Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2012

Open to public inspection

For calendar year 2012 or tax year beginning JUL 1, 2012 **, and ending** JUN 30, 2013

Name of foundation JORDAN AND JEAN NERENBERG FAMILY FOUNDATION	**A Employer identification number** 36-4142543
Number and street (or P O box number if mail is not delivered to street address) 1555 N. ASTOR STREET — Room/suite 31-E	**B** Telephone number 312-853-4106
City or town, state, and ZIP code CHICAGO, IL 60610	**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, col. (c), line 16)* ▶$ 2,725,950. — **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).)

		(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			N/A	
	2 Check ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	4.	4.		STATEMENT 1
	4 Dividends and interest from securities	87,305.	87,305.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	169,067.			
	b Gross sales price for all assets on line 6a 783,857.				
	7 Capital gain net income (from Part IV, line 2)		169,067.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less: Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	1,000.	0.		STATEMENT 3
	12 **Total.** Add lines 1 through 11	257,376.	256,376.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees STMT 4	5,130.	0.		5,130.
	b Accounting fees STMT 5	2,500.	0.		2,500.
	c Other professional fees STMT 6	11,128.	11,128.		0.
	17 Interest				
	18 Taxes STMT 7	67.	67.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 8	7,126.	0.		7,126.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	25,951.	11,195.		14,756.
	25 Contributions, gifts, grants paid	132,250.			132,250.
	26 **Total expenses and disbursements.** Add lines 24 and 25	158,201.	11,195.		147,006.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	99,175.			
	b **Net investment income** (if negative, enter -0-)		245,181.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	53,529.	64,200.	64,200.
	2 Savings and temporary cash investments	58,053.	53,290.	53,290.
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations	88,724.		
	b Investments - corporate stock STMT 9	760,975.	1,131,145.	1,248,161.
	c Investments - corporate bonds STMT 10	792,692.	878,812.	878,268.
	11 Investments - land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other STMT 11	711,242.	436,943.	482,031.
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 Total assets (to be completed by all filers)	2,465,215.	2,564,390.	2,725,950.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
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	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	2,465,215.	2,564,390.	
	30 Total net assets or fund balances	2,465,215.	2,564,390.	
	31 Total liabilities and net assets/fund balances	2,465,215.	2,564,390.	

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	2,465,215.
2	Enter amount from Part I, line 27a	2	99,175.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,564,390.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,564,390.

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Part IV | Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a	CHARLES SCHWAB A/C 8200	P		
b	CHARLES SCHWAB A/C 9192	P		
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	381,022.		256,534.	124,488.
b	402,835.		358,256.	44,579.
c				
d				
e				

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				124,488.
b				44,579.
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 }	2	169,067.
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	135,560.	2,649,931.	.051156
2010	112,731.	2,706,096.	.041658
2009	117,715.	2,437,171.	.048300
2008	119,766.	2,311,594.	.051811
2007	126,552.	2,659,351.	.047588

2	Total of line 1, column (d)	2	.240513
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	.048103
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	2,755,115.
5	Multiply line 4 by line 3	5	132,529.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	2,452.
7	Add lines 5 and 6	7	134,981.
8	Enter qualifying distributions from Part XII, line 4	8	147,006.

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	1	2,452.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	2	0.
3	Add lines 1 and 2	3	2,452.
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	2,452.
6	Credits/Payments:		
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 2,803.		
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	2,803.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶	9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	351.
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 351. **Refunded** ▶	11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		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?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.*	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
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
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, col. (c), and Part XV.*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL			
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*	8b	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)*

		Line	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 ▶ J. JORDAN NERENBERG Telephone no. ▶ 312-853-4106

Located at ▶ 1555 N. ASTOR STREET, CHICAGO, IL ZIP+4 ▶ 60610

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

		Line	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.

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

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

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

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 12		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	
All other program-related investments. See instructions.	
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	2,705,048.
b	Average of monthly cash balances	1b	92,023.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	2,797,071.
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	2,797,071.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	41,956.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,755,115.
6	**Minimum investment return.** Enter 5% of line 5	6	137,756.

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	137,756.
2a	Tax on investment income for 2012 from Part VI, line 5 — 2a 2,452.		
b	Income tax for 2012. (This does not include the tax from Part VI.) — 2b		
c	Add lines 2a and 2b	2c	2,452.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	135,304.
4	Recoveries of amounts treated as qualifying distributions	4	1,000.
5	Add lines 3 and 4	5	136,304.
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	136,304.

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	147,006.
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	147,006.
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	2,452.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	144,554.

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				136,304.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			124,266.	
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: ▶ $ 147,006.				
a Applied to 2011, but not more than line 2a			124,266.	
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				22,740.
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))	0.			0.
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				113,564.
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 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).)

J. JORDAN NERENBERG

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 ▶ [X] 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				
AIDS FOUNDATION OF CHICAGO 200 W JACKSON BLVD #2200 CHICAGO, IL 60606	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	1,000.
ALBANY PARK THEATER PROJECT P.O. BOX 257995 CHICAGO, IL 60625	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	5,000.
AMERICAN COMMITTEE FOR THE WEIZMANN INSTITUTE OF SCIENCE 180 NORTH STETSON AVENUE, SUITE 840 CHICAGO, IL 60601	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	6,500.
AMERICAN THEATER COMPANY 1909 WEST BYRON STREET CHICAGO, IL 60613	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	2,500.
ARIZONA THEATER COMPANY 343 S. SCOTT AVENUE TUCSON, AZ 85701	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	750.
Total SEE CONTINUATION SHEET(S) ▶ 3a				132,250.
b Approved for future payment				
NONE				
Total ▶ 3b				0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	(b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	(d) Amount	(e) Related or exempt function income
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			14	4.	
4 Dividends and interest from securities			14	87,305.	
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	169,067.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a OTHER INCOME			01	1,000.	
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		257,376.	0.

13 Total. Add line 12, columns (b), (d), and (e) . . . 13 257,376.

(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

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

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.

