Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

**2012**

Open to public inspection

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

Name of foundation: CHILDREN'S CARE FOUNDATION

A Employer identification number: 36-6088708

Number and street (or P O box number if mail is not delivered to street address): 333 N. MICHIGAN AVENUE — Room/suite: 2131

B Telephone number: (312)201-0540

City or town, state, and ZIP code: CHICAGO, IL 60601

C If exemption application is pending, check here ▶ ☐

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

D 1. Foreign organizations, check here ▶ ☐

2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

E If private foundation status was terminated under section 507(b)(1)(A), check here ▶ ☐

I Fair market value of all assets at end of year (from Part II, col. (c), line 16) ▶$ 48,356,310.

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

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

**Part I** Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

| | Line | (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 | 363,427. | | 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 | 1,285,421. | 1,285,421. | | STATEMENT 1 |
| | 5a Gross rents | | | | |
| | b Net rental income or (loss) | | | | |
| | 6a Net gain or (loss) from sale of assets not on line 10 | 3,111,852. | | | |
| | b Gross sales price for all assets on line 6a 31,826,552. | | | | |
| | 7 Capital gain net income (from Part IV, line 2) | | 3,111,852. | | |
| | 8 Net short-term capital gain | | | | |
| | 9 Income modifications | | | | |
| | 10a Gross sales less returns and allowances | | | | |
| | b Less Cost of goods sold | | | | |
| | c Gross profit or (loss) | | | | |
| | 11 Other income | 6,657. | 0. | | STATEMENT 2 |
| | 12 Total. Add lines 1 through 11 | 4,767,357. | 4,397,273. | | |
| Operating and Administrative Expenses | 13 Compensation of officers, directors, trustees, etc | 240,110. | 0. | | 240,110. |
| | 14 Other employee salaries and wages | | | | |
| | 15 Pension plans, employee benefits | 24,986. | 0. | | 24,986. |
| | 16a Legal fees | | | | |
| | b Accounting fees STMT 3 | 23,250. | 0. | | 23,250. |
| | c Other professional fees STMT 4 | 133,868. | 133,868. | | 0. |
| | 17 Interest | | | | |
| | 18 Taxes STMT 5 | 118,102. | 0. | | 17,463. |
| | 19 Depreciation and depletion | 944. | 0. | | |
| | 20 Occupancy | 15,295. | 0. | | 15,295. |
| | 21 Travel, conferences, and meetings | 3,406. | 0. | | 3,406. |
| | 22 Printing and publications | | | | |
| | 23 Other expenses STMT 6 | 6,949. | 0. | | 6,949. |
| | 24 Total operating and administrative expenses. Add lines 13 through 23 | 566,910. | 133,868. | | 331,459. |
| | 25 Contributions, gifts, grants paid | 740,000. | | | 1,977,000. |
| | 26 Total expenses and disbursements. Add lines 24 and 25 | 1,306,910. | 133,868. | | 2,308,459. |
| | 27 Subtract line 26 from line 12: | | | | |
| | a Excess of revenue over expenses and disbursements | 3,460,447. | | | |
| | b Net investment income (if negative, enter -0-) | | 4,263,405. | | |
| | c Adjusted net income (if negative, enter -0-) | | | N/A | |

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223501 12-05-12 LHA For Paperwork Reduction Act Notice, see instructions.



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12150205 311101 00335.000 2012.05030 CHILDREN'S CARE FOUNDATION 00335.01

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**Part II Balance Sheets** Attached schedules and amounts in the description column should be for end-of-year amounts only

| | | Beginning of year | End of year | |
|---|---|---|---|---|
| | | (a) Book Value | (b) Book Value | (c) Fair Market Value |
| **Assets** | 1 Cash - non-interest-bearing | 10,855. | 1,030. | 1,030. |
| | 2 Savings and temporary cash investments | 355,275. | 428,106. | 428,106. |
| | 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 8 | 14,451,674. | 15,233,202. | 15,233,202. |
| | b Investments - corporate stock STMT 9 | 23,335,803. | 26,479,636. | 26,479,636. |
| | c Investments - corporate bonds STMT 10 | 3,148,961. | 1,988,354. | 1,988,354. |
| | 11 Investments - land, buildings, and equipment: basis ▶ | | | |
| | Less accumulated depreciation ▶ | | | |
| | 12 Investments - mortgage loans | | | |
| | 13 Investments - other STMT 11 | 3,854,598. | 4,068,884. | 4,068,884. |
| | 14 Land, buildings, and equipment: basis ▶ 5,003. | | | |
| | Less accumulated depreciation ▶ 2,894. | 3,052. | 2,109. | 2,109. |
| | 15 Other assets (describe ▶ STATEMENT 12) | 162,728. | 154,989. | 154,989. |
| | 16 Total assets (to be completed by all filers) | 45,322,946. | 48,356,310. | 48,356,310. |
| **Liabilities** | 17 Accounts payable and accrued expenses | 25,725. | 38,898. | |
| | 18 Grants payable | 2,067,000. | 830,000. | |
| | 19 Deferred revenue | | | |
| | 20 Loans from officers, directors, trustees, and other disqualified persons | | | |
| | 21 Mortgages and other notes payable | | | |
| | 22 Other liabilities (describe ▶ STATEMENT 13) | 126,600. | 147,000. | |
| | 23 Total liabilities (add lines 17 through 22) | 2,219,325. | 1,015,898. | |
| **Net Assets or Fund Balances** | Foundations that follow SFAS 117, check here ▶ [X] and complete lines 24 through 26 and lines 30 and 31. | | | |
| | 24 Unrestricted | 35,755,375. | 40,208,421. | |
| | 25 Temporarily restricted | | | |
| | 26 Permanently restricted | 7,348,246. | 7,131,991. | |
| | Foundations that do not follow SFAS 117, check here ▶ [ ] and complete lines 27 through 31. | | | |
| | 27 Capital stock, trust principal, or current funds | | | |
| | 28 Paid-in or capital surplus, or land, bldg., and equipment fund | | | |
| | 29 Retained earnings, accumulated income, endowment, or other funds | | | |
| | 30 Total net assets or fund balances | 43,103,621. | 47,340,412. | |
| | 31 Total liabilities and net assets/fund balances | 45,322,946. | 48,356,310. | |

**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 | 43,103,621. |
| 2 | Enter amount from Part I, line 27a | 2 | 3,460,447. |
| 3 | Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 7 | 3 | 776,344. |
| 4 | Add lines 1, 2, and 3 | 4 | 47,340,412. |
| 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 | 47,340,412. |

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

| | (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.) | (b) How acquired P - Purchase D - Donation | (c) Date acquired (mo., day, yr.) | (d) Date sold (mo., day, yr.) |
|---|---|---|---|---|
| 1a | PUBLICLY TRADED SECURITIES | | | |
| b | PUBLICLY TRADED SECURITIES | | | |
| 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 | 15,006,251. | | 12,429,615. | 2,576,636. |
| b | 16,820,301. | | 16,285,085. | 535,216. |
| c | | | | |
| d | | | | |
| e | | | | |

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

| | (i) F.M.V. as of 12/31/69 | (j) Adjusted basis as of 12/31/69 | (k) Excess of col. (i) over col. (j), if any | (l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h)) |
|---|---|---|---|---|
| a | | | | 2,576,636. |
| b | | | | 535,216. |
| c | | | | |
| d | | | | |
| e | | | | |

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7; If (loss), enter -0- in Part I, line 7 } . . 2 3,111,852.

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 | 2,072,942. | 44,160,595. | .046941 |
| 2010 | 2,021,409. | 43,029,096. | .046978 |
| 2009 | 1,822,955. | 39,586,107. | .046050 |
| 2008 | 2,338,748. | 37,379,138. | .062568 |
| 2007 | 1,644,616. | 45,655,361. | .036022 |

| | | | |
|---|---|---|---|
| 2 | Total of line 1, column (d) | 2 | .238559 |
| 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 | .047712 |
| 4 | Enter the net value of noncharitable-use assets for 2012 from Part X, line 5 | 4 | 49,822,817. |
| 5 | Multiply line 4 by line 3 | 5 | 2,377,146. |
| 6 | Enter 1% of net investment income (1% of Part I, line 27b) | 6 | 42,634. |
| 7 | Add lines 5 and 6 | 7 | 2,419,780. |
| 8 | Enter qualifying distributions from Part XII, line 4 | 8 | 2,308,459. |

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

## Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

| | | | | |
|---|---|---|---|---|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions) | | | |
| b | Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b | | 1 | 85,268. |
| c | All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b). | | | |
| 2 | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 2 | 0. |
| 3 | Add lines 1 and 2 | | 3 | 85,268. |
| 4 | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-) | | 4 | 0. |
| 5 | **Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0- | | 5 | 85,268. |
| 6 | Credits/Payments: | | | |
| a | 2012 estimated tax payments and 2011 overpayment credited to 2012 | 6a 86,161. | | |
| b | Exempt foreign organizations - tax withheld at source | 6b | | |
| c | Tax paid with application for extension of time to file (Form 8868) | 6c | | |
| d | Backup withholding erroneously withheld | 6d | | |
| 7 | Total credits and payments. Add lines 6a through 6d | | 7 | 86,161. |
| 8 | Enter any **penalty** for underpayment of estimated tax. Check here [X] if Form 2220 is attached | | 8 | 330. |
| 9 | **Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶ | | 9 | |
| 10 | **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶ | | 10 | 563. |
| 11 | Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 563. **Refunded** ▶ | | 11 | 0. |

## Part VII-A Statements Regarding Activities

| | | | Yes | No |
|---|---|---|---|---|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? | 1a | | X |
| b | Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? *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.* | 1b | | X |
| c | Did the foundation file **Form 1120-POL** for this year? | 1c | | X |
| d | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0. | | | |
| e | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0. | | | |
| 2 | Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities.* | 2 | | X |
| 3 | Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes* | 3 | | X |
| 4a | Did the foundation have unrelated business gross income of $1,000 or more during the year? | 4a | | X |
| b | If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A | 4b | | |
| 5 | Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T.* | 5 | | X |
| 6 | Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? | 6 | X | |
| 7 | Did the foundation have at least $5,000 in assets at any time during the year? *If "Yes," complete Part II, col. (c), and Part XV.* | 7 | X | |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ IL | | | |
| b | If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation* | 8b | X | |
| 9 | Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? *If "Yes," complete Part XIV* | 9 | | X |
| 10 | Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses | 10 | | X |

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

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

Website address ▶ WWW.CHILDRENSCAREFOUNDATION.ORG

14 The books are in care of ▶ ROXANNE WARBLE Telephone no. ▶ (312)201-0540

Located at ▶ 333 N. MICHIGAN AVENUE, CHICAGO, IL ZIP+4 ▶ 60601

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

and enter the amount of tax-exempt interest received or accrued during the year ▶ | 15 | N/A

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

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

| | | Line | Yes | No |
|---|---|---|---|---|
| | **File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.** | | | |
| 1a | During the year did the foundation (either directly or indirectly): | | | |
| | (1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ 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)? | 1b | | X |
| | Organizations relying on a current notice regarding disaster assistance check here ▶ ☐ | | | |
| c | Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012? | 1c | | X |
| 2 | Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)): | | | |
| a | At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☒ No | | | |
| | If "Yes," list the years ▶ ____, ____, ____, ____ | | | |
| b | Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A | 2b | | |
| c | If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ____, ____, ____, ____ | | | |
| 3a | Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No | | | |
| b | If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969; (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)* N/A | 3b | | |
| 4a | Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? | 4a | | X |
| b | Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? | 4b | | X |

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

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

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

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

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

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

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

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | No: X

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

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

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

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

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

| (a) Name and address | (b) Title, and average hours per week devoted to position | (c) Compensation (If not paid, enter -0-) | (d) Contributions to employee benefit plans and deferred compensation | (e) Expense account, other allowances |
|---|---|---|---|---|
| SEE STATEMENT 14 | | 235,110. | 5,000. | 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

**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 |
|---|---|---|
| CHICAGO EQUITY PARTNERS<br>180 N. LASALLE ST, CHICAGO, IL 60601 | PROFESSIONAL FEES | 115,263. |
| | | |
| | | |
| | | |
| | | |
| **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 N/A | |
| 2 | |
| All other program-related investments. See instructions.<br>3 | |
| **Total.** Add lines 1 through 3 ▶ | 0. |

**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 | 50,016,471. |
| b | Average of monthly cash balances | 1b | 562,961. |
| c | Fair market value of all other assets | 1c | 2,108. |
| d | **Total** (add lines 1a, b, and c) | 1d | 50,581,540. |
| 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 | 50,581,540. |
| 4 | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions) | 4 | 758,723. |
| 5 | **Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4 | 5 | 49,822,817. |
| 6 | **Minimum investment return.** Enter 5% of line 5 | 6 | 2,491,141. |

**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 | 2,491,141. |
| 2a | Tax on investment income for 2012 from Part VI, line 5 — 2a: 85,268. | | |
| b | Income tax for 2012. (This does not include the tax from Part VI.) — 2b: | | |
| c | Add lines 2a and 2b | 2c | 85,268. |
| 3 | Distributable amount before adjustments. Subtract line 2c from line 1 | 3 | 2,405,873. |
| 4 | Recoveries of amounts treated as qualifying distributions | 4 | 0. |
| 5 | Add lines 3 and 4 | 5 | 2,405,873. |
| 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 | 2,405,873. |

**Part XII Qualifying Distributions** (see instructions)

| | | | |
|---|---|---|---|
| 1 | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes: | | |
| a | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26 | 1a | 2,308,459. |
| 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 | 2,308,459. |
| 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 | 2,308,459. |

**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 | | | | 2,405,873. |
| 2 Undistributed income, if any, as of the end of 2012: | | | | |
| a Enter amount for 2011 only | | | 1,974,420. | |
| 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: ▶ $ 2,308,459. | | | | |
| a Applied to 2011, but not more than line 2a | | | 1,974,420. | |
| b Applied to undistributed income of prior years (Election required - see instructions) | | 0. | | |
| c Treated as distributions out of corpus (Election required - see instructions) | 312,714. | | | |
| d Applied to 2012 distributable amount | | | | 21,325. |
| 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 | 312,714. | | | |
| 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 | | | | 2,384,548. |
| 7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) | 312,714. | | | |
| 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 | | | | |

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

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

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

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

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

1 **Information Regarding Foundation Managers:**

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

NONE

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

NONE

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

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

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

ROBERT CAMPBELL, (312)201-0540
333 N. MICHIGAN AVENUE STE 2131, CHICAGO, IL 60601

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

SEE STATEMENT ATTACHED

c Any submission deadlines:

NOT APPLICABLE

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

CHARITABLE GRANTS ARE LIMITED FOR THE BENEFIT OF POOR AND NEEDY CHILDREN IN METROPOLITAN CHICAGO.

