 Recoveries of amounts treated as qualifying distributions	4	0.
5 Add lines 3 and 4	5	261,184.
6 Deduction from distributable amount (see instructions)	6	0.
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	261,184.

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	379,725.
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	379,725.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	7,657.
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	372,068.

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				261,184.
2 Undistributed income, if any, as of the end of 2012			156,436.	
a Enter amount for 2011 only				
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011				
f Total of lines 3a through e		0.		
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 379,725.			156,436.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)		0.		
d Applied to 2012 distributable amount				223,289.
e Remaining amount distributed out of corpus				0.
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		0.		
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				37,895.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)		0.		
8 Excess distributions carryover from 2007 not applied on line 5 or line 7		0.		
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a		0.		
10 Analysis of line 9:				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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
a Paid during the year				
FIDELITY CHARITABLE GIFT FUND PO BOX 770001 CINCINNATI, OH 45277	N/A	PUBLIC CHARITY	DONOR ADVISED FUND - GRANTS TO MANY CHARITIES	375,000.
SANKARA EYE FOUNDATION 1900 MCCARTHY BLVD #302 MILPITAS, CA 95035	N/A	PUBLIC CHARITY	CONTRIBUTE TO THE EFFORTS OF SANKARA TO INITIATE AND DRIVE COMMUNITY EYE CARE ACTIVITIES IN INDIA	850.
Total				► 3a 375,850.
b Approved for future payment				
NONE				
Total				► 3b 0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

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****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****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)

14 11,801.

14 162,939.

18 620,917.

0. 795,657.

0.

13 795,657.

(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).

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

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 ..
 (2) Other assets

	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

b Other transactions:

- (1) Sales of assets to a noncharitable exempt organization
- (2) Purchases of assets from a noncharitable exempt organization
- (3) Rental of facilities, equipment, or other assets
- (4) Reimbursement arrangements
- (5) Loans or loan guarantees
- (6) Performance of services or membership or fundraising solicitations

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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.

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

Yes No

b. If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

**Sign
Here**

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

May the IRS discuss this return with the preparer shown below (see instr.)?

Signature of officer or trustee

Date

Titl

Paid Preparer Use Only	Print/Type preparer's name	Preparer's signature	Date	Check <input type="checkbox"/> if self-employed	PTIN
	MARK L. VORSATZ	<i>Mark L. Vorsatz</i>	<i>8/5/17</i>		P00782891
	Firm's name ► WTAS LLC			Firm's EIN ► 33-1197384	
Firm's address ► 100 FIRST STREET, STE 1600 SAN FRANCISCO, CA 94105			Phone no.	(415) 764-2700	

Part XV. Supplementary Information**3a Grants and Contributions Paid During the Year Continuation of Purpose of Grant or Contribution**

NAME OF RECIPIENT - SANKARA EYE FOUNDATION

CONTRIBUTE TO THE EFFORTS OF SANKARA TO INITIATE AND DRIVE COMMUNITY

EYE CARE ACTIVITIES IN INDIA AND INCREASE THE NUMBER OF FREE SURGERIES

TO ERADICATE BLINDNESS IN INDIA.

Goel Foundation - Cap Grp PCS: Non US Eq 026-19747-5
 From 01-Dec-2012 To 31-Mar-2013
 Separate Account Strategy : Capital Group PCS: Non-US Equity