Jordan Nerenberg | 9/11/13 | PRESIDENT

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
RICHARD A. REISIN		9/10/13		P00079655

Firm's name ▶ OSTROW REISIN BERK & ABRAMS, LTD. Firm's EIN ▶ 36-2938874

Firm's address ▶ 455 N. CITYFRONT PLAZA DRIVE, SUITE 15 CHICAGO, IL 60611-5313 Phone no. 312-670-7444

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
ART ENCOUNTER 927 NOYES ST # 109 EVANSTON, IL 60201	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	500.
ART INSTITUTE OF CHICAGO 111 SOUTH MICHIGAN AVENUE CHICAGO, IL 60603	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	2,500.
BERNARD ZELL ANSHE EMET DAY SCHOOL 3751 NORTH BROADWAY STREET CHICAGO, IL 60613	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	5,000.
CHICAGO CHILDREN'S CHOIR 78 E. WASHINGTON ST. CHICAGO, IL 60602	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	500.
CHICAGO HUMANITIES FESTIVAL 500 N. DEARBORN ST., SUITE 825 CHICAGO, IL 60654	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	3,000.
EMANUEL CONGREGATION 5959 NORTH SHERIDAN ROAD CHICAGO, IL 60660	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	30,000.
EVANSTON COMMUNITY FOUNDATION 1007 CHURCH STREET, SUITE 108 EVANSTON, IL 60201	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	500.
FULCROMPOINT / NEW MUSIC PROJECT 359 W. BELDEN CHICAGO, IL 60614	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	500.
GRANT PARK MUSIC FESTIVAL IN MILLENIUM PARK 205 E. RANDOLPH STREET CHICAGO, IL 60601	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	2,500.
GROUNDSWELL 540 PRESIDENT STREET, SUITE 1A BROOKLYN, NY 11215	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	1,000.
Total from continuation sheets				116,500.

223631
05-01-12

JORDAN AND JEAN NERENBERG
FAMILY FOUNDATION 36-4142543

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
HIGHLAND PARK STRINGS 1601 OAKWOOD AVENUE, #105 HIGHLAND PARK, IL 60035	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	500.
HOWARD BROWN HEALTH CENTER 4025 N. SHERIDAN ROAD CHICAGO, IL 60613	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	1,000.
JEWISH FEDERATION OF METROPOLITAN CHICAGO 30 SOUTH WELLS ST. CHICAGO, IL 60606	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	15,000.
LAWYERS FOR THE CREATIVE ARTS 213 W INSTITUTE PL # 403 CHICAGO, IL 60610	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	750.
LOOKINGGLASS THEATER COMPANY 875 NORTH MICHIGAN AVE., SUITE 2200 CHICAGO, IL 60611	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	2,500.
NEW ISRAEL FUND 330 SEVENTH AVENUE, 11TH FLOOR NEW YORK, NY 10001	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	1,500.
NEXT THEATER COMPANY 927 NOYES STREET EVANSTON, IL 60201	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	5,000.
NORTHLIGHT THEATER COMPANY 9501 SKOKIE BOULEVARD SKOKIE, IL 60077	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	1,000.
NORTHWESTERN UNIVERSITY 1201 DAVIS STREET EVANSTON, IL 60208	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	1,000.
REHABILITATION INSTITUTE OF CHICAGO 345 EAST SUPERIOR STREET CHICAGO, IL 60611	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	500.
Total from continuation sheets				

223631
05-01-12

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient: Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
REMY BUMPPO THEATER COMPANY 3717 NORTH RAVENSWOOD AVENUE, SUITE 245 CHICAGO, IL 60613	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	1,500.
ROGUE THEATER 300 E. UNIVERSITY, SUITE 150 TUCSON, AZ 85705	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	500.
STEEP THEATER COMPANY 1115 WEST BERWYN AVE. CHICAGO, IL 60640	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	500.
STEPPENWOLF THEATER COMPANY 1650 NORTH HALSTED ST. CHICAGO, IL 60614	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	2,500.
THE HYPOCRITES P.O. BOX 578542 CHICAGO, IL 60657	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	1,500.
TIMELINE THEATER COMPANY 615 WEST WELLINGTON AVENUE CHICAGO, IL 60657	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	2,500.
TUCSON MUSEUM OF ART 140 NORTH MAIN AVENUE TUCSON, AZ 85701	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	1,000.
TUCSON SYMPHONY ORCHESTRA 2175 NORTH 6TH AVENUE TUCSON, AZ 85705	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	2,000.
UNION FOR REFORM JUDAISM / OSRUI 1121 LAKE COOK ROAD, SUITE D DEERFIELD, IL 60015	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	12,000.
UNIVERSITY OF ARIZONA FOUNDATION 1111 NORTH CHERRY AVENUE, P.O. BOX 210109 TUCSON, AZ 85721	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	2,750.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
UNITED STATES HOLOCAUST MEMORIAL MUSEUM 100 RAOUL WALLENBERG PLACE, SW WASHINGTON, DC 20024	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	10,000.
WRITERS THEATER 376 PARK AVENUE GLENCOE, IL 60022	NONE	501(C)(3)	UNRESTRICTED USE OF CHARITY	5,000.
Total from continuation sheets				

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

SOURCE	AMOUNT
INTEREST	4.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	4.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST	87,305.	0.	87,305.
TOTAL TO FM 990-PF, PART I, LN 4	87,305.	0.	87,305.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
OTHER INCOME	1,000.	0.	
TOTAL TO FORM 990-PF, PART I, LINE 11	1,000.	0.	

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
CONSULTING FEES	5,130.	0.		5,130.
TO FM 990-PF, PG 1, LN 16A	5,130.	0.		5,130.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	2,500.	0.		2,500.
TO FORM 990-PF, PG 1, LN 16B	2,500.	0.		2,500.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	11,128.	11,128.		0.
TO FORM 990-PF, PG 1, LN 16C	11,128.	11,128.		0.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAX	67.	67.		0.
TO FORM 990-PF, PG 1, LN 18	67.	67.		0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
IL CHARITY BUREAU FEE	10.	0.		10.
OTHER EXPENSES	7,116.	0.		7,116.
TO FORM 990-PF, PG 1, LN 23	7,126.	0.		7,126.

FORM 990-PF	CORPORATE STOCK	STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,131,145.	1,248,161.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,131,145.	1,248,161.