**Part XV Supplementary Information** (continued)

**3 Grants and Contributions Paid During the Year or Approved for Future Payment**

| Recipient<br>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 STATEMENT ATTACHED | | | | 1,977,000. |
| Total | | | ▶ 3a | 1,977,000. |
| b *Approved for future payment* | | | | |
| SEE STATEMENT ATTACHED | | | | 830,000. |
| Total | | | ▶ 3b | 830,000. |

## Part XVI-A Analysis of Income-Producing Activities

| Enter gross amounts unless otherwise indicated. | Unrelated business income (a) Business code | (b) Amount | Excluded by section 512, 513, or 514 (c) Exclusion code | (d) Amount | (e) Related or exempt function income |
|---|---|---|---|---|---|
| 1 Program service revenue: | | | | | |
| a | | | | | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| f | | | | | |
| g Fees and contracts from government agencies | | | | | |
| 2 Membership dues and assessments | | | | | |
| 3 Interest on savings and temporary cash investments | | | | | |
| 4 Dividends and interest from securities | | | 14 | 1,285,421. | |
| 5 Net rental income or (loss) from real estate: | | | | | |
| a Debt-financed property | | | | | |
| b Not debt-financed property | | | | | |
| 6 Net rental income or (loss) from personal property | | | | | |
| 7 Other investment income | | | | | |
| 8 Gain or (loss) from sales of assets other than inventory | | | 18 | 3,111,852. | |
| 9 Net income or (loss) from special events | | | | | |
| 10 Gross profit or (loss) from sales of inventory | | | | | |
| 11 Other revenue: | | | | | |
| a MISCELLANEOUS INCOME | | | 01 | 6,657. | |
| b | | | | | |
| c | | | | | |
| d | | | | | |
| e | | | | | |
| 12 Subtotal. Add columns (b), (d), and (e) | | 0. | | 4,403,930. | 0. |

13 Total. Add line 12, columns (b), (d), and (e) 13 4,403,930.

(See worksheet in line 13 instructions to verify calculations.)

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

| Line No. ▼ | Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes). |
|---|---|
| | NOT APPLICABLE |

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

| | | Yes | No |
|---|---|---|---|
| 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | | |
| a Transfers from the reporting foundation to a noncharitable exempt organization of: | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions: | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |

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

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

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule.

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

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

[signature] 2/11/14 PRESIDENT

Signature of officer or trustee — Date — Title

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

**Paid Preparer Use Only**

| Print/Type preparer's name | Preparer's signature | Date | Check ☐ if self-employed | PTIN |
|---|---|---|---|---|
| LARRY SOPHIAN | [signature] | 2/6/14 | | P00079652 |

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

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

**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** | **Employer identification number** |
|---|---|
| CHILDREN'S CARE FOUNDATION | 36-6088708 |

**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 foundation |

Check 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).

| Name of organization | Employer identification number |
|---|---|
| CHILDREN'S CARE FOUNDATION | 36-6088708 |

**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 | AVA W. FARWELL TRUST<br>BANK OF AMERICA, 231 S. LASALLE ST.<br>CHICAGO, IL 60697 | $ 38,155. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| 2 | CAROLINE WILLIAMS CHARITABLE TRUST<br>BANK OF AMERICA, 231 S. LASALLE ST.<br>CHICAGO, IL 60697 | $ 7,206. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| 3 | GEORGE J WILLIAMS CHARITABLE TRUST<br>BANK OF AMERICA, 231 S. LASALLE ST.<br>CHICAGO, IL 60697 | $ 8,944. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| 4 | HOBART W. WILLIAMS CHARITABLE TRUST<br>BANK OF AMERICA, 231 S. LASALLE ST.<br>CHICAGO, IL 60697 | $ 156,366. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| 5 | LOUISE MAY WHITEHOUSE TRUST<br>NORTHERN TRUST CO., 50 S. LASALLE ST.<br>CHICAGO, IL 60675 | $ 7,676. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| 6 | LYDIA C. FREDERICK TRUST<br>NORTHERN TRUST COMPANY, 50 S. LASALLE ST<br>CHICAGO, IL 60675 | $ 7,798. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |

| Name of organization | Employer identification number |
|---|---|
| CHILDREN'S CARE FOUNDATION | 36-6088708 |

**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 | MARY L. MEDLOCK TRUST<br>CHASE, ONE FIRST NATIONAL PLAZA<br>CHICAGO, IL 60670 | $ 82,648. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| 8 | THE CHICAGO COMMUNITY TRUST<br>111 EAST WACKER DR #1400<br>CHICAGO, IL 60601 | $ 13,335. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| 9 | WILLIAM J. WATSON TRUST<br>CHASE, ONE FIRST NATIONAL PLAZA<br>CHICAGO, IL 60670 | $ 39,987. | Person [X]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |
| | | $ | Person [ ]<br>Payroll [ ]<br>Noncash [ ]<br>(Complete Part II if there is a noncash contribution.) |

| Name of organization | Employer identification number |
|---|---|
| CHILDREN'S CARE FOUNDATION | 36-6088708 |

**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 |
|---|---|---|---|
| | | $ | |

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

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

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

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

| (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 |
|---|---|
| CHILDREN'S CARE FOUNDATION | 36-6088708 |

**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 |
|---|---|
| | |

| (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 |
|---|---|
| | |

| (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 |
|---|---|
| | |

| (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 |
|---|---|
| | |

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 1

| SOURCE | GROSS AMOUNT | CAPITAL GAINS DIVIDENDS | COLUMN (A) AMOUNT |
|---|---|---|---|
| BANK OF AMERICA | 1,285,421. | 0. | 1,285,421. |
| TOTAL TO FM 990-PF, PART I, LN 4 | 1,285,421. | 0. | 1,285,421. |

FORM 990-PF OTHER INCOME STATEMENT 2

| DESCRIPTION | (A) REVENUE PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME |
|---|---|---|---|
| MISCELLANEOUS INCOME | 6,657. | 0. | |
| TOTAL TO FORM 990-PF, PART I, LINE 11 | 6,657. | 0. | |

FORM 990-PF ACCOUNTING FEES STATEMENT 3

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| OSTROW, REISIN, BERK & ABRAMS | 23,250. | 0. | | 23,250. |
| TO FORM 990-PF, PG 1, LN 16B | 23,250. | 0. | | 23,250. |

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 4

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| CHICAGO EQUITY PARTNERS | 115,263. | 115,263. | | 0. |
| BANK OF AMERICA N.A. | 18,605. | 18,605. | | 0. |
| TO FORM 990-PF, PG 1, LN 16C | 133,868. | 133,868. | | 0. |

FORM 990-PF TAXES STATEMENT 5

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| DEFERRED FEDERAL EXCISE TAX | 15,400. | 0. | | 0. |
| PAYROLL TAXES | 17,463. | 0. | | 17,463. |
| FEDERAL EXCISE TAX | 85,239. | 0. | | 0. |
| TO FORM 990-PF, PG 1, LN 18 | 118,102. | 0. | | 17,463. |

FORM 990-PF OTHER EXPENSES STATEMENT 6

| DESCRIPTION | (A) EXPENSES PER BOOKS | (B) NET INVEST-MENT INCOME | (C) ADJUSTED NET INCOME | (D) CHARITABLE PURPOSES |
|---|---|---|---|---|
| OFFICE EXPENSES | 5,877. | 0. | | 5,877. |
| ASSOCIATION MEMBERSHIPS | 725. | 0. | | 725. |
| COMPUTER EXPENSE | 274. | 0. | | 274. |
| BANK FEES | 73. | 0. | | 73. |
| TO FORM 990-PF, PG 1, LN 23 | 6,949. | 0. | | 6,949. |

FORM 990-PF OTHER INCREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

| DESCRIPTION | AMOUNT |
|---|---|
| FASB ADJUSTMENT FOR UNREALIZED GAIN | 776,344. |
| TOTAL TO FORM 990-PF, PART III, LINE 3 | 776,344. |

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

| DESCRIPTION | U.S. GOV'T | OTHER GOV'T | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|---|
| INV @ BANK OF AMERICA N.A. | X | | 15,233,202. | 15,233,202. |
| TOTAL U.S. GOVERNMENT OBLIGATIONS | | | 15,233,202. | 15,233,202. |
| TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS | | | | |
| TOTAL TO FORM 990-PF, PART II, LINE 10A | | | 15,233,202. | 15,233,202. |

FORM 990-PF CORPORATE STOCK STATEMENT 9

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| INV @ BANK OF AMERICA N.A. | 26,479,636. | 26,479,636. |
| TOTAL TO FORM 990-PF, PART II, LINE 10B | 26,479,636. | 26,479,636. |

FORM 990-PF CORPORATE BONDS STATEMENT 10

| DESCRIPTION | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|
| INV @ BANK OF AMERICA N.A. | 1,988,354. | 1,988,354. |
| TOTAL TO FORM 990-PF, PART II, LINE 10C | 1,988,354. | 1,988,354. |

FORM 990-PF OTHER INVESTMENTS STATEMENT 11

| DESCRIPTION | VALUATION METHOD | BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| EQUITY MUTUAL FUNDS | FMV | 2,731,245. | 2,731,245. |
| REITS | FMV | 228,984. | 228,984. |
| EXCHANGE TRADED FUNDS | FMV | 1,108,655. | 1,108,655. |
| TOTAL TO FORM 990-PF, PART II, LINE 13 | | 4,068,884. | 4,068,884. |

FORM 990-PF OTHER ASSETS STATEMENT 12

| DESCRIPTION | BEGINNING OF YR BOOK VALUE | END OF YEAR BOOK VALUE | FAIR MARKET VALUE |
|---|---|---|---|
| ACCRUED INVESTMENT INCOME | 160,643. | 152,904. | 152,904. |
| SECURITY DEPOSIT | 2,085. | 2,085. | 2,085. |
| TO FORM 990-PF, PART II, LINE 15 | 162,728. | 154,989. | 154,989. |

FORM 990-PF OTHER LIABILITIES STATEMENT 13

| DESCRIPTION | BOY AMOUNT | EOY AMOUNT |
|---|---|---|
| DEFERRED EXCISE TAX | 86,600. | 102,000. |
| DEFERRED COMPENSATION PAYABLE | 40,000. | 45,000. |
| TOTAL TO FORM 990-PF, PART II, LINE 22 | 126,600. | 147,000. |

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 14

| NAME AND ADDRESS | TITLE AND AVRG HRS/WK | COMPEN- SATION | EMPLOYEE BEN PLAN CONTRIB | EXPENSE ACCOUNT |
|---|---|---|---|---|
| MR. ROBERT L. CAMPBELL<br>333 NORTH MICHIGAN AVENUE SUITE 2131<br>CHICAGO, IL 60601 | EXEC. DIRECTOR<br>40.00 | 127,500. | 5,000. | 0. |
| MR. JOSEPH S. JOHNSON<br>333 NORTH MICHIGAN AVENUE SUITE 2131<br>CHICAGO, IL 60601 | PRESIDENT<br>1.00 | 0. | 0. | 0. |
| MR. BRUCE E. HUEY<br>333 NORTH MICHIGAN AVENUE SUITE 2131<br>CHICAGO, IL 60601 | VICE PRESIDENT<br>1.00 | 0. | 0. | 0. |
| MS. ROXANNE M. WARBLE<br>333 NORTH MICHIGAN AVENUE SUITE 2131<br>CHICAGO, IL 60601 | VICE PRES./ASSIST. EXEC. D<br>40.00 | 107,610. | 0. | 0. |
| MR. MARVIN KAMENSKY<br>333 NORTH MICHIGAN AVENUE SUITE 2131<br>CHICAGO, IL 60601 | ASST. SECRETARY<br>1.00 | 0. | 0. | 0. |
| MR. ANTHONY PERTILE<br>333 NORTH MICHIGAN AVENUE SUITE 2131<br>CHICAGO, IL 60601 | CHAIRMAN OF THE BOARD<br>1.00 | 0. | 0. | 0. |
| MR. GEORGE S. TREES, JR.<br>333 NORTH MICHIGAN AVENUE SUITE 2131<br>CHICAGO, IL 60601 | VICE PRESIDENT<br>1.00 | 0. | 0. | 0. |
| MR. JUSTIN A. STANLEY, JR.<br>333 NORTH MICHIGAN AVENUE SUITE 2131<br>CHICAGO, IL 60601 | SECRETARY/TREASURER<br>1.00 | 0. | 0. | 0. |
| MR. EDWARD X. CLINTON<br>333 NORTH MICHIGAN AVENUE SUITE 2131<br>CHICAGO, IL 60601 | VICE PRESIDENT<br>1.00 | 0. | 0. | 0. |

| | | | | | |
|---|---|---|---|---|---|
| MR. SAMUEL H. YOUNG<br>333 NORTH MICHIGAN AVENUE SUITE<br>2131<br>CHICAGO, IL 60601 | ASST SECRETARY<br>1.00 | | 0. | 0. | 0. |
| MR. MICHAEL REED<br>333 NORTH MICHIGAN AVENUE SUITE<br>2131<br>CHICAGO, IL 60601 | DIRECTOR<br>1.00 | | 0. | 0. | 0. |
| TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII | | | 235,110. | 5,000. | 0. |

**FEDERAL ELECTION**
**CHILDREN'S CARE FOUNDATION**
**EIN: 36-6088708**
**JUNE 30, 2013**

**DESCRIPTION:** DISTRIBUTIONS OUT OF CORPUS

**FORM & LINE/ INSTRUCTION REFERENCE:** FORM 990-PF, PART XIII, LINE 4C, COL (A)

**REGULATION REFERENCE:** 53.4942(A)-3(D) (2)

**ELECTION:**

PURSUANT TO INCOME TAX REGULATION SECTION 53.4942(A)- 3(D)(2), THE FOUNDATION ELECTS TO TREAT QUALIFYING DISTRIBUTIONS FOR 2012 OF $312,714 AS DISTRIBUTIONS OUT OF CORPUS.

JOSEPH S. JOHNSON
PRESIDENT

# CHILDREN'S CARE FOUNDATION
## Application Process

Mission
History
Funding Priorities
Guidelines
Application Process
Contact Us
Home

Grant proposals are evaluated in the context of the Foundation's mission, priorities, interests and available resources **No electronic submissions are accepted.**

Please begin the application process by contacting the Children's Care Foundation with a brief inquiry letter showing program intent and a copy of your most recent IRS Form 990. The Foundation will notify you within 30 days if a full proposal should be submitted

If a full grant proposal is requested, the following information will be required

- An executive summary of your specific proposal
- The specific problem to be addressed, plan for its solution and constituency it will serve
- Why your organization should undertake the proposed project and how it fits with existing programs
- Results to be achieved and how they will be measured and monitored
- Why you believe your proposal is worthy of a grant and anything else material to your request
- A brief description of your organization, staff, present programs, past major accomplishments, and a list of officers and directors
- A full listing of corporate and foundation donors with their level of support
- Promotional brochures, catalogues or printed releases regarding your organization and its programs
- Detailed financial information that includes
  - The specific amount of money requested and a projected budget for grant use
  - Copies (audited, if available) of the organization's financial reports for the past three years
  - Per annum cost for administration and fundraising
  - A copy of your most recent IRS Form 990 and IRS non-profit status determination letter (dated after 1969).

