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

2012

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

For calendar year 2012, or tax year beginning 7/01, 2012, and ending 6/30, 2013

THE HOPPE FOUNDATION
905 CHURRITUCK DR
SAN DIEGO, CA 92154A Employer identification number
91-2144087B Telephone number (see the instructions)
760-728-6425C If exemption application is pending, check here ☐D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐E If private foundation status was terminated under section 507(b)(1)(A), check here ☐F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐G Check all that apply ☐ Initial return ☐ Initial return of a former public charity
☐ Final return ☐ Amended return
☐ Address change ☐ Name changeH Check type of organization ☒ Section 501(c)(3) exempt private foundation
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, column (c), line 16)
\$ 10,798,882.J Accounting method ☒ Cash ☐ Accrual
☐ Other (specify) (Part I, column (d) must be on cash basis)

Part I Analysis of Revenue and Expenses

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

REVENUE

1 Contributions, gifts, grants, etc. received (att sch) 50,000.

2 Ck ☐ if the foundn is not req to att Sch B

3 Interest on savings and temporary cash investments

4 Dividends and interest from securities 432,865. 432,865. 432,865.

5a Gross rents

b Net rental income or (loss)

6a Net gain/(loss) from sale of assets not on line 10 377,370.

b Gross sales price for all assets on line 6a 5,245,857.

7 Capital gain net income (from Part IV, line 2)

8 Net short-term capital gain 377,370.

9 Income modifications 119,884.

10a Gross sales less returns and allowances

b Less Cost of goods sold

c Gross profit/(loss) (att sch)

11 Other income (attach schedule) See Statement 1 2,235.

12 Total. Add lines 1 through 11 862,470. 810,235. 552,749.

ADMINISTRATIVE AND OPERATING EXPENSES

13 Compensation of officers, directors, trustees, etc 25,650.

14 Other employee salaries and wages

15 Pension plans, employee benefits

16a Legal fees (attach schedule) See St 2 3,094.

b Accounting fees (attach sch) See St 3 4,856.

c Other prof fees (attach sch) See St 4 27,028.

17 Interest

18 Taxes (attach schedule)(see instrs) See Stm 5 14,348.

19 Depreciation (attach sch) and depletion

20 Occupancy

21 Travel, conferences, and meetings

22 Printing and publications

23 Other expenses (attach schedule) See Statement 6 24,137.

24 Total operating and administrative expenses. Add lines 13 through 23 99,113.

25 Contributions, gifts, grants paid Stmt 7 566,000. 566,000.

26 Total expenses and disbursements. Add lines 24 and 25 665,113. 0. 0. 566,000.

27 Subtract line 26 from line 12:

a Excess of revenue over expenses and disbursements 197,357.

b Net investment income (if negative, enter -0) 810,235.

c Adjusted net income (if negative, enter -0) 552,749.

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)		Beginning of year	End of year	
				(a) Book Value	(b) Book Value	(c) Fair Market Value
ASSETS	1	Cash — non-interest-bearing		11,265.	13,719.	13,719.
	2	Savings and temporary cash investments		497,737.	1,342,303.	1,342,303.
	3	Accounts receivable				
		Less allowance for doubtful accounts				
	4	Pledges receivable				
		Less allowance for doubtful accounts				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)				
	7	Other notes and loans receivable (attach sch)				
		Less allowance for doubtful accounts				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments — U S and state government obligations (attach schedule)				
	b	Investments — corporate stock (attach schedule) Statement 8		3,228,951.	3,130,490.	3,250,533.
	c	Investments — corporate bonds (attach schedule) Statement 9		2,396,174.	1,450,504.	1,513,583.
	11	Investments — land, buildings, and equipment basis				
	Less accumulated depreciation (attach schedule)					
12	Investments — mortgage loans					
13	Investments — other (attach schedule) Statement 10		4,253,806.	4,630,800.	4,678,744.	
14	Land, buildings, and equipment basis					
	Less accumulated depreciation (attach schedule)					
15	Other assets (describe)					
16	Total assets (to be completed by all filers — see the instructions Also, see page 1, item I)		10,387,933.	10,567,816.	10,798,882.	
LIABILITIES	17	Accounts payable and accrued expenses				
	18	Grants payable				
	19	Deferred revenue				
	20	Loans from officers, directors, trustees, & other disqualified persons				
	21	Mortgages and other notes payable (attach schedule)				
	22	Other liabilities (describe)				
	23	Total liabilities (add lines 17 through 22)		0.	0.	
NET ASSETS OR FUND BALANCES		Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31.	<input checked="" type="checkbox"/>			
	24	Unrestricted		10,387,933.	10,567,816.	
	25	Temporarily restricted				
	26	Permanently restricted				
		Foundations that do not follow SFAS 117, check here and complete lines 27 through 31.	<input type="checkbox"/>			
	27	Capital stock, trust principal, or current funds				
	28	Paid-in or capital surplus, or land, building, and equipment fund				
	29	Retained earnings, accumulated income, endowment, or other funds				
	30	Total net assets or fund balances (see instructions)		10,387,933.	10,567,816.	
	31	Total liabilities and net assets/fund balances (see instructions)		10,387,933.	10,567,816.	

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	10,387,933.
2	Enter amount from Part I, line 27a	2	197,357.
3	Other increases not included in line 2 (itemize)	3	
4	Add lines 1, 2, and 3	4	10,585,290.
5	Decreases not included in line 2 (itemize) See Statement 11	5	17,474.
6	Total net assets or fund balances at end of year (line 4 minus line 5) — Part II, column (b), line 30	6	10,567,816.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shares MLC Company)		(b) How acquired P — Purchase D — Donation	(c) Date acquired (month, day, year)	(d) Date sold (month, day, year)
1 a See Statement 12				
b				
c				
d				
e				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a			
b			
c			
d			
e			

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Column (h) gain minus column (k), but not less than -0-) or Losses (from column (h))
(i) Fair Market Value as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of column (i) over column (j), if any	
a			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 </div> </div>	2	377,370.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	<div style="display: flex; align-items: center;"> <div style="border-left: 1px solid black; border-right: 1px solid black; padding: 0 5px;"> If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8 </div> </div>	3	119,884.

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) N/A

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

☐ Yes☐ No

If 'Yes,' the foundation does not qualify under section 4940(e). Do not complete this part.

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (column (b) divided by column (c))
2011			
2010			
2009			
2008			
2007			

2 Total of line 1, column (d)	2	
3 Average distribution ratio for the 5-year base period — divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	3	
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	
5 Multiply line 4 by line 3	5	
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	
7 Add lines 5 and 6	7	
8 Enter qualifying distributions from Part XII, line 4	8	

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

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

1 a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter 'N/A' on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary – see instrs)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b		1	16,205.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, column (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	16,205.
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	16,205.
6 Credits/Payments			
a 2012 estimated tax pmts and 2011 overpayment credited to 2012	6 a	2,730.	
b Exempt foreign organizations – tax withheld at source	6 b		
c Tax paid with application for extension of time to file (Form 8868)	6 c	13,475.	
d Backup withholding erroneously withheld	6 d		
7 Total credits and payments. Add lines 6a through 6d	7	16,205.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	0.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be Credited to 2013 estimated tax	11		
	Refunded		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation <input type="checkbox"/> \$ 0. (2) On foundation managers <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If 'Yes,' attach a detailed description of the activities</i>		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? <i>If 'Yes,' attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If 'Yes,' has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If 'Yes,' attach the statement required by General Instruction T</i>		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?		X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If 'Yes,' complete Part II, column (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) N/A		
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 <i>General Instruction G</i> ? <i>If 'No,' attach explanation</i>	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)? <i>If 'Yes,' complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If 'Yes,' attach a schedule listing their names and addresses</i>		X

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Form 990-PF (2012)

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If 'Yes', attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If 'Yes', attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address <u>N/A</u>	13	X	
14	The books are in care of <u>WILLIAM J. HOPPE</u> Telephone no <u></u> Located at <u>Chiang Mai 5000 THAILAND</u> ZIP + 4 <u></u>			
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 <u>N/A</u>	15		N/A
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If 'Yes,' enter the name of the foreign country <u></u>	16		X

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

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

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

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Form 990-PF (2012)

Part VII-B. Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions)

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No**b** If any answer is 'Yes' to 5a(1)-(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

5 b N/A

Organizations relying on a current notice regarding disaster assistance check here

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

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

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

6 b 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

7 b

Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
WILLIAM JAMES HOPPE Chiang Mai 50210 Thailand	CEO 30.00	25,650.	0.	0.
LEA ANN HOPPE Chiang Mai 50210 Thailand	SECRETARY 30.00	0.	0.	0.