FORM 990-PF	CORPORATE BONDS	STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	878,812.	878,268.
TOTAL TO FORM 990-PF, PART II, LINE 10C	878,812.	878,268.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 11

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
OTHER INVESTMENTS	COST	436,943.	482,031.
TOTAL TO FORM 990-PF, PART II, LINE 13		436,943.	482,031.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 12

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
J. JORDAN NERENBERG 1555 N. ASTOR STREET 31-E CHICAGO, IL 60610	DIRECTOR, PRES, TREAS 5.00	0.	0.	0.
JEAN B. NERENBERG 1555 N. ASTOR STREET 31-E CHICAGO, IL 60610	DIRECTOR, SECRETARY 5.00	0.	0.	0.
JULIA R. NERENBERG 1555 N. ASTOR STREET 31-E CHICAGO, IL 60610	DIRECTOR 5.00	0.	0.	0.
ANDREW A. BLOCK 1555 N. ASTOR STREET 31-E CHICAGO, IL 60610	DIRECTOR 5.00	0.	0.	0.
JOANNE E. NERENBERG 1555 N. ASTOR STREET 31-E CHICAGO, IL 60610	DIRECTOR 5.00	0.	0.	0.
AARON NAPARSTEK 1555 N. ASTOR STREET 31-E CHICAGO, IL 60610	DIRECTOR 5.00	0.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		0.	0.	0.

Income Summary	This Period Federally Tax-Exempt	This Period Federally Taxable	Year to Date Federally Tax-Exempt	Year to Date Federally Taxable
Money Funds Dividends	0.00	0.27	0.00	0.76
Cash Dividends	0.00	5,985.42	0.00	22,682.36
Total Capital Gains	0.00	186.56	0.00	495.26
[illegible]	0.00	[illegible]	0.00	[illegible]

Investment Detail - Money Market Funds [Sweep]

Money Market Funds [Sweep]	Quantity	Market Price	Market Value	Current Yield
SCH ADV CASH RESRV PREM: SWZXX	50,686.5800	1.0000	50,686.58	0.01%
[illegible]			[illegible]	
[illegible]			[illegible]	

Investment Detail - Equities

Equities	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
KAYNE ANDERSON MLP INVT ◊	**2,974.3792**	**38.8900**	**115,673.61**		**28,803.70**	**5.81%**	**6,722.10**
SYMBOL: KYN	158.6086	32.5385 r	5,160.90		1,007.39		Short-Term
	185.7706	29 3544 r	5,453.19		1,771.43		Long-Term
	404.0000	23.9365	9,670 37	04/02/08	6,041 19	1913	Long-Term
	510.0000	22.0312	11,235.95	01/20/10	8,597.95	1255	Long-Term
	891.0000	30 4116	27,096 75	02/23/11	7,554 24	856	Long-Term

Schwab has provided accurate gain and loss information wherever possible for most investments Cost basis data may be incomplete or unavailable for some of your holdings
Please see "Endnotes for Your Account" section for an explanation of the endnote codes and symbols on this statement

SIPC

Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
KAYNE ANDERSON MLP INVT ◊	103.0000	28.8200	2,968.47	06/01/11	1,037.20	758	Long-Term
	168.0000	35.6730	5,993.08	04/12/13	540 44	77	Short-Term
	554.0000	34.8216	19,291.20	04/18/13	2,253.86	71	Short-Term
Cost Basis			*86,869.91*				
TORTOISE EGY INFRASTRUCT ◊	**2,338.7455**	**46.5000**	**108,751.67**		**17,817.45**	**4.90%**	**5,332.34**
SYMBOL. TYG	98.3489	42 9929 r	4,228.31		344 91		Short-Term
	132.3966	38.6621 r	5,118.74		1,037 70		Long-Term
	221 0000	25.3734	5,607.54	04/02/08	4,668.96	1913	Long-Term
	435.0000	31.5648	13,730.71	01/20/10	6,496.79	1255	Long-Term
	750.0000	40.0099	30,007.45	02/23/11	4,867 55	856	Long-Term
	80 0000	37.6418	3,011.35	06/01/11	708 65	758	Long-Term
	192.0000	47.0158	9,027 04	04/12/13	(99.04)	77	Short-Term
	430.0000	46 9839	20,203 08	04/18/13	(208 08)	71	Short-Term
Cost Basis			*90,934 22*				
Total Equities	5,813.1247		224,425.28		46,621.15		12,054.44
		Total Cost Basis	177,804.13				

Estimated Annual Income ("EAI") and Estimated Yield ("EY") calculations are for informational purposes only The actual income and yield might be lower or higher than the estimated amounts EY is based upon EAI and the current price of the security and will fluctuate. For certain types of securities, the calculations could include a return of principal or capital gains in which case EAI and EY would be overstated EY and EAI are not promptly updated to reflect when an issuer has missed a regular payment or announced changes to future payments, in which case EAI and EY will continue to display at a prior rate.

FMV Cost
Corporate Stocks ≤① = 1,248,161 ≤② 1,131,145

Investment Detail - Mutual Funds

Bond Funds	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
PIMCO EMRG LOCAL BD FD ◊ INSTL CL SYMBOL: PELBX	10,145 5850	9 7800	99,223 82	10 26	104,113.35	(4,889 53)
PIMCO HIGH YIELD FUND ◊ INST CL SYMBOL: PHIYX	20,655.5390	9 4200	194,575 18	9 58	198,053 13	(3,477 95)
PIMCO TOTAL RETURN FUND ◊ INSTL CL SYMBOL· PTTRX	34,045.3510	10.7600	366,327 98	10.76	365,685 94	642 04
VANGUARD INFLATION ◊ PROTECTED SECS ADM SHR SYMBOL: VAIPX	3,009.0780	26.2200	78,898.03	24.75	74,780 05	4,117.98
WELLS FARGO ADVTG INTL ◊ BD I SYMBOL: ESICX	12,809.8320	10.8700	139,242.87	10.46	136,179 87	3,063.00
[illegible]	[illegible]		[illegible]		[illegible]	[illegible]

Equity Funds	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
COHEN & STEERS INST ◊ REALTY SHARES SYMBOL. CSRIX	2,767.4750	44.0000	121,768 90	43.03	118,272 14	3,496.76
CREDIT SUISSE COMMODITY ◊ RETURN STRAT INST SYMBOL: CRSOX	18,386.4510	7.1400	131,279.26	8.82	162,119 79	(30,840 53)

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Investment Detail - Mutual Funds (continued)

Equity Funds (continued)	Quantity	Market Price	Market Value	Average Cost Basis	Cost Basis	Unrealized Gain or (Loss)
DFA EMERGING MKTS VALUE ◊ PORT INSTL SYMBOL: DFEVX	3,763.3510	26 2900	98,938.50	28 98	109,079.04	(10,140.54)
PIMCO COMMODITY REAL ◊ RETURN STRAT CL INSTL SYMBOL: PCRIX	22,368.1690	5 5300	123,695 97	8 21	183,955 46	(60,259 49)
Total Equity Funds	47,285.4460		475,682.63		573,426.43	(97,743.80)
Total Mutual Funds	127,950.8310		1,353,950.51		1,452,238.77	(98,288.26)