Applications are accepted year-round, and considered at periodic meetings of the Board of Directors A site visit or interview may be scheduled by the Foundation as part of the review process

Requests must be made in writing. Electronic submissions, including faxes and email, are not accepted

Further inquiries concerning the grant-making process are welcome at any time and should be addressed to

Grant Administrator
Children's Care Foundation
333 North Michigan Avenue, Suite 2131
Chicago, Illinois 60601-4110
Tel. (312) 201-0540

**THE CHILDREN'S CARE FOUNDATION** **36-6088708**
**SCHEDULE OF GRANTS PAID DURING FISCAL YEAR ENDING 2013**
**PAGE 1, PART 1 (a), LINE 25**

| | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR | FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|---|
| LOYOLA UNIVERSITY MEDICAL CENTER CHILDREN'S HOSPITAL<br>2160 SOUTH FIRST AVENUE, MAYWOOD, IL 60153 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 300,000.00 |
| LOYOLA UNIVERSITY MEDICAL CENTER CHILDREN'S HOSPITAL<br>2160 SOUTH FIRST AVENUE, MAYWOOD, IL 60153 | NONE | PUBLIC CHARITY | REPLACEMENT VAN | 200,000.00 |
| ST. BERNARD HOSPITAL & HEALTH CARE CENTER<br>326 WEST 64TH STREET, CHICAGO, IL 60621 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 530,000.00 |
| NORWEGIAN AMERICAN HOSPITAL<br>1044 NORTH FRANCISCO AVENUE, CHICAGO IL 60622-2743 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 308,000.00 |
| HIGHSIGHT<br>315 WEST WALTON STREET CHICAGO, IL 60610 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 36,000.00 |
| ACADEMY FOR URBAN SCHOOL LEADERSHIP<br>3400 N AUSTIN AVENUE ROOM 120 CHICAGO, IL 60634 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 40,000 00 |
| CHICAGO JESUIT ACADEMY<br>5058 WEST JACKSON BOULEVARD, CHICAGOL IL 60644-4324 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 24,000.00 |
| CHRIST THE KING JESUIT COLLEGE PREP<br>5088 W JACKSON BLVD CHICAGO, IL 60644 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 25,000.00 |
| HAROLD COLBERT JONES MEMORIAL COMMUNITY CENTER<br>220 EAST 15TH STREET CHICAGO HEIGHTS, IL 60411 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 15,000 00 |
| PEACE CORNER<br>5022 W. MADISON CHICAGO, IL 60644 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 15,000.00 |
| SALVATION ARMY METROPOLITAN DIVISION<br>5040 N PULASKI RD CHICAGO, IL 60630 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 80,000 00 |
| CHICAGO ARCHITECTURE FOUNDATION<br>224 S MICHIGAN AVE CHICAGO, IL 60604 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 20,000.00 |
| ERIKSON INSTITUTE<br>451 N LASALLE ST CHICAGO, IL 60654 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 75,000 00 |
| METROSQUASH | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 100,000.00 |

| | | | | |
|---|---|---|---|---|
| 5655 S UNIVERSITY AVE CHICAGO, IL 60637 | | | | |
| BLACK STAR PROJECT<br>3509 S MARTIN LUTHER KING DRIVE CHICAGO, IL 60653 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 25,000.00 |
| STREET-LEVEL YOUTH MEDIA<br>1637 N ASHLAND AVE CHICAGO, IL 60642 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 5,000 00 |
| BY THE HAND CLUB FOR KIDS<br>220 WEST 45TH PLACE CHICAGO, IL 60609 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 25,000 00 |
| CHICAGO SHAKESPEARE THEATRE<br>800 EAST GRAND AVENUE, CHICAGO IL 60611 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 25,000 00 |
| LYRIC OPERA OF CHICAGO<br>20 NORTH WACKER DRIVE, CHICAGO IL 60606 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 25,000.00 |
| MT. SINAI MEDICAL CENTER<br>CALIFORNIA AVENUE AT 15TH ST Chicago, IL 60608 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 25,000.00 |
| SNOW CITY ARTS FOUNDATION<br>1653 WEST CONGRESS PARKWAY OFFICE 599 - JONES, CHICAGO IL 60612 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 25,000.00 |
| RIVER NORTH DANCE COMPANY<br>1016 NORTH DEARBORN PARKWAY CHICAGO, IL 60610 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 5,000.00 |
| NEW MT. CALVARY MISSIONARY BAPTIST CHURCH<br>1850 WEST MARQUETTE ROAD CHICAGO, IL 60636 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 39,000.00 |
| WILLOWBROOK CORNER AFTER SCHOOL PROGRAM<br>415 WEST EIGHTH STREET HINSDALE, IL 60521 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 10,000 00 |
| | TOTAL GRANTS PAID DURING THE FISCAL YEAR ENDED JUNE 30, 2012 | | | 1,977,000 00 |

**CHILDREN'S CARE FOUNDATION** **36-6088708**
**SCHEDULE OF GRANTS APPROVED FOR FUTURE PAYMENT**
**PAGE 1, PART 1 (a), LINE 25**

| RECIPIENT NAME AND ADDRESS | RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR | FOUNDATION STATUS OF RECIPIENT | PURPOSE OF GRANT OR CONTRIBUTION | AMOUNT |
|---|---|---|---|---|
| **GRANTS APPROVED IN FISCAL YEAR ENDING 2013 FOR FUTURE PAYMENT** | | | | |
| LOYOLA UNIVERSITY MEDICAL CENTER CHILDREN'S HOSPITAL<br>2160 SOUTH FIRST AVENUE, MAYWOOD, IL 60153 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 300,000 00 |
| ST. BERNARD HOSPITAL & HEALTH CARE CENTER<br>326 WEST 64TH STREET, CHICAGO, IL 60621 | NONE | PUBLIC CHARITY | GENERAL SUPPORT | 530,000 00 |
| **TOTAL GRANTS APPROVED IN FISCAL YEAR ENDING 2013 FOR FUTURE PAYMENT** | | | | 830,000 00 |
| Grant payable at 6/30/2012 | | | | 2,067,000 00 |
| Grants paid during FYE 6/30/2013 | | | | (1,977,000 00) |
| Grants payable at 6/30/2013 | | | | (830,000 00) |
| **Grants expense per financial statements for FYE 6/30/2013** | | | | (740,000.00) |

Bank of America Merrill Lynch

Bank of America, N.A.
135 S LaSalle Street, Suite 1840 Chicago, IL 60603



TEMP-RETURN SERVICE REQUESTED

000087

OSTROW REISEN BERK & ABRAMS
ATTN LARRY SOPHIAN
455 CITYFRONT PLAZA -SUITE 2600
NBC TOWER
CHICAGO IL 60611

**Account Number** 600082
**Statement Period** 06/01/2013 through 06/30/2013
**Account Title** CHILDREN'S CARE FOUNDATION

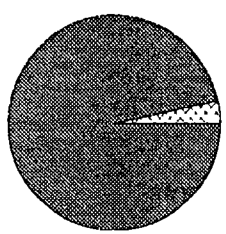
ADMINISTRATIVE OFFICER
(312) 992-9823
JAMES P. TOPOLSKI
JAMES TOPOLSKI@BAML COM

ALTERNATE CONTACT
(312) 904-7456
MARIA C MUNETON
MARIA C MUNETON@BAML COM

**This statement is not an official document for tax reporting purposes.**
**NYSE SPECIALIST DISCLOSURE:**

**BANK OF AMERICA, N A. IS A SUBSIDIARY OF BANK OF AMERICA CORPORATION AND IS ASSOCIATED WITH A NYSE SPECIALIST, WHICH MAY MAKE A MARKET IN A SECURITY REFERENCED HEREIN. THE SPECIALIST MAY HAVE A "LONG" OR "SHORT" INVENTORY POSITION AND, AS A RESULT OF BEING A MARKET MAKER, MAY BE ON THE OPPOSITE SIDE OF TRANSACTIONS ON THE FLOOR OF THE NYSE IN SUCH SECURITY.**

## OVERVIEW *and* SUMMARY *of* ASSETS



| ENDING PORTFOLIO % | CATEGORY | COST | ACCRUED INCOME | MARKET VALUE |
|---|---|---|---|---|
| 97 38% | *FIXED INCOME* | | | |
| 36 83% | US TREASURY NOTES | 2,709,181 25 | 12,218 98 | 2,613,917 90 |
| 45 08% | US AGENCY FIXED RATE NOTES & BONDS | 3,222,665 70 | 19,121 12 | 3,198,863 70 |
| 6 78% | FEDERAL HOME LOAN MORTGAGE POOL | 483,835 02 | 1,193 85 | 481,312 34 |
| 4 17% | FEDERAL NATIONAL MORTGAGE ASSN POOL | 299,481 10 | 661 94 | 295,458 08 |
| 4 52% | CORPORATE BONDS - FIXED | 326,720 29 | 2,886 19 | 320,301 78 |
| 2 62% | *CASH AND EQUIVALENTS* | 186,052 96 | 1 96 | 186,052 96 |
| 100.00% | **TOTAL ASSETS** | 7,227,936 32 | 36,084.04 | 7,095,906.76 |
| | **TOTAL ACCRUED INCOME** | 36,084 04 | | 36,084 04 |
| | **TOTAL ASSETS & ACCRUED INCOME** | 7,264,020 36 | | 7,131,990.80 |

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Bank of America Merrill Lynch

# STATEMENT of INVESTMENT POSITION



PORTFOLIO: 600082.1
PORTFOLIO NAME: CHILDREN'S CARE FDN-ENDOWMENT PRI USD

## FIXED INCOME

### US TREASURY NOTES

| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 255,000 | US TREAS NT<br>DTD 05/16/11 3 125% DUE 05/15/2021<br>CUSIP 912828QN3 | 282,416 61<br>110 752 | 3 86% | 273,826 65<br>107 383 | 1,017 75 | 7,968 75 | 2 10 |
| 770,000 | US TREAS NT<br>DTD 07/31/11 0 375% DUE 07/31/2013<br>CUSIP 912828QW3 | 770,379 72<br>100 049 | 10 85% | 770,177 10<br>100 023 | 1,204 45 | 2,887 50 | 0 11 |
| 575,000 | US TREAS NT<br>DTD 02/15/12 2 000% DUE 02/15/2022<br>CUSIP 912828SF8 | 596,835 51<br>103 797 | 7 93% | 562,378 75<br>97 805 | 4,320 44 | 11,500 00 | 2 28 |
| 855,000 | US TREAS NT<br>DTD 08/15/12 1 500% DUE 08/15/2022<br>CUSIP 912828TJ9 | 843,161 61<br>98 615 | 11 30% | 802,161 00<br>93 820 | 5,219 75 | 13,893 75 | 2 38 |
| 220,000 | US TREAS NT<br>DTD 11/15/2012 1 625% DUE 11/15/2022<br>CUSIP 912828TY6 | 216,387 80<br>98 358 | 2 89% | 205,374 40<br>93 352 | 456 59 | 3,575 00 | 2 42 |
| | **TOTAL US TREASURY NOTES** | **2,709,181.25** | **36.83%** | **2,613,917.90** | **12,218.98** | **39,825.00** | |

### US AGENCY FIXED RATE NOTES & BONDS

| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 380,000 | FANNIE MAE<br>DTD 06/08/07 5 375% DUE 06/12/2017<br>CUSIP 31398ADM1 | 452,079 20<br>118 968 | 6.20% | 439,808 20<br>115 739 | 1,077 99 | 20,425 00 | 1 28 |
| 220,000 | FANNIE MAE<br>DTD 05/06/10 1 000% DUE 09/23/2013<br>CUSIP 31398A2S0 | 221,040 60<br>100 473 | 3 11% | 220,420 20<br>100 191 | 598 89 | 2,200 00 | 0 17 |

Bank of America Merrill Lynch

## STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 505,000 | FED HOME LN BANK<br>DTD 08/01/08 4 000% DUE 09/06/2013<br>CUSIP 3133XRX88 | 540,735 65<br>107 076 | 7 17% | 508,514 80<br>100.696 | 6,452 78 | 20,200 00 | 0 20 |
| 110,000 | FED HOME LN BK<br>DTD 05/03/2006 5.375% DUE 05/18/2016<br>CUSIP 3133XFJF4 | 126,877 18<br>115 343 | 1 75% | 124,489 20<br>113 172 | 706 22 | 5,912 50 | 0 75 |
| 390,000 | FED HOME LN MTG CORP<br>DTD 10/21/05 4 750% DUE 11/17/2015<br>CUSIP 3134A4VG6 | 431,537.55<br>110 651 | 6.04% | 428,547 60<br>109 884 | 2,264 17 | 18,525 00 | 0 56 |
| 450,000 | FED HOME LN MTG CORP<br>DTD 03/27/09 3 750% DUE 03/27/2019<br>CUSIP 3137EACA5 | 480,837 32<br>106 853 | 6 97% | 494,658 00<br>109.924 | 4,406 25 | 16,875 00 | 1 92 |
| 15,000 | FED NATL MTG ASSN<br>DTD 06/15/06 5 375% DUE 07/15/2016<br>CUSIP 31359MS61 | 18,014 70<br>120.098 | 0 24% | 17,063 70<br>113.758 | 371 77 | 806 25 | 0 79 |
| 500,000 | FED NATL MTG ASSN<br>DTD 12/11/08 2 875% DUE 12/11/2013<br>CUSIP 31398AUJ9 | 515,115 00<br>103 023 | 7 13% | 506,130 00<br>101 226 | 798 61 | 14,375 00 | 0 13 |
| 400,000 | FEDERAL HOME LOAN BANK<br>DTD 10/19/07 5 000% DUE 11/17/2017<br>CUSIP 3133XMQ87 | 436,428 50<br>109 107 | 6 47% | 459,232 00<br>114 808 | 2,444 44 | 20,000 00 | 1 49 |
| | **TOTAL US AGENCY FIXED RATE NOTES & BONDS** | **3,222,665.70** | **45.08%** | **3,198,863.70** | **19,121.12** | **119,318.75** | |
| | FEDERAL HOME LOAN MORTGAGE POOL | | | | | | |
| 12,940.9678 | FED HOME LN MTG CORP<br>GOLD POOL #G18245 DTD 03/01/2008<br>4 500% DUE 03/01/2023<br>CUSIP 3128MMHX4<br>ORIGINAL FACE 133,000 | 13,497 02<br>104 297 | 0 19% | 13,598 13<br>105 078 | 48 53 | 582 34 | |

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Bank of America
Merrill Lynch