Base Currency :USD

Realized Gains/losses <u>Security</u>	Date Acquired	Date Sold	Cost Basis	Gross Proceeds	Realized Gain/Loss
SHORT TERM					
191 SHS BARRICK GOLD CORPORATION CMN	12/21/2012	2/22/2013	6,392.77	5,818.52	(574.25)
148 SHS CANON INC ADR SPONSORED ADR CMN	12/21/2012	1/10/2013	5,800.12	5,557.88	(242.24)
791 SHS COMPAGNIE FINANCIERE RICHEMONT UNSPONSORED ADR CMN	12/21/2012	1/10/2013	6,147.50	6,502.35	354.85
550 SHS DANONE SPONSORED ADR CMN	12/21/2012	2/22/2013	7,235.94	7,717.59	481.65
357 SHS ENCANA CORPORATION CMN	12/21/2012	1/24/2013	7,186.41	6,976.37	(210.04)
147 SHS FIRSTGROUP PLC UNSPONSORED ADR CMN	12/21/2012	3/13/2013	508.62	426.67	(81.95)
823 SHS FIRSTGROUP PLC UNSPONSORED ADR CMN	12/21/2012	3/14/2013	2,847.58	2,420.79	(426.79)
471 SHS HONG KONG & CHINA GAS COMPANY LTD (ADR) NEW	12/21/2012	2/22/2013	1,252.86	1,323.86	71.00
230 SHS HONG KONG & CHINA GAS COMPANY LTD (ADR) NEW	12/21/2012	2/25/2013	611.80	637.08	25.28
629 SHS HONG KONG & CHINA GAS COMPANY LTD (ADR) NEW	12/21/2012	2/26/2013	1,673.14	1,728.51	55.37
110 SHS JGC CORP UNSPONSORED ADR CMN	12/21/2012	2/22/2013	6,882.70	5,949.06	(933.64)
152 SHS NIDEC CORP SPONSORED ADR	12/21/2012	1/10/2013	2,167.52	2,321.12	153.60
124 SHS OI S.A. SPONSORED ADR CMN	12/21/2012	3/12/2013	4,879.19	4,450.72	(428.47)
110 SHS RIO TINTO PLC SPONSORED ADR	12/21/2012	1/10/2013	6,196.53	6,259.71	63.18
34 SHS SONOVA HOLDING AG CMN	12/21/2012	1/24/2013	3,819.90	3,889.51	69.61
900 SHS TARGET CORPORATION CMN	5/1/2012	12/21/2012	51,972.57	53,634.12	1,661.55
55 SHS TELUS CORPORATION CMN	12/21/2012	3/25/2013	3,598.65	3,731.06	132.41
TOTAL Goldman Sachs 7475 STCG					
			119,173.80	119,344.92	171.12
LONG TERM					
1100 SHS AMERICAN EXPRESS CO. CMN	8/3/2011	12/21/2012	53,670.98	62,889.00	9,218.02
2600 SHS AMERICAN EXPRESS CO. CMN	1/28/2011	12/21/2012	113,864.40	148,646.73	34,782.33
154 SHS NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS)	8/3/2011	12/21/2012	9,848.30	10,091.39	243.09
1900 SHS NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS)	9/2/2010	12/21/2012	100,738.00	124,504.21	23,766.21
400 SHS NESTLE SA SPONSORED ADR (REP 1/20 CHF 10 REGD SHS)	12/13/2010	12/21/2012	23,100.00	26,211.41	3,111.41
2100 SHS TARGET CORPORATION CMN	8/3/2011	12/21/2012	104,338.92	125,146.27	20,807.35
1400 SHS WALMART STORES INC CMN	8/1/2008	12/21/2012	80,928.54	95,889.45	14,960.91
500 SHS WALMART STORES INC CMN	1/16/2009	12/21/2012	25,819.00	34,246.23	8,427.23
TOTAL Goldman Sachs 7475 LTCG					
			512,308.14	627,624.69	115,316.55
TOTAL Goldman Sachs 7475 LTCG					
			631,481.94	746,969.61	115,487.67

Goel Foundation - Advisory 026-19754-1
From 01-Dec-2012 To 31-Mar-2013

Base Currency :USD

Realized Gains/Losses		<u>Date Acquire</u>	<u>Date Sold</u>	<u>Cost Basis</u>	<u>Gross Proceed</u>	<u>Realized Gain/Loss</u>
<u>Security</u>						
SHORT TERM						
5100 SHS ISHARES MSCI JAPAN ETF		12/21/2012	2/7/2013	49,444.50	50,896.85	1,452.35
890 SHS SPDR BARCLAYS HIGH YIELD BOND EXCHANGE TRADED FUND		12/21/2012	3/27/2013	36,360.95	36,480.28	119.33
TOTAL Goldman Sachs 7541 STCG				85,805.45	87,377.13	1,571.68
LONG TERM						
2100 SHS SPDR BARCLAYS HIGH YIELD BOND EXCHANGE TRADED FUND		1/6/2012	3/20/2013	80,826.06	86,156.44	5,330.38
2900 SHS SPDR BARCLAYS HIGH YIELD BOND EXCHANGE TRADED FUND		10/18/2011	3/20/2013	109,004.04	118,977.95	9,973.91
700 SHS SPDR BARCLAYS HIGH YIELD BOND EXCHANGE TRADED FUND		1/6/2012	3/27/2013	26,942.02	28,692.35	1,750.33
TOTAL Goldman Sachs 7541 LTCG				216,772.12	233,826.74	17,054.62
TOTAL Goldman Sachs 7541				302,577.57	321,203.87	18,626.30

