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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 **CARYLON FOUNDATION**

Number and street (or P O box number if mail is not delivered to street address) **2500 W. ARTHINGTON STREET**

City or town, state, and ZIP code **CHICAGO, IL 60612**

Room/suite

A Employer identification number **36-6033583**

B Telephone number **312-666-7700**

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 ☐

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

H Check type of organization: ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) **\$ 22,884,832.**

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

(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)
Revenue	1 Contributions, gifts, grants, etc., received	1,051,100.		N/A	
	2 Check ☐ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	384,874.	384,874.		STATEMENT 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	-128,334.			
	Gross sales price for all assets on line 6a 20,212,585.				
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	146,069.	146,069.		STATEMENT 2
	12 Total. Add lines 1 through 11	1,453,709.	530,943.		
	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				
	c Other professional fees STMT 3	79,086.	79,086.		0.
	17 Interest				
	18 Taxes STMT 4	22,202.	5,091.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	25.	25.		0.
	24 Total operating and administrative expenses. Add lines 13 through 23	101,313.	84,202.		0.
	25 Contributions, gifts, grants paid	1,045,590.			1,045,590.
	26 Total expenses and disbursements. Add lines 24 and 25	1,146,903.	84,202.		1,045,590.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	306,806.			
	b Net investment income (If negative, enter -0-)		446,741.		
	c Adjusted net income (If negative, enter -0-)			N/A	

223501
12-05-12

LHA For Paperwork Reduction Act Notice, see instructions.

Form 990-PF (2012)

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	203,118.	104,364.	104,364.
	2 Savings and temporary cash investments	154,809.	814,264.	814,264.
	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 STMT 6	1,580,644.	856,495.	846,260.
	b Investments - corporate stock STMT 7	6,231,870.	11,799,458.	12,239,728.
	c Investments - corporate bonds STMT 8	9,947,154.	4,044,301.	3,919,809.
11 Investments - land, buildings, and equipment basis ▶				
Less: accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other STMT 9	4,155,701.	4,963,420.	4,943,287.	
14 Land, buildings, and equipment; basis ▶				
Less: accumulated depreciation ▶				
15 Other assets (describe ▶ <u>PREPAID EXCISE TAX</u>)	19,320.	17,120.	17,120.	
16 Total assets (to be completed by all filers)	22,292,616.	22,599,422.	22,884,832.	
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 ▶ ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☒			
	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	22,292,616.	22,599,422.	
30 Total net assets or fund balances	22,292,616.	22,599,422.		
31 Total liabilities and net assets/fund balances	22,292,616.	22,599,422.		

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	22,292,616.
2 Enter amount from Part I, line 27a	2	306,806.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	22,599,422.
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	22,599,422.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a			
b SEE ATTACHED STATEMENT			
c			
d			
e			

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e 20,212,585.		20,340,919.	-128,334.

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			
b			
c			
d			
e			-128,334.

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 -128,334.

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			
2010			
2009			
2008			
2007	0.		.000000

2 Total of line 1, column (d)	2
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
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4
5 Multiply line 4 by line 3	5
6 Enter 1% of net investment income (1% of Part I, line 27b)	6
7 Add lines 5 and 6	7
8 Enter qualifying distributions from Part XII, line 4	8
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

b Exempt foreign organizations - tax withheld at source

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

d Backup withholding erroneously withheld

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

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

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

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

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

18,185. Refunded

Part VII-A Statements Regarding Activities

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?

b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?

If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.

c Did the foundation file Form 1120-POL for this year?

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.

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

4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?

b If "Yes," has it filed a tax return on Form 990-T for this year?

5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?

If "Yes," attach the statement required by General Instruction T.

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?

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

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

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

10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses

Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address **WWW.CARYLONCORP.COM**

14 The books are in care of **MARCIE HEMMELSTEIN** Telephone no. **312-666-7700**
 Located at **2500 ARTHINGTON STREET, CHICAGO, IL** ZIP+4 **60612**

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 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** **Yes** **No** **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 **16**

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly):		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☐ Yes ☒ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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 2a		
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.		
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	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		X

Form 990-PF (2012)

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))?
- (2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive?
- (3) Provide a grant to an individual for travel, study, or other similar purposes?
- (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)?
- (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☐ Yes ☒ No☐ Yes ☒ No☐ Yes ☒ No☐ 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

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?

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

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
JULIUS HEMMELSTEIN 2500 W. ARTHINGTON ST. CHICAGO, IL 60612	DIRECTOR 1.00	0.	0.	0.
MARCIE HEMMELSTEIN 2500 W. ARTHINGTON ST. CHICAGO, IL 60612	DIRECTOR 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

Form 990-PF (2012)

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 NOT APPLICABLE	
	0.
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 NOT APPLICABLE	
	0.
2	
3 All other program-related investments. See instructions.	
Total. Add lines 1 through 3	0.

Form 990-PF (2012)

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	21,506,824.
b	Average of monthly cash balances	1b	638,278.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	22,145,102.
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	22,145,102.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	332,177.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	21,812,925.
6	Minimum investment return. Enter 5% of line 5	6	1,090,646.

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

1	Minimum investment return from Part X, line 6	1	1,090,646.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	8,935.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	8,935.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,081,711.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	1,081,711.
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	1,081,711.

Part XIII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	1,045,590.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,045,590.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	0.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,045,590.

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.

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,081,711.
2 Undistributed Income, if any, as of the end of 2012				
a Enter amount for 2011 only			1,043,610.	
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: ▶ \$ 1,045,590.				
a Applied to 2011, but not more than line 2a			1,043,610.	
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				1,980.
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				1,079,731.
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)

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).)

JULIUS HEMMELSTEIN

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

NONE

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

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

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

MARCIE HEMMELSTEIN

2500 W. ARTHINGTON ST, CHICAGO, IL 60612

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

IN WRITING, INCLUDE PURPOSE OF CONTRIBUTION

c Any submission deadlines:

NONE

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

NONE

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				
SEE ATTACHED 2500 W ARTHINGTON ST CHICAGO, IL 60612			CHARITY	747,550.
SEE ATTACHED 2500 W ARTHINGTON ST CHICAGO, IL 60612			EDUCATION	248,300.
SEE ATTACHED 2500 W ARTHINGTON ST CHICAGO, IL 60612			RELIGIOUS	49,740.
Total			3a	1,045,590.
b Approved for future payment				
NONE				
Total			3b	0.

Schedule B(Form 990, 990-EZ,
or 990-PF)Department of the Treasury
Internal Revenue Service**Schedule of Contributors**

▶ Attach to Form 990, Form 990-EZ, or Form 990-PF.

OMB No 1545-0047

2012

Name of the organization

CARYLON FOUNDATION

Employer identification number

36-6033583

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3% support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year ▶ \$ _____

Caution. An organization that is not covered by the General Rule and/or the Special Rules does not file Schedule B (Form 990, 990-EZ, or 990-PF), but it **must** answer "No" on Part IV, line 2, of its Form 990; or check the box on line H of its Form 990-EZ or on Part I, line 2 of its Form 990-PF, to certify that it does not meet the filing requirements of Schedule B (Form 990, 990-EZ, or 990-PF).

LHA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF. Schedule B (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

CARYLON FOUNDATION**36-6033583****Part I Contributors** (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	ACE PIPE CLEANING INC. 4000 TRUMAN ROAD KANSAS CITY, MO 64127	\$ 20,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
2	BEARY PROPERTIES INC. 2500 WEST ARTHINGTON CHICAGO, IL 60612	\$ 35,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
3	BIONOMIC SERVICES INC. 516 ROUNDTREE ROAD CHARLOTTE, NC 28217	\$ 70,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
4	DEEP SOUTH INDUSTRIAL SERVICES 515 INDUSTRIAL DR ROCKMART, GA 30153	\$ 70,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
5	JULIUS HEMMELSTEIN 2500 WEST ARTHINGTON CHICAGO, IL 60612	\$ 500,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
6	METROPOLITAN ENVIRONMENTAL SERVICES 5055 NIKE DRIVE HILLIARD, OH 43026	\$ 15,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization	Employer identification number
CARYLON FOUNDATION	36-6033583

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
7	NATIONAL INDUSTRIAL MAINTENANCE - MI 4400 STECKER DEARBORN, MI 48126	\$ 25,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
8	NATIONAL INDUSTRIAL MAINTENANCE SERVICES 4530 BARING AVENUE EAST CHICAGO, IN 46312	\$ 35,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
9	SEWER SYSTEM EVALUATIONS, INC. 2500 WEST ARTHINGTON CHICAGO, IL 60612	\$ 100.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
10	ROBINSON PIPE CLEANING COMPANY - 84 2656 IDLEWOOD RD PITTSBURGH, PA 15205	\$ 60,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
11	SPECIALIZED MAINTENANCE SERVICES 4533 PASADENA PASADENA, TX 77503	\$ 160,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
12	VIDEO PIPE SERVICES, INC. 1566 HARDING HIGHWAY NEWFIELD, NJ 08344	\$ 60,000.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)

Name of organization

Employer identification number

CARYLON FOUNDATION**36-6033583****Part II** **Noncash Property** (see instructions). Use duplicate copies of Part II if additional space is needed.

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

Name of organization

Employer identification number

CARYLON FOUNDATION

36-6033583

Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry. For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year. (Enter this information once) ▶ \$

Use duplicate copies of Part III if additional space is needed.

(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

Application for Extension of Time To File an Exempt Organization Return

OMB No. 1545-1709

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

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

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

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

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

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

Part I only ☐

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

Type or print	Name of exempt organization or other filer, see instructions. CARYLON FOUNDATION	Employer identification number (EIN) or 36-6033583
	Number, street, and room or suite no. If a P.O. box, see instructions. 2500 W. ARTHINGTON STREET	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. CHICAGO, IL 60612	

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

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

MARCIE HEMMELSTEIN

- The books are in the care of ► **2500 ARTHINGTON STREET - CHICAGO, IL 60612**

Telephone No. ► **312-666-7700**

FAX No. ►

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

1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until **FEBRUARY 15, 2014**, to file the exempt organization return for the organization named above. The extension is for the organization's return for:

► ☐ calendar year _____ or

► ☒ tax year beginning **JUL 1, 2012**, and ending **JUN 30, 2013**.

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

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a	\$	22,219.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b	\$	12,219.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	3c	\$	10,000.

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

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

Form 8868 (Rev. 1-2013)

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 BARCLAYS #70762		P	01/01/13	06/30/13
b BARCLAYS #70763		P	01/01/13	06/30/13
c BARCLAYS #70764		P	01/01/13	06/30/13
d BARCLAYS #70765		P	01/01/13	06/30/13
e BARCLAYS #70766		P	01/01/13	06/30/13
f BARCLAYS #70767		P	01/01/13	06/30/13
g BARCLAYS #70768		P	01/01/13	06/30/13
h BARCLAYS #70795		P	01/01/13	06/30/13
i IVY MAPLEWOOD ASSOCIATES, LP		P	01/01/08	12/31/12
j BERNSTEIN GLOBAL STYLE BLEND		P	01/01/11	12/31/12
k BERNSTEIN #66280		P	01/01/13	06/30/13
l BERNSTEIN #39504		P	01/01/13	06/30/13
m BERNSTEIN GLOBAL STYLE BLEND 1256 GAIN		P	01/01/13	06/30/13
n CAPITAL GAINS DIVIDENDS				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a 557,560.		539,367.	18,193.
b 83,395.		81,938.	1,457.
c 1,922,617.		1,626,613.	296,004.
d 1,402,118.		1,246,481.	155,637.
e 1,082,564.		981,892.	100,672.
f 83,829.		80,055.	3,774.
g 165,447.		162,459.	2,988.
h 84,767.		80,136.	4,631.
i		212,921.	-212,921.
j		425,991.	-425,991.
k 1,459,150.		1,463,869.	-4,719.
l 13,368,533.		13,439,197.	-70,664.
m 2,539.			2,539.
n 66.			66.
o			

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) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
a			18,193.
b			1,457.
c			296,004.
d			155,637.
e			100,672.
f			3,774.
g			2,988.
h			4,631.
i			-212,921.
j			-425,991.
k			-4,719.
l			-70,664.
m			2,539.
n			66.
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	-128,334.
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

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
BARCLAYS #70759	2,876.	0.	2,876.
BARCLAYS #70760	48,369.	0.	48,369.
BARCLAYS #70761	14.	0.	14.
BARCLAYS #70762	27,730.	0.	27,730.
BARCLAYS #70762 - ACCRUED INTEREST	-18,715.	0.	-18,715.
BARCLAYS #70762 - BOND AMORTIZATION	-33,356.	0.	-33,356.
BARCLAYS #70763	23,218.	0.	23,218.
BARCLAYS #70763 - ACCRUED INTEREST	-14,553.	0.	-14,553.
BARCLAYS #70763 - BOND AMORTIZATION	-5,831.	0.	-5,831.
BARCLAYS #70764	16,242.	0.	16,242.
BARCLAYS #70765	7,829.	66.	7,763.
BARCLAYS #70766	23,897.	0.	23,897.
BARCLAYS #70767	6,997.	0.	6,997.
BARCLAYS #70768	8,577.	0.	8,577.
BARCLAYS #70795	8,492.	0.	8,492.
BARCLAYS #70796	12,207.	0.	12,207.
BERNSTEIN #39504	184,129.	0.	184,129.
BERNSTEIN #57183	998.	0.	998.
BERNSTEIN #66280	6,802.	0.	6,802.
BERNSTEIN GLOBAL	64,521.	0.	64,521.
MAPLEWOOD	2,871.	0.	2,871.
VANGUARD INTERNATIONAL EXPLORER FUND	11,626.	0.	11,626.
TOTAL TO FM 990-PF, PART I, LN 4	384,940.	66.	384,874.

FORM 990-PF OTHER INCOME STATEMENT 2

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME
MISCELLANEOUS INCOME	12,080.	12,080.	
BERNSTEIN GLOBAL	133,989.	133,989.	
TOTAL TO FORM 990-PF, PART I, LINE 11	146,069.	146,069.	