STATEMENT of INVESTMENT POSITION *(continued)*



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 35,811.1613 | FED HOME LN MTG CORP<br>GOLD POOL #G18306 DTD 04/01/2009<br>4 500% DUE 04/01/2024<br>CUSIP 3128MMKU6<br>ORIGINAL FACE 181,000 | 37,349 92<br>104 297 | 0 53% | 37,702 44<br>105 281 | 134 29 | 1,611 50 | |
| 29,233 1507 | FED HOME LN MTG CORP<br>GOLD POOL # G13573 DTD 05/01/2009<br>4 500% DUE 05/01/2024<br>CUSIP 3128MCFN0<br>ORIGINAL FACE 165,000 | 30,489 27<br>104 297 | 0 43% | 30,717 65<br>105 078 | 109 62 | 1,315 49 | |
| 9,830 0696 | FED HOME LN MTG CORP<br>GOLD POOL #J14954 DTD 03/01/2011<br>3 500% DUE 04/01/2021<br>CUSIP 3128PUQF2<br>ORIGINAL FACE 62,000 | 10,349.24<br>105 281 | 0 14% | 10,280 10<br>104.578 | 28 67 | 344 05 | |
| 190,864.6065 | FED HOME LN MTG CORP<br>GOLD POOL # G14216 DTD 08/01/2011<br>3 500% DUE 07/01/2021<br>CUSIP 3128MC3Z6<br>ORIGINAL FACE 349,000 | 201,347 23<br>105 492 | 2 82% | 199,602 63<br>104 578 | 556 69 | 6,680 26 | |
| 93,523 8343 | FED HOME LN MTG CORP<br>GOLD POOL DTD 09/19/2011<br>3 000% DUE 09/01/2026<br>CUSIP 3128MC4R3<br>ORIGINAL FACE 175,000 | 97,768 93<br>104 539 | 1 37% | 97,045 59<br>103 766 | 93 52 | 2,805 72 | |
| 89,013 8736 | FED HOME LOAN MTG CORP<br>GOLD POOL # J16706 DTD 09/01/2011<br>3 000% DUE 09/01/2021<br>CUSIP 3128PWNX2<br>ORIGINAL FACE 139,000 | 93,033 41<br>104 516 | 1 30% | 92,365 80<br>103 766 | 222 53 | 2,670 42 | |
| | **TOTAL FEDERAL HOME LOAN MORTGAGE POOL** | **483,835.02** | **6.78%** | **481,312.34** X | **1,193.85** | **16,009.78** | |

Bank of America
Merrill Lynch

## STATEMENT *of* INVESTMENT POSITION *(continued)*



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| | FEDERAL NATIONAL MORTGAGE ASSN POOL | | | | | | |
| 25,501.4536 | FED NATL MTG ASSN<br>POOL # 931478 DTD 06/01/2009<br>4 500% DUE 07/01/2024<br>CUSIP 31412P2K6<br>ORIGINAL FACE 101,000 | 26,704 80<br>104 719 | 0 38% | 27,059 43<br>106 109 | 95 63 | 1,147 57 | |
| 28,014 3095 | FED NATL MTG ASSN<br>POOL # MA0548 DTD 09/01/2010<br>3 500% DUE 10/01/2020<br>CUSIP 31417YTE7<br>ORIGINAL FACE 74,000 | 29,537 58<br>105 437 | 0 41% | 29,288 09<br>104 547 | 81 71 | 980 50 | |
| 164,633.236 | FED NATL MTG ASSN<br>POOL #MA1398 DTD 03/01/2013<br>2 500% DUE 03/01/2023<br>CUSIP 31418ARU4<br>ORIGINAL FACE 170,000 | 172,144 62<br>104 562 | 2 39% | 169,237 82<br>102 797 | 342 99 | 4,115 83 | |
| 67,971 6548 | FED NATL MTG ASSN<br>POOL#AB9085 DTD 03/01/2013<br>2.500% DUE 04/01/2023<br>CUSIP 31417GCX2<br>ORIGINAL FACE 70,000 | 71,094 10<br>104 594 | 0 99% | 69,872 74<br>102 797 | 141 61 | 1,699 29 | |
| | **TOTAL FEDERAL NATIONAL MORTGAGE ASSN POOL** | **299,481.10** | **4.17%** | **295,458.08** | **661.94** | **7,943.19** | |
| | CORPORATE BONDS - FIXED | | | | | | |
| 10,000 | AT & T INC<br>SENIOR UNSECURED NOTES<br>DTD 08/18/2011<br>3 875% DUE 08/15/2021<br>CUSIP 00206RAZ5 | 10,265 50<br>102.655 | 0 15% | 10,313 90<br>103 139 | 146 39 | 387 50 | 3 43 |
| 40,000 | BP CAPITAL MARKETS PLC<br>NOTES<br>DATED 10/01/2010<br>3 125% DUE 10/01/2015<br>CUSIP 05565QBN7 | 42,011 20<br>105 028 | 0 59% | 41,806 80<br>104 517 | 312 50 | 1,250 00 | 1 09 |

## STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 35,000 | CHUBB CORP<br>SENIOR NOTES<br>DATED 05/06/2008<br>5 750% DUE 05/15/2018<br>CUSIP 171232AR2 | 42,923 65<br>122 639 | 0 57% | 40,734 05<br>116 383 | 257 15 | 2,012 50 | 2 19 |
| 30,000 | CONOCOPHILLIPS<br>NOTES<br>DATED 05/21/2009<br>4 600% DUE 01/15/2015<br>CUSIP 20825CAT1 | 33,143 70<br>110 479 | 0 45% | 31,808 70<br>106 029 | 636 33 | 1,380 00 | 0 66 |
| 10,000 | DOMINION RESOURCES INC<br>SENIOR UNSECURED NOTE<br>DATED 03/07/2011<br>4 450% DUE 03/15/2021<br>CUSIP 25746UBL2 | 11,016 90<br>110 169 | 0 15% | 10,791 30<br>107 913 | 131 03 | 445 00 | 3 28 |
| 20,000 | GENERAL MILLS INC<br>SENIOR UNSECURED NOTE<br>DATED 02/03/2009<br>5 650% DUE 02/15/2019<br>CUSIP 370334BH6 | 23,988 00<br>119 940 | 0 33% | 23,233 00<br>116 165 | 426 89 | 1,130 00 | 2 55 |
| 35,000 | PEPSICO INCORPORATED<br>SENIOR NOTES<br>DATED 05/10/2011<br>2 500% DUE 05/10/2016<br>CUSIP 713448BT4 | 36,498 00<br>104 280 | 0 51% | 36,418 20<br>104 052 | 123 96 | 875 00 | 1 06 |
| 20,000 | PFIZER INC<br>SENIOR UNSECURED NOTES<br>DATED 03/24/2009<br>6 200% DUE 03/15/2019<br>CUSIP 717081DB6 | 25,017 00<br>125 085 | 0 34% | 24,117 00<br>120 585 | 365 11 | 1,240 00 | 2 33 |
| 20,000 | PHILIP MORRIS INTL INC<br>NOTES<br>DATED 05/16/2008<br>5 650% DUE 05/16/2018<br>CUSIP 718172AA7 | 23,970 00<br>119 850 | 0 33% | 23,056 60<br>115 283 | 141 25 | 1,130 00 | 2 32 |

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## STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 22,000 | PROGRESS ENERGY CAROLINA 1ST MORTGAGE DATED 09/15/2011 3 000% DUE 09/15/2021 CUSIP 144141DA3 | 21,992 04<br>99 964 | 0 31% | 21,954 68<br>99 794 | 194 33 | 660 00 | 3 03 |
| 55,000 | WAL MART STORES INC SENIOR UNSECURED NOTES DATED 10/25/2010 1 500% DUE 10/25/2015 CUSIP 931142CX9 | 55,894.30<br>101 626 | 0.79% | 56,067.55<br>101 941 | 151 25 | 825 00 | 0 66 |
| | **TOTAL CORPORATE BONDS - FIXED** | 326,720.29 | 4.52% | 320,301.78 | 2,886.19 | 11,335.00 | |
| | **FIXED INCOME** | 7,041,883 36 | 97.38% | 6,909,853 80 | 36,082 08 | 194,431.72 | |

## CASH AND EQUIVALENTS

| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 54,631 14 | DREYFUS GOVERNMENT CASH MGMT #289 TRUST | 54,631 14 | 0 77% | 54,631 14 | 0 87 | 5 46 | |
| | **CASH AND EQUIVALENTS** | 54,631 14 | 0 77% | 54,631 14 | 0.87 | 5 46 | |
| | **TOTAL ASSETS** | 7,096,514 50 | 98 15% | 6,964,484.94 | 36,082.95 | 194,437 18 | |
| | **TOTAL ACCRUED INCOME** | | | 36,082 95 | | | |
| | **TOTAL ASSETS AND ACCRUED INCOME** | | | 7,000,567.89 | | | |

**PORTFOLIO:** 600082.3
**PORTFOLIO NAME:** CHILDREN'S CARE FDN ENDOWMENT INC USD

## CASH AND EQUIVALENTS

| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 131,421 82 | DREYFUS GOVERNMENT CASH MGMT #289 TRUST | 131,421 82 | 1 85% | 131,421 82 | 1.09 | 13 14 | |
| | **CASH AND EQUIVALENTS** | 131,421.82 | 1.85% | 131,421.82 | 1.09 | 13.14 | |
| | **TOTAL ASSETS** | 131,421.82 | 1.85% | 131,421.82 | 1.09 | 13.14 | |
| | **TOTAL ACCRUED INCOME** | | | 1.09 | | | |
| | **TOTAL ASSETS AND ACCRUED INCOME** | | | 131,422.91 | | | |

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| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| GRAND TOTAL | | | | | | | |
| | TOTAL ASSETS | | 100.00% | 7,095,906.76 | | | |
| | ACCRUED INCOME | | | 36,084.04 | | | |
| | ASSETS & ACCRUED INCOME | | | 7,131,990.80 | | | |

Collective Trust Fund Disclosure:
If you are a participant in a Collective Trust Fund, a full copy of the most recent audited annual report is available upon request without charge. Please call your Administrative Officer for a copy.

Statement Content Disclosure:
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For Securities traded on a major exchange, market values are priced as of the statement date as provided by various pricing services or exchanges The method and frequency of pricing assets not traded on a major exchange varies depending upon the type of asset, therefore, the price shown on your statement may not be a current value as of the statement date Although prices shown are believed to be accurate, Bank of America and its affiliates do not guarantee the accuracy of such prices

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**Bank of America Merrill Lynch**

**Bank of America, N.A.**
135 S. LaSalle Street, Suite 1840 Chicago, IL 60603



**TEMP-RETURN SERVICE REQUESTED**

OSTROW REISEN BERK & ABRAMS
ATTN LARRY SOPHIAN
455 CITYFRONT PLAZA -SUITE 2600
NBC TOWER
CHICAGO IL 60611

**Account Number** 600082 2

**Statement Period** 06/01/2013 through 06/30/2013

**Account Title** CHILDREN'S CARE FOUNDATION
CHILDREN'S CARE FDN-GENERAL PRI USD

| | |
|---|---|
| ADMINISTRATIVE OFFICER (312) 992-9823 | **JAMES P. TOPOLSKI** JAMES TOPOLSKI@BAML COM |
| ALTERNATE CONTACT (312) 904-7456 | **MARIA C MUNETON** MARIA C MUNETON@BAML COM |

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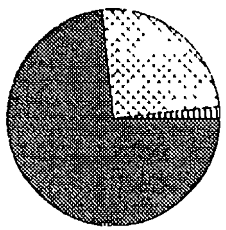
## OVERVIEW *and* SUMMARY *of* ASSETS



| ENDING PORTFOLIO % | CATEGORY | COST | ACCRUED INCOME | MARKET VALUE |
|---|---|---|---|---|
| 74 33% | *EQUITIES* | | | |
| 64 42% | COMMON STOCK | 22,247,985 39 | 28,690 47 | 26,479,637 73 |
| 6 65% | EQUITY MUTUAL FUND - OPEN END | 1,418,314 39 | 0 00 | 2,731,244 25 |
| 2 70% | EXCHANGE TRADED FUNDS | 1,254,435 77 | 0 00 | 1,108,655 00 |
| 0 56% | REITS | 193,087 93 | 0 00 | 228,984 00 |
| 25 08% | *FIXED INCOME* | | | |
| 7 23% | US TREASURY NOTES | 3,099,168 83 | 13,810 17 | 2,972,226 05 |
| 10 95% | US AGENCY FIXED RATE NOTES & BONDS | 4,577,904 25 | 49,196 52 | 4,503,829 45 |
| 1 46% | FEDERAL HOME LOAN MORTGAGE POOL | 608,283 96 | 1,498 59 | 605,093 54 |
| 1 37% | FEDERAL NATIONAL MORTGAGE ASSN POOL | 569,396 92 | 1,239 84 | 562,500 95 |
| 4 07% | CORPORATE BONDS - FIXED | 1,622,657 51 | 22,378 08 | 1,668,051 73 |

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## TRANSACTION SUMMARY



| DESCRIPTION | | CASH | COST | MARKET VALUE INCLUDING CASH |
|---|---|---|---|---|
| **BEGINNING BALANCE** | | **0 00** | **36,798,057.15** | **43,599,033 77** |
| ACCRUED INCOME | | | | -19,122 27 |
| PRIOR | 135,943 72 | | | |
| CURRENT | 116,821 45 | | | |
| UNREALIZED GAIN OR LOSS | | | | -1,396,045 15 |
| PRIOR | 6,665,032.90 | | | |
| CURRENT | 5,268,987 75 | | | |
| INCOME RECEIVED | | 101,142 64 | | 101,142 64 |
| CASH RECEIPTS | | 64,867 07 | | 64,867 07 |
| CASH DISBURSEMENTS | | -1,822,700 00 | | -1,822,700 00 |
| ASSETS PURCHASED | | -3,769,690 48 | 3,769,690 48 | |
| ASSETS SOLD | | 5,514,718 20 | -4,822,799 01 | |
| REALIZED GAIN/LOSS | | | | 691,919 19 |
| **ENDING BALANCE** | | **88,337.43** | **35,744,948.62** | **41,219,095.25** |

## STATEMENT of INVESTMENT POSITION

| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| **EQUITIES** | | | | | | | |
| | COMMON STOCK | | | | | | |
| 2,700 | ABBOTT LABORATORIES<br>COMMON STOCK<br>CUSIP 002824100 TKR ABT | 80,491 15<br>29 812 | 0 23% | 94,176 00<br>34 880 | 0 00 | 1,512 00 | 1 61 |
| 7,700 | ABBVIE INC<br>COMMON STOCK<br>CUSIP 00287Y109 TKR ABBV | 230,964 26<br>29 995 | 0 77% | 318,318 00<br>41 340 | 0 00 | 12,320 00 | 3 87 |
| 1,900 | ACCENTURE PLC-CL A<br>COMMON STOCK<br>CUSIP G1151C101 TKR. ACN | 122,553 00<br>64 502 | 0.33% | 136,724 00<br>71 960 | 0 00 | 3,078 00 | 2 25 |

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## STATEMENT of INVESTMENT POSITION *(continued)*