Geel Foundation - Brokerage 026-19620-4
From 01-Dec-2012 To 31-Mar-2013

Base Currency : USD

Realized Gains/Losses <u>Security</u>		Date Acquired	Date Sold	Cost Basis	Gross Proceeds	Realized Gain/Loss
SHORT TERM						
200 SHS TARGET CORPORATION CMN		5/1/2012	12/21/2012	11,549.46	11,994.73	445.27
1283 SHS TEMPLETON GLOBAL INCOME FUND MUTUAL FUND		1/24/2012	12/21/2012	12,123.97	11,551.87	(572.10)
7600 SHS TEMPLETON GLOBAL INCOME FUND MUTUAL FUND		1/26/2012	12/21/2012	73,602.96	68,428.86	(5,174.10)
6117 SHS TEMPLETON GLOBAL INCOME FUND MUTUAL FUND		1/27/2012	12/21/2012	59,330.01	55,076.23	(4,253.78)
700 SHS WATSON PHARMACEUTICALS, INC. CMN		8/21/2012	12/21/2012	55,047.58	62,885.47	7,837.89
1300 SHS WATSON PHARMACEUTICALS, INC. CMN		7/10/2012	12/21/2012	97,169.80	116,787.30	19,617.50
5100 SHS WESTERN ASSET EMERGING MKTS INC FUND INC. CMN		5/1/2012	12/21/2012	74,641.56	77,935.43	3,293.87
4600 SHS WESTERN ASSET EMERGING MKTS INC FUND INC. CMN		8/21/2012	12/21/2012	70,568.60	70,294.70	(273.90)
TOTAL Goldman Sachs 6204 STCG				454,033.94	474,954.59	20,920.65
LONG TERM						
1000 SHS CHEVRON CORPORATION CMN		12/30/1991	12/21/2012	19,318.18	109,142.55	89,824.37
1300 SHS CONOCOPHILLIPS CMN		5/11/2010	12/21/2012	57,820.00	76,119.79	18,299.79
400 SHS EXXON MOBIL CORPORATION CMN		11/14/2002	12/21/2012	13,914.80	35,061.21	21,146.41
1500 SHS EXXON MOBIL CORPORATION CMN		8/18/2003	12/21/2012	55,425.00	131,479.55	76,054.55
2100 SHS ISHARES MSCI EMERGING MKTS ETF		2/15/2011	12/21/2012	95,468.94	90,497.47	(4,971.47)
2300 SHS ISHARES MSCI EMERGING MKTS ETF		5/11/2010	12/21/2012	93,311.69	99,116.27	5,804.58
1300 SHS JPMORGAN CHASE & CO CMN		9/8/2010	12/21/2012	50,996.27	57,101.22	6,104.95
2200 SHS JPMORGAN CHASE & CO CMN		5/11/2010	12/21/2012	92,100.58	96,632.83	4,532.25
2000 SHS PHILIP MORRIS INTL INC CMN		12/10/2003	12/21/2012	55,843.30	168,749.01	112,905.71
900 SHS PHILIP MORRIS INTL INC CMN		5/12/1999	12/21/2012	17,669.91	75,937.06	58,267.15
13573 SHS TEMPLETON GLOBAL INCOME FUND MUTUAL FUND		8/4/2011	12/21/2012	151,621.27	122,208.54	(29,412.73)
7000 SHS TEMPLETON GLOBAL INCOME FUND MUTUAL FUND		5/11/2010	12/21/2012	67,890.90	63,026.58	(4,864.32)
7000 SHS TEMPLETON GLOBAL INCOME FUND MUTUAL FUND		9/8/2010	12/21/2012	74,969.30	63,026.58	(11,942.72)
7000 SHS TEMPLETON GLOBAL INCOME FUND MUTUAL FUND		1/6/2010	12/21/2012	67,619.30	63,026.58	(4,592.72)
6000 SHS TEMPLETON GLOBAL INCOME FUND MUTUAL FUND		9/9/2009	12/21/2012	55,499.40	54,022.78	(1,476.62)
12000 SHS TEMPLETON GLOBAL INCOME FUND MUTUAL FUND		5/29/2009	12/21/2012	102,888.00	108,045.57	5,157.57
427 SHS TEMPLETON GLOBAL INCOME FUND MUTUAL FUND		8/3/2011	12/21/2012	4,773.86	3,844.62	(929.24)
400 SHS VANGUARD FTSE EMERGING MKTS ETF		9/3/2010	12/21/2012	17,015.76	17,305.61	289.85
8100 SHS WESTERN ASSET EMERGING MKTS INC FUND INC. CMN		10/18/2011	12/21/2012	107,991.63	123,779.80	15,788.17
TOTAL Goldman Sachs 6204 LTCG				1,202,138.09	1,558,123.62	355,985.53
TOTAL Goldman Sachs 6204				1,656,172.03	2,033,078.21	376,906.18