FORM 990-PF	OTHER PROFESSIONAL FEES	STATEMENT	3
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	79,086.	79,086.		0.
TO FORM 990-PF, PG 1, LN 16C	79,086.	79,086.		0.

FORM 990-PF	TAXES	STATEMENT	4
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FEDERAL EXCISE TAX	17,111.	0.		0.
FOREIGN TAXES	5,091.	5,091.		0.
TO FORM 990-PF, PG 1, LN 18	22,202.	5,091.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT	5
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DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
BANK FEES	25.	25.		0.
TO FORM 990-PF, PG 1, LN 23	25.	25.		0.

FORM 990-PF	U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS	STATEMENT	6
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DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
BARCLAYS #70762	X		856,495.	846,260.
TOTAL U.S. GOVERNMENT OBLIGATIONS			856,495.	846,260.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			856,495.	846,260.

FORM 990-PF	CORPORATE STOCK	STATEMENT	7
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
VANGUARD INT'L EXPLORER	352,182.	447,287.
BARCLAYS #70760	2,670,422.	2,495,690.
BARCLAYS #70764	1,666,174.	1,792,327.
BARCLAYS #70765	1,554,515.	1,764,670.
BARCLAYS #70766	1,616,980.	1,705,288.
BARCLAYS #70767	1,153,438.	1,228,065.
BARCLAYS #70768	1,173,005.	1,239,817.
BARCLAYS #70795	698,204.	649,942.
BARCLAYS #70796	914,538.	916,642.
TOTAL TO FORM 990-PF, PART II, LINE 10B	11,799,458.	12,239,728.

FORM 990-PF	CORPORATE BONDS	STATEMENT	8
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DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
STATE OF ISRAEL	20,000.	20,000.
BARCLAYS #70760	1,634,465.	1,581,801.
BARCLAYS #70762	1,433,501.	1,385,697.
BARCLAYS #70763	956,335.	932,311.
TOTAL TO FORM 990-PF, PART II, LINE 10C	4,044,301.	3,919,809.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT	9
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DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
BARCLAYS #70761	COST	4,500,000.	4,491,590.
BARCLAYS #70762	COST	463,420.	451,697.
TOTAL TO FORM 990-PF, PART II, LINE 13		4,963,420.	4,943,287.



835 70760

CARYLON FOUNDATION
June 1 June 30 2013

page 7 of 13

HOLDINGS

In instances where prices of securities are not readily available securities have no values securities may not have been actively traded or where other factors prevent the pricing of securities appears in the market price column the market value for the security is not computed and the total equity in your account does not reflect the long or short market value (if any) of those securities Please also note that totals may differ from the sum on individual components due to rounding Unrealized gain/loss total reflects all positions for which a cost basis is available Please review the Tax Lot section for details regarding cost basis

Equities

Your statement contains research ratings for companies covered by Barclays Equity Research Clients may access Barclays research at www.barclays.com/wealth/americas/clientaccess/disclaimers or by calling 1 800-253-4626 A complete description of Barclays ratings may be found on Page 2 of your statement

Note Trade price may include any applicable local taxes and fees

Index tracking stocks (Symbol)	Quantity	Unit cost	Tot l cost	Ma ket price	Market value	Unrealized ga n/loss	Est ann yield (%)	Est annual income (\$)	Comment / Research rating
VANGUARD SHORT TERM BOND ETF (BSV)	18 047	\$ 80 91	\$ 1 460 177 77	\$ 80 070	\$ 1 445 023 29	\$ 15 154 48	1 386	20 032 17	In cash account
VANGUARD FTSE EMERGING MARKETS (VWO)	27 093	44 67	1 210 244 31	38 780	1 050 666 54	159 577 77	3 969	41 696 13	In cash account

ETF FTSE EMERGING INDEX									
Total USD Index tracking stocks					\$ 2 495 689 83	\$ 174 732 25		\$ 61 728 30	

Fixed Income

Yield information is provided for informational purposes only Barclays makes reasonable efforts to ensure its accuracy but should not be held responsible for errors or omissions

Mutual funds (Symbol)	Quantity	Unit cost	Tot l cost	Mark t price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income (\$)	Comment
DOUBLELINE FDS TR (DBLTX)	72 121 671	\$ 11 37	\$ 820 691 04	\$ 11 060	\$ 797 665 68	\$ 23 025 36	5 470	43 633 61	In cash account
TOTAL RETURN BD FD CL I									
HARBOR HIGH YIELD BOND FUND (HYFAX)	72 404 018	11 23	813 774 07	10 830	784 135 51	29 638 56	5 891	46 193 76	In cash account
INSTITUTIONAL CLASS									
Total USD Mutual funds					\$ 1 581 801 19	\$ 52 663 92		\$ 89 827 37	

Total Fixed Income					\$ 1 581 801 19	\$ 52 663 92		\$ 89 827 37	
Market alu (USD)					\$ 1 581 801 19				
Accrued int (USD)					\$ 0 00				

BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS



835-70761

CARYLON FOUNDATION
June 1 June 30 2013

HOLDINGS

In instances where prices of securities are not readily available securities have no values securities may not have been actively traded or where other factors prevent the pricing of securities appears in the market price column the market value for the security is not computed and the total equity in your account does not reflect the long or short market value (if any) of those securities Please also note that totals may differ from the sum on individual components due to rounding Unrealized gain/loss total reflects all positions for which a cost basis is available Please review the Tax Lot section for details regarding cost basis

Equities

Your statement contains research ratings for companies covered by Barclays Equity Research Clients may access Barclays research at www.barclays.com/wealth/americas/clientaccess/disclaimers or by calling 1 800-253-4626 A complete description of Barclays ratings may be found on Page 2 of your statement

Note Trade price may include any applicable local taxes and fees

Limited partnerships
BARCLAYS WEALTH ADVISOR
SERIES STRATEGIC COMMODITIES
FUND LTD ADV
Product Ref 91501710/USD

ACTIVITY	Effect	Date	Amount	Total Redemptions	Total Contributions	Estimated Value	Value in Excess of Net Contributions	Pending Cash	Commission	Initial Subscription Date
Capital Statement Value		31 May 2013				\$ 914 611.14	85 388.86			01 Feb 2013
Current Estimated Value		30 Jun 2013			1 000 000.00	\$ 914 611.14				Units 10.033 NAV 94

BARCLAYS WEALTH ADVISOR SERIES INTERNATIONAL VALUE EQUITY LTD ADV Product Ref 91501700/USD	Effect	Date	Amount	Total Redemptions	Total Contributions	Estimated Value	Value in Excess of Net Contributions	Pending Cash	Commission	Initial Subscription Date
Capital Statement Value		31 May 2013				683 064.11	33 064.11			01 Feb 2013
Current Estimated Value		30 Jun 2013			650 000.00	683 064.11				Units 5.032 NAV 136

ACTIVITY	Effect	Date	Amount	Total Redemptions	Total Contributions	Estimated Value	Value in Excess of Net Contributions	Pending Cash	Commission	Initial Subscription Date
Capital Statement Value		31 May 2013				683 064.11	33 064.11			01 Feb 2013
Current Estimated Value		30 Jun 2013			650 000.00	683 064.11				Units 5.032 NAV 136



835 70761

CARYLON FOUNDATION
June 1 June 30 2013

Equities		Total Subscriptions	Total L	Total M	Estimated Value	V alue	Excess of	Pend ng Cash	Comments
Limited partnerships			Redemptions	Contributions		Net Contr butions			
BARCLAYS WEALTH ADVISOR		1 680 276 50	830 276 50	-1 680 276 50	861 875 97	11 875 97			Initial Subscription Date
SERIES INTERNATIONAL GROWTH									01 Feb 2013
EQUITY LTD ADV									Units 7 383
Product Ref 91501730/USD									NAV 117
ACTIVITY		Effect ve Date	Amount	Val e	G	Notes			
Capital Statement Value		31 May 2013		861 876					
Current Estimated Value		30 Jun 2013		861 876					
Total USD Limited partnerships					\$ 2 459 551 22				
Total Equities					\$ 2 459 551 22				

D Total Subscriptions represent a cumulative amount invested into the fund since Initial Subscription Date less placement fee collected as a part of subscription

F Value amounts represent activity contribution in calculation of the Estimated Value

L Total Redemptions represent a cumulative amount redeemed since Initial Subscription Date

E Pending Cash balance represents net balance of payments not yet collected from and/or not yet distributed to the investor's funding account or payments collected from the investor's funding account and not yet invested

G Pending Cash amounts represent activity contribution in calculation of Pending Cash balance

M Total Contributions represent a cumulative amount contributed since Initial Subscription Date inclusive of placement fee collected as a part of subscription





835 70761

CARYLON FOUNDATION
June 1 June 30 2013

Alternative investments

The information reflected in this section is for informational purposes only and does not replace or supersede your Alternative Investment account statement. These positions may reflect the valuation as of a prior period and are derived from external sources. These positions are not held in custody by Barclays Capital Inc. and are not subject to SIPC. Please also note that the totals may differ from the sum on individual components due to rounding.

Limited partnerships		Total Options	Total Redemption	Total Cont b to	Estimat d Value	Value in Excess [#] of Net Cont but o	Pending Cash	Comments
FINISFERRE GLOBAL OPPORTUNITY CLASS BD OFFSHORE ADV Product Ref 81110850/USD		250 000 00		250 000 00	\$ 249 005 52	994 48		Initial Subscription Date 01 Feb 2013
ACTIVITY	Effective Date	Amount	Value ^F	Pending Cash	Notes			
Capital Statement Value	31 Mar 2013		249 006					
Current Estimated Value	30 Jun 2013		249,006					
OWL CREEK ASIA FUND LTD ADV DB2 RESTRICTED Product Ref 91508230/USD		250 000 00		250 000 00	277 505 78	27 505 78		Initial Subscription Date 01 Feb 2013 Units 250 NAV 1110
ACTIVITY	Effective Date	Amount	Value ^F	Pending Cash	Notes			
Capital Statement Value	30 Apr 2013		277 506					
Current Estimated Value	30 Jun 2013		277 506					
ALTERNATIVE FOCUS HALCYON PARTNERS OFFSHORE LTD ADV UNRESTRICTED Product Ref 91508210/USD		250 000 00		250 000 00	261 823 84	11 823 84		Initial Subscription Date 01 Feb 2013 Units 2 273 NAV 1105
ACTIVITY	Effective Date	Amount	Value ^F	Pending Cash	Notes			
Capital Statement Value	31 May 2013		261 824					
Current Estimated Value	30 Jun 2013		261,824					



835 70761

CARYLON FOUNDATION
June 1 June 30 2013

Alternative investments

Limited partnerships		Subscript	Total D	Redempt o s	Total L	Total M	Et m t d Val	V l e i Excess of Net Co t b t o n	P n d g C a h E	Comm t	Initial Subscription Date
ESG CROSS BORDER OFFSHORE FUND LTD ADV		250 000 00				250 000 00	262 714 43	12 714 43			01 Feb 2013
Product Ref 91502410/USD											Units 3 447
ACTIVITY											NAV 1
Capital Statement Value		Effect e Dat	Amount	Value	Pending Cash	Notes					
		31 May 2013		262 714							
Current Estimated Value		30 Jun 2013		262 714							

BWAS LOCAL CURRENCY EMERGING MARKET DEBT LTD ADV R UNRESTRICTED		752 789 67				752 789 67	722 242 48	30 547 19			01 Feb 2013
Product Ref 91504590/USD											
ACTIVITY											
Capital Statement Value		Effect ve Date	Amount	Value	Pending Cash	Notes					
		31 May 2013		719 453							
Subscription		01 Jun 2013	2 790	2 790							
Current Estimated Value		30 Jun 2013		722 242	2 790						

Total USD Other limited partnerships											
Total USD Other limited partnerships pending payable											

Estimate based on the latest Capital Account Statement adjusted by preliminary activity information since such statement and may be revised upon the issuance of the next Capital Account Statement

BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS





835-70761

CARYLON FOUNDATION
June 1 June 30 2013

page 10 of 12

Alternative investments

Hedge Fund Limited partnerships	Total Subscriptions	Total Redemptions	Total Contributions	Estimated Value	Value in Excess of Net Cost but for	Pending Cash	Comments
ONE WILLIAM STREET CAPITAL FUND LTD SERIES INITIAL SERIES (0408) CLASS AA	250 000 00		250 000 00	\$ 258 746 53	8 746 53		
Product Ref 9L412540/USD							Initial Subscription Date 01 Feb 2013
ACTIVITY	Eff ct	D te	Amo t	Val	F	Pe d g C sh	Not
Capital Statement Value	31 May 2013			258 747			
Current Estimated Value	30 Jun 2013			258 747			

Market value (USD)

\$ 2 032 438.58

D Total Subscriptions represent a cumulative amount invested into the fund since Initial Subscription Date less placement fee collected as a part of subscription

F Value amounts represent activity contribution in calculation of the Estimated Value

L Total Redemptions represent a cumulative amount redeemed since Initial Subscription Date

E Pending Cash balance represents net balance of payments not yet collected from and/or not yet distributed to the investor's funding account or payments collected from the investor's funding account and not yet invested

G Pending Cash amounts represents activity contribution in calculation of Pending Cash balance

M Total Contributions represent a cumulative amount contributed since Initial Subscription Date inclusive of placement fee collected as a part of subscription

Cash, cash equivalents & other

Money Market Preferred SAVRs and other Auction Rate Securities are included in the Cash, Cash Equivalents and Other category. The interest rate on these securities generally is reset on a periodic basis in an auction process. Investors should be aware that these securities may have a final legal maturity date that is of a long term nature and that under certain circumstances the rate paid or the mechanism for setting the rate paid on these securities could change. Please consult your investment representative with any questions.