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 3,700 | ADOBE SYSTEM INC<br>COMMON STOCK<br>CUSIP 00724F101 TKR ADBE | 162,959 90<br>44 043 | 0 41% | 168,572 00<br>45.560 | 0 00 | | |
| 6,500 | AES CORPORATION<br>COMMON STOCK<br>CUSIP 00130H105 TKR AES | 79,228 50<br>12 189 | 0 19% | 77,935 00<br>11 990 | 0 00 | 1,040 00 | 1 33 |
| 2,200 | AETNA U S HEALTHCARE INC<br>COMMON STOCK<br>CUSIP 00817Y108 TKR: AET | 88,073 96<br>40 034 | 0 34% | 139,788 00<br>63 540 | 0 00 | 1,760 00 | 1 26 |
| 3,900 | AGCO CORPORATION<br>COMMON STOCK<br>CUSIP 001084102 TKR· AGCO | 214,332.71<br>54 957 | 0 48% | 195,741 00<br>50 190 | 0 00 | 1,560 00 | 0 80 |
| 4,900 | ALCOA INCORPORATED<br>COMMON STOCK<br>CUSIP 013817101 TKR AA | 41,419 70<br>8 453 | 0 09% | 38,318 00<br>7 820 | 0 00 | 588 00 | 1 53 |
| 1,500 | AMC NETWORKS INC-A<br>COMMON STOCK<br>CUSIP 00164V103 TKR AMCX | 78,972 45<br>52.648 | 0 24% | 97,995 00<br>65 330 | 0 00 | | |
| 2,800 | AMEREN CORPORATION<br>COMMON STOCK<br>CUSIP 023608102 TKR AEE | 81,035 46<br>28 941 | 0 23% | 96,432 00<br>34 440 | 0 00 | 4,480 00 | 4 65 |
| 4,900 | AMERICAN CAPITAL AGENCY CORP<br>COMMON STOCK<br>CUSIP 02503X105 TKR. AGNC | 161,202 90<br>32 899 | 0 27% | 112,749 00<br>23 010 | 5,145 00 | 24,500 00 | 21 73 |
| 1,200 | AMERICAN INTERNATIONAL GROUP INC<br>COMMON STOCK<br>CUSIP 026874784 TKR. AIG | 54,191 64<br>45 160 | 0 13% | 53,640 00<br>44 700 | 0 00 | | |

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## STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 4,700 | AMERICAN WATER WORKS CO INC<br>COMMON STOCK<br>CUSIP 030420103 TKR AWK | 155,692 51<br>33 126 | 0 47% | 193,781 00<br>41 230 | 0 00 | 5,264 00 | 2 72 |
| 4,034 | AMGEN INCORPORATED<br>COMMON STOCK<br>CUSIP 031162100 TKR AMGN | 300,200 66<br>74 418 | 0 97% | 397,994 44<br>98 660 | 0 00 | 7,583 92 | 1 91 |
| 3,300 | AOL INC<br>COMMON STOCK<br>CUSIP 00184X105 TKR. AOL | 94,596 12<br>28 665 | 0 29% | 120,384 00<br>36 480 | 0 00 | | |
| 665 | APPLE, INC<br>CUSIP 037833100 TKR AAPL | 199,789 72<br>300 436 | 0 64% | 263,692 45<br>396 530 | 0 00 | 8,113 00 | 3 08 |
| 1,500 | AQUA AMERICA INC<br>COM<br>CUSIP 03836W103 TKR WTR | 38,238 30<br>25 492 | 0 11% | 46,935 00<br>31 290 | 0 00 | 1,140 00 | 2 43 |
| 9,000 | AT&T, INC<br>CUSIP 00206R102 TKR T | 312,179 61<br>34 687 | 0 78% | 318,600 00<br>35 400 | 0 00 | 16,200 00 | 5 08 |
| 3,300 | ATMOS ENERGY CORPORATION<br>COMMON STOCK<br>CUSIP 049560105 TKR ATO | 145,576 91<br>44 114 | 0 33% | 135,498 00<br>41 060 | 0 00 | 4,620 00 | 3 41 |
| 6,100 | AXIS CAPITAL HOLDINGS LTD<br>BERMUDA<br>COMMON STOCK<br>CUSIP G0692U109 TKR AXS | 277,559 67<br>45 502 | 0 68% | 279,258 00<br>45 780 | 1,525 00 | 6,100 00 | 2 18 |
| 20 | BAXTER INTERNATIONAL INCORPORATED<br>COMMON STOCK<br>CUSIP 071813109 TKR BAX | 972 25<br>48 613 | 0 00% | 1,385 40<br>69 270 | 9 80 | 39 20 | 2 83 |
| 2,500 | BECTON DICKINSON & COMPANY<br>COMMON STOCK<br>CUSIP 075887109 TKR BDX | 229,513 85<br>91 806 | 0 60% | 247,075 00<br>98 830 | 0 00 | 4,950 00 | 2 00 |

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## STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 1,350 | BERKSHIRE HATHAWAY INC-CL B<br>COMMON STOCK<br>CUSIP 084670702 TKR BRK B | 108,959 64<br>80 711 | 0 37% | 151,092 00<br>111 920 | 0 00 | | |
| 200 | BIOGEN IDEC INC<br>COM<br>CUSIP 09062X103 TKR BIIB | 42,022.64<br>210 113 | 0 10% | 43,040 00<br>215 200 | 0 00 | | |
| 7,800 | BRANDYWINE REALTY TRUST<br>COMMON STOCK<br>CUSIP 105368203 TKR BDN | 93,979 36<br>12 049 | 0 26% | 105,456 00<br>13 520 | 0 00 | 4,680 00 | 4 44 |
| 2,500 | BRINKER INTERNATIONAL INCORPORATED<br>COMMON STOCK<br>CUSIP 109641100 TKR EAT | 88,930 49<br>35 572 | 0 24% | 98,575 00<br>39 430 | 0 00 | 2,000 00 | 2 03 |
| 1,700 | CABOT OIL & GAS CORPORATION<br>COMMON STOCK<br>CUSIP 127097103 TKR. COG | 83,733.91<br>49 255 | 0 29% | 120,734 00<br>71 020 | 0 00 | 136 00 | 0 11 |
| 1,300 | CARDINAL HEALTH INC<br>COMMON STOCK<br>CUSIP 14149Y108 TKR CAH | 48,234 83<br>37.104 | 0 15% | 61,360 00<br>47 200 | 393 25 | 1,573 00 | 2 56 |
| 6,600 | CBS CORP CL B<br>COMMON STOCK<br>CUSIP 124857202 TKR CBS | 163,024 03<br>24 701 | 0 78% | 322,542 00<br>48 870 | 828 00 | 3,168 00 | 0 98 |
| 1,050 | CELGENE CORPORATION<br>COMMON STOCK<br>CUSIP 151020104 TKR CELG | 79,085 90<br>75 320 | 0 30% | 122,829 00<br>116 980 | 0 00 | | |
| 1,165 | CF INDUSTRIES HOLDINGS INC<br>COMMON STOCK<br>CUSIP 125269100 TKR CF | 211,443 96<br>181 497 | 0.49% | 199,797 50<br>171 500 | 0 00 | 1,864 00 | 0 93 |

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| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 4,150 | CHEVRON CORPORATION<br>COMMON STOCK<br>CUSIP 166764100 TKR CVX | 328,836 91<br>79 238 | 1 20% | 491,111 00<br>118 340 | 0 00 | 16,600 00 | 3 38 |
| 210 | CHIPOTLE MEXICAN GRILL CL A<br>COMMON STOCK<br>CUSIP 169656105 TKR CMG | 77,583 20<br>369 444 | 0 19% | 76,513 50<br>364 350 | 0 00 | | |
| 5,300 | CIGNA CORPORATION<br>COMMON STOCK<br>CUSIP 125509109 TKR CI | 327,357 27<br>61 766 | 0 93% | 384,197 00<br>72 490 | 0 00 | 212 00 | 0 06 |
| 15,800 | CISCO SYSTEMS INCORPORATED<br>COMMON STOCK<br>CUSIP 17275R102 TKR CSCO | 297,810 68<br>18 849 | 0 94% | 384,493 00<br>24 335 | 0 00 | 10,744 00 | 2 79 |
| 7,680 | CITIGROUP INCORPORATED<br>COMMON STOCK<br>CUSIP 172967424 TKR C | 287,510 17<br>37 436 | 0 90% | 368,409 60<br>47 970 | 0 00 | 307 20 | 0 08 |
| 3,700 | COCA COLA COMPANY<br>COMMON STOCK<br>CUSIP 191216100 TKR KO | 151,295 89<br>40 891 | 0 36% | 148,407 00<br>40 110 | 1,036 00 | 4,144 00 | 2 79 |
| 7,300 | COMCAST CORPORATION<br>CLASS A<br>CUSIP 20030N101 TKR CMCS A | 273,724 84<br>37 497 | 0 74% | 304,775 00<br>41 750 | 0 00 | 5,694 00 | 1 87 |
| 7,800 | COMPUTER SCIENCES CORPORATION<br>COMMON STOCK<br>CUSIP 205363104 TKR CSC | 303,320 40<br>38 887 | 0 83% | 341,406 00<br>43 770 | 1,560 00 | 6,240 00 | 1 83 |
| 1,200 | CON-WAY, INC<br>CUSIP 205944101 TKR CNW | 36,923 64<br>30 770 | 0 11% | 46,752 00<br>38 960 | 0 00 | 480 00 | 1 03 |
| 2,050 | CONOCOPHILLIPS<br>COMMON STOCK<br>CUSIP 20825C104 TKR COP | 100,281 30<br>48 918 | 0 30% | 124,025 00<br>60 500 | 0 00 | 5,412 00 | 4 36 |

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# STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 2,600 | COSTCO WHOLESALE CORPORATION<br>COMMON STOCK<br>CUSIP 22160K105 TKR: COST | 237,788 63<br>91 457 | 0.70% | 287,482 00<br>110 570 | 0 00 | 3,224 00 | 1 12 |
| 2,300 | CREE RESH INC<br>COMMON STOCK<br>CUSIP 225447101 TKR CREE | 140,386 49<br>61 038 | 0 36% | 146,809 00<br>63 830 | 0 00 | | |
| 6,800 | DEAN FOODS COMPANY<br>COMMON STOCK<br>CUSIP 242370104 TKR DF | 48,129 59<br>7 078 | 0 17% | 68,136 00<br>10 020 | 0 00 | | |
| 18,500 | DELTA AIR LINES INC<br>COMMON STOCK<br>CUSIP 247361702 TKR. DAL | 177,228 49<br>9 580 | 0 84% | 346,135.00<br>18 710 | 0 00 | 4,440 00 | 1 28 |
| 7,200 | DISCOVER FINANCIAL SERVICES<br>COMMON STOCK<br>CUSIP 254709108 TKR: DFS | 179,970 27<br>24 996 | 0 83% | 343,008 00<br>47 640 | 0 00 | 5,760 00 | 1 68 |
| 1,900 | DISNEY WALT COMPANY(HOLDING COMPANY)<br>COMMON STOCK<br>CUSIP 254687106 TKR DIS | 79,059 00<br>41 610 | 0 29% | 119,985 00<br>63 150 | 0 00 | 1,425 00 | 1 19 |
| 5,200 | DR PEPPER SNAPPLE GROUP INC<br>COMMON STOCK<br>CUSIP 26138E109 TKR DPS | 235,054 65<br>45 203 | 0 58% | 238,836 00<br>45 930 | 1,976 00 | 7,904 00 | 3 31 |
| 4,000 | EDISON INTERNATIONAL<br>COMMON STOCK<br>CUSIP 281020107 TKR EIX | 201,937 99<br>50 484 | 0 47% | 192,640 00<br>48 160 | 1,350 00 | 5,400 00 | 2 80 |
| 3,200 | ELI LILLY & COMPANY<br>COMMON STOCK<br>CUSIP 532457108 TKR LLY | 118,003 60<br>36 876 | 0 38% | 157,184 00<br>49 120 | 0 00 | 6,272 00 | 3 99 |

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STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 2,100 | EQT CORPORATION<br>COMMON STOCK<br>CUSIP 26884L109 TKR EQT | 167,750 09<br>79 881 | 0 41% | 166,677 00<br>79 370 | 0 00 | 252 00 | 0 15 |
| 3,050 | EVEREST RE GROUP LTD<br>COMMON STOCK<br>CUSIP G3223R108 TKR. RE | 358,326 17<br>117 484 | 0 95% | 391,193 00<br>128 260 | 0 00 | 5,856 00 | 1 50 |
| 800 | EXPRESS SCRIPTS HOLDING CO<br>COMMON STOCK<br>CUSIP 30219G108 TKR· ESRX | 50,062 81<br>62 579 | 0 12% | 49,392 00<br>61 740 | 0 00 | | |
| 7,908 | EXXON MOBIL CORP<br>COMMON STOCK<br>CUSIP 30231G102 TKR XOM | 617,300 16<br>78 060 | 1 74% | 714,487 80<br>90 350 | 0 00 | 19,928 16 | 2 79 |
| 5,000 | FIFTH THIRD BANCORP<br>COMMON STOCK<br>CUSIP 316773100 TKR. FITB | 92,178 00<br>18 436 | 0 22% | 90,250 00<br>18 050 | 600 00 | 2,200 00 | 2 44 |
| 2,700 | FIRST SOLAR INC<br>COMMON STOCK<br>CUSIP 336433107 TKR FSLR | 129,682 26<br>48 030 | 0 29% | 120,987 00<br>44 810 | 0 00 | | |
| 8,100 | FREESCALE SEMICONDUCTOR HOLD<br>COMMON STOCK<br>CUSIP G3727Q101 TKR FSL | 127,177 64<br>15 701 | 0 27% | 109,755 00<br>13 550 | 0 00 | | |
| 1,700 | GAMESTOP CORP CLASS A NEW<br>CUSIP 36467W109 TKR GME | 62,808 20<br>36 946 | 0 17% | 71,451 00<br>42 030 | 0 00 | 1,870 00 | 2 62 |
| 3,000 | GAP INCORPORATED<br>COMMON STOCK<br>CUSIP 364760108 TKR GPS | 104,990 19<br>34 997 | 0 30% | 125,190 00<br>41 730 | 0 00 | 1,800 00 | 1 44 |
| 18,400 | GENERAL ELECTRIC COMPANY<br>COMMON STOCK<br>CUSIP 369604103 TKR GE | 308,139 36<br>16 747 | 1 04% | 426,696 00<br>23 190 | 3,553 00 | 13,984 00 | 3 28 |

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## STATEMENT of INVESTMENT POSITION *(continued)*



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 1,525 | GOLDMAN SACHS GROUP INCORPORATED<br>COMMON STOCK<br>CUSIP 38141G104 TKR GS | 216,334 23<br>141 859 | 0 56% | 230,656 25<br>151 250 | 0 00 | 3,050 00 | 1 32 |
| 220 | GRAINGER W W INCORPORATED<br>COMMON STOCK<br>CUSIP 384802104 TKR GWW | 55,458 17<br>252 083 | 0 14% | 55,479 60<br>252 180 | 0 00 | 818 40 | 1 48 |
| 5,000 | HALLIBURTON COMPANY<br>COMMON STOCK<br>CUSIP 406216101 TKR HAL | 217,850 00<br>43 570 | 0 51% | 208,600 00<br>41 720 | 0 00 | 2,500 00 | 1 20 |
| 2,000 | HANESBRANDS INC<br>COMMON STOCK<br>CUSIP 410345102 TKR HBI | 100,764 00<br>50.382 | 0 25% | 102,840 00<br>51 420 | 0 00 | 1,600 00 | 1 56 |
| 2,100 | HELMERICH & PAYNE INCORPORATED<br>COMMON STOCK<br>CUSIP 423452101 TKR HP | 141,772 70<br>67 511 | 0.32% | 131,145 00<br>62 450 | 0 00 | 1,260 00 | 0 96 |
| 9,100 | HEWLETT PACKARD COMPANY<br>COMMON STOCK<br>CUSIP 428236103 TKR HPQ | 193,647 09<br>21 280 | 0 55% | 225,680 00<br>24 800 | 1,393 92 | 5,287 10 | 2 34 |
| 2,700 | HILLSHIRE BRANDS CO<br>COMMON STOCK<br>CUSIP 432589109 TKR: HSH | 90,797 68<br>33.629 | 0 22% | 89,316 00<br>33 080 | 775 00 | 1,350 00 | 1 51 |
| 3,500 | HOME DEPOT INCORPORATED<br>COMMON STOCK<br>CUSIP 437076102 TKR HD | 244,975 97<br>69 993 | 0 66% | 271,145.00<br>77 470 | 0 00 | 5,460 00 | 2 01 |
| 3,600 | HONEYWELL INTERNATIONAL INC<br>COMMON STOCK<br>CUSIP 438516106 TKR HON | 226,205 06<br>62 835 | 0 70% | 285,674 00<br>79 340 | 0 00 | 5,904 00 | 2 07 |