Goel Foundation - Delaware: LCG 026-19733-5
 From 01-Dec-2012 To 31-Mar-2013
 Separate Account Strategy : Delaware: Large Cap Growth

Base Currency:USD

Realized Gains/Losses <u>Security</u>		<u>Date Acquired</u>	<u>Date Sold</u>	<u>Cost Basis</u>	<u>Gross Proceeds</u>	<u>Realized Gain/Loss</u>
SHORT TERM						
13 SHS APPLE, INC. CMN		12/21/2012	1/4/2013	6,682.80	6,906.37	223.57
16 SHS APPLE, INC. CMN		12/21/2012	1/22/2013	8,224.99	7,998.75	(226.24)
52 SHS BMC SOFTWARE INC. CMN		12/21/2012	2/14/2013	2,119.05	2,152.69	33.64
37 SHS BMC SOFTWARE INC. CMN		12/21/2012	3/1/2013	1,507.79	1,495.86	(11.93)
37 SHS INTERCONTINENTALEXCHANGE INC CMN		12/21/2012	12/27/2012	4,689.62	4,598.29	(91.33)
13 SHS NIKE CLASS-B CMN CLASS B		12/21/2012	1/14/2013	678.47	691.12	12.65
12/21/2012		3/8/2013		3,076.48	3,317.20	240.72
12/21/2012		3/5/2013		1,743.70	1,538.98	(204.72)
12/21/2012		2/20/2013		5,407.08	6,613.87	1,206.79
12/21/2012		2/21/2013		2,318.96	2,690.77	371.81
12/21/2012		2/25/2013		2,674.84	3,126.08	451.24
12/21/2012		1/14/2013		1,366.81	1,405.66	38.85
8/21/2012		12/21/2012		153,270.90	172,228.06	18,957.16
12/21/2012		1/14/2013		6,134.44	6,223.80	89.36
8/21/2012		12/21/2012		67,113.06	66,520.77	(592.29)
1/5/2012		12/21/2012		57,680.42	66,520.77	8,840.35
8/3/2012		12/21/2012		65,358.92	55,285.20	(10,073.72)
8/21/2012		12/21/2012		64,722.68	55,285.20	(9,437.48)
TOTAL Goldman Sachs 7335 STCG		454,771.01		464,599.44		9,828.43
LONG TERM						
1747 SHS QUALCOMM INC CMN		1/11/2011	12/21/2012	90,935.37	108,537.10	17,601.73
400 SHS VMWARE INC. CMN CLASS A		8/3/2011	12/21/2012	38,750.56	38,011.87	(738.69)
TOTAL Goldman Sachs 7335 LTCG		129,685.93		146,548.97		16,863.04
TOTAL Goldman Sachs 7335		584,456.94		611,148.41		26,691.47

Goel Foundation - GS: Gov/Corp FI 026-19622-0
From 01-Dec-2012 To 31-Mar-2013
Separate Account Strategy : GS: Government/Corporate Fixed Income

Base Currency:USD

<u>Realized Gains/Losses</u> <u>Security</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Cost Basis</u>	<u>Gross Proceeds</u>	<u>Realized Gain/Loss</u>
125000 SHS MORGAN STANLEY 3.45% 11/02/2015 SR LIEN	1/22/2013	3/21/2013	129,760.71	131,168.75	1,408.04
TOTAL Goldman Sachs 6220 STCG	129,760.71		131,168.75		1,408.04