Investment Detail - Other Assets

Other Assets	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
ISHARES CORE S&P ETF ◊	**77.0000**	**160.8800**	**12,387.76**		**438.42**		
S&P 500 INDEX	77.0000	155.1862	11,949.34	04/18/13	438 42	71	Short-Term
SYMBOL: IVV							
ISHARES MSCI EMRG MKT FD ◊	**2,591.2239**	**38.5000**	**99,762.12**		**(255.83)**		
EMERGING MARKETS INDX FD	36.8413	38.0195 r	1,400.69		17.70		Long-Term
SYMBOL: EEM	75 3826	40.4423 r	3,048.65		(146 42)		Short-Term
	2,407.0000	38.4722	92,602.62	11/17/11	66 88	589	Long-Term
	72.0000	41.1943	2,965.99	04/18/13	(193 99)	71	Short-Term
Cost Basis			*100,017 95*				

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Investment Detail - Other Assets (continued)

Other Assets (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Acquired	Unrealized Gain or (Loss)	Holding Days	Holding Period
ISHARES TR MSCI EAFE FD ◊	**5,081.0576**	**57.3000**	**291,144.60**		**39,029.65**		
MSCI EAFE INDEX FUND	66.7881	49.3646'	3,296.97		529.99		Long-Term
SYMBOL: EFA	200.2695	51 8589'	10,385.76		1,089.68		Short-Term
	4,678 0000	49 2615	230,445.51	11/17/11	37,603.89	589	Long-Term
	136.0000	58 7258	7,986.71	04/18/13	(193.91)	71	Short-Term
Cost Basis			*252,114.95*				
SPDR DOW JONES INTL ◊	**1,973.3345**	**39.9000**	**78,736.05**		**5,875.26**		
REAL ESTATE ETF	25.7786	33.3388'	859.43		169 14		Long-Term
SYMBOL: RWX	88.5559	39.7596'	3,520.95		12 43		Short-Term
	200.0000	32 4640	6,492.81	11/17/11	1,487.19	589	Long-Term
	413.0000	32.4660	13,408.47	11/17/11	3,070 23	589	Long-Term
	572.0000	32 4660	18,570 57	11/17/11	4,252 23	589	Long-Term
	674.0000	44 5230	30,008.56	04/18/13	(3,115.96)	71	Short-Term
Cost Basis			*72,860.79*				

[redacted]

Total Cost Basis: 436,943.03

[redacted]

SCHWAB
INSTITUTIONAL

Schwab One® Account of
JORDAN & JEAN NERENBERG
FAMILY FOUNDATION
MKT: SEGALL BRYANT

Account Number 8200-2510

Statement Period June 1-30, 2013

Income Summary

	This Period		Year to Date	
Income Summary	Federally Tax-Exempt	Federally Taxable	Federally Tax-Exempt	Federally Taxable
Schwab One Interest	0.00	0.00	0.00	0 10
Cash Dividends	0.00	501.37	0.00	2,784.15
[illegible]	[illegible]	[illegible]	[illegible]	[illegible]

Investment Detail - Cash

Cash	Market Value
Cash	2,603 73
[illegible]	[illegible]
[illegible]	[illegible]