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

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

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

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 (see instructions). If none, enter 'NONE.'

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
None ----- ----- 		
----- ----- 		
----- ----- 		
----- ----- 		
----- ----- 		
Total number of others receiving over \$50,000 for professional services ▶		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.

1	<u>N/A</u>	
2		
3		
4		

Part IX-B Summary of Program-Related Investments (see instructions)

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

1	N/A	
2		
All other program-related investments See instructions		
3		
Total. Add lines 1 through 3		0

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Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions.)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a Average monthly fair market value of securities	1 a	10,248,561.
b Average of monthly cash balances	1 b	1,049,525.
c Fair market value of all other assets (see instructions)	1 c	
d Total (add lines 1a, b, and c)	1 d	11,298,086.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1 e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	11,298,086.
4 Cash deemed held for charitable activities. Enter 1-1/2% of line 3 (for greater amount, see instructions)	4	169,471.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	11,128,615.
6 Minimum investment return. Enter 5% of line 5	6	556,431.

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	556,431.
2a Tax on investment income for 2012 from Part VI, line 5	2 a	16,205.	
b Income tax for 2012 (This does not include the tax from Part VI)	2 b		
c Add lines 2a and 2b	2 c		16,205.
3 Distributable amount before adjustments. Subtract line 2c from line 1	3		540,226.
4 Recoveries of amounts treated as qualifying distributions	4		
5 Add lines 3 and 4	5		540,226.
6 Deduction from distributable amount (see instructions)	6		
7 Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7		540,226.

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	1 a	566,000.
b Program-related investments — total from Part IX-B	1 b	
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)	3 a	
b Cash distribution test (attach the required schedule)	3 b	
4 Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	566,000.
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6 Adjusted qualifying distributions. Subtract line 5 from line 4	6	566,000.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years.

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				540,226.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years 20 __, 20 __, 20 __		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007				
b From 2008				
c From 2009				
d From 2010				
e From 2011 78,342.				
f Total of lines 3a through e	78,342.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 566,000.				
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required — see instructions)		0.		
c Treated as distributions out of corpus (Election required — see instructions)	0.			
d Applied to 2012 distributable amount				540,226.
e Remaining amount distributed out of corpus	25,774.			
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	104,116.			
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 instructions			0.	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	104,116.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009				
c Excess from 2010				
d Excess from 2011 78,342.				
e Excess from 2012 25,774.				

BAA

Form 990-PF (2012)

N/A

- (4) Gross investment income.**

[illegible]

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

Part XV **Supplementary Information** (continued)**3** **Grants and Contributions Paid During the Year or Approved for Future Payment**

Recipient	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
Name and address (home or business)				
<i>a Paid during the year</i>				
Total			▶ 3a	
<i>b Approved for future payment</i>				
Total			▶ 3b	

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

THE HOPPE FOUNDATION

Employer identification number

91-2144087

Organization type (check one)

Filers of:

Form 990 or 990-EZ

Section:

☐ 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).

BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule **B** (Form 990, 990-EZ, or 990-PF) (2012)

Name of organization

Employer identification number

THE HOPPE FOUNDATION

91-2144087

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

(a) Number	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	HOPPE SUNSET LIVING TRUST 905 CHURRITUCK DR SAN DIEGO, CA 92154	\$ 50,000.	Person <input checked="" type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)
			Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input type="checkbox"/> (Complete Part II if there is a noncash contribution)

Name of organization

Employer identification number

THE HOPPE FOUNDATION

91-2144087

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
	N/A		
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	
		\$	

BAA

Name of organization

THE HOPPE FOUNDATION

Employer identification number

91-2144087

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 total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once See instructions)

► \$ N/A

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
	N/A		
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee
	(e) Transfer of gift		
	Transferee's name, address, and ZIP + 4		Relationship of transferor to transferee

THE HOPPE FOUNDATION

91-2144087

Statement 1
Form 990-PF, Part I, Line 11
Other Income

	(a) Revenue per Books	(b) Net Investment Income	(c) Adjusted Net Income
US TREASURY-FORM 941	\$ 2,235.		
Total	\$ 2,235.	\$ 0.	\$ 0.

Statement 2
Form 990-PF, Part I, Line 16a
Legal Fees

	(a) Expenses Per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
BROWN AND STREPA	\$ 3,094.			
Total	\$ 3,094.	\$ 0.	\$ 0.	\$ 0.

Statement 3
Form 990-PF, Part I, Line 16b
Accounting Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
PAYROLL	\$ 501.			
TAX PREPARATION	\$ 4,355.			
Total	\$ 4,856.	\$ 0.	\$ 0.	\$ 0.

Statement 4
Form 990-PF, Part I, Line 16c
Other Professional Fees

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
FRANK PEYTON	\$ 1,022.			
STIFEL NICHOLAUS	\$ 26,006.			
Total	\$ 27,028.	\$ 0.	\$ 0.	\$ 0.

THE HOPPE FOUNDATION

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Statement 5
Form 990-PF, Part I, Line 18
Taxes

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
ESTIMATED TAXES	\$ 8,730.			
FOREIGN TAXES	235.			
PAYROLL TAXES	1,972.			
US TREASURY	3,411.			
Total	\$ 14,348.	\$ 0.	\$ 0.	\$ 0.

Statement 6
Form 990-PF, Part I, Line 23
Other Expenses

	(a) Expenses per Books	(b) Net Investment Income	(c) Adjusted Net Income	(d) Charitable Purposes
DEFERRED SALARY	\$ 24,000.			
MISCELLANEOUS	16.			
REIMBURSE EXPENSES	111.			
WIRE FEE	10.			
Total	\$ 24,137.	\$ 0.	\$ 0.	\$ 0.

Statement 7
Form 990-PF, Part I, Line 25
Contributions, Gifts, and Grants

Cash Grants and Allocations

Class of Activity: RELIGIOUS AND EDUCATIONAL
 Donee's Name: SURE PASSGE
 Donee's Address: 6660 DELMONICO DR
 COLORADO SPRINGS , CO 80919
 Relationship of Donee: NONE
 Organizational Status of Donee: PUBLIC CHARITY
 Amount Given: \$ 566,000.
 Total \$ 566,000.

Statement 8
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
1012.006 SHARES COMERICA INC (CMA)	Cost	\$ 0.	\$ 0.
16022.297 CENTRAL FUND CANADA LTD	Cost	244,888.	217,903.
11668.925 COHEN & STEERS REIT (RNP)	Cost	178,722.	201,639.
4589.013 DUKE REALTY (DRE'O)	Cost	0.	0.