Gain/Loss information also excludes cash, cash equivalents, and other

Cash investments

INSURED NETWORK DEPOSIT
FDIC INSURED UP TO APPLICABLE
LIMITS NOT COVERED BY SIPC

Accrued income

\$ 14 17

Comment



835 70762

CARYLON FOUNDATION

June 1 June 30 2013

page 9 of 24

Fixed income

Corporate bonds	Par	Adj	Unit cost	Adj	Unit cost	Total cost	Adj	Total cost	Market price	Market price	Yield	Comment
GENERAL ELECTRIC CAPITAL CORP	39 000		105 859		105 859	41 285 14		41 285 14	104 217	40 644 63	1.44	In cash account
DUE 09 MAY 2016 @ 2.950 /												Moody's A1
ISIN US36962G5C40			105 209		105 209	41 031 43		41 031 43		166 18		S&P AA+
DATED DATE 09 MAY 2011												
AMERICAN INTL GROUP INC	45 000		108 224		108 224	48 700 80		48 700 80	104 740	47 133 18	2.46	In cash account
DUE 22 MAR 2017 @ 3.800 /												Moody's Baa1
ISIN US026874C546			107 517		107 517	48 382 54		48 382 54		470 25		S&P A-
DATED DATE 22 MAR 2012												
AMERICAN EXPRESS CREDIT	40 000		104 091		104 091	41 636 40		41 636 40	102 088	40 835 20	1.79	In cash account
SR UNSECURED			103 729		103 729	41 491 53		41 491 53		255 97		Moody's A2
DUE 24 MAR 2017 @ 2.375 /												S&P A
ISIN US0258M0DD89												
DATED DATE 26 MAR 2012												
ANHEUSER BUSCH INBEV WORLDWIDE	56 000		100 807		100 807	56 451 94		56 451 94	98 420	55 115 20	1.78	In cash account
INC SR UNSECURED			100 745		100 745	56 417 25		56 417 25		355 06		Moody's A3
DUE 15 JUL 2017 @ 1.375 /												S&P A
ISIN US03523TBN72												
DATED DATE 16 JUL 2012												
JPMORGAN CHASE & CO	56 000		101 544		101 544	56 864 64		56 864 64	96 996	54 318 08	2.50	In cash account
DUE 25 JAN 2018 @ 1.800 /			101 491		101 491	56 835 16		56 835 16		436 80		Moody's A2
ISIN US46625HJG65												S&P A
DATED DATE 25 JAN 2013												
WAL MART STORES INC	50 000		100 301		100 301	50 150 50		50 150 50	97 048	48 524 00	1.77	In cash account
DUE 11 APR 2018 @ 1.125 /			100 287		100 287	50 143 53		50 143 53		125 00		Moody's Aa2
ISIN US931142DF70												S&P AA
DATED DATE 11 APR 2013												
CITIGROUP INC	50 000		100 238		100 238	50 119 00		50 119 00	95 816	47 908 17	2.68	In cash account
DUE 01 MAY 2018 @ 1.750 /			100 230		100 230	50 115 19		50 115 19		145 83		Moody's Aa2
ISIN US172967G542												S&P A
DATED DATE 01 MAY 2013												
APPLE INC	35 000		100 112		100 112	35 039 20		35 039 20	95 929	33 575 43	1.88	In cash account
DUE 03 MAY 2018 @ 1.000 /			100 108		100 108	35 037 92		35 037 92		56 39		Moody's Aa1
ISIN US037833AJ95												S&P AA+
DATED DATE 03 MAY 2013												
UNITEDHEALTH GROUP INC	42 000		100 355		100 355	42 149 10		42 149 10	96 659	40 596 78	2.25	In cash account
DUE 15 MAR 2019 @ 1.625 /			100 337		100 337	42 141 40		42 141 40		233 19		Moody's A3
ISIN US91324PCB67												S&P A
DATED DATE 28 FEB 2013												
HCP INC	56 000		100 592		100 592	56 331 38		56 331 38	93 680	52 460 80	3.72	In cash account
SR UNSECURED			100 563		100 563	56 315 47		56 315 47		612 50		Next call on 11/01/2019
DUE 01 FEB 2020 @ 2.625 /												Call price \$100.00
ISIN US40414LAH24												Moody's Baa1
DATED DATE 19 NOV 2012												S&P Baa1

BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS



835 70762

CARYLON FOUNDATION

June 1 June 30 2013

page 10 of 24

Fixed income

Corporate bonds

Corporate bonds	Par	Unit cost		Total cost		Market price	Market value	Unrealized gain/loss	Yield to maturity (%)	Comment
		Adj	Unit cost	Adj	total cost					
VERIZON COMMUNICATIONS INC	47 000	113 563		53 374 61		108 402	50 948 94	2 174 19	3 36	In cash account
NT		113 028		53 123 13			540 50			Moody's A3 S&P A
DUE 01 APR 2021 @ 4 600 /										
ISIN US92343VAX29										
DATED DATE 28 MAR 2011										
CAPITAL ONE FINL CORP	49 000	113 399		55 565 27		105 938	51 909 98	3 403 17	3 88	In cash account
SENIOR NOTES		112 884		55 313 15			1 073 24			Moody's Baa1 S&P BBB
DUE 15 JUL 2021 @ 4 750 /										
ISIN US14040HAY18										
DATED DATE 19 JUL 2011										
GOLDMAN SACHS GROUP INC	38 000	114 000		43 320 16		107 646	40 905 72	2 220 97	4 13	In cash account
DUE 27 JUL 2021 @ 5 250 /		113 491		43 126 69			853 42			Moody's A3 S&P A
ISIN US38141TGGQ10										
DATED DATE 27 JUL 2011										
INTERNATIONAL PAPER CO	44 000	112 169		49 354 16		105 440	46 393 70	2 781 64	4 00	In cash account
NT		111 762		49 175 33			789 56			Next call on 11/15/2021 Call price \$100 00
DUE 15 FEB 2022 @ 4 750 /										Moody's Baa3 S&P BBB
ISIN US460146CG68										
DATED DATE 16 NOV 2011										
VENTAS RLTY LTD PARTNERSHIP /	39 000	106 691		41 609 62		100 927	39 361 60	2 160 60	4 12	In cash account
VENTAS CAP CORP SR NOTES		106 467		41 522 21			552 50			Next call on 12/01/2021 Call price \$100 00
DUE 01 MAR 2022 @ 4 250 /										Moody's Baa2 S&P BBB
ISIN US92276MAX39										
DATED DATE 10 FEB 2012										
WELLS FARGO & COMPANY	41 000	104 410		42 808 10		101 275	41 522 94	1 221 71	3 33	In cash account
SENIOR NOTES		104 255		42 744 66			450 43			Moody's A2 S&P A+
DUE 08 MAR 2022 @ 3 500 /										
ISIN US949748FC90										
DATED DATE 08 MAR 2012										
WATSON PHARMACEUTICALS INC	43 000	99 800		42 914 15		93 663	40 275 21	2 642 02	4 08	In cash account
SR UNSECURED		99 808		42 917 23			349 38			Int rate eff 04/01/2013 Next call on 07/01/2022
DUE 01 OCT 2022 @ 3 250 /										Call price \$100 00
ISIN US942683AF00										Moody's Baa3 S&P BBB
DATED DATE 02 OCT 2012										

AETNA INC	57 000	97 772		55 730 00		92 099	52 496 43	3 274 24	3 76	In cash account
SR UNSECURED		97 843		55 770 67			200 29			Int rate eff 05/15/2013 Next call on 08/15/2022
DUE 15 NOV 2022 @ 2 750 /										Call price \$100 00
ISIN US008117AP87										Moody's Baa2 S&P A
DATED DATE 07 NOV 2012										

Fixed Income

Corporate bonds										Corporate bonds									
Par	Unit cost	Adj. unit cost	Total cost	Adj. total cost	Market price	Ac	Unrealized gain/loss	Yield to maturity	Comment	Par	Unit cost	Adj. unit cost	Total cost	Adj. total cost	Market price	Ac	Unrealized gain/loss	Yield to maturity	Comment
43 000	98 600	98 600	42 398 00	42 398 00	93 430	40 174 90	2 243 57	3 58	In cash account	43 000	98 600	98 600	42 398 00	42 398 00	93 430	40 174 90	2 243 57	3 58	In cash account
DUE 01 DEC 2022 @ 2 750 /						98 54			Int rate eff 06/01/2013	DUE 01 DEC 2022 @ 2 750 /						98 54			Int rate eff 06/01/2013
ISIN US126650BZ20									Next call on 09/01/2022	ISIN US126650BZ20									Next call on 09/01/2022
DATED DATE 29 NOV 2012									Call price \$100 00	DATED DATE 29 NOV 2012									Call price \$100 00
KINDER MORGAN ENERGY PARTNERS										KINDER MORGAN ENERGY PARTNERS									
DUE 01 SEP 2023 @ 3 500 /	28 000	100 888	28 248 64	28 248 64	93 715	26 240 20	2 001 45	4 27	In cash account	DUE 01 SEP 2023 @ 3 500 /	28 000	100 888	28 248 64	28 248 64	93 715	26 240 20	2 001 45	4 27	In cash account
ISIN US494550BQ81		100 863	28 241 65	28 241 65		334 83			Int rate eff 09/01/2013	ISIN US494550BQ81		100 863	28 241 65	28 241 65		334 83			Int rate eff 09/01/2013
DATED DATE 28 FEB 2013									Next call on 06/01/2023	DATED DATE 28 FEB 2013									Next call on 06/01/2023
GEORGIA POWER COMPANY										GEORGIA POWER COMPANY									
SENIOR NOTES	27 000	103 601	27 972 27	27 972 27	91 708	24 761 16	3 204 72	4 84	In cash account	SENIOR NOTES	27 000	103 601	27 972 27	27 972 27	91 708	24 761 16	3 204 72	4 84	In cash account
DUE 15 MAR 2042 @ 4 300 /		103 577	27 965 88	27 965 88		341 85			Moody's A3	DUE 15 MAR 2042 @ 4 300 /		103 577	27 965 88	27 965 88		341 85			Moody's A3
ISIN US373334JW27									S&P A	ISIN US373334JW27									S&P A
DATED DATE 06 MAR 2012										DATED DATE 06 MAR 2012									
ENTERPRISE PRODS OPER LLC										ENTERPRISE PRODS OPER LLC									
DUE 15 FEB 2043 @ 4 450 /	21 000	96 547	20 274 87	20 274 87	88 766	18 640 86	1 638 00	5 20	In cash account	DUE 15 FEB 2043 @ 4 450 /	21 000	96 547	20 274 87	20 274 87	88 766	18 640 86	1 638 00	5 20	In cash account
ISIN US29379VAY92		96 566	20 278 86	20 278 86		353 03			Int rate eff 02/15/2013	ISIN US29379VAY92		96 566	20 278 86	20 278 86		353 03			Int rate eff 02/15/2013
DATED DATE 13 AUG 2012									Next call on 08/15/2042	DATED DATE 13 AUG 2012									Next call on 08/15/2042
Total USD Corporate bonds										Total USD Corporate bonds									
						\$ 1345 696 23	\$ 47 795 61									\$ 1345 696 23	\$ 47 795 61		
Governments and agencies										Governments and agencies									
UNITED STATES TREASURY NOTE	155 000	101 069	156 657 28	156 657 28	100 843	156 308 12	\$ 311 28	0 18	In cash account	UNITED STATES TREASURY NOTE	155 000	101 069	156 657 28	156 657 28	100 843	156 308 12	\$ 311 28	0 18	In cash account
DUE 15 APR 2014 @ 1 250 /		100 837	156 296 85	156 296 85		407 62			Moody's Aaa	DUE 15 APR 2014 @ 1 250 /		100 837	156 296 85	156 296 85		407 62			Moody's Aaa
ISIN US912828QC79									S&P AAA	ISIN US912828QC79									S&P AAA
DATED DATE 15 APR 2011										DATED DATE 15 APR 2011									
UNITED STATES TREASURY NOTE										UNITED STATES TREASURY NOTE									
DUE 31 MAY 2014 @ 0 250 /	27 000	100 059	27 015 91	27 015 91	100 054	27 014 77	2 79	0 19	In cash account	DUE 31 MAY 2014 @ 0 250 /	27 000	100 059	27 015 91	27 015 91	100 054	27 014 77	2 79	0 19	In cash account
ISIN US912828SW16		100 044	27 011 97	27 011 97		5 72			Moody's Aaa	ISIN US912828SW16		100 044	27 011 97	27 011 97		5 72			Moody's Aaa
DATED DATE 31 MAR 2012									S&P AAA	DATED DATE 31 MAR 2012									S&P AAA
UNITED STATES TREASURY NOTE										UNITED STATES TREASURY NOTE									
DUE 31 AUG 2015 @ 1 250 /	75 000	102 340	76 755 13	76 755 13	101 781	76 336 02	245 71	0 42	In cash account	DUE 31 AUG 2015 @ 1 250 /	75 000	102 340	76 755 13	76 755 13	101 781	76 336 02	245 71	0 42	In cash account
ISIN US912828NV87		102 109	76 581 73	76 581 73		313 35			Moody's Aaa	ISIN US912828NV87		102 109	76 581 73	76 581 73		313 35			Moody's Aaa
DATED DATE 31 AUG 2010									S&P AAA	DATED DATE 31 AUG 2010									S&P AAA
FEDERAL NATIONAL MTG ASSN										FEDERAL NATIONAL MTG ASSN									
DUE 15 JUL 2016 @ 5 375 /	60 000	116 197	69 718 02	69 718 02	113 647	68 188 29	519 48	0 82	In cash account	DUE 15 JUL 2016 @ 5 375 /	60 000	116 197	69 718 02	69 718 02	113 647	68 188 29	519 48	0 82	In cash account
ISIN US31359MS612		114 513	68 707 77	68 707 77		487 08			Moody's Aaa	ISIN US31359MS612		114 513	68 707 77	68 707 77		487 08			Moody's Aaa
DATED DATE 15 JUN 2006									S&P AAA	DATED DATE 15 JUN 2006									S&P AAA