Realized Gains/Losses		Date Acquired	Date Sold	Cost Basis	Gross Proceeds	Realized Gain/Loss
Security						
SHORT TERM						
7 SHS 3M COMPANY CMN		12/21/2012	2/7/2013	652.61	713.18	60.57
25 SHS ALASKA AIR GROUP INC/DEL HLDG CMN		12/21/2012	3/1/2013	1,105.93	1,310.41	204.48
29 SHS AMERICAN FINANCIAL GROUP INC CMN		12/21/2012	12/31/2012	1,146.66	1,138.51	(8.15)
1176 SHS AMERICAN INTL GROUP, INC. CMN		10/11/2012	12/21/2012	42,128.44	40,963.40	(1,165.04)
3300 SHS AMERICAN INTL GROUP, INC. CMN		10/2/2012	12/21/2012	110,348.70	114,948.30	4,599.60
36 SHS AMERIPRISE FINANCIAL, INC. CMN		12/21/2012	1/30/2013	2,251.92	2,397.84	139.92
35 SHS AMERISOURCEBERGEN CORPORATION CMN		12/21/2012	3/19/2013	1,531.86	1,762.98	231.12
56 SHS APACHE CORP. CMN		12/21/2012	2/21/2013	4,476.64	4,202.11	(274.53)
10 SHS APPLE, INC. CMN		12/21/2012	2/21/2013	5,167.80	4,458.29	(709.51)
637 SHS BERKSHIRE HATHAWAY INC. CLASS B		1/5/2012	12/21/2012	48,551.82	57,329.73	8,777.91
69 SHS BUNGE LIMITED. ORD CMN		12/21/2012	1/3/2013	5,070.81	5,094.76	23.95
19 SHS CELEGENE CORPORATION CMN		12/21/2012	3/6/2013	1,508.98	2,091.93	583.95
87 SHS CMS ENERGY CORPORATION CMN		12/21/2012	1/18/2013	2,139.33	2,168.93	29.60
40 SHS COMCAST CORPORATION CMN CLASS A VOTING		12/21/2012	1/29/2013	1,490.40	1,568.52	78.12
89 SHS COMERICA INCORPORATED CMN		12/21/2012	3/25/2013	2,688.51	3,199.35	510.84
66 SHS COMERICA INCORPORATED CMN		12/21/2012	3/8/2013	1,993.73	2,394.60	400.87
41 SHS HELMERICH & PAYNE INC. CMN		12/21/2012	3/20/2013	2,355.68	2,476.84	161.16
9 SHS MCKESSON CORPORATION CMN		12/21/2012	1/29/2013	883.98	953.85	69.87
21 SHS NATIONAL OILWELL VARCO, INC. COMMON STOCK CMN		12/21/2012	2/6/2013	1,435.14	1,400.74	(34.40)
81 SHS NATIONAL OILWELL VARCO, INC. COMMON STOCK CMN		12/21/2012	2/11/2013	5,513.54	5,513.66	(121.88)
2812 SHS PFIZER INC. CMN		1/5/2012	12/21/2012	60,314.03	70,805.13	10,491.10
88 SHS PLUM CREEK TIMBER COMPANY INC CMN		12/21/2012	1/18/2013	3,897.52	4,140.98	243.46
13 SHS RAYTHEON CO CMN		12/21/2012	1/31/2013	769.21	686.82	(82.39)
8 SHS SIMON PROPERTY GROUP INC CMN		12/21/2012	1/31/2012	1,265.04	1,255.73	(9.31)
191 SHS SYNOPSYS INC CMN		12/21/2012	1/30/2013	6,077.62	6,395.89	318.27
53 SHS VERIZON COMMUNICATIONS INC. CMN		12/21/2012	3/20/2013	2,314.78	2,576.92	262.14
189 SHS WALT DISNEY COMPANY (THE) CMN		12/21/2012	1/30/2013	9,457.07	10,191.12	734.05
89 SHS WATSON PHARMACEUTICALS, INC. CMN		7/10/2012	12/21/2012	6,652.39	8,096.14	1,443.75
11 SHS WATSON PHARMACEUTICALS, INC. CMN		7/10/2012	12/31/2012	822.21	938.49	116.28
16 SHS WATSON PHARMACEUTICALS, INC. CMN		7/10/2012	1/3/2013	1,195.94	1,372.59	176.65
TOTAL Goldman Sachs 7418 STCG		335,196.29		362,547.74		27,351.45
LONG TERM						
1400 SHS BERKSHIRE HATHAWAY INC. CLASS B		10/18/2011	12/21/2012	103,648.02	125,999.42	22,351.40
13 SHS BERKSHIRE HATHAWAY INC. CLASS B		1/15/2012	1/22/2013	960.85	1,235.78	245.93
492 SHS CHEVRON CORPORATION CMN		12/30/1991	12/21/2012	9,504.55	53,671.07	44,166.52
22 SHS CONOCOPHILLIPS CMN		5/11/2010	12/21/2012	978.49	1,296.65	318.16
19 SHS EXXON MOBIL CORPORATION CMN		11/14/2002	12/21/2012	660.95	1,661.70	1,000.75
16 SHS EXXON MOBIL CORPORATION CMN		5/11/2010	1/29/2013	566.59	1,461.42	904.83
47 SHS JP MORGAN CHASE & CO CMN		5/11/2010	3/28/2013	1,716.42	1,941.38	105.52
41 SHS JP MORGAN CHASE & CO CMN		5/12/1999	12/21/2012	1,040.56	4,518.14	224.96
53 SHS PHILIP MORRIS INTL INC CMN		5/12/1999	1/3/2013	373.03	1,693.07	3,477.58
19 SHS PHILIP MORRIS INTL INC CMN		5/12/1999	1/3/2013			1,320.04
TOTAL Goldman Sachs 7418 LTCG		221,437.06		195,552.75		74,115.69
TOTAL Goldman Sachs 7418		456,633.35		558,100.49		101,467.14