THE HOPPE FOUNDATION

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Statement 8 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
2245.245 AT&T INC	Cost	\$ 0.	\$ 0.
2230.131 VERIZON COMM	Cost	0.	0.
600 SPDR GOLD TR	Cost	75,952.	71,466.
2295.457 JP MORGAN CAP XXVIII	Cost	0.	0.
800 EMERSON ELECTRIC CO	Cost	0.	0.
500 JOHNSON AND JOHNSON	Cost	0.	0.
900 ORACLE CORP	Cost	0.	0.
900 PEPSICO INC	Cost	0.	0.
4500 SECTOR SPDR FINANCIAL	Cost	0.	0.
-214 CALL OPTIONS	Cost	-45,530.	-68,432.
2017.974 ABBOT LAB	Cost	0.	0.
5000 GENERAL ELECTRIC CO	Cost	0.	0.
2676.217 INTEL CORP	Cost	0.	0.
1568.339 RAYONIER INC	Cost	55,889.	86,870.
2211.959 ROYCE VALVE TRUST INC	Cost	0.	0.
400 DEERE & CO	Cost	0.	0.
400 DUPONT DE NEMOURS	Cost	0.	0.
900 SANDISK CORP	Cost	0.	0.
400 SOUTHWESTERN ENERGY CO	Cost	0.	0.
800 TARGET CORP	Cost	0.	0.
800 TEXAS INSTRUMENTS INC	Cost	0.	0.
600 ULTRA PETROLEUM CORP	Cost	0.	0.
820.954 COCA COLA CO	Cost	0.	0.
1338.626 GENERAL MILLS INC	Cost	0.	0.
5K IAMGOLD CORP	Cost	0.	0.
2840.755 RETAIL OPPORTUNITY	Cost	34,328.	39,486.
2037.762 DUPONT FABROS TECH	Cost	54,943.	55,985.
2000 REALTY INCOME CORP	Cost	50,000.	51,500.
2083.795 SCE TRUST	Cost	52,082.	49,178.
2400 APPLIED MATERIALS INC	Cost	0.	0.
1600 ARCHER DANIEL MIDLAND	Cost	52,335.	54,256.
800 BAXTER INTL INC	Cost	0.	0.
1900 CISCO SYSTEMS INC	Cost	41,124.	46,237.
900 DANAHER CORP	Cost	0.	0.
800 DISNEY WALT CO	Cost	0.	0.
1400 DISCOVER FINANCIAL	Cost	49,964.	66,696.
1000 DOLLAR GENERAL CORP	Cost	0.	0.
2000 EMC CORP MASS	Cost	52,438.	47,240.
700 EBAY INC	Cost	37,254.	36,204.
1300 FREEPORT COPPER & GOLD	Cost	45,326.	35,893.
1900 HALLIBURTON CO	Cost	63,273.	79,268.
2100 INTEL CORP	Cost	58,211.	50,884.
1400 JP MORGAN CHASE	Cost	68,246.	73,906.
1000 MEDTRONIC INC	Cost	0.	0.
1000 METLIFE INC	Cost	0.	0.
1500 MICROSOFT CORP	Cost	50,956.	51,817.
700 MOSAIC CO	Cost	0.	0.
500 QUALCOMM INC	Cost	0.	0.
1100 TJX COMPANIES	Cost	49,654.	55,066.
400 TEVA PHARMACEUTICALS	Cost	0.	0.
1600 TYSON FOODS INC	Cost	39,671.	41,088.
1500 US BANCORP	Cost	51,759.	54,225.
1200 UNITED HEALTH CORP	Cost	0.	0.
1300 WELLS FARGO & CO	Cost	38,898.	53,651.
1000 SEAGATE TECHNOLOGY	Cost	0.	0.

THE HOPPE FOUNDATION

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Statement 8 (continued)
Form 990-PF, Part II, Line 10b
Investments - Corporate Stocks

Corporate Stocks	Valuation Method	Book Value	Fair Market Value
26 APPLE INC	Cost	\$ 0.	\$ 0.
307 BARD CR INC	Cost	31,375.	33,365.
281 CHEVRON CORP	Cost	29,590.	33,254.
368 CHURCH AND DWIGHT CO	Cost	0.	0.
354 DOLLAR TREE INC	Cost	0.	0.
423 EXXON MOBILE CORP	Cost	36,287.	38,218.
43 GOOGLE INC	Cost	25,772.	37,856.
661 HORMEL FOODS CORP	Cost	0.	0.
251 HUMANA INC	Cost	0.	0.
155 IBM CORP	Cost	30,645.	29,622.
1106 MICROSOFT CORP	Cost	32,548.	38,207.
935 ORACLE CORP	Cost	26,996.	28,714.
534 PEPSICO INC	Cost	37,308.	43,676.
282 PHILLIP MORRIS INTL	Cost	0.	0.
374 SCHEIN HENRY INC	Cost	30,076.	35,807.
702 TJX COMPANIES	Cost	30,424.	35,142.
219 VALMONT INDUSTRIES	Cost	26,741.	31,337.
419 VARIAN MEDICAL SYS	Cost	26,533.	28,262.
166 VISA INC	Cost	0.	0.
522 WALMART STORES INC	Cost	36,172.	38,884.
900 EXELON CORP	Cost	0.	0.
1534 CISCO SYSTEMS INC	Cost	30,055.	37,330.
615 FLOWSERVE CORP	Cost	32,396.	33,216.
442 TRIUMPH GROUP INC	Cost	31,002.	34,984.
371 UNITED TECHNOLOGIES CORP	Cost	29,972.	34,481.
429 ACCENTURE PLC IRELAND	Cost	31,079.	30,871.
1400 ABBOTT LABORATORIES	Cost	51,708.	48,832.
800 AMERICAN EXPRESS	Cost	47,203.	59,808.
800 BAKER HUGHES INC	Cost	34,326.	36,904.
2000 CSX CORP	Cost	48,597.	46,380.
900 FASTENAL CO	Cost	44,017.	41,211.
2500 FIFTH THIRD BANCORP	Cost	40,589.	45,125.
700 GILEAD SCIENCES INC	Cost	36,730.	35,889.
1100 JOY GLOBAL INC	Cost	66,275.	53,383.
1600 KROGER CO	Cost	56,115.	55,264.
1800 MYLAN INC	Cost	52,961.	55,854.
700 NIKE INC	Cost	37,848.	44,576.
800 TARGET CORP	Cost	38,636.	55,088.
800 WESTERN DIGITAL CORP	Cost	36,798.	49,672.
3000 MARKET VECTORS OIL SVC	Cost	129,356.	128,340.
3000 FREEPORT MORAN CPPR&GOLD	Cost	96,947.	82,830.
3102.091 GOVT PROPERTIES INC TR	Cost	71,567.	78,235.
3000 ISHARES SILVER TRUST	Cost	84,311.	56,910.
2000 FIFTH STREET FINANCE	Cost	50,000.	47,500.
1000 GLIMCHER REALTY TR	Cost	25,000.	25,100.
3000 HERCULES TECK GROWTH	Cost	76,152.	78,000.
2000 VANGUARD NATURAL RESOURCES	Cost	50,000.	50,380.
Total		\$ 3,130,490.	\$ 3,250,533.