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## STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 2,810 | INTERNATIONAL BUSINESS MACHINES CORPORATION COMMON STOCK CUSIP 459200101 TKR IBM | 378,359 19<br>134 647 | 1 31% | 537,019 10<br>191 110 | 0 00 | 10,678 00 | 1 99 |
| 3,100 | INTERNATIONAL GAME TECHNOLOGY COMMON STOCK CUSIP 459902102 TKR· IGT | 54,250 00<br>17 500 | 0 13% | 51,801 00<br>16 710 | 279 00 | 992 00 | 1 92 |
| 550 | JOHNSON & JOHNSON COMMON STOCK CUSIP 478160104 TKR JNJ | 31,815 96<br>57 847 | 0 11% | 47,223.00<br>85 860 | 0 00 | 1,452 00 | 3 07 |
| 10,536 | JP MORGAN CHASE & COMPANY COMMON STOCK CUSIP 46625H100 TKR JPM | 429,508 72<br>40 766 | 1 35% | 556,195 44<br>52 790 | 0 00 | 16,014 72 | 2 88 |
| 2,000 | KIMBERLY CLARK CORPORATION COMMON STOCK CUSIP 494368103 TKR· KMB | 183,846 88<br>91 923 | 0 47% | 194,280 00<br>97 140 | 1,134 00 | 6,480 00 | 3 34 |
| 10,100 | KROGER COMPANY COMMON STOCK CUSIP 501044101 TKR KR | 239,624 68<br>23.725 | 0 85% | 348,854 00<br>34 540 | 0 00 | 6,060 00 | 1 74 |
| 1,200 | LEAR CORP COMMON STOCK CUSIP 521865204 TKR LEA | 72,135 55<br>60 113 | 0 18% | 72,552.00<br>60 460 | 0 00 | 816 00 | 1 12 |
| 3,700 | LINEAR TECHNOLOGY INCORPORATED COMMON STOCK CUSIP 535678106 TKR LLTC | 139,624 71<br>37 736 | 0 33% | 136,308 00<br>36 840 | 0 00 | 3,848 00 | 2 82 |
| 1,150 | LOCKHEED MARTIN CORPORATION COMMON STOCK CUSIP 539830109 TKR LMT | 102,529 64<br>89 156 | 0 30% | 124,729 00<br>108 460 | 0 00 | 5,290 00 | 4 24 |

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## STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 4,575 | LORILLARD CORPORATION<br>COMMON STOCK<br>CUSIP 544147101 TKR LO | 198,816 23<br>43 457 | 0.49% | 199,836 00<br>43 680 | 0 00 | 10,065 00 | 5 04 |
| 2,500 | LYONDELLBASELL INDU-CL A-W/I<br>COMMON STOCK<br>CUSIP N53745100 TKR. LYB | 117,380.07<br>46 952 | 0 40% | 165,650 00<br>66 260 | 0 00 | 5,000 00 | 3 02 |
| 2,000 | MANPOWER INCORPORATED WISCONSIN<br>COMMON STOCK<br>CUSIP 56418H100 TKR MAN | 110,385.25<br>55 193 | 0 27% | 109,600 00<br>54 800 | 0 00 | 1,840 00 | 1 68 |
| 450 | MARATHON PETRO<br>COMMON STOCK<br>CUSIP 56585A102 TKR MPC | 17,837 86<br>39 640 | 0 08% | 31,977 00<br>71 060 | 0 00 | 630 00 | 1 97 |
| 1,900 | MAXIM INTEGRATED PRODUCTS INC<br>COMMON STOCK<br>CUSIP 57772K101 TKR. MXIM | 51,731 42<br>27 227 | 0 13% | 52,782 00<br>27 780 | 0 00 | 1,824 00 | 3 46 |
| 1,600 | MEDTRONIC INCORPORATED<br>COMMON STOCK<br>CUSIP 585055106 TKR· MDT | 73,208 50<br>45 755 | 0 20% | 82,352 00<br>51 470 | 0 00 | 1,664 00 | 2 02 |
| 2,600 | METLIFE INCORPORATED<br>COMMON STOCK<br>CUSIP 59156R108 TKR MET | 115,312 48<br>44 351 | 0 29% | 118,976 00<br>45 760 | 0 00 | 2,860 00 | 2 40 |
| 900 | MICHAEL KORS HOLDINGS LTD<br>COMMON STOCK<br>BRITISH VIRGIN<br>CUSIP G60754101 TKR· KORS | 46,300 68<br>51 445 | 0 14% | 55,818 00<br>62 020 | 0 00 | | |
| 11,500 | MICROSOFT CORPORATION<br>COMMON STOCK<br>CUSIP 594918104 TKR· MSFT | 359,600 16<br>31 270 | 0 97% | 397,267 50<br>34 545 | 0 00 | 10,580 00 | 2 66 |

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STATEMENT of INVESTMENT POSITION *(continued)*



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 1,500 | MOODYS CORPORATION COMMON STOCK CUSIP 615369105 TKR MCO | 97,128 77<br>64 753 | 0 22% | 91,395 00<br>60 930 | 0 00 | 1,200 00 | 1 31 |
| 1,300 | MOTOROLA SOLUTIONS INC COMMON STOCK CUSIP 620076307 TKR MSI | 61,511 00<br>47 316 | 0 18% | 75,049 00<br>57 730 | 338 00 | 1,352 00 | 1 80 |
| 2,600 | MURPHY OIL CORPORATION COMMON STOCK CUSIP 626717102 TKR MUR | 142,836 72<br>54 937 | 0 39% | 158,314 00<br>60 890 | 0 00 | 3,250 00 | 2 05 |
| 3,000 | NATIONAL FUEL GAS COMPANY NEW JERSEY COMMON STOCK CUSIP 636180101 TKR NFG | 173,839 31<br>57 946 | 0 42% | 173,850 00<br>57 950 | 1,125 00 | 4,380 00 | 2 52 |
| 5,600 | NETAPP, INC COMMON STOCK CUSIP 64110D104 TKR NTAP | 214,697 30<br>38 339 | 0 51% | 211,568 00<br>37 780 | 0 00 | 3,360 00 | 1 59 |
| 650 | NETFLIX COM INC COMMON STOCK CUSIP 64110L106 TKR NFLX | 121,947 51<br>187 612 | 0 33% | 137,208 50<br>211 090 | 0 00 | | |
| 4,050 | NORTHROP GRUMMAN CORP COMMON STOCK CUSIP 666807102 TKR NOC | 228,011 68<br>56 299 | 0 82% | 335,340 00<br>82 800 | 0 00 | 9,882 00 | 2 95 |
| 6,200 | ORACLE CORPORATION COMMON STOCK CUSIP 68389X105 TKR ORCL | 217,432 14<br>35 070 | 0 46% | 190,402 00<br>30 710 | 0 00 | 1,488 00 | 0 78 |
| 5,500 | OSHKOSH TRUCK CORPORATION CLASS B COMMON STOCK CUSIP 688239201 TKR OSK | 217,923 36<br>39 622 | 0 51% | 208,835 00<br>37 970 | 0 00 | | |

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## STATEMENT of INVESTMENT POSITION *(continued)*



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 2,000 | OWENS ILLINOIS INCORPORATED COMMON STOCK CUSIP 690768403 TKR OI | 38,571 20 19 286 | 0 14% | 55,580 00 27 790 | 0 00 | | |
| 2,200 | PACKAGING CORPORATION OF AMERICA COMMON STOCK CUSIP 695156109 TKR PKG | 108,049 68 49 113 | 0 26% | 107,712 00 48 960 | 0 00 | 3,520 00 | 3.27 |
| 2,500 | PANDORA MEDIA INC COMMON STOCK CUSIP 698354107 TKR P | 36,250 00 14.500 | 0 11% | 46,000 00 18 400 | 0 00 | | |
| 1,000 | PEPSICO INCORPORATED COMMON STOCK CUSIP 713448108 TKR PEP | 76,247 10 76 247 | 0 20% | 81,790 00 81 790 | 0 00 | 2,270 00 | 2 78 |
| 21,805 | PFIZER INC COMMON STOCK CUSIP 717081103 TKR PFE | 423,614 57 19 427 | 1 49% | 610,758 05 28 010 | 0 00 | 20,932 80 | 3 43 |
| 1,550 | PHILIP MORRIS INTERNATIONAL COMMON STOCK CUSIP 718172109 TKR PM | 125,407 34 80 908 | 0 33% | 134,261 00 86.620 | 1,317 50 | 5,270 00 | 3 93 |
| 1,850 | PHILLIPS 66 COMMON STOCK CUSIP 718546104 TKR PSX | 60,768 93 32 848 | 0 27% | 108,983 50 58 910 | 0 00 | 2,312 50 | 2 12 |
| 1,900 | PINNACLE WEST CAPITAL CORPORATION COMMON STOCK CUSIP 723484101 TKR PNW | 109,004 19 57 371 | 0 26% | 105,393 00 55 470 | 0 00 | 4,142 00 | 3 93 |
| 650 | POLARIS INDUSTRIES INC COMMON STOCK CUSIP 731068102 TKR PII | 43,906 47 67 548 | 0 15% | 61,750 00 95 000 | 0 00 | 1,092 00 | 1 77 |

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## STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 2,050 | PPG INDUSTRIES INCORPORATED<br>COMMON STOCK<br>CUSIP 693506107 TKR PPG | 284,879 25<br>138 965 | 0 73% | 300,140 50<br>146 410 | 0 00 | 5,002 00 | 1 67 |
| 5,200 | PROCTER & GAMBLE CO<br>COMMON STOCK<br>CUSIP 742718109 TKR PG | 373,367 33<br>71 801 | 0 97% | 400,348 00<br>76 990 | 0 00 | 12,511 20 | 3 13 |
| 1,950 | PUBLIC STORAGE<br>COMMON STOCK<br>CUSIP 74460D109 TKR PSA | 184,524 45<br>94 628 | 0 73% | 298,993 50<br>153 330 | 0 00 | 9,750 00 | 3 26 |
| 12,800 | PULTE HOMES INC<br>COMMON STOCK<br>CUSIP 745867101 TKR PHM | 185,975 80<br>14 529 | 0 59% | 242,816 00<br>18 970 | 0 00 | | |
| 6,200 | REGAL ENTERTAINMENT GROUP<br>COMMON STOCK<br>CUSIP 758766109 TKR RGC | 87,210 13<br>14 066 | 0 27% | 110,980 00<br>17 900 | 0 00 | 5,208 00 | 4 69 |
| 27,100 | REGIONS FINANCIAL CORP<br>COMMON STOCK<br>CUSIP 7591EP100 TKR RF | 231,287 06<br>8.535 | 0 63% | 258,263 00<br>9 530 | 813 00 | 3,252 00 | 1 26 |
| 800 | RELIANCE STEEL & ALUMINUM COMPANY<br>COMMON STOCK<br>CUSIP 759509102 TKR. RS | 38,516 44<br>48 146 | 0 13% | 52,448 00<br>65 560 | 0 00 | 960 00 | 1 83 |
| 2,100 | RESMED INCORPORATED<br>COMMON STOCK<br>CUSIP 761152107 TKR· RMD | 70,204 68<br>33 431 | 0 23% | 94,773 00<br>45 130 | 0 00 | 1,428 00 | 1 51 |
| 4,100 | SEAGATE TECHNOLOGY<br>COMMON STOCK<br>CUSIP G7945M107 TKR STX | 165,805 09<br>40 440 | 0 45% | 183,803 00<br>44 830 | 0 00 | 6,232 00 | 3 39 |

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# STATEMENT of INVESTMENT POSITION *(continued)*



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 450 | SHERWIN WILLIAMS COMPANY<br>COMMON STOCK<br>CUSIP 824348106 TKR SHW | 67,446.77<br>149 882 | 0 19% | 79,470 00<br>176 600 | 0 00 | 900 00 | 1 13 |
| 12,300 | SLM CORPORATION<br>COMMON STOCK<br>CUSIP 78442P106 TKR· SLM | 186,995 51<br>15 203 | 0 68% | 281,178 00<br>22 860 | 0 00 | 7,380 00 | 2 62 |
| 800 | SNAP-ON INC<br>COMMON STOCK<br>CUSIP 833034101 TKR SNA | 61,868 75<br>77 336 | 0 17% | 71,504 00<br>89 380 | 0 00 | 1,216 00 | 1 70 |
| 8,000 | ST JUDE MEDICAL INCORPORATED<br>COMMON STOCK<br>CUSIP 790849103 TKR STJ | 341,477 29<br>42 685 | 0 89% | 365,040 00<br>45 630 | 2,000 00 | 8,000 00 | 2 19 |
| 1,900 | STARWOOD HOTELS & RESORTS WORLDWIDE<br>COMMON STOCK<br>CUSIP 85590A401 TKR HOT | 117,865 04<br>62.034 | 0 29% | 120,061 00<br>63 190 | 0 00 | 2,375 00 | 1 98 |
| 3,800 | SYMANTEC CORPORATION<br>COMMON STOCK<br>CUSIP 871503108 TKR· SYMC | 93,279 74<br>24 547 | 0 21% | 85,424 00<br>22 480 | 0 00 | 2,280 00 | 2 67 |
| 1,500 | SYSCO CORPORATION<br>COMMON STOCK<br>CUSIP 871829107 TKR SYY | 43,802 26<br>29 202 | 0 12% | 51,240 00<br>34.160 | 0 00 | 1,680 00 | 3 28 |
| 1,150 | TESORO CORPORATION<br>CUSIP 881609101 TKR TSO | 35,239 73<br>30 643 | 0 15% | 60,168 00<br>52 320 | 0 00 | 920 00 | 1 53 |
| 5,900 | TJX COMPANIES INCORPORATED<br>NEW COMMON STOCK<br>CUSIP 872540109 TKR TJX | 204,377 68<br>34 640 | 0 72% | 295,354 00<br>50 060 | 0 00 | 3,422 00 | 1 16 |
| 2,100 | TRAVELERS COS INC/THE<br>COMMON STOCK<br>CUSIP 89417E109 TKR. TRV | 153,398 20<br>73 047 | 0 41% | 167,832 00<br>79.920 | 0 00 | 4,200 00 | 2 50 |