835 70762

CARYLTON FOUNDATION

June 1 June 30 2013

page 12 of 24

Fixed income		Par	Unit cost	Adj. unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Yield-to-maturity (%)	Comment
Governments and agencies										
UNITED STATES TREASURY NOTE		41 000	101 004	101 004	41 411 74	100 063	41 026 17	351 19	0 86	In cash account
DUE 30 NOV 2016 @ 0 875 /							30 39			Moody's Aaa
ISIN US912828RU68			100 920	100 920	41 377 36					
DATED DATE 30 NOV 2011										
FEDERAL NATIONAL MTG ASSN		93 000	102 132	102 132	94 982 76	100 601	93 559 02	1 235 79	1 08	In cash account
DUE 30 JAN 2017 @ 1 250 /							487 60			Moody's Aaa
ISIN US3135G0G31			101 930	101 930	94 794 82					S&P AA+
DATED DATE 09 JAN 2012										
UNITED STATES TREASURY NOTE		85 000	101 265	101 265	86 074 90	100 095	85 081 24	906 00	0 97	In cash account
DUE 31 MAR 2017 @ 1 000 /							213 66			Moody's Aaa
ISIN US912828SM34			101 161	101 161	85 987 24					
DATED DATE 31 MAR 2012										
FEDERAL NATIONAL MTG ASSN		75 000	101 366	101 366	76 024 20	99 852	74 889 21	1 047 85	1 16	In cash account
DUE 27 APR 2017 @ 1 125 /							150 00			Moody's Aaa
ISIN US3135G0JA28			101 249	101 249	75 937 05					S&P AA+
DATED DATE 01 MAR 2012										
UNITED STATES TREASURY NOTE		35 000	111 711	111 711	39 098 96	108 493	37 972 79	888 37	1 60	In cash account
DUE 15 MAY 2019 @ 3 125 /							139 69			Moody's Aaa
ISIN US912828KQ20			111 032	111 032	38 861 16					
DATED DATE 15 MAY 2009										
*UNITED STATES TREASURY NOTE		42 000	114 473	114 473	48 078 68	110 610	46 456 54	1 345 18	1 85	In cash account
DUE 15 MAY 2020 @ 3 500 /							187 74			Moody's Aaa
ISIN US912828ND89			113 814	113 814	47 801 72					
DATED DATE 15 MAY 2010										
UNITED STATES TREASURY NOTE		55 000	96 555	96 555	53 105 37	99 494	54 722 11	1 602 50	1 81	In cash account
DUE 15 MAY 2023 @ 1 750 /							122 93			Int rate eff 11/15/2013
ISIN US912828VB32			96 581	96 581	53 119 62					Moody's Aaa
DATED DATE 15 MAY 2013										
*UNITED STATES TREASURY BONDS		19 000	162 160	162 160	30 810 34	119 218	27 943 19	2 864 20		In cash account
20 1/2 YR INFLATION INDEX SEC										Factor 1 2336100
DUE 15 JAN 2025 @ 2 375 /										Moody's Aaa
ISIN US912810FR42										S&P AAA
DATED DATE 15 JUL 2004										
UNITED STATES TREASURY BONDS		29 000	122 129	122 129	35 417 50	117 214	33 992 25	1 411 96	3 39	In cash account
DUE 15 MAY 2040 @ 4 375 /							155 15			Moody's Aaa
ISIN US912810OH41			122 083	122 083	35 404 20					
DATED DATE 15 MAY 2010										
UNITED STATES TREASURY BOND		25 000	95 204	95 204	23 800 88	91 082	22 770 73	1 032 34	3 49	In cash account
DUE 15 MAY 2042 @ 3 000 /							50 95 79			Moody's Aaa
ISIN US912810QW18			95 212	95 212	23 803 07					
DATED DATE 15 MAY 2012										
Total USD Governments and agencies							\$ 846 260 45	\$ 10 231 50		
							\$ 3 796 72			



835 70762

CARYLON FOUNDATION
June 1 June 30 2013

Fixed income

International bonds	Par	Adj un t cost	Total cost	Market value	Unrealized gain/loss	Yield to maturity	Comment
SHELL INTL FIN B V	39 000	\$ 103 838	\$ 40 496 79	\$ 40 000 90	\$ 495 891	0.45	In cash account
SENIOR UNSECURED NOTES		103 838	40 496 79	433 33			Moody's Aa1
DUE 21 MAR 2014 @ 4 000 /							S&P AA
ISIN US822582AF97							
-DATED DATE 23 MAR 2009							
Mortgage and asset backed securities							
FEDL HOME LOAN MTG CORP#C09032		\$ 55 000 00	0 98340	\$ 54 846 62		01 Feb 2043	In cash account
DUE 01 FEB 2043 @ 3 500 /							Current face \$ 54 087 47
ISIN US312925A917							Int paid monthly
DATED DATE 01 FEB 2013							
FNMA GTD PASS THRU POOL#A11886		180 000 00	0 64579	123 880 97		01 May 2041	In cash account
DUE 01 MAY 2041 @ 4 500 /							Current face \$ 116 242 91
ISIN US3138AFY40							Int paid monthly
DATED DATE 01 MAY 2011							
FNMA GTD PASS THRU POOL#AH3431		50 000 00	0 51542	26 954 72		01 Jan 2026	In cash account
DUE 01 JAN 2026 @ 3 500 /							Current face \$ 25 771 45
ISIN US3138AEJ588							Int paid monthly
DATED DATE 01 JAN 2011							
FNMA GTD PASS THRU POOL#AL1953		25 000 00	0 61893	16 401 86		01 Jan 2027	In cash account
DUE 01 JAN 2027 @ 4 500 /							Current face \$ 15 473 46
ISIN US3138EJ385							Int paid monthly
DATED DATE 01 JUN 2012							
FNMA GTD PASS THRU POOL#AJ7689		100 000 00	0 60666	63 242 56		01 Dec 2041	In cash account
DUE 01 DEC 2041 @ 4 000 /							Current face \$ 60 666 66
ISIN US3138EOR74							Int paid monthly
DATED DATE 01 DEC 2011							
FNMA GTD PASS THRU POOL#743355		250 000 00	0 16706	145 194 70		01 Mar 2036	In cash account
DUE 01 MAR 2036 @ 5 000 /							Current face \$ 41 766 97
ISIN US31403DBY40							Int paid monthly
DATED DATE 01 FEB 2006							
FNMA GTD PASS THRU POOL#MA1459		60 000 00	0 99646	60 300 87		01 Jun 2033	In cash account
DUE 01 JUN 2033 @ 3 000 /							Current face \$ 59 787 81
ISIN US31418ATR94							Int paid monthly
DATED DATE 01 MAY 2013							

Total USD Mortgage and asset backed securities \$ 390 822 30

CMOS		100 000	100 000	\$ 60 875 43		10 Aug 2045	In cash account
GS MTG SECS TR		\$ 55 000 00					Int paid monthly
SERIES 2007, GG10 CLASS A4							Moody's A3
DUE 30 AUG 2045 @ 5 981 /							S&P 88B
ISIN US36246LAE110							
DATED DATE 01 JUL 2007							
VARIABLE RATE							

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HOLDINGS

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Unrealized gain/loss total reflects all positions for which a cost basis is available Please review the Tax Lot section for details regarding cost basis

Fixed income

Yield information is provided for informational purposes only Barclays makes reasonable efforts to ensure its accuracy but should not be held responsible for errors or omissions

Corporate bonds

Corporate bonds	Par	Unit cost	Adj. unit cost	Total cost	Market price	Acru d te st	U l ed	Yld to m tu bly(%)	Comment
R R DONNELLEY & SONS CO	30 000	\$ 111 188	\$ 110 100	\$ 33 356 25	114 000	\$ 34 200 00	\$ 1 170 05	3 80	In cash account
NT						974 67			Moody s Ba3
DUE 15 AUG 2016 @ 8 600									S&P BB
ISIN US257867AV35									
DATED DATE 26 AUG 2009									
JARDEN CORP	25 000	113 225	112 135	28 306 25	110 250	27 562 50	471 19	4 55	In cash account
SR SUB NTS						312 50			Moody s B1
DUE 01 MAY 2017 @ 7 500									S&P B
ISIN US471109AB42									
DATED DATE 13 FEB 2007									
CONSTELLATION BRANDS INC SR NT	30 000	114 813	113 529	34 443 75	113 750	34 125 00	66 44	3 43	In cash account
7 25 417						277 92			Moody s Ba1
DUE 15 MAY 2017 @ 7 250									S&P BB+
ISIN US21036PAF53									
DATED DATE 15 NOV 2007									
JANUS CAPITAL GROUP INC	25 000	114 075	112 819	28 518 75	111 658	27 914 50	290 15	3 52	In cash account
NT						74 44			Moody s Baa3
DUE 15 JUN 2017 @ 6 700									S&P BB8
ISIN US47102XAF24									
DATED DATE 14 JUN 2007									
INTERPUBLIC GROUP COS INC	30 000	108 608	107 961	32 582 50	105 270	31 581 00	807 39	8 43	In cash account
SR NT						1 383 33			Next call on 07/15/2013
DUE 15 JUL 2017 @ 10 000									Call price \$105 00
ISIN US460908F60									Moody s Baa3
DATED DATE 15 JUN 2009									S&P BB+
LIMITED BRANDS INC	25 000	115 025	113 750	28 756 25	111 250	27 812 50	625 01	3 87	In cash account
NOTES						795 42			Moody s Baa3
DUE 15 JUL 2017 @ 6 900									S&P BB
ISIN US532716AM92									
DATED DATE 17 JUL 2007									
FISERV INC SR NT 6 8 / 17	25 000	119 575	118 104	29 893 75	116 456	29 129 114 00	412 08	7 29	In cash account
DUE 20 NOV 2017 @ 6 800						193 61			Moody s Baa2
ISIN US33738AG31									S&P BB8
DATED DATE 20 NOV 2007									





CARYLON FOUNDATION

June 1 June 30 2013

835 70763

page 8 of 19

Fixed income		Par	Unit cost	Adj. unit cost	Total cost	Adj. total cost	Market price	Market value	Unalzd gain/loss	Yield to maturity (%)	Comment
Corporate bonds											
AMERICAN TOWER CORP		25 000	109 982	109 982	27 495 50	27 305 39	106 651	26 662 75	642 64	2 93	In cash account
SR NT								518 75			Moody's Baa3
DUE 15 JAN 2018 @ 4 500 /											S&P BB+
ISIN US029912BD34											
DATED DATE 07 DEC 2010											
ARROW ELECTRONICS INC		10 000	99 481	99 517	9 948 10	9 951 74	99 856	9 985 60	33 86	3 03	In cash account
SR UNSECURED								109 17			Int rate eff 09/01/2013
DUE 01 MAR 2018 @ 3 000 /											Moody's Baa3
ISIN US042735B859											S&P BBB
DATED DATE 20 FEB 2013											
BRINKER INTL INC		15 000	100 095	100 094	15 014 25	15 014 08	97 877	14 681 55	332 53	3 07	In cash account
SR UNSECURED								49 83			Int rate eff 11/15/2013
DUE 15 MAY 2018 @ 2 600 /											Moody's Baa2
ISIN US109641AF72											S&P BBB
DATED DATE 15 MAY 2013											
XEROX CORP		25 000	116 075	114 936	29 018 75	28 734 00	113 816	28 454 12	279 88	3 26	In cash account
DUE 15 MAY 2018 @ 6 350 /								202 85			Moody's Baa2
ISIN US984121BW26											S&P BBB
DATED DATE 28 APR 2008											
LEXMARK INTL INC		25 000	110 625	109 904	27 656 25	27 476 05	107 058	26 764 59	711 46	5 01	In cash account
SR SECNT								138 54			Moody's Baa3
DUE 01 JUN 2018 @ 6 650 /											S&P BBB
ISIN US529772AE57											
DATED DATE 22 MAY 2008											
HUMANA INC		25 000	118 225	116 978	29 556 25	29 244 40	114 962	28 740 50	503 90	3 10	In cash account
DUE 01 AUG 2018 @ 6 300 /								656 25			Moody's Baa3
ISIN US44859AU63											S&P BBB
DATED DATE 05 AUG 2003											
WEST CORP SR NT 8 625 / 18		5 000	107 225	106 875	5 361 25	5 343 76	107 125	5 356 25	12 49	6 98	In cash account
DUE 01 OCT 2018 @ 8 625 /								198 85			Next call on 10/01/2014
ISIN US952355AH87											Call price \$104 31
DATED DATE 15 JUL 2011											Moody's B3
DAVITA INC		30 000	107 125	106 735	32 137 50	32 020 50	104 375	31 312 50	708 00	15 42	In cash account
SR NT								318 75			Next call on 11/01/2013
DUE 01 NOV 2018 @ 6 375 /											Call price \$104 78
ISIN US23918KAL26											Moody's B2
DATED DATE 20 OCT 2010											S&P B
MICHAELS STORES INC SR NT		30 000	109 646	109 181	32 893 75	32 754 24	107 000	32 100 00	654 24	6 19	In cash account
7 75 / 18								387 50			Next call on 11/01/2014
DUE 01 NOV 2018 @ 7 750 /											Call price \$103 88
ISIN US594087AR98											Moody's B3
DATED DATE 01 MAY 2011											S&P B