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Statement 9
Form 990-PF, Part II, Line 10c
Investments - Corporate Bonds

<u>Corporate Bonds</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
1076.394 BANK ONE CAPITAL TR VI 7.2%	Cost	\$ 0.	\$ 0.
150K AT&T GLBL 4.85%	Cost	0.	0.
75K GE CAP CORP 5.25%	Cost	0.	0.
75K GOLDMAN SACHS GRP 5.25%	Cost	0.	0.
100K BUNDGE LTD FIN CORP 6.875%	Cost	0.	0.
50K DELL INC 5.625%	Cost	50,240.	51,646.
50K WHIPLPOOL CORP 8.6%	Cost	50,342.	53,084.
50K GE CAP CORP 5.5%	Cost	50,000.	53,070.
50 WEINGARTEN REALTY 5.25%	Cost	49,630.	52,948.
50K EXELON CORP 4.9%	Cost	50,000.	53,513.
50K KELLOGG CO 4.45%	Cost	49,853.	54,190.
50K EXELON GENERATOR 6.2%	Cost	0.	0.
100K BANK OF AMER 5.75%	Cost	49,815.	55,569.
100K DIRECTV HLDG LLC 3.125%	Cost	99,306.	103,776.
50K DOW CHEMICAL CO 2.5%	Cost	49,313.	51,532.
50K SOUTHWEST AIRLINES 5.75%	Cost	52,263.	55,471.
75K AMERICAN TOWER CORP 5.05%	Cost	74,573.	78,817.
50K MANULIFE FINANCIAL 4.9%	Cost	50,043.	53,899.
100K BIO RAD LAB INC 4.875%	Cost	99,005.	100,785.
50K KELLOGG CO 4.0%	Cost	49,523.	52,638.
75K CHESAPEAKE ENERGY 6.12%	Cost	78,136.	78,750.
50K TELEFONICA EMISIONES 5.462%	Cost	51,184.	51,547.
50K ARROW ELECTRONICS 5.125%	Cost	49,519.	51,260.
100K JP MORGAN CHASE M/T NOTE	Cost	0.	0.
50K BALL CORP 5.75%	Cost	50,333.	52,625.
100K COUNTRY HEALTHCARE 5.45%	Cost	0.	0.
50K HEALTHCARE REIT 5.25%	Cost	50,642.	53,739.
50K EMPIRE DIST ELEC 5.8%	Cost	0.	0.
75K SENIOR HOUSING TRUST	Cost	75,001.	77,736.
50K PENNEY JC INC	Cost	47,780.	43,875.
50K GAP INC	Cost	48,690.	55,302.
50K CENTURY TEI ENTR INC	Cost	0.	0.
75K GE CAP CORP	Cost	75,000.	77,951.
50K BLOCK FINANCIAL 5.5%	Cost	50,466.	50,245.
50K JEFFERIES GROUP INC 5.125%	Cost	49,847.	49,615.
Total		\$ 1,450,504.	\$ 1,513,583.

Statement 10
Form 990-PF, Part II, Line 13
Investments - Other

<u>Other Publicly Traded Securities</u>	<u>Valuation Method</u>	<u>Book Value</u>	<u>Fair Market Value</u>
GNMA II 6.5% (36202DSC6)	Cost	\$ 11,094.	\$ 11,636.
GNMA II 5.5% (36202C7K3)	Cost	12,896.	10,436.
GNMA 7% (36210A2R7)	Cost	13,449.	10,476.
GNMA II 5.5% (36202DSW2)	Cost	27,124.	21,214.
GNMA 6% (36290SCV1)	Cost	117,669.	110,685.
GNMA 6% (36201PU52)	Cost	14,144.	11,451.
GNMA 5% (36202DW64)	Cost	13,544.	12,223.

THE HOPPE FOUNDATION

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Statement 10 (continued)
Form 990-PF, Part II, Line 13
Investments - Other

	Valuation Method	Book Value	Fair Market Value
<u>Other Publicly Traded Securities</u>			
GNMA 5% (36202DVL2)	Cost	\$ 46,175.	\$ 46,518.
GNMA 5% (36202DYY4)	Cost	69,859.	70,782.
GNMA 5% (36202TCR5)	Cost	31,535.	32,278.
17722 RUSSELL FRANK BAL STRAT FD	Cost	163,959.	197,424.
GNMA 6.0% 36202D2F7	Cost	21,376.	23,846.
GNMA II 5.0% (36202EHR3)	Cost	104,795.	112,716.
GNMA II 5.0% (362202EJV2)	Cost	73,418.	78,301.
39K GNMA 5.5% 36202EEV7	Cost	9,460.	8,885.
75K GNMA 5.5% 36202EG45	Cost	16,223.	14,919.
600K GNMA 5.0% 36202EH36	Cost	112,237.	134,707.
5591.672 FRANKLIN GOID & PREC	Cost	182,453.	87,118.
24500.341 TEMPLETON GIBL BD	Cost	340,847.	317,279.
46435.131 PRINCIPAL FUND	Cost	479,313.	482,461.
29868.314 THORNBURG INCOME BLDR	Cost	558,365.	586,315.
7040.555 SALIENT MLP AND ENERGY	Cost	160,954.	202,064.
10500.87 MUTUAL AMERICA 1ST DEF GWTH	Cost	108,211.	121,600.
12802.045 SARATOGA ADVANTAGE R/E	Cost	283,489.	276,908.
9685.179 SARATOGA ADVANTAGE R/R	Cost	102,122.	98,401.
129856.79 VIRTUS MUTISECT S/T	Cost	629,977.	627,208.
5404.885 LEGG MASON BWGLOBAL	Cost	107,972.	95,829.
28857.325 MFS MUTLMKT INC	Cost	208,848.	192,478.
5446.946 ROYCE VALUE TRUST	Cost	77,416.	82,576.
9037.953 PIMCO FOREIGN BOND	Cost	100,665.	94,989.
9370.037 VIRTUS OPPTY EMERGING MARKETS	Cost	98,615.	89,203.
8620.69 VIRTUS OPPTY WEALTH	Cost	100,000.	101,638.
3063.754 COMPASS DIVERSIFIED	Cost	48,892.	53,708.
1192.947 WILLIAMS PARTNERS LP	Cost	57,947.	61,556.
Total Other Publicly Traded Securities		<u>\$ 4,505,043.</u>	<u>\$ 4,479,828.</u>
<u>Other Securities</u>			
2448.011 TEEKAY LNG PTNR (TGP)	Cost	72,872.	106,978.
1647.335 PLAINS ALL AMERICAN PIPELINE	Cost	52,885.	91,938.
Total Other Securities		<u>\$ 125,757.</u>	<u>\$ 198,916.</u>
Total		<u>\$ 4,630,800.</u>	<u>\$ 4,678,744.</u>