<u>Account</u>	<u>Security</u>	<u>Date Acquired</u>	<u>Date Sold</u>	<u>Cost Basis</u>	<u>Gross Proceeds</u>	<u>Realized Gain/Loss</u>
SHORT TERM						
Morgan Stanley 78F03	1,000 SHS VMWARE INC - CLA	8/3/2011	4/4/2012	\$ 96,876.40	\$ 113,072.36	\$ 16,195.96
Morgan Stanley 78F03	1,600 SHS EMERSON ELEC CO COM	8/3/2011	5/1/2012	\$ 77,376.00	\$ 78,492.00	\$ 1,116.00
Morgan Stanley 78F03	700 SHS YUM BRANKS INC	1/25/2012	5/7/2012	\$ 43,756.02	\$ 50,411.96	\$ 6,655.94
Morgan Stanley 78F03	2,100 SHS YUM BRANKS INC	1/5/2012	5/7/2012	\$ 123,162.69	\$ 151,235.88	\$ 28,073.19
Morgan Stanley 78F03	4,200 SHS PENNY (JC) CO INC USD .50 COM STK	5/1/2012	7/10/2012	\$ 150,440.64	\$ 88,032.96	\$ (62,407.68)
Morgan Stanley 78F03	1,300 SHS WELLS FARGO COMPANY	5/1/2012	7/10/2012	\$ 44,265.00	\$ 42,779.57	\$ (1,485.43)
Morgan Stanley 78F03	3,100 SHS WELLS FARGO COMPANY	1/5/2012	7/10/2012	\$ 88,987.67	\$ 102,012.82	\$ 13,025.15
Morgan Stanley 78F03	1,100 SHS ILLINOIS TOOL WKS INC COM	5/1/2012	8/2/2012	\$ 63,337.34	\$ 58,383.50	\$ (4,953.84)
Morgan Stanley 78F03	2,100 SHS ILLINOIS TOOL WKS INC COM	1/25/2012	8/2/2012	\$ 109,821.81	\$ 111,459.41	\$ 1,637.60
Morgan Stanley 78F03	3,100 SHS SUNCOR ENERGY INC	5/1/2012	9/28/2012	\$ 104,266.64	\$ 101,778.47	\$ (2,488.17)
Morgan Stanley 78F03	2,300 SHS BROADCOM CORP CLASS A COM STK	3/19/2012	10/1/2012	\$ 88,565.18	\$ 78,621.21	\$ (9,943.97)
Morgan Stanley 78F03	4,100 SHS BROADCOM CORP CLASS A COM STK	1/25/2012	10/1/2012	\$ 146,010.84	\$ 140,150.84	\$ (5,860.00)
Morgan Stanley 78F03	2,400 SHS MYLAN INC	8/21/2012	12/5/2012	\$ 57,280.08	\$ 65,326.77	\$ 8,046.69
Morgan Stanley 78F03	1,200 SHS MYLAN INC	3/1/2012	12/5/2012	\$ 28,321.92	\$ 32,663.39	\$ 4,341.47
Morgan Stanley 78F03	3,700 SHS MYLAN INC	1/25/2012	12/5/2012	\$ 78,993.89	\$ 100,712.11	\$ 21,718.22
TOTAL Morgan Stanley 78F03 STCG \$ 1,301,462.12						
TOTAL Morgan Stanley 78F03 LTCG \$ 392,012.34						
TOTAL Morgan Stanley 78F03 \$ 1,693,474.46						
TOTAL Morgan Stanley 78F03 \$ 1,673,804.71						
TOTAL Morgan Stanley 78F03 \$ (33,340.88)						
TOTAL Morgan Stanley 78F03 \$ (19,669.75)						
LONG TERM						
Morgan Stanley 78F03	700 SHS RIO TINTO PLC SPONS ADR	2/15/2011	5/1/2012	\$ 51,566.41	\$ 40,046.94	\$ (11,519.47)
Morgan Stanley 78F03	1,400 SHS RIO TINTO PLC SPONS ADR	12/13/2000	5/1/2012	\$ 100,758.28	\$ 80,093.88	\$ (20,664.40)
Morgan Stanley 78F03	750 SHS PHILLIPS 66 WI	5/11/2010	5/7/2012	\$ 19,826.82	\$ 22,214.88	\$ 2,388.06
Morgan Stanley 78F03	1,700 SHS QUALCOMM INC	2/15/2011	7/10/2012	\$ 99,382.85	\$ 93,555.87	\$ (5,826.98)
Morgan Stanley 78F03	1,400 SHS 3 M CO	8/3/2011	10/31/2012	\$ 120,477.98	\$ 122,759.89	\$ 2,281.91