Investment Detail - Equities

Equities	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
AGILENT TECHNOLOGIES INC	**185.0000**	**42.7600**	**7,910.60**		**(198.37)**	**1.12%**	**88.80**
SYMBOL: A	185 0000	43.8322	8,108 97	04/12/13	(198.37)	77	Short-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
AIR LEASE CORP CL A	**470.0000**	**27.5900**	**12,967.30**		**1,474.95**	**0.36%**	**47.00**
SYMBOL: AL	180 0000	22 0255	3,964.60	11/07/12	1,001.60	233	Short-Term
	70.0000	22.7577	1,593 04	11/15/12	338 26	225	Short-Term
	80.0000	22.7796	1,822 37	01/14/13	384 83	165	Short-Term
	45.0000	30.1702	1,357.66	05/10/13	(116.11)	49	Short-Term
	40.0000	30.2452	1,209.81	05/15/13	(106 21)	44	Short-Term
	14.0000	28.9014	404.62	05/31/13	(18.36)	28	Short-Term
	41 0000	27 8109	1,140 25	05/31/13	(9 06)	28	Short-Term
Cost Basis			*11,492.35*				
ALLERGAN INC	**55.0000**	**84.2400**	**4,633.20**		**(1,080.05)**	**0.23%**	**11.00**
SYMBOL: AGN	55.0000	103.8772	5,713.25	05/13/13	(1,080 05)	46	Short-Term
AMAZON COM INC	**55.0000**	**277.6900**	**15,272.95**		**10,671.87**	**0.00%**	**0.00**
SYMBOL: AMZN	5.0000	85.7220	428.61	06/08/09	959.84	1481	Long-Term
	35.0000	84.1334	2,944.67	08/10/09	6,774.48	1418	Long-Term
	15.0000	81.8533	1,227.80	09/09/09	2,937 55	1388	Long-Term
Cost Basis			*4,601.08*				
AMERICAN INTL GROUP NEW	**205.0000**	**44.7000**	**9,163.50**		**1,345.01**	**0.00%**	**0.00**
SYMBOL: AIG	115.0000	37.8460	4,352.30	02/20/13	788 20	128	Short-Term
	55.0000	38.7687	2,132.28	02/22/13	326.22	126	Short-Term
	35.0000	38.1117	1,333.91	03/21/13	230.59	99	Short-Term
Cost Basis			*7,818.49*				
ANSYS INC	**70.0000**	**73.1000**	**5,117.00**		**2,221.87**	**0.00%**	**0.00**
SYMBOL: ANSS	20.0000	36.6355	732 71	09/09/09	729 29	1388	Long-Term
	50.0000	43.2484	2,162.42	05/21/10	1,492 58	1134	Long-Term
Cost Basis			*2,895.13*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
ASPEN TECHNOLOGY INC	**270.0000**	**28.7900**	**7,773.30**		**1,190.33**	**0.00%**	**0.00**
SYMBOL· AZPN	45.0000	22.3582	1,006.12	06/15/12	289 43	378	Long-Term
	125.0000	23.6708	2,958 86	07/03/12	639.89	360	Short-Term
	73.0000	25.9978	1,897.84	09/13/12	203 83	288	Short-Term
	27.0000	26.6722	720.15	09/14/12	57.18	287	Short-Term
Cost Basis			*6,582.97*				
AUTOZONE INC	**19.0000**	**423.6900**	**8,050.11**		**747.09**	**0.00%**	**0.00**
SYMBOL. AZO	2.0000	378.2550	756.51	10/04/12	90.87	267	Short-Term
	12.0000	380.2258	4,562.71	10/10/12	521 57	261	Short-Term
	5 0000	396.7600	1,983.80	03/21/13	134.65	99	Short-Term
Cost Basis			*7,303 02*				
BAXTER INTERNATIONAL INC	**115.0000**	**69.2700**	**7,966.05**		**2,677.24**	**2.82%**	**225.40**
SYMBOL. BAX	5.0000	55.7360	278.68	08/10/09	67 67	1418	Long-Term
	10 0000	57 6850	576.85	09/09/09	115 85	1388	Long-Term
	50.0000	47.7880	2,389.40	04/28/10	1,074 10	1157	Long-Term
	50.0000	40 8776	2,043.88	05/21/10	1,419.62	1134	Long-Term
Cost Basis			*5,288 81*				
BERKSHIRE HATHAWAY B NEW	**75.0000**	**111.9200**	**8,394.00**		**3,996.93**	**0.00%**	**0.00**
CLASS B	25.0000	40 4448	1,011.12 [a]	09/07/99	1,786.88	5043	Long-Term
SYMBOL: BRKB	50.0000	67.7190	3,385.95	08/10/09	2,210.05	1418	Long-Term
Cost Basis			*4,397.07*				
BOEING CO	**100.0000**	**102.4400**	**10,244.00**		**3,050.97**	**1.89%**	**194.00**
SYMBOL: BA	80.0000	71.5796	5,726.37	12/09/11	2,468 83	567	Long-Term
	20.0000	73 3330	1,466 66	01/05/12	582 14	540	Long-Term
Cost Basis			*7,193.03*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
CADENCE DESIGN SYSTEM	**605.0000**	**14.4800**	**8,760.40**		**181.22**	**0.00%**	**0.00**
SYMBOL: CDNS	285.0000	14.1468	4,031.84	02/20/13	94.96	128	Short-Term
	110.0000	14.8903	1,637.94	03/06/13	(45 14)	114	Short-Term
	105.0000	14.2242	1,493.55	03/12/13	26.85	108	Short-Term
	105.0000	13.4842	1,415.85	03/21/13	104.55	99	Short-Term
Cost Basis			*8,579.18*				
CAMERON INTL CORP	**195.0000**	**61.1600**	**11,926.20**		**1,256.45**	**0.00%**	**0.00**
SYMBOL· CAM	50.0000	53 8756	2,693 78	12/01/11	364.22	575	Long-Term
	25.0000	50.2764	1,256 91	12/22/11	272.09	554	Long-Term
	25.0000	51.6252	1,290.63	04/27/12	238 37	427	Long-Term
	45.0000	54.3000	2,443.50	11/23/12	308.70	217	Short-Term
	30.0000	56 4553	1,693.66	12/20/12	141 14	190	Short-Term
	20.0000	64 5635	1,291.27	03/07/13	(68 07)	113	Short-Term
Cost Basis			*10,669 75*				
CERNER CORP	**90.0000**	**96.0900**	**8,648.10**		**5,756.32**	**0.00%**	**0.00**
WITH STOCK SPLIT SHARES	10.0000	28.8830	288.83	06/08/09	672 07	1481	Long-Term
SYMBOL: CERN	80.0000	32.5368	2,602.95	09/09/09	5,084 25	1388	Long-Term
Cost Basis			*2,891 78*				
DANAHER CORP DEL	**130.0000**	**63.3000**	**8,229.00**		**941.39**	**0.15%**	**13.00**
SYMBOL: DHR	80.0000	54.7966	4,383.73	04/27/12	680.27	427	Long-Term
	30.0000	55 3653	1,660.96	09/20/12	238.04	281	Short-Term
	20.0000	62 1460	1,242.92	06/07/13	23 08	21	Short-Term
Cost Basis			*7,287.61*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
DISCOVER FINANCIAL SVCS	**250.0000**	**47.6400**	**11,910.00**		**7,328.54**	**1.67%**	**200.00**
SYMBOL. DFS	105.0000	13.3796	1,404.86	05/21/10	3,597.34	1134	Long-Term
	100 0000	14.6885	1,468.85	06/25/10	3,295.15	1099	Long-Term
	45.0000	37.9500	1,707.75	12/20/12	436.05	190	Short-Term
Cost Basis			*4,581 46*				
DISCOVERY COMMUN SER A	**90.0000**	**77.2400**	**6,951.60**		**2,229.78**	**0.00%**	**0.00**
SERIES A	90.0000	52.4646	4,721 82	08/24/12	2,229.78	308	Short-Term
SYMBOL: DISCA							