Statement 11
Form 990-PF, Part III, Line 5
Other Decreases

CORRECT 2011 OTHER REVENUE		\$ 17,474.
Total		<u>\$ 17,474.</u>

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Statement 12
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
1	800.000 DISNEY WALT CO	Purchased	1/24/2012	7/20/2012
2	900.000 EBAY INC	Purchased	2/22/2012	7/20/2012
3	300.000 EBAY INC	Purchased	2/27/2012	7/20/2012
4	700.000 MOSAIC CO NEW	Purchased	1/25/2012	7/20/2012
5	300.000 SOUTHWESTERN ENERGY CO	Purchased	11/23/2010	7/20/2012
6	100.000 SOUTHWESTERN ENERGY CO	Purchased	6/30/2011	7/20/2012
7	800.000 TJX COMPANIES INC NEW	Purchased	10/26/2011	7/20/2012
8	1,000.000 CIRRUS LOGIC INC	Purchased	7/06/2012	8/17/2012
9	1,500.000 CISCO SYSTEMS INC	Purchased	2/22/2012	8/17/2012
10	400.000 TEXAS INSTRUMENTS INC	Purchased	11/23/2010	8/17/2012
11	400.000 TEXAS INSTRUMENTS INC	Purchased	6/30/2011	8/17/2012
12	1,100.000 WESTERN DIGITAL CORP	Purchased	7/02/2012	8/17/2012
13	400.000 EMERSON ELECTRIC CO	Purchased	12/08/2010	9/21/2012
14	400.000 EMERSON ELECTRIC CO	Purchased	2/03/2012	9/21/2012
15	400.000 ORACLE CORP	Purchased	1/24/2011	9/21/2012
16	500.000 ORACLE CORP	Purchased	6/30/2011	9/21/2012
17	300.000 PEPSICO INC	Purchased	12/23/2009	9/04/2012
18	300.000 PEPSICO INC	Purchased	3/25/2010	9/04/2012
19	300.000 EPE	Purchased	6/30/2011	9/04/2012
20	600.000 EBAY INC	Purchased	3/27/2012	10/19/2012
21	1,000.000 MEDTRONICS INC	Purchased	12/28/2011	10/02/2012
22	1,500.000 SECTOR SPDR FINANCIAL	Purchased	3/23/2010	10/19/2012
23	600.000 SECTOR SPDR FINANCIAL	Purchased	1/04/2011	10/19/2012
24	1,000.000 SECTOR SPDR FINANCIAL	Purchased	5/05/2011	10/19/2012
25	1,400.000 SECTOR SPDR FINANCIAL	Purchased	8/02/2011	10/19/2012
26	600.000 BAXTER INTL INC	Purchased	1/24/2012	11/16/2012
27	200.000 BAXTER INTL INC	Purchased	2/01/2012	11/16/2012
28	11,000.000 SOUTHERN COPPER CORP	Purchased	7/25/2012	11/05/2012
29	300.000 DEERE & CO	Purchased	12/27/2010	12/21/2012
30	100.000 DEERE & CO	Purchased	6/30/2011	12/21/2012
31	800.000 JP MORGAN CHASE CO	Purchased	4/03/2012	12/21/2012
32	1,200.000 COMCAST CORP CL A	Purchased	7/05/2012	9/28/2012
33	2,400.000 APPLIED MATERIALS INC	Purchased	10/13/2011	2/14/2013
34	2,400.000 APPLIED MATERIALS INC	Purchased	11/26/2012	2/14/2013
35	1,200.000 ARCHER DANIELS MIDLAND CO	Purchased	12/28/2011	3/15/2013
36	700.000 BED BATH & BEYOND INC	Purchased	8/22/2012	5/17/2013
37	1,800.000 BEST BUY CO INC	Purchased	7/24/2012	3/15/2013
38	1,500.000 CISCO SYSTEMS INC	Purchased	8/21/2012	2/15/2013
39	1,100.000 COMCAST CORP CL A NEW	Purchased	11/16/2012	3/28/2013
40	600.000 DANAHER CORP	Purchased	2/01/2012	6/21/2013
41	300.000 DANAHER CORP	Purchased	2/24/2012	6/21/2013
42	800.000 DISNEY WALT CO	Purchased	3/25/2013	5/17/2013
43	1,000.000 DOLLAR GENERAL CORP NEW	Purchased	5/03/2012	5/17/2013
44	400.000 DU PONT EIDE NEMOURS & CO	Purchased	6/13/2011	2/12/2013
45	200.000 DU PONT EIDE NEMOURS & CO	Purchased	11/20/2012	2/12/2013
46	400.000 DU PONT EIDE NEMOURS & CO	Purchased	11/20/2012	5/10/2013
47	900.000 EXELON CORP	Purchased	3/21/2012	2/20/2013
48	900.000 GAP INC	Purchased	12/03/2012	6/21/2013
49	900.000 GAP INC	Purchased	2/05/2013	6/21/2013
50	800.000 GILEAD SCIENCES INC	Purchased	3/19/2013	5/17/2013
51	1,300.000 HCA HOLDINGS INC	Purchased	11/19/2012	3/15/2013
52	1,200.000 HOLLYFRONTIER CORP	Purchased	9/18/2012	3/12/2013
53	700.000 HOME DEPOT INC	Purchased	12/06/2012	5/17/2013
54	200.000 JP MORGAN CHASE CO	Purchased	10/26/2012	3/15/2013
55	100.000 JOHNSON & JOHNSON	Purchased	12/15/2009	1/18/2013
56	200.000 JOHNSON & JOHNSON	Purchased	3/25/2010	1/18/2013

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Statement 12 (continued)
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Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
57	500.000 JOHNSON & JOHNSON	Purchased	6/30/2011	1/18/2013
58	700.000 MACYS INC	Purchased	8/21/2012	5/17/2013
59	1,000.000 MATTEL INC	Purchased	7/23/2012	4/19/2013
60	1.000 METLIFE INC	Purchased	3/22/2012	3/15/2013
61	1,100.000 MICROSOFT CORP	Purchased	4/24/2012	6/21/2013
62	800.000 MICROSOFT CORP	Purchased	5/08/2012	6/21/2013
63	500.000 QUALCOMM INC	Purchased	2/01/2012	1/18/2013
64	300.000 SANDISKCORP	Purchased	10/19/2010	4/19/2013
65	300.000 SANDISKCORP	Purchased	4/25/2011	4/19/2013
66	300.000 SANDISKCORP	Purchased	6/30/2011	4/19/2013
67	400.000 TEVA PHARMACEUTICAL INDS LTD ADR	Purchased	7/21/2011	5/01/2013
68	1,500.000 TYSON FOODS INC CLASS A	Purchased	10/25/2011	1/18/2013
69	1,100.000 TYSON FOODS INC CLASS A	Purchased	11/26/2012	4/19/2013
70	800.000 U S BANCORP DE NEW	Purchased	5/02/2012	6/21/2013
71	200.000 ULTRA PETROLEUM CORP	Purchased	11/23/2010	2/20/2013
72	200.000 ULTRA PETROLEUM CORP	Purchased	6/30/2011	2/20/2013
73	200.000 ULTRA PETROLEUM CORP	Purchased	9/14/2011	2/20/2013
74	300.000 UNITED HEALTH GRP INC	Purchased	8/01/2011	6/12/2013
75	900.000 UNITED HEALTH GRP INC	Purchased	9/20/2011	6/12/2013
76	1,300.000 VALERO ENERGY CORP	Purchased	9/17/2012	2/08/2013
77	1,800.000 YAHOO INC	Purchased	12/03/2012	4/19/2013
78	1,000.000 SEAGATE TECHNOLOGY PLC	Purchased	5/02/2012	2/15/2013
79	900.000 SEAGATE TECHNOLOGY PLC	Purchased	8/01/2012	2/15/2013
80	8.000 C AXP 042013 65	Purchased	4/09/2013	9/25/2012
81	8.000 B BHI 051813 45	Purchased	5/15/2013	4/22/2013
82	8.000 C BHI 042013 47	Purchased	4/20/2013	10/25/2012
83	7.000 C BBBY 011913 67.50	Purchased	1/19/2013	9/27/2012
84	8.000 C JPM 042013 48	Purchased	4/15/2013	2/26/2013
85	21.000 C INTC 042013 22	Purchased	4/19/2013	10/23/2012
86	8.000 C TGT 011913 60	Purchased	1/17/2013	4/20/2012
87	9.000 C DHR 031613 60	Purchased	3/05/2013	9/26/2012
88	10.000 CDG 01191344	Purchased	1/16/2013	1/02/2013
89	8.000 C DFS 042013 41	Purchased	4/10/2013	10/12/2012
90	6.000 C DFS 042013 41	Purchased	4/10/2013	10/25/2012
91	13.000 C EMC01191330	Purchased	1/19/2013	4/26/2012
92	4.000 C DD 011913 52.50	Purchased	1/19/2013	7/25/2012
93	13.000 C EMC 021613 25	Purchased	2/16/2013	1/23/2013
94	10.000 C FCX 062213 32	Purchased	6/22/2013	5/29/2013
95	10.000 C FCX011913 39	Purchased	1/19/2013	11/13/2012
96	10.000 C FCX 051813 37	Purchased	5/18/2013	1/24/2013
97	7.000 C M 011913 41	Purchased	1/19/2013	8/23/2012
98	6.000 C UPL 021613 19	Purchased	2/16/2013	1/23/2013
99	7.000 C GILD 062213 60	Purchased	6/07/2013	5/24/2013
100	9.000 C HAL 01191340	Purchased	1/19/2013	8/17/2012
101	10.000 C HAL 042013 37	Purchased	4/16/2013	10/26/2012
102	8.000 C JOY 051813 57.50	Purchased	5/18/2013	4/23/2013
103	8.000 C JOY 031613 67.50	Purchased	3/16/2013	2/26/2013
104	8.000 C JOY 062213 60	Purchased	6/22/2013	5/23/2013
105	16.000 C KR 062213 36	Purchased	6/22/2013	5/28/2013
106	19.000 C MSFT 042013 30	Purchased	4/20/2013	10/23/2012
107	7.000 C EBAY 051813 55	Purchased	5/17/2013	4/24/2013
108	7.000 C EBAY 042013 55	Purchased	4/20/2013	3/27/2013
109	8.000 C WDC 042013 50	Purchased	4/11/2013	2/25/2013
110	8.000 C USB 031613 36	Purchased	3/16/2013	11/01/2012
111	4.000 C TEVA 021613 40	Purchased	2/16/2013	1/09/2013
112	16.000 C TSN 051813 25	Purchased	5/16/2013	4/29/2013