Fixed Income									
Corporate bonds									
	Par	Unit cost	Adj. unit cost	Total cost	Market price	Accrued interest	Market value	Unrealized gain/loss	Comment
WEST CORP SR NT	25 000	110 375	110 375	27 593 75	104 000	26 000 00	251 56	1 543 61	In cash account Next call on 11/15/2014 Call price \$103 94 Moody's B3 S&P B+
DUE 15 JAN 2019 @ 7 875 / 6									
ISIN US952355AK17									
DATED DATE 15 MAY 2011									
DELUXE CORP SR NT 7 / 19	30 000	107 225	106 820	32 167 50	105 500	31 650 00	618 33	395 98	In cash account Next call on 03/15/2015 Call price \$103 50 Moody's Baa2 S&P BB
DUE 15 MAR 2019 @ 7 000 /									
ISIN US248019AP62									
DATED DATE 15 SEP 2011									
HERTZ CORP SR NT 6 75 / 19	30 000	108 646	108 158	32 593 75	105 750	31 725 00	427 50	722 30	In cash account Next call on 04/15/2015 Call price \$103 38 Moody's B2 S&P B
DUE 15 APR 2019 @ 6 750 /									
ISIN US428040CJ69									
DATED DATE 15 APR 2011									
INTERNATIONAL GAME TECHNOLOGY	25 000	118 517	117 457	29 629 25	115 772	28 943 00	83 33	421 20	In cash account Moody's Baa2 S&P BBB
SR UNSECURED NOTES									
DUE 15 JUN 2019 @ 7 500 /									
ISIN US459902AR30									
DATED DATE 15 JUN 2009									
WILLIS NORTH AMER INC	25 000	119 012	118 035	29 753 00	114 851	28 712 75	515 28	796 04	In cash account Moody's Baa3 S&P BBB
DUE 29 SEP 2019 @ 7 000 /									
ISIN US970648AE14									
DATED DATE 29 SEP 2009									
VALMONT INDS INC	25 000	117 580	116 892	29 394 88	113 601	28 400 44	326 65	822 45	In cash account Moody's Baa3 S&P BBB
SR NT									
DUE 20 APR 2020 @ 6 625 /									
ISIN US920253AD32									
DATED DATE 12 APR 2010									
AVNET INC	30 000	109 660	109 236	32 897 95	106 736	32 020 80	78 33	749 90	In cash account Moody's Baa3 S&P BBB
DUE 15 JUN 2020 @ 5 875 /									
ISIN US053807AO61									
DATED DATE 22 JUN 2010									
L3 COMMUNICATIONS CORP	30 000	109 831	109 363	32 949 20	105 118	31 535 62	657 08	1 273 40	In cash account Moody's Baa3 S&P BBB
DUE 15 JUL 2020 @ 4 750 /									
ISIN US0502413AZ05									
DATED DATE 21 MAY 2010									
ALCOA INC	30 000	109 851	109 454	32 955 25	102 479	30 743 77	697 00	2 092 42	In cash account Moody's Baa1 S&P BBB
DUE 15 AUG 2020 @ 6 150 /									
ISIN US013817AU59									
DATED DATE 03 AUG 2010									
EXPEDIA INC DEL SR NT 5 95 / 20	30 000	110 517	110 026	33 155 00	106 328	31 898 50	674 33	1 109 38	In cash account Moody's Baa1 S&P BBB
DUE 15 AUG 2020 @ 5 950 /									
ISIN US30212PAH82									
DATED DATE 05 AUG 2010									





CARYLON FOUNDATION
June 1 June 30 2013

835 70763

page 10 of 19

Fixed income									
Corporate bonds									
	Par	Un t cost	Adj un t cost	Total cost	Ma ket price	Acc ed t	M ket lu	U l d q /lo	Comme t
SCOTT'S MIRACLE GRO CO SR NT	30 000	110 073	109 677	33 021 88	106 000	31 800 00	88 33	1 102 99	In cash account
6 625 / 20									Next call on 12/15/2015
DUE 15 DEC 2020 @ 6 625 /									Call price \$103 31
ISIN US810186AK20									Moody's B1
DATED DATE 15 DEC 2011									S&P BB
ARROW ELECTRONICS INC	20 000	106 588	106 313	21 317 65	103 151	20 630 26	341 67	632 28	In cash account
NT									Moody's Baa3
DUE 01 MAR 2021 @ 5 125 /									S&P BBB
ISIN US04273WA872									
DATED DATE 03 NOV 2010									
BEST BUY INC	30 000	93 300	93 562	27 990 00	97 500	29 250 00	485 83	1 181 50	In cash account
SR UNSECURED									Next call on 12/15/2020
DUE 15 MAR 2021 @ 5 500 /									Call price \$100 00
ISIN US086516AL50									Moody's Baa2
DATED DATE 11 MAR 2011									S&P BB
GAP INC/THE	25 000	112 879	112 326	28 219 75	110 151	27 537 83	326 42	543 78	In cash account
SR UNSECURED									Next call on 01/12/2021
DUE 12 APR 2021 @ 5 950 /									Call price \$100 00
ISIN US364760AK48									Moody's Baa3
DATED DATE 12 APR 2011									S&P BBB
CENTURYLINK INC	30 000	109 351	108 987	32 805 30	104 250	31 275 00	86 00	1 421 12	In cash account
SR UNSECURED									Moody's Baa2
DUE 15 JUN 2021 @ 6 450 /									S&P BB
ISIN US156700AR77									
DATED DATE 16 JUN 2011									
BMC SOFTWARE INC	30 000	100 468	100 452	30 140 40	99 812	29 943 75	481 67	191 72	In cash account
SR UNSECURED									Moody's Baa2
DUE 15 FEB 2022 @ 4 250 /									S&P BBB+
ISIN US055921AB64									
DATED DATE 13 FEB 2012									
VERISK ANALYTICS INC	30 000	102 257	102 176	30 677 00	99 366	29 809 80	374 69	843 00	In cash account
SR UNSECURED									Int rate eff 03/12/2013
DUE 12 SEP 2022 @ 4 125 /									Moody's Baa1
ISIN US2345YAC03									S&P BBB
DATED DATE 12 SEP 2012									
BRINKER INTL INC	15 000	99 901	99 902	14 985 15	93 781	14 067 15	74 27	918 18	In cash account
SR UNSECURED									Int rate eff 11/15/2013
DUE 15 MAY 2023 @ 3 875 /									Moody's Baa2
ISIN US109641AG55									S&P BBB
DATED DATE 15 MAY 2013									
Total USD Corporate bonds						\$ 13 180 65		\$ 19 553 88	

HOLDINGS

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Equities

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Note: Trade price may include any applicable local taxes and fees.

Common stocks (Symbol)	Q	Ant	Unit	Tot	Ma	Net	Unrealized	Est	Est	Comment / Research
SHS CL A	1095	1095	\$ 72.38	\$ 79,255.91	\$ 71,960	\$ 78,796.20	\$ 459.71	2.251	1,773.90	In cash account
* COVIDIEN PLC (COV)	1115	62.37	69,539.53	62,840		70,066.60	527.07	1.655	1,159.60	In cash account
* WILLIS TOWERS WATSON (WTS)	1075	36.52	39,263.57	40,780		43,838.50	4,574.93	2.746	1,204.00	In cash account
* TE CONNECTIVITY LTD (TEL)	1790	39.92	71,452.32	45,540		81,516.60	10,064.27	2.196	1,790.00	In cash account
AMERICAN EXPRESS COMPANY (AXP)	875	60.69	53,104.57	74,760		65,415.00	12,310.43	1.231	805.00	In cash account
AMERISOURCEBERGEN CORP (ABC)	1105	46.42	51,291.69	55,830		61,692.15	10,400.46	1.505	928.20	In cash account
BANK NEW YORK MELLON CORP (BK)	3100	27.49	85,219.00	28,050		86,955.00	1,736.00	2.139	1,860.00	In cash account
BERKSHIRE HATHAWAY INC DEL (BRKB)	990	94.12	93,183.58	111,920		110,800.80	17,617.22			In cash account
CL B										
CINTAS CORP (CTAS)	1155	42.51	49,096.82	45,540		52,598.70	3,501.88	1.405	739.20	In cash account
COMERICA INC (CMA)	1780	35.14	62,543.18	39,830		70,897.40	8,354.22	1.707	1,210.40	In cash account
* DANONE (DANOY)	3855	13.67	52,703.98	15,000		57,825.00	5,121.02	1.640	948.33	In cash account
SPONSORED ADR										
DEVON ENERGY CORPORATION NEW (DEVN)	1545	57.03	88,116.76	51,880		80,154.60	7,962.16	1.696	1,359.60	In cash account
EXPEDITORS INTERNATIONAL OF (EXPD)	1590	42.19	67,077.63	38,010		60,435.90	6,641.73	1.579	954.00	In cash account
WASHINGTON INC										
* GLAXOSMITHKLINE PLC (GSK)	1215	45.45	55,221.75	49,970		60,713.55	5,491.80	4.697	2,851.61	In cash account
SPONSORED ADR (GLAXO WEL)										
ILLINOIS TOOL WORKS INC (ITW)	1350	62.77	84,739.99	69,170		93,379.50	8,639.51	2.197	2,052.00	In cash account
MICROSOFT CORP (MSFT)	1595	29.63	47,263.20	34,530		55,075.35	7,812.15	2.664	1,467.40	In cash account
* NESTLE SA SPONSORED ADR (NSRGY)	785	70.37	55,240.45	65,780		51,637.30	3,603.15	2.761	1,425.56	In cash account
REPSTG REGD ORD (SF 10 PAR)										
OMNICOM GROUP INC (OMC)	1290	54.74	70,616.08	62,870		81,102.30	10,486.22	2.545	2,064.00	In cash account
PACCAR INC (PCAR)	1055	48.23	50,879.27	53,660		56,611.30	5,732.03	1.491	844.00	In cash account
* POTASH CORP OF SASKATCHEWAN (POT)	1895	41.69	78,593.33	38,113		71,843.63	6,749.69	3.673	2,639.00	In cash account
INC CANADIAN LISTED										
* SCHLUMBERGER LTD (SLB)	1030	66.92	68,932.10	71,660		73,809.80	4,877.70	1.744	1,287.50	In cash account

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835 70764

CARYLON FOUNDATION
June 1 June 30 2013

page 8 of 17

Equities		Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yield (%)	Est annual income (\$)	Comment / Research rating
Common stocks (Symbol)										
SYSCO CORP (SYY)		1 610	31 36	50 489 02	34 160	54 997 60	4 508 58	3 279	1 803 20	In cash account
3M COMPANY (MMM)		1 200	103 29	123 944 60	109 350	131 220 00	7 275 40	2 323	3 048 00	In cash account
TIME WARNER INC (TWX)		1 130	42 87	48 441 49	57 820	65 336 60	16 895 11	1 989	1 299 50	In cash account
NEW										
WAL MART STORES INC (WMT)		1 015	68 93	69 963 95	74 490	75 607 35	5 643 40	2 524	1 908 20	In cash account
Total USD Common stocks						\$ 1,292,326.73	\$ 126,152.96		\$ 37,422.20	
Total Equities						\$ 1,792,326.73	\$ 126,152.96		\$ 37,422.20	

Cash cash equivalents & other

Money Market Preferred SAVRs and other Auction Rate Securities are included in the Cash Cash Equivalents and Other category. The interest rate on these securities generally is reset on a periodic basis in an auction process. Investors should be aware that these securities may have a final legal maturity date that is of a long term nature and that under certain circumstances the rate paid or the mechanism for setting the rate paid on these securities could change. Please consult your investment representative with any questions.

Gain/Loss information also excludes cash cash equivalents and other

Cash balance		Quantity	Market value	Accrued income	Comment
CASH ACCOUNT					
Cash investments					
INSURED NETWORK DEPOSIT		180 901 94	\$ 180 901 94		
FDIC INSURED UP TO APPLICABLE LIMITS/NOT COVERED BY SIPC					
Total Cash cash equivalents & other			\$ 181 241 84	\$ 0.00	



835 70765

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Note: Trade price may include any applicable local taxes and fees.

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. annual yield (%)	Est. annual income (\$)	Comment / Research rating
COVIDIEN PLC (COV)	525	\$ 62.32	\$ 32,718.00	\$ 62.840	\$ 32,991.00	\$ 273.00	1.655	\$ 456.00	In cash account
SEAGATE TECHNOLOGY PLC (STX)	1,925	33.70	64,872.50	44.830	86,297.75	21,425.25	3.391	\$ 2,926.00	In cash account
WEATHERFORD INTERNATIONAL (WFT)	6,950	13.02	90,467.94	13.700	95,215.00	4,747.06			In cash account
LTD SWITZERLAND									
*PENTAIR LTD (PNR)	500	50.19	25,095.00	57.690	28,845.00	3,750.00	1.595	\$ 460.00	In cash account
SHS									
TE CONNECTIVITY LTD (TEL)	1,675	39.62	66,355.66	45.540	76,279.50	9,923.84	2.196	\$ 1,675.00	In cash account
TYCO INTERNATIONAL LTD (TYC)	1,650	30.17	49,785.99	32.950	54,367.50	4,581.51	1.942	\$ 1,056.00	In cash account
ADT CORPORATION (ADT)	525	48.02	25,209.50	39.850	20,921.25	4,288.25	1.255	\$ 262.50	In cash account
COM									
AMC NETWORKS INC (AMCX)	300	57.12	17,136.00	65.410	19,623.00	2,487.00			In cash account
CL A									
ANADARKO PETROLEUM CORP (APC)	1,000	83.56	83,555.22	85.930	85,930.00		0.419	\$ 360.00	In cash account
AUTODESK INC (ADSK)	1,295	38.20	49,468.84	33.940	43,952.30	5,516.54			In cash account
BIODIOL INC (BIOL)	299	133.57	39,938.75	215.200	64,344.80	24,406.05			In cash account
BROADCOM CORP (BRCM)	1,550	32.31	50,082.25	33.760	52,328.00	2,245.75	1.303	\$ 682.00	In cash account
CL A									
CABLEVISION SYSTEMS CORP CL A (CVC)	3,475	14.44	50,177.47	16.820	58,449.50	8,272.03	3.567	\$ 2,085.00	In cash account
CABLEVISION NY GROUP COM									
CITRIX SYSTEMS INC (CTXS)	544	66.43	36,136.79	60.330	32,819.52	3,317.27			In cash account
COMCAST CORPORATION (CMCSK)	3,125	36.73	114,791.75	39.670	123,968.75	9,177.00	1.966	\$ 2,437.50	In cash account
NEW SPL CLASS A									
GREEN INC (GREE)	1,125	144.04	162,444.00	63.860	71,842.50	22,295.50			In cash account
DIRECTV (DTV)	6,249	50.54	315,395.56	61.620	384,500.88	69,105.32			In cash account
COM									
DOLBY LABORATORIES INC (DLB)	1,575	31.50	49,616.99	33.450	52,683.75	3,066.76			In cash account
CL A									
FLUOR CORP NEW (FLR)	775	64.27	49,809.16	59.310	45,945.96	3,863.20			In cash account
FOREST LABORATORIES INC (FRX)	2,375	135.34	321,483.93	41.000	97,375.00	13,435.93	1.079	\$ 496.00	In cash account
COM									