DOLLAR GENERAL CORP NEW	**175.0000**	**50.4300**	**8,825.25**		**388.18**	**0.00%**	**0.00**
SYMBOL: DG	55.0000	47.8027	2,629.15	05/24/12	144.50	400	Long-Term
	40.0000	52.5217	2,100.87	10/04/12	(83.67)	267	Short-Term
	40.0000	48.7545	1,950.18	10/17/12	67.02	254	Short-Term
	40.0000	43.9217	1,756 87	12/20/12	260 33	190	Short-Term
Cost Basis			*8,437 07*				
DRESSER RAND GROUP INC	**185.0000**	**59.9800**	**11,096.30**		**4,917.99**	**0.00%**	**0.00**
SYMBOL: DRC	60.0000	29.4566	1,767.40	11/23/09	1,831 40	1313	Long-Term
	50.0000	32.6570	1,632.85	12/29/09	1,366 15	1277	Long-Term
	25.0000	35.8444	896 11	08/26/10	603 39	1037	Long-Term
	50 0000	37 6390	1,881.95	08/24/11	1,117 05	674	Long-Term
Cost Basis			*6,178 31*				
EASTMAN CHEMICAL CO	**125.0000**	**70.0100**	**8,751.25**		**3,439.46**	**1.71%**	**150.00**
SYMBOL: EMN	50.0000	34 5848	1,729.24	09/26/11	1,771.26	641	Long-Term
	75 0000	47 7673	3,582 55	06/28/12	1,668 20	365	Short-Term
Cost Basis			*5,311 79*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
ENERGIZER HOLDING INC	**150.0000**	**100.5100**	**15,076.50**		**5,281.39**	**1.59%**	**240.00**
SYMBOL. ENR	10.0000	63 2760	632.76	10/27/09	372 34	1340	Long-Term
	25.0000	59 5040	1,487 60	03/05/10	1,025.15	1211	Long-Term
	50.0000	60 6050	3,030.25	04/28/10	1,995 25	1157	Long-Term
	10.0000	72.6890	726 89	04/27/12	278.21	427	Long-Term
	30.0000	73.2763	2,198 29	06/28/12	817 01	365	Short-Term
	25.0000	68.7728	1,719.32	08/23/12	793 43	309	Short-Term
Cost Basis			*9,795 11*				
FASTENAL CO	**105.0000**	**45.7900**	**4,807.95**		**(322.47)**	**1.74%**	**84.00**
SYMBOL· FAST	105.0000	48.8611	5,130.42	01/25/13	(322.47)	154	Short-Term
FIRST REPUBLIC BANK	**265.0000**	**38.4800**	**10,197.20**		**1,697.93**	**1.24%**	**127.20**
SYMBOL: FRC	120.0000	30.1654	3,619.85	02/29/12	997.75	485	Long-Term
	50.0000	32.0780	1,603.90	03/15/12	320.10	470	Long-Term
	55.0000	34.1420	1,877.81	10/18/12	238 59	253	Short-Term
	40.0000	34.9427	1,397 71	01/04/13	141.49	175	Short-Term
Cost Basis			*8,499.27*				
GOOGLE INC CLASS A	**17.0000**	**880.3700**	**14,966.29**		**6,515.50**	**0.00%**	**0.00**
SYMBOL: GOOG	7.0000	500.0871	3,500.61 [a]	08/20/07	2,661.98	2139	Long-Term
	1.0000	447.6700	447.67	06/08/09	432.70	1481	Long-Term
	4.0000	459.4075	1,837.63	08/10/09	1,683.85	1418	Long-Term
	2.0000	471.1650	942.33	09/09/09	818 41	1388	Long-Term
	3.0000	574.1833	1,722.55	01/26/12	918 56	519	Long-Term
Cost Basis			*8,450 79*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
HOLOGIC INC	**580.0000**	**19.3000**	**11,194.00**		**2,659.57**	**0.00%**	**0.00**
SYMBOL. HOLX	295 0000	13 3774	3,946 36	06/08/09	1,747 14	1481	Long-Term
	140.0000	14.7005	2,058 07	08/10/09	643.93	1418	Long-Term
	70.0000	17 2140	1,204.98	09/09/09	146.02	1388	Long-Term
	75.0000	17 6669	1,325 02	06/28/12	122.48	365	Short-Term
Cost Basis			*8,534 43*				
HONEYWELL INTERNATIONAL	**95.0000**	**79.3400**	**7,537.30**		**1,552.65**	**2.06%**	**155.80**
SYMBOL· HON	70.0000	61 6755	4,317 29	11/08/12	1,236 51	232	Short-Term
	25.0000	66 6944	1,667 36	01/11/13	316 14	168	Short-Term
Cost Basis			*5,984 65*				
HOSPIRA	**320.0000**	**38.3100**	**12,259.20**		**2,094.83**	**0.00%**	**0.00**
SYMBOL: HSP	35 0000	30 3562	1,062.47	10/18/11	278 38	619	Long-Term
	125.0000	32.4206	4,052.58	01/12/12	736.17	533	Long-Term
	65.0000	33.0456	2,147.97	10/11/12	342.18	260	Short-Term
	50.0000	31 0570	1,552.85	11/02/12	362 65	238	Short-Term
	45.0000	29 9666	1,348.50	03/07/13	375 45	113	Short-Term
Cost Basis			*10,164.37*				
I H S INC	**40.0000**	**104.3800**	**4,175.20**		**(154.71)**	**0.00%**	**0.00**
SYMBOL: IHS	25.0000	111.0856	2,777.14	06/13/13	(167 64)	15	Short-Term
	15.0000	103.5180	1,552 77	06/20/13	12.93	8	Short-Term
Cost Basis			*4,329.91*				
J M SMUCKER CO NEW	**80.0000**	**103.1500**	**8,252.00**		**2,080.04**	**2.01%**	**166.40**
SYMBOL: SJM	65.0000	71.3552	4,638.09	02/16/12	2,066 66	498	Long-Term
	15.0000	102 2580	1,533.87	06/07/13	13.38	21	Short-Term
Cost Basis			*6,171.96*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
JPMORGAN CHASE & CO	**195.0000**	**52.7900**	**10,294.05**		**1,696.81**	**2.27%**	**234.00**
SYMBOL: JPM	45.0000	46.1288	2,075.80	10/21/09	299.75	1346	Long-Term
	75.0000	42.8114	3,210.86	11/20/09	748 39	1316	Long-Term
	25.0000	44.8672	1,121.68	01/08/10	198.07	1267	Long-Term
	50.0000	43.7780	2,188 90	01/04/11	450 60	906	Long-Term
Cost Basis			*8,597.24*				
LKQ CORP	**495.0000**	**25.7500**	**12,746.25**		**8,572.60**	**0.00%**	**0.00**
SYMBOL: LKQ	55.0000	5 2267	287.47 [a]	03/07/07	1,128 78	2305	Long-Term
	50.0000	8 0790	403.95	06/08/09	883 55	1481	Long-Term
	250.0000	9 0174	2,254 36	08/10/09	4,183 14	1418	Long-Term
	140 0000	8 7705	1,227.87	09/09/09	2,377.13	1388	Long-Term
Cost Basis			*4,173 65*				
LOWES COMPANIES INC	**195.0000**	**40.9000**	**7,975.50**		**435.08**	**1.56%**	**124.80**
SYMBOL· LOW	115.0000	38 7473	4,455.95	01/25/13	247 55	154	Short-Term
	40 0000	38.8427	1,553 71	03/07/13	82 29	113	Short-Term
	40 0000	38.2690	1,530 76	03/21/13	105 24	99	Short-Term
Cost Basis			*7,540.42*				
LYONDELLBASELL INDS F	**95.0000**	**66.2600**	**6,294.70**		**1,463.44**	**3.01%**	**190.00**
CLASS A	95.0000	50.8553	4,831 26	12/05/12	1,463 44	205	Short-Term
SYMBOL· LYB							
MACYS INC	**115.0000**	**48.0000**	**5,520.00**		**(7.58)**	**2.08%**	**115.00**
SYMBOL M	115.0000	48.0659	5,527.58	05/16/13	(7 58)	43	Short-Term