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Statement 12 (continued)
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Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
113	13.000 C WFC 042013 36	Purchased	4/12/2013	11/01/2012
114	12.000 C ADM 092212 34	Purchased	9/22/2012	3/15/2012
115	5.000 CQCOM07211265	Purchased	7/21/2012	2/21/2012
116	24.000 C AMAT 102012 13	Purchased	10/20/2012	3/08/2012
117	18.000 C BBY 092212 20	Purchased	9/22/2012	7/27/2012
118	18.000 C BBY 122212 19	Purchased	12/22/2012	10/22/2012
119	18.000 C BBY 102012 20	Purchased	10/20/2012	10/04/2012
120	7.000 C BBBY 092212 70	Purchased	9/22/2012	8/24/2012
121	8.000 C JPM 072112 36	Purchased	7/21/2012	5/23/2012
122	15.000 C CSCO 111712 21	Purchased	11/17/2012	8/28/2012
123	10.000 C INTC 072112 30	Purchased	7/21/2012	3/28/2012
124	10.000 C INTC 102012 27	Purchased	10/20/2012	8/01/2012
125	11.000 C INTC 102012 29	Purchased	10/20/2012	5/07/2012
126	6.000 C DHR 092212 57.50	Purchased	9/22/2012	2/03/2012
127	3.000 C DHR 092212 57.50	Purchased	9/22/2012	2/27/2012
128	8.000 C DFS 072112 35	Purchased	7/17/2012	5/01/2012
129	10.000 C DG 122212 50	Purchased	12/22/2012	11/19/2012
130	10.000 C DG 111712 55	Purchased	11/17/2012	6/14/2012
131	4.000 C DD 072112 52.50	Purchased	7/21/2012	1/23/2012
132	8.000 C DFS 102012 37	Purchased	10/12/2012	7/17/2012
133	10.000 C FCX 111712 37	Purchased	11/13/2012	8/17/2012
134	10.000 C FCX 081812 35	Purchased	8/17/2012	6/15/2012
135	6.000 C UPL 122212 24	Purchased	12/22/2012	8/20/2012
136	6.000 C UPL 072112 24	Purchased	7/21/2012	6/21/2012
137	6.000 C UPL 081812 24	Purchased	8/18/2012	7/24/2012
138	10.000 C HAL 102012 38	Purchased	10/20/2012	3/08/2012
139	9.000 C HAL 081812 35	Purchased	8/17/2012	7/30/2012
140	10.000 C MAT 102012 36	Purchased	10/19/2012	7/26/2012
141	10.000 C MET 092212 41	Purchased	9/22/2012	3/23/2012
142	11.000 C MFST 102012 34	Purchased	10/20/2012	4/27/2012
143	8.000 C MSFT 102012 34	Purchased	10/20/2012	5/09/2012
144	9.000 C ORCL 072112 29	Purchased	7/16/2012	6/19/2012
145	9.000 C EXC 102012 40	Purchased	10/20/2012	3/22/2012
146	9.000 C SNDK 072112 45	Purchased	7/21/2012	4/11/2012
147	9.000 C SNDK 102012 43	Purchased	10/18/2012	7/23/2012
148	10.000 C STX 092212 31	Purchased	9/06/2012	5/08/2012
149	9.000 C STX 081812 32	Purchased	8/08/2012	8/06/2012
150	9.000 C STX 122212 35	Purchased	12/22/2012	8/08/2012
151	10.000 C STX 122212 35	Purchased	12/22/2012	9/06/2012
152	45.000 C XLF 072112 15	Purchased	7/21/2012	5/30/2012
153	8.000 C USB 122212 34	Purchased	12/22/2012	5/03/2012
154	4.000 C TEVA 122212 42.50	Purchased	12/22/2012	8/07/2012
155	4.000 C TEVA 081812 40	Purchased	8/07/2012	7/16/2012
156	4.000 C TEVA 072112 40	Purchased	7/16/2012	6/22/2012
157	8.000 C TXN 072112 34	Purchased	7/21/2012	4/20/2012
158	15.000 C TSN 102012 21	Purchased	10/20/2012	3/07/2012
159	12.000 C UNH 072112 57.50	Purchased	7/21/2012	6/01/2012
160	12.000 C UNH 122212 60	Purchased	12/22/2012	7/24/2012
161	13.000 C WFC 102012 35	Purchased	10/20/2012	7/17/2012
162	13.000 C WFC 072112 33	Purchased	7/17/2012	2/06/2012
163	251.000 HUMANA INC	Purchased	6/19/2012	7/27/2012
164	282.000 PHILIP MORRIS INTL INC	Purchased	6/19/2012	8/02/2012
165	379.000 DANAHER CORP	Purchased	8/07/2012	10/23/2012
166	166.000 VISA INC CL A	Purchased	6/19/2012	10/19/2012
167	368.000 CHURCHAND DWIGHT CO INC	Purchased	6/19/2012	12/13/2012
168	180.000 CHURCHAND DWIGHT CO INC	Purchased	12/11/2012	12/13/2012