835 70765

CARYLON FOUNDATION

June 1 June 30 2013

page 8 of 15

Equities

Common stocks (Symb I)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est ann yi	Est annual income (\$)	Comm t/R s a h t ng
FREEMPORT MCMORAN COPPER & GOLD (FCX)	700	35.62	24,934.99	27.610	19,327.00	5,607.99	4.527	875.00	In cash account
IMMUNOGEN INC (IMGN)	1,125	14.46	16,272.50	16.590	18,663.75	2,391.25			In cash account
ISIS PHARMACEUTICALS, INC (ISIS)	1,125	14.39	16,191.00	26.870	30,228.75	14,037.75			In cash account
L3 COMMUNICATIONS HOLDINGS (LLL)	875	76.44	66,881.25	85.740	75,022.50	8,141.25	2.566	1,925.00	Barclays 1 O/POS In cash account
LIBERTY INTERACTIVE (LINTA)	1,575	20.87	32,870.91	23.010	36,240.75	3,369.84			In cash account
CORPORATION INTERACTIVE SER A									
LIBERTY MEDIA CORP DELAWARE (LMCA)	224	98.65	22,098.30	126.760	28,394.24	6,295.94			In cash account
CL A									
NATIONAL OILWELL VARCO INC (NOV)	499	78.79	39,318.37	68.900	34,381.10	4,937.27	1.509	518.96	In cash account
NUCOR CORP (NUE)	1,075	46.26	49,729.50	43.320	46,569.00	3,160.50	3.393	1,580.25	In cash account
PALL CORP (PLL)	725	67.48	48,919.64	66.430	48,161.75	757.89	1.505	725.00	In cash account
SANDISK CORP (SNDK)	1,000	49.58	49,580.00	61.100	61,100.00	11,520.00			In cash account
STARZ (STRZA)	524	14.37	7,528.94	22.100	11,580.40	4,051.46			In cash account
SERIES A COMMON STOCK									
UNITEDHEALTH GROUP INC (UNH)	749	49.97	37,389.32	65.480	11,524.52	27,135.20	1.710	1,958.88	In cash account
VERTEX PHARMACEUTICALS INC (VRTX)	724	44.97	32,556.63	79.870	57,825.88	25,269.25			In cash account
Total USD Common stocks					\$ 1,764,669.89	\$ 210,155.15		\$ 20,569.09	

Total Equities					\$ 1,764,669.89	\$ 210,155.15		\$ 20,569.09	
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CARYLON FOUNDATION
June 1 June 30 2013

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HOLDINGS

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Unrealized gain/loss total reflects all positions for which a cost basis is available Please review the Tax Lot section for details regarding cost basis

Equities

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Note Trade price may include any applicable local taxes and fees

Common stocks (symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income (\$)	Comment / Research rating
AT&T INC (T)	2 266	\$ 33 51	\$ 75 925 89	\$ 35 400	\$ 80 216 40	\$ 4 290 51	5 085	4 078 80	In cash account
ABBVIE INC (ABBV)	1 152	38 98*	44 904 78	41 340	47 623 68	2 718 90	3 870	1 843 20	In cash account
ALTRIA GROUP INC (MO)	2 102	32 37	68 044 48	34 990	73 548 98	5 504 50	5 030	3 699 52	In cash account
AMERICAN ELECTRIC POWER CO INC (AEP)	398	44 51	17 714 86	44 780	17 822 44	107 58	4 377	780 08	In cash account
* ASTRAZENECA PLC (AZN)	1 420	46 48	65 998 30	47 300	67 166 00	1 167 70	5 920	3 976 00	In cash account
SPONSORED ADR									
* BCE INC NEW (BCE)	676	44 57	30 129 32	40 963	27 691 18	2 438 14	5 671	1 570 35	In cash account
									Shares denominated in Canadian Dollar CAD
* BP PLC SPONSORED ADR (BP) (FRM BP AMOCO PLC)	1 442	41 15	59 336 83	41 740	60 189 08	852 25	5 175	3 114 72	In cash account
BRISTOL MYERS SQUIBB CO (BMY)	882	36 42	32 122 44	44 690	39 416 58	7 294 14	3 133	1 234 80	In cash account
CHEVRON CORPORATION (CVX)	140	112 91	15 807 66	118 340	16 567 60	759 94	3 380	560 00	In cash account
COCA COLA COMPANY (KO) (THE)	431	38 78	16 714 14	40 110	17 287 41	573 27	2 792	482 72	In cash account
CONOCOPHILLIPS (COP)	1 183	58 16	68 804 67	46 500	71 571 50	2 766 83	4 364	3 123 12	In cash account
DOMINION RESOURCES INC VA NEW (D)	615	55 12	33 896 61	56 820	34 944 30	1 047 69	3 960	1 383 75	In cash account
DUKE ENERGY CORPORATION (DUK) HOLDING COMPANY NEW	906	69 11	62 615 26	67 500	61 155 00	1 460 26	4 622	2 826 72	In cash account
* GLAXOSMITHKLINE PLC (GSK) SPONSORED ADR (FRM GLAXO WELLS HCP INC (HCP))	1 116	45 20	50 444 39	49 970	55 766 52	5 322 13	4 697	2 619 25	In cash account
HEALTH CARE REIT INC (HCN)	487	46 43	22 611 33	45 440	22 129 28	482 05	4 621	1 022 70	In cash account
JOHNSON & JOHNSON (JNJ)	575	62 36	35 859 57	67 030	38 542 25	2 682 68	4 565	1 759 50	In cash account
KIMBERLY CLARK CORP (KMB)	621	60 92	37 830 08	85 860	53 319 06	15 488 98	3 075	1 639 44	In cash account
* KRAFT FOODS GROUP INC (KRFT) COM	425	90 88	38 624 00	97 140	41 284 50	2 660 50	3 335	1 377 00	In cash account
ELI LILLY & CO (LLY)	1 377	48 08	66 209 29	55 870	76 932 99	10 723 70	3 580	2 754 00	In cash account
LORILLARD INC (LO)	324	53 60	17 366 40	49 120	15 914 88	1 451 52	3 990	635 04	In cash account
	883	40 78	36 007 92	43 680	38 569 44	2 561 52	5 037	1 942 60	In cash account

BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS





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CARYLON FOUNDATION
June 1 June 30 2013

page 8 of 19

Equities	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Estimated yield (%)	Estimated annual income (\$)	Comment / Revaluation
Common Stocks (Symbol)									
MCDONALDS CORP (MCD)	434	91.23	39,592.00	99.000	42,966.00	3,374.00	3.111	1,336.72	In cash account
MERCK & CO INC (MRK)	1,605	42.99	69,001.96	46.450	74,552.25	5,550.29	3.703	2,760.60	In cash account
*NATIONAL GRID PLC NEW (NGG)	1,231	54.34	66,891.35	56.670	69,760.77	2,869.42	5.537	3,862.88	In cash account
SPONSORED ADR									
PPL CORPORATION (PPL)	1,420	30.31	43,037.70	30.260	42,969.20	68.50	4.858	2,087.40	In cash account
PEPSICO INC (PEP)	231	72.75	16,805.25	81.790	18,893.49	2,088.24	2.775	524.37	In cash account
PHILIP MORRIS INTERNATIONAL (PMI)	390	90.01	35,103.50	86.620	33,781.80	1,321.70	3.925	1,326.00	In cash account
PROCTER & GAMBLE CO (PG)	261	66.25	17,291.32	76.990	20,094.39	2,803.07	3.125	627.97	In cash account
REYNOLDS AMERICAN INC (RAI)	1,345	43.06	57,917.39	48.370	65,057.65	7,140.26	5.210	3,389.40	In cash account
*ROYAL DUTCH SHELL PLC (RDSA)	966	69.44	67,080.69	66.270	64,016.82	3,063.87	5.432	3,477.60	In cash account
SPONSORED ADR REPSTG B SHS									
SENIOR HSG PPTYS TR (SNH)	1,089	25.31	27,564.88	25.930	28,237.77	672.89	6.016	1,698.84	In cash account
SOUTHERN CO (SO)	1,380	43.85	60,512.31	44.130	60,899.40	387.09	4.600	2,801.40	In cash account
*TOTAL S A (TOT)	1,312	51.82	67,983.84	48.700	63,894.40	4,089.44	5.281	3,374.46	In cash account
1 ADR REPRESENTING 1 ORD SHS	438	39.80	17,432.32	40.450	17,717.10	284.78	3.172	561.95	In cash account
*UNILEVER PLC (UL)	11,506	44.90	67,617.74	50.340	75,812.04	8,194.30	4.092	3,102.36	In cash account
SPONSORED ADR NEW	2,400	27.58	66,192.00	28.740	68,976.00	2,784.00	5.348	3,688.80	In cash account
*VODAFONE GROUP PLC (VOD)									
SPONSORED ADR NEW									
Total USD Common stocks					\$ 1,705,288.15	\$ 88,307.68		\$ 77,044.06	
Total Equities					\$ 1,705,288.15	\$ 88,307.68		\$ 77,044.06	



CARYLON FOUNDATION
June 1 June 30 2013

835 70767

page 7 of 17

HOLDINGS

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Note: Trade price may include any applicable local taxes and fees.

Common stocks (Symbol)	Q	ntity	Un t cost	Total cost	Mark t price	Ma ket v l	Unrealized g n/loss	Est ann yield (/)	Est annual ncom (\$)	Comment / Research rating
ASPEN INSURANCE HOLDINGS (AHL) LIMITED	960		\$ 34.31	\$ 32,942.00	\$ 37.090	\$ 35,606.40	\$ 2,664.40	1.941	691.20	In cash account
ASSURED GUARANTY LTD (AGO)	1,355		18.65	25,270.75	22.060	29,891.30	4,620.55	1.813	542.00	In cash account
ASHLAND INC (ASH)	570		79.40	45,257.30	83.500	47,595.00	2,337.70	1.629	775.20	In cash account
BROOKDALE SR LIVING INC (BKD)	1,880		27.54	51,775.31	26.440	49,707.20	2,068.11			In cash account
CNO FINANCIAL GROUP INC (CNO)	3,545		10.10	35,800.96	12.960	45,943.20	10,142.24	0.926	425.40	In cash account
CASEYS GENERAL STORES INC (CASY)	330		58.93	19,446.67	60.160	19,852.80	406.13	1.197	237.60	In cash account
CINTAS CORP (CTAS)	915		42.53	38,917.65	45.540	41,669.10	2,751.45	1.405	585.60	In cash account
CROWN HOLDINGS INC (CCK)	1,145		39.32	45,026.90	41.130	47,093.85	2,066.95			In cash account
DARLING INTERNATIONAL INC (DAR)	1,955		16.93	33,105.54	18.660	36,480.30	3,374.76			In cash account
FIRST AMERICAN FINANCIAL (FAF) CORPORATION	505		24.11	12,177.60	22.040	11,130.20	1,047.40	2.178	242.40	In cash account
FLUOR CORP NEW (FLR)	410		65.01	26,654.20	59.310	24,317.10	2,337.10	1.079	262.40	In cash account
FOREST OIL CORP (FST)	4380		6.92	30,294.40	4.090	17,914.20	12,380.20			In cash account
COM PAR \$0.01						60,073.65	13,215.15			In cash account
GENWORTH FINANCIAL INC (GNW) COM CL A	5,265		18.90	46,858.50	11.410	40,300.00	10,286.06			In cash account
HERTZ GLOBAL HLDGS INC (HTZ)	1,625		18.47	30,013.94	24.800	37,380.40	1,028.30	1.511	565.00	In cash account
HILLSHIRE BRANDS CO (HSH) COM	1,130		32.17	36,352.10	33.080	29,857.10	95.55	2.316	691.60	In cash account
INGREDION INC (INGR)	455		65.83	29,952.65	65.620	23,283.75	6,628.14	4.059	945.00	In cash account
IRON MOUNTAIN INC (IRM)	875		34.19	29,911.89	26.610	22,956.90	683.69	2.871	848.00	In cash account
KLA TENCOR CORP (KLAC)	530		57.02	30,220.59	55.730	40,461.60	4,559.50	1.993	806.30	In cash account
KEYCORP NEW (KEY)	3,665		9.80	35,902.10	11.040	46,965.00	11,755.63			In cash account
LIVE NATION ENTERTAINMENT INC (LYV)	3,030		11.62	35,209.37	15.500	18,906.00	734.85	1.679	317.40	In cash account
MANPOWERGROUP (MAN)	345		52.67	18,171.15	54.800	18,906.00	734.85	1.679	317.40	In cash account

BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS



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Equities	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Estimated annual yield (%)	Estimated annual income (\$)	Comment / Research rating
Common Stocks (Symbol)									
MEADWESTVACO CORP (MWV)	1 135	31 60	35 863 99	34 110	38 714 85	2 850 86	2 932	1 135 00	Barclays 2 E/POS In cash account
OIL STATES INTERNATIONAL INC (OIS)	265	76 74	20 336 10	92 640	24 549 60	4 213 50			In cash account
OMEGA HEALTHCARE INVESTORS INC (OHI)	940	25 58	24 045 20	31 020	29 158 80	5 113 60	5 932	1 729 60	In cash account
ONEOK INC (OKE)	1 080	47 08	50 844 15	41 310	44 614 80	6 229 35	3 486	1 555 20	In cash account
OWENS ILLINOIS INC NEW (OI)	1 840	24 38	44 865 29	27 790	51 133 60	6 268 31			In cash account
REDWOOD TRUST INC (RWT)	1 705	19 45	33 165 85	17 000	28 985 00	4 180 85	6 588	1 909 60	In cash account
SBA COMMUNICATIONS CORP (SBAC)	555	70 38	39 058 80	74 120	41 136 60	2 077 80			In cash account
SLM CORPORATION (SLM)	1 575	17 57	27 672 75	22 860	36 004 50	8 331 75	2 625	945 00	In cash account
TIDEWATER INC (TDW)	620	48 29	29 940 80	56 970	35 321 40	5 380 60	1 755	620 00	In cash account
VERISK ANALYTICS INC (VRSK)	870	54 69	47 581 49	59 700	51 939 00	4 357 51			In cash account
WILLIAMS COMPANIES INC (WMB)	1 175	35 55	41 771 25	32 470	38 152 25	3 619 00	4 342	1 656 75	In cash account
WPX ENERGY INC (WPX)	2 235	16 03	35 829 86	18 940	42 330 90	6 501 04			In cash account
XYLEM INC (XYL)	1 190	27 90	33 200 80	26 940	32 058 60	1 142 20	1 730	554 54	In cash account
COM									
Total USD Common stocks					\$ 1,228,064,955	\$ 74,627,05		\$ 18,040,79	

Total Equities					\$ 1,228,064,955	\$ 74,627,05		\$ 18,040,79	
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HOLDINGS

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Common stocks (Symbol)	Q ant ty	Unit co t	Total cost	M ket price	Ma ket alue	U ga nloss	Est. ann yld (%)	Est. a al come (\$)	Comm nt / Resea h t g
ACUTY BRANDS INC (AYI)	240	\$ 69 50	\$ 16 679 40	\$ 75 520	\$ 18 124 80	\$ 1 445 40	0 689	124 80	In cash account
ALLETE INC (ALE)	340	46 55	15 826 50	49 850	16 949 00	1 122 50	3 811	646 00	In cash account
BABCOCK & WILCOX CO (BWC)	520	26 67	13 870 40	30 030	15 615 60	1 745 20	1 066	166 40	In cash account
BANCORPSOUTH INC (BXS)	750	16 93	12 694 88	17 700	13 275 00	580 12	22 599	3 000 00	In cash account
BENEFICIAL MUTUAL BANCORP INC (BNCL)	950	9 33	8 863 00	8 400	7 980 00	883 00			In cash account
BROADRIDGE FINANCIAL SOLUTIONS (BR)	890	23 48	20 898 64	26 580	23 656 20	2 757 56	2 709	640 80	In cash account
CBOE HOLDINGS INC (CBOE)	580	34 23	19 851 87	46 640	27 051 20	7 199 33	1 286	348 00	In cash account
CST BRANDS INC (CST)	430	30 75	13 224 22	30 810	13 248 30	24 08			In cash account
CAPITOL FEDERAL FINANCIAL INC (CFFN)	1 710	11 70	20 007 00	12 140	20 759 40	752 40	2 471	513 00	In cash account
CHEMTURA CORP (CHMT)	1 160	23 50	27 254 59	20 300	23 548 00	3 706 59			In cash account
CHICAGO BRIDGE & IRON CO NV (CBI)	570	52 80	30 095 72	59 660	34 006 20	3 910 48	0 335	114 00	In cash account
CIRCOR INTL INC (CIR)	340	41 57	14 133 75	450 860	17 292 40	3 158 65	0 295	51 00	In cash account
COMPASS MINERALS INTL INC (CMP)	160	72 98	11 676 80	84 530	13 524 80	1 848 00	2 579	348 80	In cash account
COMVERSE INC (CNSI)	410	27 83	11 410 78	29 760	12 201 60	790 82			In cash account
DANA HOLDING CORP (DAN)	1 260	16 98	21 399 04	19 260	24 267 60	2 868 56	1 038	252 00	In cash account
DELTAIC TIMBER CORP (DEL)	1 270	71 16	19 212 40	57 820	15 611 40	3 601 00	0 692	108 00	In cash account
DENNIS CORPORATION (DENN)	1 250	5 29	13 589 29	5 620	14 443 40	854 11			In cash account
DINEEQUITY INC (DIN)	290	73 65	21 359 50	68 870	19 972 30	1 387 20	2 4356	870 00	In cash account
DRESSER RAND GROUP INC (DRC)	260	60 63	15 763 67	59 980	15 594 80	168 87			In cash account
ENPRO INDUSTRIES INC (NPO)	480	44 56	21 388 48	50 760	24 364 80	2 976 32			In cash account
FIRST AMERICAN FINANCIAL (FAF)	920	24 04	22 116 80	22 040	20 276 80	1 840 00	2 178	441 60	In cash account
FIRST MERIT CORP (FMR)	1 200	15 04	18 042 49	20 030	24 036 00	5 993 51	3 195	268 00	In cash account

BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS BARCLAYS



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CARYLON FOUNDATION

June 1 June 30 2013

page 8 of 19

Equities

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market value	Unrealized gain/loss	Estimated annual yield (%)	Estimated annual income (\$)	Comments
FLOWERS FOODS INC (FLO)	1 260	18 52	23 335 20	27 783 00	4 447 80	2 041	567 00	In cash account
FORESTAR GROUP INC (FOR)	610	18 56	11 320 35	12 236 60	916 25			In cash account
FORTUNE BRANDS HOME & SEC INC (FBHS)	290	32 68	9 478 10	11 234 60	1 756 50	1 033	116 00	In cash account
L B FOSTER CO CL A (FSTR)	260	43 38	11 279 40	11 224 20	55 20	0 278	31 20	In cash account
GENERAC HOLDINGS INC (GNRC)	560	34 99	19 596 84	20 725 60	1 128 76			In cash account
GENESSEE & WYOMING INC CL A (GWR)	190	83 93	15 946 70	16 119 60	172 90			In cash account
GULFPORT ENERGY CORP COM NEW (GPOR)	580	40 82	23 675 60	27 300 60	3 625 00			In cash account
HANES BRANDS INC (HBI)	600	39 02	23 412 00	30 852 00	7 440 00	1 556	480 00	In cash account
HANOVER INSURANCE GROUP INC (THG)	500	41 39	20 693 50	24 465 00	3 771 50	2 698	660 00	In cash account
HELIUM ENERGY SOLUTIONS GROUP (HLX)	850	23 38	19 870 38	19 584 00	286 38			In cash account
HILL ROM HOLDINGS INC (HRC)	640	33 96	21 734 30	21 555 20	179 10	1 633	352 00	In cash account
IBERIABANK CORP (IBKC)	340	51 52	17 517 20	18 227 40	710 20	2 537	7462 40	In cash account
ITT CORPORATION (ITT)	910	26 13	23 774 30	26 763 10	2 988 80	1 360	364 00	In cash account
JOHN BEAN TECHNOLOGIES CORP (JBT)	580	18 31	10 620 40	12 185 80	1 565 40	1 713	208 80	In cash account
KAISER ALUMINUM CORPORATION (KALU)	360	62 86	22 630 77	22 298 40	332 37	1 937	432 00	In cash account
KOPPERS HLDGS INC (KOP)	270	40 95	11 056 50	10 308 60	747 90	2 619	270 00	In cash account
NCR CORP NEW (NCR)	770	27 76	21 374 65	25 402 30	4 027 65			In cash account
NORTHWEST BANKSHARES INC MD (NWB)	1 560	12 30	19 194 60	21 075 60	1 881 00	3 553	748 80	In cash account
NORTHWESTERN CORPORATION (NWE)	440	37 14	16 340 70	17 556 00	1 215 30	3 810	668 80	In cash account
OASIS PETROLEUM INC (OAS)	490	38 60	18 914 00	19 046 30	132 30			In cash account
PNM RESOURCES INC (PNM)	540	21 40	11 555 00	11 982 60	427 60	2 974	356 40	In cash account
PATTERSON COMPANIES INC (PDCO)	460	36 92	16 983 20	17 296 00	312 80	1 702	294 40	In cash account
PENSCO AUTOMOTIVE GROUP INC (PAG)	740	32 43	23 996 19	22 599 60	1 396 59	1 965	444 00	In cash account
REGAL BELOIT CORP (RBC)	330	75 25	24 833 33	21 397 20	3 436 13	1 234	264 00	In cash account
REGIS CORPORATION (RGS)	810	18 03	14 606 79	13 300 20	1 306 59	1 462	194 40	In cash account
RYLAND GROUP INC (RYL)	330	37 69	12 438 00	13 233 00	795 00	0 299	139 60	In cash account
RYMAN HOSPITALITY PPTYS INC (RHP)	410	44 38	18 194 57	15 994 10	2 200 47	5 127	820 00	In cash account
SABRA HEALTH CARE REIT INC (SBRA)	770	24 97	19 224 20	20 104 70	880 50	5 209	1 047 20	In cash account
SALLY BEAUTY HOLDINGS INC (SBH)	710	26 78	19 012 80	22 081 00	3 068 20			In cash account
SANCHEZ ENERGY CORPORATION (SN)	660	20 48	13 514 75	15 153 60	1 638 85			In cash account
A O SMITH CORPORATION (AOS)	720	34 88	25 113 42	26 121 60	1 008 18	3 233	3345 60	In cash account
SPIRIT REALTY CAPITAL INC (SRC)	990	19 42	19 226 88	17 542 80	1 684 08	7 054	237 50	In cash account
COM								



CARYLON FOUNDATION
June 1 June 30 2013

Equities

Cash cash equivalents & other

Money Market Preferred SAVRs and other Auction Rate Securities are included in the Cash, Cash Equivalents and Other category. The interest rate on these securities generally is reset on a periodic basis in an auction process. Investors should be aware that these securities may have a final legal maturity date that is of a long term nature and that under certain circumstances the rate paid or the mechanism for setting the rate paid on these securities could change. Please consult your investment representative with any questions.

Gain/Loss information also excludes cash equivalents and other

Cash balance	Quantity	Market value	Comment
CASH ACCOUNT		\$ 494 73	
Cash investments	36 839 30	\$ 36 839 30	
INSURED NETWORK DEPOSIT FDIC INSURED UP TO APPLICABLE LIMITS/NOT COVERED BY SIPC			
Total Cash cash equivalents & other		\$ 37 334 03	

#Total Cash cash equivalents & other

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HOLDINGS

In instances where prices of securities are not readily available securities have no values securities may not have been actively traded or where other factors prevent the pricing of securities appears in the market price column the market value for the security is not computed and the total equity in your account does not reflect the long or short market value (if any) of those securities Please also note that totals may differ from the sum on individual components due to rounding Unrealized gain/loss total reflects all positions for which a cost basis is available Please review the Tax Lot section for details regarding cost basis

Equities

Your statement contains research ratings for companies covered by Barclays Equity Research Clients may access Barclays research at www.barclays.com/wealthamericas/clientaccessdisclaimers or by calling 1 800 253-4626 A complete description of Barclays ratings may be found on Page 2 of your statement

Note Trade price may include any applicable local taxes and fees

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Estimated annual yield (%)	Estimated annual income (\$)	Comment / Research at ng
*DEUTSCHE BANK AG (DB)	287	\$ 50.33	\$ 14,444.71	\$ 41.950	\$ 12,039.65	\$ 2,405.06	2.317	278.96	In cash account
*MARVELL TECHNOLOGY GROUP (MRVL) LTD	957	9.46	9,052.96	11.710	11,206.47	2,153.51	2.050	229.68	In cash account
FOSTER WHEELER AG (FWLT)	589	26.64	15,693.85	21.710	12,787.19	2,906.66			In cash account
UBS AG (UBS)	884	17.24	15,240.16	16.950	14,983.80	256.36	0.944	141.44	In cash account
ABB LTD (ABB)	609	21.18	12,898.62	21.660	13,190.94	292.32	3.250	428.74	In cash account
*AGRIUM INC (AGU)	156	109.67	17,108.71	86.619	13,512.64	3,596.08	2.309	312.00	In cash account
*ALLIANZ SE (AZSEV)	1,000	13.89	13,890.00	14.610	14,610.00	720.00	2.977	435.00	Shares denominated in Canadian Dollar CAD
SPONSORED ADR REPSTG 1/10 SH									In cash account
*ASTRAZENCA PLC (AZN)	286	44.90	12,841.42	47.300	13,527.80	686.38	5.920	800.80	In cash account
SPONSORED ADR									In cash account
BAE SYSTEMS PLC (BAESV)	594	21.18	12,580.92	23.580	14,006.52	1,425.60	4.970	696.17	In cash account
SPONSORED ADR									In cash account
*BASF SE (BASFY)	158	97.61	15,421.90	89.490	14,139.42	1,326.88	2.756	389.63	In cash account
ADR									In cash account
*BP PLC SPONSORED ADR (BP)	338	43.12	14,574.05	41.740	14,108.12	465.93	5.175	730.08	In cash account
(FRM BP/AMOCO PLC)									In cash account
BANCO BILBAO VIZCAYA SP ADR (BBVA)	1,533	9.67	14,823.59	8.410	12,892.53	1,931.06	5.149	663.79	In cash account
ADR									In cash account
BANCO SANTANDER S.A. (SAN)	1,734	7.70	13,359.86	6.470	11,218.98	2,134.41	9.382	1,052.54	In cash account
ADR									In cash account
*BHP BILLITON LTD.(BHP)	208	76.75	15,963.42	57.660	11,993.28	3,970.14	13.954	474.24	In cash account
SPONSORED ADR									In cash account
*CNOOC LTD (CEO)	76	188.02	14,289.52	167.480	12,728.48	1,561.04	3.255	414.28	In cash account
SPONSORED ADR REP 100 SHS CL H									In cash account
CTC MEDIA INC (CTCM)	1,182	10.23	12,087.52	11.120	13,143.84	1,056.32	5.755	256.48	In cash account
CANON INC (CAN)	398	35.88	14,281.30	32.870	13,082.26	1,199.04	4.192	588.44	In cash account
ADR NEW REPSTG 5 SHS									In cash account