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
METTLER TOLEDO INTL INCF	**60.0000**	**201.2000**	**12,072.00**		**6,688.80**	**0.00%**	**0.00**
SYMBOL: MTD	30.0000	76.0523	2,281.57	06/08/09	3,754 43	1481	Long-Term
	5.0000	86.5940	432 97	08/10/09	573.03	1418	Long-Term
	5.0000	90 4400	452 20	09/09/09	553 80	1388	Long-Term
	20.0000	110.8230	2,216.46	08/26/10	1,807.54	1037	Long-Term
Cost Basis			*5,383.20*				
NESTLE S A REG B ADR F	**160.0000**	**65.7800**	**10,524.80**		**4,561.70**	**3.28%**	**346.17**
1 ADR REPS 1 ORD	40.0000	25.8400	1,033.60 [e]	08/06/04	1,597.60	3248	Long-Term
SYMBOL: NSRGY	80.0000	40.6618	3,252.95	08/10/09	2,009.45	1418	Long-Term
	40.0000	41.9137	1,676.55	09/09/09	954.65	1388	Long-Term
Cost Basis			*5,963.10*				
ON SEMICONDUCTOR CORP	**985.0000**	**8.0800**	**7,958.80**		**0.89**	**0.00%**	**0.00**
SYMBOL· ONNN	105.0000	8.5464	897.38	09/09/09	(48 98)	1388	Long-Term
	225.0000	10.2689	2,310.51	01/04/11	(492 51)	906	Long-Term
	225.0000	7 1390	1,606.29	10/25/11	211.71	612	Long-Term
	240.0000	7 0370	1,688.88	12/20/12	250 32	190	Short-Term
	190.0000	7.6571	1,454.85	01/11/13	80 35	168	Short-Term
Cost Basis			*7,957 91*				
PALL CORP	**80.0000**	**66.4300**	**5,314.40**		**1,613.92**	**1.50%**	**80.00**
SYMBOL. PLL	30 0000	47 8183	1,434 55	08/25/11	558 35	673	Long-Term
	50.0000	45 3186	2,265 93	09/08/11	1,055 57	659	Long-Term
Cost Basis			*3,700 48*				
PATTERSON COMPANIES	**170.0000**	**37.6000**	**6,392.00**		**718.67**	**1.70%**	**108.80**
SYMBOL: PDCO	95.0000	33 3528	3,168 52	02/18/11	403 48	861	Long-Term
	75.0000	33.3974	2,504 81	03/01/11	315 19	850	Long-Term
Cost Basis			*5,673.33*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
PERRIGO CO	**120.0000**	**121.0000**	**14,520.00**		**9,728.51**	**0.29%**	**43.20**
SYMBOL: PRGO	40.0000	26.1317	1,045.27	06/08/09	3,794 73	1481	Long-Term
	35.0000	27.1291	949.52	08/10/09	3,285.48	1418	Long-Term
	25.0000	31.1540	778.85	09/09/09	2,246.15	1388	Long-Term
	20 0000	100 8925	2,017 85	11/15/12	402 15	225	Short-Term
Cost Basis			*4,791 49*				
PFIZER INCORPORATED	**300.0000**	**28.0100**	**8,403.00**		**1,943.92**	**3.42%**	**288.00**
EXCHANGE OFFER	150.0000	21.2225	3,183.38	12/16/11	1,018.12	560	Long-Term
EXP: 6/21/13	75.0000	21.5684	1,617.63	01/05/12	483.12	540	Long-Term
SYMBOL: PFE	75 0000	22.1076	1,658 07	03/15/12	442 68	470	Long-Term
Cost Basis			*6,459.08*				
PRECISION CASTPARTS CORP	**65.0000**	**226.0100**	**14,690.65**		**5,356.90**	**0.05%**	**7.80**
SYMBOL: PCP	15.0000	124.0146	1,860.22	09/16/10	1,529 93	1016	Long-Term
	10.0000	138.1030	1,381.03	10/28/10	879.07	974	Long-Term
	15.0000	140.2100	2,103.15	01/04/11	1,287 00	906	Long-Term
	10.0000	153.3030	1,533.03	06/15/11	727 07	744	Long-Term
	15.0000	163.7546	2,456.32	09/06/12	933 83	295	Short-Term
Cost Basis			*9,333.75*				
QUALCOMM INC	**210.0000**	**61.0900**	**12,828.90**		**3,646.71**	**2.29%**	**294.00**
SYMBOL: QCOM	15.0000	38.2000	573.00 [a]	10/31/06	343.35	2432	Long-Term
	50.0000	39.6500	1,982 50 [a]	01/11/07	1,072 00	2360	Long-Term
	50.0000	45.1180	2,255 90	06/08/09	798 60	1481	Long-Term
	65 0000	45.7672	2,974.87	08/10/09	995 98	1418	Long-Term
	30.0000	46.5306	1,395.92	09/09/09	436 78	1388	Long-Term
Cost Basis			*9,182 19*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
REDHAT INC	**255.0000**	**47.8200**	**12,194.10**		**(1,585.59)**	**0.00%**	**0.00**
SYMBOL: RHT	30.0000	51 5470	1,546.41	03/22/12	(111.81)	463	Long-Term
	50.0000	59.1748	2,958.74	04/10/12	(567 74)	444	Long-Term
	40.0000	59 0477	2,361 91	09/13/12	(449 11)	288	Short-Term
	35.0000	51.4140	1,799.49	11/02/12	(125.79)	238	Short-Term
	30.0000	52.7653	1,582.96	12/20/12	(148 36)	190	Short-Term
	30 0000	54 8063	1,644.19	01/04/13	(209 59)	175	Short-Term
	40.0000	47.1497	1,885.99	06/20/13	26.81	8	Short-Term
Cost Basis			*13,779.69*				
REINSURANCE GP AMER NEW	**170.0000**	**69.1100**	**11,748.70**		**1,425.98**	**1.38%**	**163.20**
SYMBOL: RGA	95.0000	60.8893	5,784 49	02/09/11	780 96	870	Long-Term
	25.0000	62.7172	1,567.93	07/22/11	159.82	707	Long-Term
	25.0000	60.1664	1,504.16	07/26/11	223 59	703	Long-Term
	25.0000	58 6456	1,466 14	04/27/12	261.61	427	Long-Term
Cost Basis			*10,322 72*				
ROPER INDUSTRIES INC	**130.0000**	**124.2200**	**16,148.60**		**11,573.51**	**0.53%**	**85.80**
SYMBOL· ROP	55.0000	18 5238	1,018.81 [a]	06/04/03	5,813 29	3677	Long-Term
	55.0000	46.7925	2,573.59	08/10/09	4,258.51	1418	Long-Term
	20.0000	49.1345	982.69	09/09/09	1,501 71	1388	Long-Term
Cost Basis			*4,575 09*				
SCHLUMBERGER LTD F	**110.0000**	**71.6600**	**7,882.60**		**1,776.25**	**1.74%**	**137.50**
SYMBOL. SLB	70.0000	56.6434	3,965.04	06/08/09	1,051.16	1481	Long-Term
	40.0000	53.5327	2,141.31	08/10/09	725 09	1418	Long-Term
Cost Basis			*6,106.35*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity / Units Purchased	Market Price / Cost Per Share	Market Value / Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield / Holding Days	Estimated Annual Income / Holding Period
SNYDERS-LANCE INC	**195.0000**	**28.4100**	**5,539.95**		**1,548.77**	**2.25%**	**124.80**
SYMBOL. LNCE	120.0000	20.7433	2,489.20	07/27/11	920.00	702	Long-Term
	75.0000	20.0264	1,501.98	11/03/11	628.77	603	Long-Term
Cost Basis			*3,991.18*				
STERICYCLE INC	**140.0000**	**110.4300**	**15,460.20**		**9,260.05**	**0.00%**	**0.00**
SYMBOL: SRCL	20.0000	10.8060	216.12 [a]	05/02/01	1,992 48	4440	Long-Term
	50.0000	49.2236	2,461.18	06/08/09	3,060 32	1481	Long-Term
	45.0000	50.6871	2,280.92	08/10/09	2,688.43	1418	Long-Term
	25.0000	49.6772	1,241.93	09/09/09	1,518 82	1388	Long-Term
Cost Basis			*6,200 15*				
T J X COS INC	**175.0000**	**50.0600**	**8,760.50**		**4,780.29**	**1.15%**	**101.50**
SYMBOL· TJX	75.0000	20.5046	1,537.85	08/26/10	2,216 65	1037	Long-Term
	100.0000	24 4236	2,442.36	01/27/11	2,563 64	883	Long-Term
Cost Basis			*3,980 21*				
TREEHOUSE FOODS INC	**220.0000**	**65.5400**	**14,418.80**		**7,270.69**	**0.00%**	**0.00**
SYMBOL: THS	110.0000	27.3070	3,003 77	06/08/09	4,205.63	1481	Long-Term
	75 0000	37 6005	2,820 04	08/10/09	2,095.46	1418	Long-Term
	35.0000	37 8371	1,324 30	09/09/09	969 60	1388	Long-Term
Cost Basis			*7,148.11*				
UMPQUA HOLDINGS CORP	**485.0000**	**15.0100**	**7,279.85**		**1,645.63**	**3.99%**	**291.00**
SYMBOL: UMPQ	97.0000	11.4953	1,115.05	04/12/11	340.92	808	Long-Term
	263.0000	11 3727	2,991.04	04/13/11	956 59	807	Long-Term
	125.0000	12.2250	1,528.13	07/22/11	348 12	707	Long-Term
Cost Basis			*5,634.22*				