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Statement 12 (continued)
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Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
169	335.000 COACH INC	Purchased	9/07/2012	2/04/2013
170	205.000 COACH INC	Purchased	12/11/2012	2/04/2013
171	354.000 DOLLAR TREE INC	Purchased	6/19/2012	2/14/2013
172	414.000 DOLLAR TREE INC	Purchased	12/11/2012	2/14/2013
173	457.000 PRICE T ROWE GRP	Purchased	12/18/2012	4/15/2013
174	26.000 APPLE INC	Purchased	6/19/2012	6/28/2013
175	16.000 APPLE INC	Purchased	12/11/2012	6/28/2013
176	16.000 APPLE INC	Purchased	12/18/2012	6/28/2013
177	661.000 HORMEL FOODS CORP	Purchased	6/19/2012	6/20/2013
178	310.000 HORMEL FOODS CORP	Purchased	12/11/2012	6/20/2013
179	2,139.324 JP MORGAN CHASE CAP XXVII	Purchased	5/06/2010	7/12/2012
180	156.133 JP MORGAN CHASE CAP XXVII	Purchased	9/22/2011	7/12/2012
181	75,000.000 AT&T INC GLOBAL NOTE	Purchased	2/18/2009	9/14/2012
182	75,000.000 AT&T INC GLOBAL INC	Purchased	2/18/2009	9/14/2012
183	4,650.336 TEMPLETON GLOBAL BOND CL A	Purchased	4/07/2010	9/12/2012
184	13,472.622 TEMPLETON GLOBAL BOND CL A	Purchased	4/07/2010	9/12/2012
185	659.912 TEMPLETON GLOBAL BOND CL A	Purchased	4/14/2010	9/12/2012
186	6,000.000 COHEN & STEERS REIT	Purchased	6/28/2006	9/20/2012
187	10,000.000 COVENTRY HLTH CARE INC	Purchased	6/06/2011	10/01/2012
188	50,000.000 EXELON GENERATION CO SR NOTE	Purchased	6/10/2009	10/01/2012
189	211.933 ROYCE VALUE TR INC PREF	Purchased	9/27/2010	11/15/2012
190	124.305 ROYCE VALUE TR INC PREF	Purchased	12/23/2011	11/15/2012
191	50.000 KELLOG CO SR NOTE	Purchased	6/11/2009	11/20/2012
192	2,183.584 AT&T INC	Purchased	5/03/2010	12/06/2012
193	116.168 AT&T INC	Purchased	2/02/2012	12/06/2012
194	800.000 RAYONEIR INC	Purchased	11/16/2010	12/06/2012
195	2,174.385 VERIZON COMM INC	Purchased	5/03/2010	12/06/2012
196	106.061 VERIZON COMM INC	Purchased	2/01/2012	12/06/2012
197	200.000 SPDR GOLD TR GOLD SH	Purchased	2/23/2009	12/06/2012
198	25,000.000 ARROW ELECTRONICS IN NOTE	Purchased	1/31/2011	1/24/2013
199	50,000.000 ARROW ELECTRONICS IN NOTE	Purchased	2/09/2011	1/24/2013
200	50,000.000 BANK OF AMERICA CORP SR NOTE	Purchased	8/21/2009	1/24/2013
201	50,000.000 DELL INC NOTE 5.625%	Purchased	4/02/2009	1/24/2013
202	50,000.000 GENERAL ELECTRIC CAP CORP	Purchased	1/29/2009	1/24/2013
203	100,000.000 JP MORGAN CHASE MED TERM	Purchased	3/21/2011	1/24/2013
204	50,000.000 TELEFONICA EMISSIONS	Purchased	2/24/2011	1/24/2013
205	4,498.823 DUKE REALTY CORP	Purchased	2/14/2008	2/22/2013
206	375.617 DUKE REALTY CORP	Purchased	4/02/2012	2/22/2013
207	1,621.044 COCA COLA CO	Purchased	10/19/2011	3/20/2013
208	53.826 COCA COLA CO	Purchased	4/02/2012	3/20/2013
209	3,627.429 GENERAL ELECTRIC CO	Purchased	6/23/2011	3/20/2013
210	153.757 GENERAL ELECTRIC CO	Purchased	4/25/2011	3/20/2013
211	1,318.977 GENERAL MILLS INC	Purchased	10/19/2011	3/20/2013
212	52.683 GENERAL MILLS INC	Purchased	5/01/2012	3/20/2013
213	50,000.000 CENTURY TEB ENTR INC	Purchased	5/16/2012	3/19/2013
214	50,000.000 EMPIRE DISTR ELECTRIC CO	Purchased	7/26/2010	3/19/2013
215	2,000.000 SALIENT MLPX ENERGY	Purchased	5/25/2011	3/22/2013
216	2,633.888 INTEL CORP	Purchased	6/16/2011	4/17/2013
217	127.033 INTEL CORP	Purchased	6/01/2012	4/17/2013
218	75,000.000 GOLDMAN SACHS GRP INC	Purchased	1/29/2009	4/01/2013
219	1,090.179 ABBOTT LABORATORIES	Purchased	3/08/2011	5/17/2013
220	25.826 ABBOTT LABORATORIES	Purchased	8/15/2012	5/17/2013
221	1,073.057 ABUIE INC	Purchased	3/08/2011	5/09/2013
222	34.308 ABUIE INC	Purchased	5/15/2012	5/09/2013
223	1,012.008 COMERICA INC	Purchased	12/19/2008	5/16/2013
224	19.622 COMERICA INC	Purchased	7/02/2012	5/16/2013

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Statement 12 (continued)
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Capital Gains and Losses for Tax on Investment Income

Item	(a) Description	(b) How Acquired	(c) Date Acquired	(d) Date Sold
225	5,000.000 IAM GOLD CORP	Purchased	4/18/2012	5/22/2013
226	97.642 IAM GOLD CORP	Purchased	7/16/2012	5/22/2013
227	500.000 RAYONEIR INC	Purchased	11/16/2010	5/09/2013
228	2,000.000 RETAIL OPPTY INVEST CORP	Purchased	3/09/2012	5/09/2013
229	2,500.000 RETAIL OPPTY INVEST CORP	Purchased	3/09/2012	5/17/2013
230	1,066.394 BANK ONE CAPITAL TR VI	Purchased	6/21/2006	5/08/2013
231	87.539 BANK ONE CAPITAL TR VI	Purchased	7/17/2012	5/08/2013
232	100,000.000 BUNGE LTD FIN CORP	Purchased	6/15/2010	5/15/2013
233	9,813.543 VIRTUS OPPTY EMERG MKTS	Purchased	2/11/2013	5/29/2013
234	600.000 PLAINS ALL AMERICAN PIPELINE	Purchased	3/16/2011	5/09/2013
235	700.000 TEEKAY LNG PARTNERS	Purchased	4/17/2008	5/09/2013
236	1,000.000 WILLIAMS PARTNERS COMMON UNITS	Purchased	8/28/2012	6/14/2013
237	TEEKAY PTNRS	Purchased	4/17/2008	12/06/2012
238	Capital Gain Dividends			

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
1	34,831.		31,289.	3,542.				\$ 3,542.
2	35,941.		31,231.	4,710.				4,710.
3	11,980.		10,974.	1,006.				1,006.
4	38,219.		38,425.	-206.				-206.
5	9,216.		11,047.	-1,831.				-1,831.
6	3,072.		4,283.	-1,211.				-1,211.
7	28,400.		23,175.	5,225.				5,225.
8	33,457.		28,649.	4,808.				4,808.
9	26,534.		30,195.	-3,661.				-3,661.
10	11,292.		12,842.	-1,550.				-1,550.
11	11,292.		13,127.	-1,835.				-1,835.
12	37,452.		32,755.	4,697.				4,697.
13	19,759.		22,528.	-2,769.				-2,769.
14	19,760.		21,122.	-1,362.				-1,362.
15	12,437.		12,888.	-451.				-451.
16	15,546.		16,369.	-823.				-823.
17	20,765.		18,147.	2,618.				2,618.
18	20,765.		20,010.	755.				755.
19	20,766.		21,044.	-278.				-278.
20	25,217.		22,800.	2,417.				2,417.
21	41,169.		37,540.	3,629.				3,629.
22	23,159.		23,655.	-496.				-496.
23	9,264.		9,744.	-480.				-480.
24	15,440.		16,160.	-720.				-720.
25	21,616.		20,496.	1,120.				1,120.
26	34,035.		32,237.	1,798.				1,798.
27	11,345.		11,292.	53.				53.
28	38,169.		33,576.	4,593.				4,593.
29	25,022.		25,080.	-58.				-58.
30	8,341.		8,290.	51.				51.
31	30,767.		36,230.	-5,463.				-5,463.
32	40,391.		38,120.	2,271.				2,271.
33	27,383.		27,816.	-433.				-433.
34	29,399.		25,081.	4,318.				4,318.
35	36,068.		34,258.	1,810.				1,810.
36	43,553.		46,818.	-3,265.				-3,265.
37	25,469.		32,595.	-7,126.				-7,126.