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

SOURCE	AMOUNT
GOLDMAN #6204 INTEREST	95.
GOLDMAN #6220 INTEREST	9,835.
GOLDMAN #6220 US GOV INTEREST	814.
GOLDMAN #7335 INTEREST	5.
GOLDMAN #7418 INTEREST	3.
GOLDMAN #7475 INTEREST	10.
GOLDMAN #7541 INTEREST	2.
MORGAN STANLEY ACCOUNT DEPOSIT INTEREST	1.
MORGAN STANLEY ACCOUNT INTEREST	1,036.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	11,801.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
GOLDMAN #6204 ORDINARY DIV	48,523.	0.	48,523.
GOLDMAN #6204 QUALIFIED DIV	405.	0.	405.
GOLDMAN #7335 QUALIFIED DIV	1,298.	0.	1,298.
GOLDMAN #7418 ORDINARY DIV	77.	0.	77.
GOLDMAN #7418 QUALIFIED DIV	2,888.	0.	2,888.
GOLDMAN #7475 QUALIFIED DIV	721.	0.	721.
GOLDMAN #7541 ORDINARY DIV	12,009.	0.	12,009.
MORGAN STANLEY #78F03 DIVIDENDS	97,018.	0.	97,018.
TOTAL TO FM 990-PF, PART I, LN 4	162,939.	0.	162,939.

FORM 990-PF ACCOUNTING FEES STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	7,750.	3,875.		3,875.
TO FORM 990-PF, PG 1, LN 16B	7,750.	3,875.		3,875.

FORM 990-PF

OTHER PROFESSIONAL FEES

STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MORGAN STANLEY FEES	25,113.	25,113.		0.
GOLDMAN SACHS FEES	941.	941.		0.
TO FORM 990-PF, PG 1, LN 16C	26,054.	26,054.		0.

FORM 990-PF

TAXES

STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAXES	3,599.	0.		0.
TO FORM 990-PF, PG 1, LN 18	3,599.	0.		0.

FORM 990-PF

CORPORATE STOCK

STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATEMENT D-2	4,987,957.	5,205,746.
TOTAL TO FORM 990-PF, PART II, LINE 10B	4,987,957.	5,205,746.

FORM 990-PF

OTHER INVESTMENTS

STATEMENT 7

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
GREEN LEAF FUND II	COST	170,500.	170,500.
TOTAL TO FORM 990-PF, PART II, LINE 13		170,500.	170,500.

STATEMENT(S) 4, 5, 6, 7