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Investment Detail - Equities (continued)

Equities (continued)	Quantity Units Purchased	Market Price Cost Per Share	Market Value Cost Basis	Acquired	Unrealized Gain or (Loss)	Estimated Yield Holding Days	Estimated Annual Income Holding Period
V F CORPORATION	**55.0000**	**193.0600**	**10,618.30**		**2,577.00**	**1.80%**	**191.40**
SYMBOL: VFC	5.0000	147 4540	737.27	03/02/12	228 03	483	Long-Term
	10.0000	148.3600	1,483.60	03/15/12	447.00	470	Long-Term
	10.0000	155.0430	1,550.43	04/27/12	380.17	427	Long-Term
	20 0000	139.4655	2,789.31	07/10/12	1,071 89	353	Short-Term
	10.0000	148.0690	1,480.69	01/25/13	449 91	154	Short-Term
Cost Basis			*8,041 30*				
VIACOM INC CL B NEW	**85.0000**	**68.0300**	**5,782.55**		**1,967.67**	**1.76%**	**102.00**
SYMBOL: VIAB	85.0000	44.8809	3,814.88	12/22/11	1,967 67	554	Long-Term
VISA INC CL A	**55.0000**	**182.7500**	**10,051.25**		**4,611.53**	**0.72%**	**72.60**
CLASS A	35.0000	97.6477	3,417 67	12/16/11	2,978.58	560	Long-Term
SYMBOL· V	20.0000	101.1025	2,022.05	01/12/12	1,632 95	533	Long-Term
Cost Basis			*5,439.72*				
WESCO INTERNATIONAL INC	**80.0000**	**67.9600**	**5,436.80**		**123.78**	**0.00%**	**0.00**
SYMBOL. WCC	50.0000	65.5886	3,279.43	04/12/12	118 57	442	Long-Term
	30.0000	67.7863	2,033.59	04/27/12	5.21	427	Long-Term
Cost Basis			*5,313.02*				
WHITING PETROLEUM CORP	**220.0000**	**46.0900**	**10,139.80**		**800.32**	**0.00%**	**0.00**
SYMBOL WLL	60.0000	36.5136	2,190.82	12/29/09	574.58	1277	Long-Term
	80.0000	38.5353	3,082 83	03/01/10	604 37	1215	Long-Term
	20 0000	52 7425	1,054 85	09/13/12	(133 05)	288	Short-Term
	40.0000	49 7227	1,988 91	09/21/12	(145 31)	280	Short-Term
	20.0000	51.1035	1,022 07	03/07/13	(100 27)	113	Short-Term
Cost Basis			*9,339 48*				
		Total Cost Basis	379,914.65				

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