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CARYLON FOUNDATION

June 1 June 30 2013

page 9 of 21

Equities

Common stocks (Symbol)	Q anty	Un t cost	Tot l cost	Ma k t p	Ma ket val	U ga /los	Est ann yld (/)	Est annual income (\$)	Comment /Res arch rati g
SMITH & NEPHEW P L C (SNN) SPONSORED ADR*	238	55 38	13 179 70	56 090	13 349 42	169 72	2 273	303 45	In cash account
SOCIETE GENERALE (SCGLY) SPONSORED ADR	1 890	8 53	16 116 07	6 900	13 041 00	3 075 07	122 101	15 923 25	In cash account
STATOIL ASA (STO) SPONSORED ADR	534	26 38	14 086 92	20 690	11 048 46	3 038 46	4 152	458 71	In cash account
SUMITOMO MITSUI FINL GROUP (SMFG) INC SPONSORED ADR	1 659	8 19	13 581 69	9 220	15 295 98	1 714 29	2 625	401 48	In cash account
SUNCOR ENERGY INC (SU) NEW	460	32 70	15 042 26	29 449	13 546 76	1 495 50	2 587	350 52	In cash account
TATA MOTORS LTD (TTM) SPONSORED ADR	525	27 06	14 205 26	23 440	12 306 00	1 899 26	0 666	81 90	Shares denominated in Canadian Dollar CAD In cash account
*TELEFONICA SA (TEF) SPONSORED ADR	965	13 63	13 152 95	12 810	12 361 65	791 30	"	"	In cash account
*TESCO PLC SPONSORED ADR (TSCDY) SPONSORED ADR	836	17 01	14 220 36	15 250	12 749 00	1 471 36	4 275	545 07	In cash account
*TEVA PHARMACEUTICAL (TEVA) INDUSTRIES LIMITED ADR	363	37 86	13 743 18	39 200	14 229 60	486 42	2 413	343 40	In cash account
*TOTAL SA (TOT) 1 ADR REPRESENTING 1 ORD SHS	270	52 59	14 200 00	48 700	13 149 00	1 051 00	5 281	694 44	In cash account
VALE SA (VALE) SPONSORED ADR	813	19 58	15 921 43	13 150	10 690 95	5 230 48	3 422	365 85	In cash account
VODAFONE GROUP PLC (VOD) SPONSORED ADR NEW	494	26 73	13 204 62	28 740	14 197 56	995 41	5 348	759 28	In cash account
YAMANA GOLD INC (AUY)	928	16 32	15 142 80	9 528	8 842 29	6 300 51	2 729	241 28	Shares denominated in Canadian Dollar CAD
Total USD Common stocks					\$ 649 942 33	\$ 48 261 20		\$ 54 352 50	

Total Equities

\$ 649 942 33

\$ 48 261 20

\$ 54 352 50

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Equities

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Note: Trade price may include any applicable local taxes and fees.

Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. annual yield (%)	Est. annual dividend (\$)	Comment/R search rating
ALEXANDRIA REAL ESTATE (ARE)	460	\$172.28	\$33,246.60	\$65.720	\$30,231.20	\$3,015.40	3.956	1.196	In cash account
EQUITIES INC	770	46.58	35,865.26	40.660	31,308.20	4,557.06	3.542	1.108	In cash account
AMERICAN CAMPUS COMMUNITIES (ACC)	450	76.26	34,317.00	73.170	32,926.50	1,390.50	1.476	486.00	In cash account
AMERICAN TOWER CORPORATION (AMT)	600	17.74	10,633.00	19.340	11,604.00	971.00	4.13	480.00	In cash account
AMREIT INC (AMRE)	750	27.59	20,692.50	30.040	22,530.00	1,837.50	3.196	720.00	In cash account
COMMON STOCK	1,160	16.23	18,829.60	16.080	18,652.80	176.80	4.726	881.60	In cash account
ASSOCIATED ESTATES, REALTY CORP (AEC)	230	128.45	29,543.50	134.910	31,029.30	1,485.80	3.172	984.40	In cash account
AVALONBAY COMMUNITIES INC (AVB)	270	103.91	28,055.70	105.470	28,476.90	421.20	2.465	702.00	In cash account
BOSTON PROPERTIES INC (BXP)	1,550	12.99	20,130.49	13.520	20,956.00	825.51	4.438	930.00	In cash account
BRANDYWINE REALTY TRUST SBI (BDN)	920	22.31	20,525.20	21.420	19,706.40	818.80	4.295	846.40	In cash account
CBL & ASSOCIATES PROPERTIES (CBL)	370	68.46	25,330.20	69.140	25,581.80	251.60	3.645	932.40	In cash account
CAMDEN PROPERTY TRUST SBI (CPT)	1,400	65.92	26,369.00	61.000	24,400.00	1,969.00	5.115	1,248.00	In cash account
DIGITAL REALTY TRUST INC (DLR)	960	23.28	22,488.48	24.950	23,952.00	1,463.52	2.886	691.20	In cash account
DOUGLAS EMMETT INC (DEI)	590	47.13	27,804.89	50.270	29,659.30	1,854.41	6.286	1,864.40	In cash account
EPRI PROPERTIES (EPR)	410	156.71	24,435.60	158.920	25,427.20	991.60	3.046	774.40	In cash account
COMMON SHARES OF BENEFICIAL INTEREST	160	152.72	24,435.60	158.920	25,427.20	991.60	3.046	774.40	In cash account
EAST GROUP PROPERTIES INC (EGP)	410	156.71	24,435.60	158.920	25,427.20	991.60	3.046	774.40	In cash account
ESSEX PROPERTY TRUST INC (ESS)	160	152.72	24,435.60	158.920	25,427.20	991.60	3.046	774.40	In cash account
FEDERAL REALTY INVESTMENT TRUST (FRT)	410	156.71	24,435.60	158.920	25,427.20	991.60	3.046	774.40	In cash account
SHS BEN INTEREST	160	152.72	24,435.60	158.920	25,427.20	991.60	3.046	774.40	In cash account
HCP INC (HCP)	450	46.17	20,776.50	45.440	20,448.00	328.50	4.621	1,945.00	In cash account
HEALTH CARE REIT INC (HCN)	500	61.54	30,770.00	67.030	33,515.00	2,745.00	4.565	1,530.00	In cash account





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CARYLON FOUNDATION
June 1 June 30 2013

page 8 of 15

Equities									
Common stocks (Symbol)	Quantity	Unit cost	Total cost	Market price	Market value	Unrealized gain/loss	Est. ann. yield (%)	Est. annual income (\$)	Comment / Research rating
HOSPITALITY PROPERTIES TRUST (HPT)	1 100	25.83	28 412.99	26.280	28 908.00	495.01	7.154	2 068.00	In cash account
HOST HOTELS & RESORTS INC (HST)	1 640	16.51	27 076.40	16.870	27 666.80	590.40	2.608	721.60	In cash account
LTC PROPERTIES INC (LTC)	450	36.91	16 610.23	39.050	17 572.50	962.27	4.763	837.00	In cash account
LEXINGTON REALTY TRUST (LXP)	2 030	10.82	21 961.74	11.680	23 710.40	1 748.66	5.137	1 218.00	In cash account
MONMOUTH REAL ESTATE INVT CORP (MNR)	860	10.71	9 214.00	9.870	8 488.20	725.80	6.079	516.00	In cash account
NATIONAL RETAIL PROPERTIES INC (NNN)	640	32.34	20 697.60	34.400	22 016.00	1 318.40	4.593	1 011.20	In cash account
PUBLIC STORAGE (PSA)	360	156.80	56 449.00	153.330	55 198.80	1 250.20	3.261	1 800.00	In cash account
RAYONIER INC (RYN)	590	54.08	31 905.51	55.390	32 680.10	774.59	3.177	1 038.40	In cash account
REIT									Barclays 1 O/POS
REALTY INCOME CORP (O)	590	43.50	25 662.10	41.920	24 732.80	929.30	5.196	1 285.02	In cash account
SENIOR HSG PPTYS TR (SNH)	780	24.39	19 024.20	25.930	20 225.40	1 201.20	6.016	1 216.80	In cash account
SH BEN INT									
SIMON PROPERTY GROUP INC (SPG)	590	161.64	95 370.25	157.920	93 172.80	2 197.45	2.913	2 714.00	In cash account
TANGER FACTORY OUTLET CENTERS (SKT)	770	35.68	27 473.40	33.460	25 764.20	1 709.20	2.690	693.00	In cash account
VENTAS INC (VTR)	360	66.31	23 872.13	69.460	25 005.60	1 133.47	3.858	964.80	In cash account
WEINGARTEN REALTY INVESTORS (WRI)	680	29.38	19 981.40	30.770	20 923.60	942.20	3.965	829.60	In cash account
SBI									
Total USD Common stocks					\$ 907,534.10	\$ 2 176.55		\$ 34 891.62	
Preferred stock (Symbol)									
CBL & ASSOCIATES PPTYS INC (CBLPRD)	360	\$ 25.50	\$ 9 180.00	\$ 25.300	\$ 9 108.00	\$ 72.00	7.289	663.84	In cash account
DEP SHS REP 1/10TH OF 7 375 /									
SER D CUM REDEEMABLE PFD STK									
Total Equities					\$ 936,642.10	\$ 2 104.55		\$ 35 555.46	

Charity**7/1/2012 through 6/30/2013**

Date	Description	Amount
11/1/2012	Am Comm For Weizmann Ins.	1,000.00
6/26/2013	American Friends Of Israel War Disabled	5,000.00
6/26/2013	American Jewish World Service	500.00
6/26/2013	American Jewish World Service	1,000.00
5/16/2013	Anchor Cross Society	4,000.00
6/26/2013	Chai Lifeline	5,000.00
12/10/2012	Chicago Youth Centers	1,500.00
6/11/2013	Chicago Youth Centers	750.00
6/26/2013	Fortune Society	250.00
2/13/2013	Friends Of Israel Defense Forces	15,000.00
6/18/2013	Heartland Alliance	10,000.00
1/24/2013	Holocaust Community Services	5,000.00
5/16/2013	Jewish National Fund	25,000.00
9/3/2012	Jewish Prisoner Services	250.00
6/26/2013	Jewish Prisoner Services	250.00
1/3/2013	Jewish Women's Foundation	25,000.00
7/14/2012	JUF	5,000.00
10/9/2012	JUF	5,000.00
12/10/2012	JUF	500.00
1/28/2013	JUF	175,000.00
2/13/2013	JUF	50,000.00
6/26/2013	Komen For The Cure	1,500.00
2/13/2013	Lyric Opera	5,000.00
6/26/2013	Magen David Adom	15,000.00
9/3/2012	March of Dimes	250.00
9/3/2012	Mercy Home For Boys & Girls	100.00
8/6/2012	Misericordia	1,500.00
4/23/2013	Misericordia	20,000.00
5/16/2013	Misericordia	1,500.00
9/13/2012	National WWII Museum	500.00
4/4/2013	One Fund Boston	2,500.00
6/26/2013	Paralyzed Veterans of America	250.00
6/26/2013	Partners In Health	2,500.00
6/18/2013	PKD Foundation	15,000.00
8/6/2012	Prevent Child Abuse	1,000.00
11/5/2012	Road to Righteous	250.00
7/4/2012	Rush University Medical Center	2,000.00
11/1/2012	Rush University Medical Center	200,000.00
1/7/2013	Rush University Medical Center	25,000.00
6/26/2013	Rush University Medical Center	100,000.00
6/26/2013	Smile Train	10,000.00
12/10/2012	Spertus Society	250.00
1/3/2013	St. Judes Childrens Hospital	500.00
6/26/2013	The ARK	5,000.00
6/26/2013	Water for People	1,000.00
6/26/2013	WBEZ	1,500.00
6/26/2013	World Jewish Relief	250.00
6/26/2013	100 Club of Chicago	200.00
Total		<u>747,550.00</u>

Education**7/1/2012 through 6/30/2013**

Date	Description	Amount
6/26/2013	Am Comm For Weizmann Ins.	20,000.00
12/10/2012	Blitstein Institute Of HTC7500	7,500.00
3/4/2013	Blitstein Institute Of HTC7500	2,500.00
6/11/2013	Blitstein Institute Of HTC7500	10,000.00
11/5/2012	Chicago Public Library Foundation	2,500.00
8/20/2012	Goodman Theatre	1,000.00
5/16/2013	Hadassah Hospital	15,000.00
1/24/2013	Hillel Torah North Suburban Day School	500.00
7/4/2012	Israel Center For Ex Edu	100,000.00
2/18/2013	Israel Center For Ex Edu	50,000.00
8/20/2012	Jewish Learning Institute JLI	10,000.00
6/18/2013	Jewish Learning Institute JLI	25,000.00
6/26/2013	National Yiddish Book Center	1,000.00
1/3/2013	Silent Stars	1,800.00
12/10/2012	Working In The Schools	1,000.00
9/3/2012	WTTW	500.00
Total		<u><u>248,300.00</u></u>

Religious**7/1/2012 through 6/30/2013**

Date	Description	Amount
8/6/2012	Anshe Sholom B'nai Israel	10,000.00
10/2/2012	Anshe Sholom B'nai Israel	750.00
5/7/2013	Anshe Sholom B'nai Israel	3,600.00
5/16/2013	Anshe Sholom B'nai Israel	10,000.00
8/20/2012	Antioch Baptist Church	250.00
10/9/2012	Birthright Israel	1,000.00
6/26/2013	Chevra Kadisha	5,000.00
7/4/2012	Chicago Loop Synagogue	250.00
12/10/2012	Church Farm School	250.00
6/18/2013	The Kitchen	1,000.00
2/18/2013	Temple Beth El	1,140.00
10/2/2012	UIC Chabad	2,500.00
1/28/2013	UIC Chabad	1,500.00
6/26/2013	UIC Chabad	2,500.00
5/16/2013	YCT	10,000.00
Total		49,740.00