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## STATEMENT of INVESTMENT POSITION *(continued)*



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 2,100 | TRINITY INDUSTRIES INCORPORATED<br>COMMON STOCK<br>CUSIP 896522109 TKR TRN | 89,397 00<br>42 570 | 0 20% | 80,724 00<br>38 440 | 0 00 | 1,092 00 | 1 35 |
| 10,900 | TYSON FOODS INCORPORATED<br>CLASS A COMMON STOCK<br>CUSIP 902494103 TKR TSN | 255,706 19<br>23 459 | 0 68% | 279,912 00<br>25 680 | 0 00 | 2,180 00 | 0 78 |
| 1,500 | UNION PACIFIC CORPORATION<br>COMMON STOCK<br>CUSIP 907818108 TKR UNP | 193,578 91<br>129 053 | 0 56% | 231,420 00<br>154 280 | 1,104 00 | 4,140 00 | 1 79 |
| 1,200 | UNITED THERAPEUTICS CORP DEL<br>COM<br>CUSIP 91307C102 TKR. UTHR | 50,697 97<br>42 248 | 0.19% | 78,984 00<br>65 820 | 0 00 | | |
| 2,800 | VALERO ENERGY CORPORATION<br>COMMON STOCK<br>CUSIP 91913Y100 TKR VLO | 50,570 08<br>18 061 | 0.24% | 97,356 00<br>34 770 | 0 00 | 2,240 00 | 2 30 |
| 500 | VALMONT INDUSTRIES INCORPORATED<br>COMMON STOCK<br>CUSIP 920253101 TKR VMI | 66,077 90<br>132 156 | 0 17% | 71,545 00<br>143 090 | 125 00 | 500 00 | 0 70 |
| 1,200 | VERISIGN INCORPORATED<br>COMMON STOCK<br>CUSIP 92343E102 TKR VRSN | 56,705 09<br>47 254 | 0 13% | 53,592 00<br>44 660 | 0 00 | | |
| 7,700 | VERIZON COMMUNICATIONS<br>COMMON STOCK<br>CUSIP 92343V104 TKR VZ | 305,285 38<br>39 647 | 0 94% | 387,618 00<br>50 340 | 0 00 | 15,862 00 | 4 09 |
| 3,100 | VISA INC-CLASS A SHARES<br>COMMON STOCK<br>CUSIP 92826C839 TKR V | 280,474 66<br>90 476 | 1 38% | 566,525 00<br>182 750 | 0 00 | 4,092 00 | 0 72 |

## STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 2,500 | VISTEON CORP<br>COMMON STOCK<br>CUSIP 92839U206 TKR VC | 157,092 92<br>62 837 | 0 38% | 157,800 00<br>63 120 | 0 00 | | |
| 2,900 | WAL-MART STORES INCORPORATED<br>COMMON STOCK<br>CUSIP 931142103 TKR WMT | 201,341 51<br>69 428 | 0 53% | 216,021 00<br>74.490 | 0 00 | 5,452 00 | 2 52 |
| 12,900 | WELLS FARGO COMPANY<br>COMMON STOCK<br>CUSIP 949746101 TKR WFC | 421,558 48<br>32 679 | 1.30% | 532,383 00<br>41 270 | 0 00 | 15,480 00 | 2 91 |
| 1,500 | WEYERHAEUSER COMPANY<br>COMMON STOCK<br>CUSIP 962166104 TKR WY | 40,262 40<br>26 842 | 0 10% | 42,735 00<br>28 490 | 0 00 | 1,200 00 | 2 81 |
| 1,400 | WHIRLPOOL CORPORATION<br>COMMON STOCK<br>CUSIP 963320106 TKR WHR | 136,805 62<br>97.718 | 0 39% | 160,104 00<br>114 360 | 0 00 | 3,500 00 | 2 19 |
| 1,737 | WHITEWAVE FOODS CO - A<br>COMMON STOCK<br>CUSIP 966244105 TKR WWAV | 22,593 40<br>13.007 | 0 07% | 28,226 25<br>16.250 | 0 00 | | |
| 2,473 | WHITEWAVE FOODS CO-CL B<br>COMMON STOCK<br>CUSIP 966244204 TKR. WWAV B | 30,913 18<br>12 500 | 0 09% | 37,589 60<br>15 200 | 0 00 | | |
| 425 | WYNN RESORTS LIMITED<br>COMMON STOCK<br>CUSIP 983134107 TKR WYNN | 57,894 14<br>136 222 | 0 13% | 54,387 25<br>127 970 | 0 00 | 1,700 00 | 3 13 |
| 15,600 | YAHOO INCORPORATED<br>COMMON STOCK<br>CUSIP 984332106 TKR YHOO | 412,849 32<br>26 465 | 0 95% | 392,028 00<br>25 130 | 0 00 | | |

## STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 1,550 | ZIMMER HOLDINGS INCORPORATED<br>COMMON STOCK<br>CUSIP 98956P102 TKR. ZMH | 93,662 01<br>60 427 | 0 28% | 116,157 00<br>74 940 | 310 00 | 1,240 00 | 1 07 |
| | **TOTAL COMMON STOCK** | **22,247,985.39** | **64 42%** | **26,479,637.73** | **28,690 47** | **561,586 20** | |
| | EQUITY MUTUAL FUND - OPEN END | | | | | | |
| 1,600 855 | VANGUARD 500 INDEX FUND<br>INVESTOR SHARES<br>CUSIP 922908108 TKR VFINX | 128,653 93<br>80 366 | 0 58% | 237,022 59<br>148 060 | 0 00 | 4,479 19 | 1 89 |
| 47,978 376 | VANGUARD MID CAP INDEX-INV SHRS<br>FUND<br>CUSIP 922908843 TKR VIMSX | 610,871 17<br>12 732 | 3 03% | 1,245,038 86<br>25 950 | 0 00 | 13,721 82 | 1 10 |
| 43,164 575 | VANGUARD SMALL-CAP GROWTH INDEX<br>FUND<br>CUSIP 922908827 TKR VISGX | 678,789 29<br>15 726 | 3 04% | 1,249,182 80<br>28 940 | 0 00 | 9,668 86 | 0 77 |
| | **TOTAL EQUITY MUTUAL FUND - OPEN END** | **1,418,314.39** | **6.65%** | **2,731,244.25** | **0 00** | **27,869 87** | |
| | EXCHANGE TRADED FUNDS | | | | | | |
| 1,100 | SPDR GOLD TRUST FDEXCH<br>CUSIP 78463V107 TKR. GLD | 198,101 53<br>180 092 | 0 32% | 131,021 00<br>119 110 | 0 00 | | |
| 25,200 | VANGUARD MSCI EMERGING MARKETS ETF<br>CUSIP 922042858 TKR. VWO | 1,056,334 24<br>41 918 | 2 38% | 977,634 00<br>38 795 | 0 00 | 26,031 60 | 2 66 |
| | **TOTAL EXCHANGE TRADED FUNDS** | **1,254,435.77** | **2.70%** | **1,108,655.00** | **0 00** | **26,031.60** | |
| | REITS | | | | | | |
| 22,776 | COMMONWEALTHREIT FRACTIONAL CUSIP<br>REITS<br>**PRICE IS UNAVAILABLE**<br>CUSIP CAD233107 | 0 00 | 0 00% | 0 00 | 0 00 | | |

Bank of America Merrill Lynch

STATEMENT of INVESTMENT POSITION *(continued)*



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 1,450 | SIMON PPTY GROUP INC NEW<br>REIT<br>CUSIP 828806109 TKR SPG | 193,087 93<br>133 164 | 0 56% | 228,984 00<br>157 920 | 0 00 | 6,670 00 | 2 91 |
| | **TOTAL REITS** | **193,087.93** | **0.56%** | **228,984 00** | **0.00** | **6,670.00** | |
| | EQUITIES | 25,113,823.48 | 74 33% | 30,548,520.98 | 28,690.47 | 622,157 67 | |
| **FIXED INCOME** | | | | | | | |
| | US TREASURY NOTES | | | | | | |
| 270,000 | US TREAS NT<br>DTD 05/16/11 3 125% DUE 05/15/2021<br>CUSIP 912828QN3 | 299,347 58<br>110 869 | 0 71% | 289,934 10<br>107 383 | 1,077.62 | 8,437 50 | 2 10 |
| 335,000 | US TREAS NT<br>DTD 07/31/11 0 375% DUE 07/31/2013<br>CUSIP 912828QW3 | 335,118 89<br>100 035 | 0 81% | 335,077 05<br>100 023 | 524 02 | 1,256 25 | 0 11 |
| 150,000 | US TREAS NT<br>DTD 10/31/11 0 250% DUE 10/31/2013<br>CUSIP 912828RN2 | 150,105 97<br>100 071 | 0 37% | 150,076 50<br>100 051 | 63 18 | 375 00 | 0 11 |
| 720,000 | US TREAS NT<br>DTD 02/15/12 2 000% DUE 02/15/2022<br>CUSIP 912828SF8 | 747,803 85<br>103.862 | 1 71% | 704,196 00<br>97 805 | 5,409 94 | 14,400 00 | 2 28 |
| 850,000 | US TREAS NT<br>DTD 08/15/12 1 500% DUE 08/15/2022<br>CUSIP 912828TJ9 | 839,932 34<br>98.816 | 1 94% | 797,470 00<br>93 820 | 5,189 23 | 13,812 50 | 2 38 |
| 745,000 | US TREAS NT<br>DTD 11/15/2012 1.625% DUE 11/15/2022<br>CUSIP 912828TY6 | 726,860 20<br>97.565 | 1 69% | 695,472 40<br>93 352 | 1,546.18 | 12,106 25 | 2 42 |
| | **TOTAL US TREASURY NOTES** | **3,099,168.83** | **7.23%** | **2,972,226.05** | **13,810.17** | **50,387.50** | |

Bank of America Merrill Lynch

# STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| | US AGENCY FIXED RATE NOTES & BONDS | | | | | | |
| 315,000 | FANNIE MAE<br>DTD 06/08/07 5 375% DUE 06/12/2017<br>CUSIP 31398ADM1 | 365,054 10<br>115 890 | 0 89% | 364,577 85<br>115 739 | 893 59 | 16,931 25 | 1 28 |
| 415,000 | FANNIE MAE<br>DTD 05/06/10 1 000% DUE 09/23/2013<br>CUSIP 31398A2S0 | 416,962 95<br>100 473 | 1 01% | 415,792 65<br>100 191 | 1,129 72 | 4,150 00 | 0 17 |
| 220,000 | FED HOME LN BK<br>DTD 03/16/10 4.125% DUE 03/13/2020<br>CUSIP 3133XXP50 | 259,142 40<br>117 792 | 0 59% | 243,443 20<br>110 656 | 2,722 50 | 9,075 00 | 2 39 |
| 1,280,000 | FED HOME LN MTG CORP<br>DTD 07/14/05 4 375% DUE 07/17/2015<br>CUSIP 3134A4VC5 | 1,402,713 60<br>109 587 | 3 36% | 1,382,451 20<br>108 004 | 25,511 11 | 56,000 00 | 0 44 |
| 295,000 | FED HOME LN MTG CORP<br>DTD 03/27/09 3 750% DUE 03/27/2019<br>CUSIP 3137EACA5 | 319,636 68<br>108 351 | 0 79% | 324,275 80<br>109 924 | 2,888 54 | 11,062 50 | 1 92 |
| 380,000 | FED NATL MTG ASSN<br>DTD 06/15/06 5 375% DUE 07/15/2016<br>CUSIP 31359MS61 | 456,333 00<br>120 088 | 1 05% | 432,280 40<br>113 758 | 9,418 19 | 20,425 00 | 0 79 |
| 320,000 | FED NATL MTG ASSN<br>DTD 04/16/07 5 000% DUE 05/11/2017<br>CUSIP 31359M7X5 | 379,779 20<br>118 681 | 0 89% | 365,206 40<br>114 127 | 2,222 22 | 16,000 00 | 1 24 |
| 55,000 | FED NATL MTG ASSN<br>DTD 07/18/11 0 875% DUE 08/28/2014<br>CUSIP 3135G0BY8 | 55,581 90<br>101 058 | 0 13% | 55,386 65<br>100 703 | 164 43 | 481 25 | 0 27 |
| 530,000 | FEDERAL HOME LOAN BANK<br>DTD 10/19/07 5 000% DUE 11/17/2017<br>CUSIP 3133XMQ87 | 609,646 22<br>115 028 | 1 48% | 608,482 40<br>114 808 | 3,238 89 | 26,500 00 | 1 49 |

Bank of America Merrill Lynch

# STATEMENT of INVESTMENT POSITION *(continued)*



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 110,000 | FREDDIE MAC<br>DTD 08/20/2010 0 875% DUE 10/28/2013<br>CUSIP 3137EACL1 | 110,596 20<br>100 542 | 0 27% | 110,262 90<br>100 239 | 168 44 | 962 50 | 0 15 |
| 200,000 | FREDDIE MAC<br>DTD 06/02/11 1 000% DUE 07/30/2014<br>CUSIP 3137EACU1 | 202,458 00<br>101 229 | 0 49% | 201,670 00<br>100 835 | 838 89 | 2,000 00 | 0 23 |
| | **TOTAL US AGENCY FIXED RATE NOTES & BONDS** | **4,577,904.25** | **10.95%** | **4,503,829 45** | **49,196.52** | **163,587.50** | |
| | FEDERAL HOME LOAN MORTGAGE POOL | | | | | | |
| 472 4486 | FED HOME LN MTG CORP<br>GOLD POOL #E98304 DTD 08/01/2003<br>4 000% DUE 08/01/2013<br>CUSIP 3128H6GM0<br>ORIGINAL FACE 260,000 | 464 33<br>98 282 | 0 00% | 473 04<br>100 125 | 1 57 | 18 90 | |
| 15,957.2836 | FED HOME LN MTG CORP<br>GOLD POOL #G18245 DTD 03/01/2008<br>4.500% DUE 03/01/2023<br>CUSIP 3128MMHX4<br>ORIGINAL FACE 164,000 | 16,642.96<br>104 297 | 0 04% | 16,767 61<br>105 078 | 59 84 | 718 08 | |
| 44,120 9336 | FED HOME LN MTG CORP<br>GOLD POOL #G18306 DTD 04/01/2009<br>4 500% DUE 04/01/2024<br>CUSIP 3128MMKU6<br>ORIGINAL FACE 223,000 | 46,016 75<br>104 297 | 0 11% | 46,451 07<br>105 281 | 165 45 | 1,985 44 | |
| 36,142.8044 | FED HOME LN MTG CORP<br>GOLD POOL # G13573 DTD 05/01/2009<br>4.500% DUE 05/01/2024<br>CUSIP 3128MCFN0<br>ORIGINAL FACE 204,000 | 37,695 83<br>104 297 | 0 09% | 37,978 18<br>105 078 | 135 54 | 1,626 43 | |
| 12,366 8618 | FED HOME LN MTG CORP<br>GOLD POOL #J14954 DTD 03/01/2011<br>3.500% DUE 04/01/2021<br>CUSIP 3128PUQF2<br>ORIGINAL FACE 78,000 | 13,019 99<br>105 281 | 0 03% | 12,933 03<br>104 578 | 36 07 | 432 84 | |

| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 240,631 5956 | FED HOME LN MTG CORP<br>GOLD POOL # G14216 DTD 08/01/2011<br>3.500% DUE 07/01/2021<br>CUSIP 3128MC3Z6<br>ORIGINAL FACE 440,000 | 253,847 52<br>105 492 | 0 61% | 251,648 01<br>104 578 | 701 84 | 8,422 11 | |
| 118,107 2421 | FED HOME LN MTG CORP<br>GOLD POOL DTD 09/19/2011<br>3 000% DUE 09/01/2026<br>CUSIP 3128MC4R3<br>ORIGINAL FACE 221,000 | 123,468 20<br>104 539 | 0 30% | 122,554 72<br>103 766 | 118 11 | 3,543 22 | |
| 112,067 8265 | FED HOME LOAN MTG CORP<br>GOLD POOL # J16706 DTD 09/01/2011<br>3 000% DUE 09/01/2021<br>CUSIP 3128PWNX2<br>ORIGINAL FACE 175,000 | 117,128 38<br>104 516 | 0 28% | 116,287 88<br>103 766 | 280 17 | 3,362 03 | |
| | **TOTAL FEDERAL HOME LOAN MORTGAGE POOL** | **608,283 96** | **1.46%** | **605,093 54** | **1,498 59** | **20,109.05** | |
| | FEDERAL NATIONAL MORTGAGE ASSN POOL | | | | | | |
| 13,531 74 | FED NATL MTG ASSN<br>POOL # 256872 DTD 07/01/2007<br>4 500% DUE 07/01/2017<br>CUSIP 31371NJR7<br>ORIGINAL FACE 150,000 | 13,117 31<br>96 937 | 0 03% | 14,343 64<br>106 000 | 50 74 | 608 93 | |
| 31,308 7154 | FED NATL MTG ASSN<br>POOL # 931478 DTD 06/01/2009<br>4 500% DUE 07/01/2024<br>CUSIP 31412P2K6<br>ORIGINAL FACE 124,000 | 32,786 10<br>104 719 | 0 08% | 33,221 48<br>106 109 | 117 41 | 1,408 89 | |
| 35,207 1728 | FED NATL MTG ASSN<br>POOL # MA0548 DTD 09/01/2010<br>3 500% DUE 10/01/2020<br>CUSIP 31417YTE7<br>ORIGINAL FACE 93,000 | 37,121 56<br>105 437 | 0 09% | 36,808 00<br>104 547 | 102 69 | 1,232 25 | |

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## STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 363,161 55 | FED NATL MTG ASSN<br>POOL #MA1398 DTD 03/01/2013<br>2.500% DUE 03/01/2023<br>CUSIP 31418ARU4<br>ORIGINAL FACE 375,000 | 379,730 80<br>104 563 | 0 91% | 373,318 72<br>102 797 | 756 59 | 9,079 04 | |
| 101,957 4822 | FED NATL MTG ASSN<br>POOL#AB9085 DTD 03/01/2013<br>2.500% DUE 04/01/2023<br>CUSIP 31417GCX2<br>ORIGINAL FACE 105,000 | 106,641 15<br>104 594 | 0 26% | 104,809 11<br>102 797 | 212 41 | 2,548 94 | |
| | **TOTAL FEDERAL NATIONAL MORTGAGE ASSN POOL** | **569,396.92** | **1.37%** | **562,500.95** | **1,239 84** | **14,878.05** | |
| | CORPORATE BONDS - FIXED | | | | | | |
| 65,000 | AMERICAN EXPRESS COMPANY<br>SENIOR NOTES<br>DATED 05/18/2009<br>7 250% DUE 05/20/2014<br>CUSIP 025816BA6 | 64,897.30<br>99 842 | 0 17% | 68,736 85<br>105 749 | 536 70 | 4,712 50 | 0 75 |
| 10,000 | AT & T INC<br>SENIOR UNSECURED NOTES<br>DTD 08/18/2011<br>3 875% DUE 08/15/2021<br>CUSIP 00206RAZ5 | 10,265 50<br>102 655 | 0 03% | 10,313 90<br>103 139 | 146 39 | 387 50 | 3 43 |
| 50,000 | BP CAPITAL MARKETS PLC<br>NOTES<br>DATED 10/01/2010<br>3 125% DUE 10/01/2015<br>CUSIP 05565QBN7 | 52,514 00<br>105 028 | 0 13% | 52,258 50<br>104 517 | 390 63 | 1,562 50 | 1 09 |
| 85,000 | CANADIAN NATL RY CO<br>SENIOR UNSECURED<br>DATED 05/01/2008<br>4 950% DUE 01/15/2014<br>CUSIP 136375BS0 | 84,635 35<br>99 571 | 0 21% | 86,966 90<br>102 314 | 1,940 13 | 4,207 50 | 0 66 |

Bank of America Merrill Lynch

## STATEMENT of INVESTMENT POSITION *(continued)*



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 55,000 | CHUBB CORP<br>SENIOR NOTES<br>DATED 05/06/2008<br>5 750% DUE 05/15/2018<br>CUSIP 171232AR2 | 67,451 45<br>122 639 | 0 16% | 64,010 65<br>116 383 | 404 10 | 3,162 50 | 2 19 |
| 40,000 | CONOCOPHILLIPS<br>NOTES<br>DATED 05/21/2009<br>4 600% DUE 01/15/2015<br>CUSIP 20825CAT1 | 44,191 60<br>110 479 | 0 10% | 42,411 60<br>106 029 | 848 44 | 1,840 00 | 0 66 |
| 55,000 | DEVON ENERGY CORPORATION<br>SENIOR NOTES<br>DATED 01/09/2009<br>5 625% DUE 01/15/2014<br>CUSIP 25179MAG8 | 55,168 30<br>100 306 | 0 14% | 56,375 55<br>102 501 | 1,426 56 | 3,093 75 | 0 98 |
| 10,000 | DOMINION RESOURCES INC<br>SENIOR UNSECURED NOTE<br>DATED 03/07/2011<br>4 450% DUE 03/15/2021<br>CUSIP 25746UBL2 | 11,016 90<br>110 169 | 0 03% | 10,791 30<br>107 913 | 131 03 | 445 00 | 3 28 |
| 130,000 | DUKE ENERGY CORPORATION<br>SENIOR NOTE<br>DATED 01/26/2009<br>6.300% DUE 02/01/2014<br>CUSIP 264399EQ5 | 132,938 00<br>102 260 | 0 33% | 134,137 90<br>103 183 | 3,412 50 | 8,190 00 | 0 84 |
| 25,000 | GENERAL MILLS INC<br>SENIOR UNSECURED NOTE<br>DATED 02/03/2009<br>5.650% DUE 02/15/2019<br>CUSIP 370334BH6 | 29,985 00<br>119 940 | 0 07% | 29,041 25<br>116 165 | 533 61 | 1,412 50 | 2 55 |
| 125,000 | LOCKHEED MARTIN CORP<br>DATED 05/01/1996 7 650% DUE 05/01/2016<br>CUSIP 539830AE9 | 143,750 00<br>115 000 | 0 35% | 146,186 25<br>116 949 | 1,593 75 | 9,562 50 | 1 52 |

Bank of America Merrill Lynch

## STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 175,000 | MERCK & CO INC<br>NOTES<br>DTD 02/17/2005<br>4 750% DUE 03/01/2015<br>CUSIP 589331AK3 | 173,129 40<br>98 931 | 0 45% | 186,887 75<br>106 793 | 2,770 83 | 8,312 50 | 0 65 |
| 85,000 | PEPSICO INCORPORATED<br>SENIOR UNSECURED NOTES<br>DATED 03/02/2009<br>3 750% DUE 03/01/2014<br>CUSIP 713448BK3 | 84,819 80<br>99 788 | 0 21% | 86,768 00<br>102 080 | 1,062 50 | 3,187 50 | 0 63 |
| 40,000 | PEPSICO INCORPORATED<br>SENIOR NOTES<br>DATED 05/10/2011<br>2.500% DUE 05/10/2016<br>CUSIP 713448BT4 | 41,712 00<br>104 280 | 0 10% | 41,620 80<br>104 052 | 141 67 | 1,000 00 | 1 06 |
| 25,000 | PFIZER INC<br>SENIOR UNSECURED NOTES<br>DATED 03/24/2009<br>6.200% DUE 03/15/2019<br>CUSIP 717081DB6 | 31,271 25<br>125 085 | 0 07% | 30,146 25<br>120 585 | 456 39 | 1,550 00 | 2 33 |
| 30,000 | PHILIP MORRIS INTL INC<br>NOTES<br>DATED 05/16/2008<br>5 650% DUE 05/16/2018<br>CUSIP 718172AA7 | 35,955 00<br>119.850 | 0 08% | 34,584 90<br>115 283 | 211 88 | 1,695 00 | 2 32 |
| 27,000 | PROGRESS ENERGY CAROLINA<br>1ST MORTGAGE<br>DATED 09/15/2011<br>3.000% DUE 09/15/2021<br>CUSIP 144141DA3 | 26,990 91<br>99 966 | 0 07% | 26,944 38<br>99.794 | 238 50 | 810 00 | 3 03 |
| 180,000 | SBC COMMUNICATIONS INC<br>NOTES<br>DATED 11/03/2004<br>5 100% DUE 09/15/2014<br>CUSIP 78387GAP8 | 180,061 40<br>100 034 | 0 46% | 189,129 60<br>105 072 | 2,703 00 | 9,180 00 | 0 87 |

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# STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 55,000 | TRANSCANADA PIPELINES LTD NOTE DATED 10/07/2004 4 875% DUE 01/15/2015 CUSIP 893526DG5 | 53,996 25 98 175 | 0.14% | 58,302 20 106 004 | 1,236 35 | 2,681 25 | 0 94 |
| 55,000 | UNITED PARCEL SERVICE INC SENIOR UNSECURED NOTES DATED 03/24/2009 3 875% DUE 04/01/2014 CUSIP 911312AL0 | 54,877 90 99 778 | 0 14% | 56,388 75 102 525 | 532 81 | 2,131 25 | 0 51 |
| 175,000 | US BANK NA SUBORDINATED NOTES DATED 10/14/2004 4 950% DUE 10/30/2014 CUSIP 90331HKP7 | 171,892 00 98 224 | 0 45% | 184,689 75 105 537 | 1,467 81 | 8,662 50 | 0 77 |
| 70,000 | WAL MART STORES INC SENIOR UNSECURED NOTES DATED 10/25/2010 1.500% DUE 10/25/2015 CUSIP 931142CX9 | 71,138 20 101 626 | 0 18% | 71,358 70 101 941 | 192 50 | 1,050 00 | 0 66 |
| | **TOTAL CORPORATE BONDS - FIXED** | **1,622,657.51** | **4.07%** | **1,668,051.73** | **22,378.08** | **78,836 25** | |
| | **FIXED INCOME** | **10,477,411 47** | **25.08%** | **10,311,701 72** | **88,123 20** | **327,798 35** | |

## CASH AND EQUIVALENTS

| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| 153,713 67 | DREYFUS GOVERNMENT CASH MGMT #289 TRUST | 153,713 67 | 0 37% | 153,713 67 | 7 78 | 15 37 | |
| | CASH | 88,337 43 | 0 22% | 88,337 43 | 0 00 | | |
| | **CASH AND EQUIVALENTS** | **242,051 10** | **0 59%** | **242,051 10** | **7.78** | **15.37** | |

Bank of America Merrill Lynch

## STATEMENT of INVESTMENT POSITION (continued)



| QUANTITY | DESCRIPTION | COST/ AVG UNIT COST | % OF MARKET VALUE | MARKET VALUE/ PRICE | ACCRUED INCOME | PROJECTED ANNUAL INCOME | YIELD |
|---|---|---|---|---|---|---|---|
| | **TOTAL ASSETS** | 35,833,286.05 | 100.00% | 41,102,273.80 | 116,821.45 | 949,971.39 | |
| | **TOTAL ACCRUED INCOME** | | | 116,821.45 | | | |
| | **TOTAL ASSETS AND ACCRUED INCOME** | | | 41,219,095.25 | | | |

Collective Trust Fund Disclosure:
If you are a participant in a Collective Trust Fund, a full copy of the most recent audited annual report is available upon request without charge Please call your Administrative Officer for a copy.

Statement Content Disclosure:
This statement was prepared to provide you with a detailed record of information for the period covered by this report. The gain/loss and income figures presented are preliminary and approximate and should not be used for tax preparation. Estimated annual income may differ from actual income received and should not be used for tax preparation. If you have any questions regarding this statement or your account, please call your Administrative Officer.

Affiliate Disclosures:
Affiliates of Bank of America may provide services relating to certain investments in your account. These services may, where appropriate, include underwriting or participating in the syndication of securities purchased for your account and executing brokerage transactions for your account. Bank of America will, where appropriate, invest your account in mutual funds for which affiliates provide investment advice and other services, or in Bank depository vehicles for which the Bank receives a financial benefit. Affiliates are compensated for these services and transactions in accordance with applicable law.

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Securities and other investment products obtained or offered through Bank of America and its affiliates are not obligations or deposits of, nor guaranteed by them, or any other banks; nor are they insured by the FDIC. All securities and investment products are subject to investment risks, including the possible loss of principal invested

For Securities traded on a major exchange, market values are priced as of the statement date as provided by various pricing services or exchanges. The method and frequency of pricing assets not traded on a major exchange varies depending upon the type of asset; therefore, the price shown on your statement may not be a current value as of the statement date. Although prices shown are believed to be accurate, Bank of America and its affiliates do not guarantee the accuracy of such prices

To holders of Auction Rate Securities: Due to the recent, unprecedented conditions in the Auction Rate Securities market, the pricing of Auction Rate Securities as reflected on your statement may not be indicative of readily available pricing if you desired to and could liquidate these holdings. Additionally, some Auction Rate Securities may not be priced and will reflect a valuation of unavailable or zero. Thus, these securities will not be included in the account's market valuation total.

LAS.*87500* 0503778U10 04434 04434 E01LSBCD CUSTLASALLESTMT0000000001050LASCMBD600082.2

Form **8868**
(Rev. January 2013)
Department of the Treasury
Internal Revenue Service

# Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No. 1545-1709

- 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. | Employer identification number (EIN) or |
|---|---|---|
| File by the due date for filing your return. See instructions. | CHILDREN'S CARE FOUNDATION | 36-6088708 |
| | Number, street, and room or suite no. If a P.O. box, see instructions.<br>333 N. MICHIGAN AVENUE, NO. 2131 | Social security number (SSN) |
| | City, town or post office, state, and ZIP code. For a foreign address, see instructions.<br>CHICAGO, IL 60601 | |

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

| 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 |

- The books are in the care of ▶ ROXANNE WARBLE
333 N. MICHIGAN AVENUE, NO. 2131 - CHICAGO, IL 60601
Telephone No. ▶ (312)201-0540 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
▶ [X] 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 | $ 42,634. |
| 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 | $ 78,161. |
| 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 | $ 0. |

**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.