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Statement 12 (continued)
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 Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
38	29,294.		28,785.	509.				\$ 509.
39	42,536.		38,793.	3,743.				3,743.
40	38,279.		31,844.	6,435.				6,435.
41	19,140.		15,987.	3,153.				3,153.
42	48,303.		45,272.	3,031.				3,031.
43	48,349.		48,508.	-159.				-159.
44	18,276.		19,934.	-1,658.				-1,658.
45	9,138.		8,532.	606.				606.
46	20,072.		17,064.	3,008.				3,008.
47	27,455.		34,875.	-7,420.				-7,420.
48	34,519.		31,154.	3,365.				3,365.
49	34,519.		29,777.	4,742.				4,742.
50	39,367.		35,907.	3,460.				3,460.
51	42,057.		40,742.	1,315.				1,315.
52	55,166.		49,014.	6,152.				6,152.
53	35,389.		32,115.	3,274.				3,274.
54	31,674.		28,707.	2,967.				2,967.
55	14,268.		12,904.	1,364.				1,364.
56	7,134.		6,472.	662.				662.
57	14,268.		13,318.	950.				950.
58	29,000.		27,520.	1,480.				1,480.
59	39,749.		34,394.	5,355.				5,355.
60	38,229.		37,455.	774.				774.
61	37,269.		35,222.	2,047.				2,047.
62	27,105.		24,216.	2,889.				2,889.
63	32,269.		29,547.	2,722.				2,722.
64	15,177.		11,551.	3,626.				3,626.
65	15,177.		15,158.	19.				19.
66	15,177.		12,407.	2,770.				2,770.
67	15,220.		19,107.	-3,887.				-3,887.
68	26,863.		28,263.	-1,400.				-1,400.
69	22,945.		21,042.	1,903.				1,903.
70	27,800.		25,594.	2,206.				2,206.
71	3,282.		9,429.	-6,147.				-6,147.
72	3,282.		9,132.	-5,850.				-5,850.
73	3,282.		6,646.	-3,364.				-3,364.
74	17,919.		14,274.	3,645.				3,645.
75	53,756.		45,867.	7,889.				7,889.
76	48,722.		42,114.	6,608.				6,608.
77	38,789.		33,630.	5,159.				5,159.
78	34,442.		32,167.	2,275.				2,275.
79	30,998.		27,447.	3,551.				3,551.
80	844.		1,021.	-177.				-177.
81	480.		816.	-336.				-336.
82	1,760.		0.	1,760.				1,760.
83	1,376.		0.	1,376.				1,376.
84	1,027.		839.	188.				188.
85	2,331.		714.	1,617.				1,617.
86	1,808.		1,384.	424.				424.
87	1,098.		2,250.	-1,152.				-1,152.
88	650.		600.	50.				50.
89	1,496.		2,280.	-784.				-784.
90	1,410.		1,710.	-300.				-300.

THE HOPPE FOUNDATION

91-2144087

Statement 12 (continued)
 Form 990-PF, Part IV, Line 1
 Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
91	2,184.		0.	2,184.				\$ 2,184.
92	392.		0.	392.				392.
93	533.		0.	533.				533.
94	230.		0.	230.				230.
95	2,030.		0.	2,030.				2,030.
96	1,091.		0.	1,091.				1,091.
97	1,344.		0.	1,344.				1,344.
98	361.		0.	361.				361.
99	406.		98.	308.				308.
100	776.		0.	776.				776.
101	1,150.		2,170.	-1,020.				-1,020.
102	608.		0.	608.				608.
103	339.		0.	339.				339.
104	760.		0.	760.				760.
105	560.		0.	560.				560.
106	1,653.		0.	1,653.				1,653.
107	390.		1,246.	-856.				-856.
108	465.		0.	465.				465.
109	824.		1,872.	-1,048.				-1,048.
110	544.		0.	544.				544.
111	139.		0.	139.				139.
112	800.		400.	400.				400.
113	1,404.		1,287.	117.				117.
114	1,296.		0.	1,296.				1,296.
115	1,438.		0.	1,438.				1,438.
116	1,656.		0.	1,656.				1,656.
117	1,296.		0.	1,296.				1,296.
118	2,006.		0.	2,006.				2,006.
119	497.		0.	497.				497.
120	511.		0.	511.				511.
121	896.		0.	896.				896.
122	480.		0.	480.				480.
123	460.		0.	460.				460.
124	490.		0.	490.				490.
125	1,276.		0.	1,276.				1,276.
126	1,230.		0.	1,230.				1,230.
127	510.		0.	510.				510.
128	1,092.		399.	693.				693.
129	800.		0.	800.				800.
130	1,852.		0.	1,852.				1,852.
131	608.		0.	608.				608.
132	842.		1,496.	-654.				-654.
133	1,630.		1,725.	-95.				-95.
134	1,620.		763.	857.				857.
135	1,020.		0.	1,020.				1,020.
136	150.		0.	150.				150.
137	335.		0.	335.				335.
138	2,680.		0.	2,680.				2,680.
139	270.		178.	92.				92.
140	900.		1,400.	-500.				-500.
141	1,590.		0.	1,590.				1,590.
142	913.		0.	913.				913.
143	400.		0.	400.				400.

THE HOPPE FOUNDATION

91-2144087

Statement 12 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

Item	(e) Gross Sales	(f) Deprec. Allowed	(g) Cost Basis	(h) Gain (Loss)	(i) FMV 12/31/69	(j) Adj. Bas. 12/31/69	(k) Excess (i) - (j)	(l) Gain (Loss)
144	243.		736.	-493.				\$ -493.
145	720.		0.	720.				720.
146	2,385.		0.	2,385.				2,385.
147	1,394.		2,079.	-685.				-685.
148	2,850.		1,330.	1,520.				1,520.
149	396.		1,098.	-702.				-702.
150	2,010.		0.	2,010.				2,010.
151	1,510.		0.	1,510.				1,510.
152	720.		0.	720.				720.
153	1,144.		0.	1,144.				1,144.
154	456.		0.	456.				456.
155	588.		308.	280.				280.
156	184.		320.	-136.				-136.
157	728.		0.	728.				728.
158	1,245.		0.	1,245.				1,245.
159	2,712.		0.	2,712.				2,712.
160	1,913.		0.	1,913.				1,913.
161	1,400.		0.	1,400.				1,400.
162	1,452.		1,170.	282.				282.
163	17,520.		19,984.	-2,464.				-2,464.
164	25,407.		24,991.	416.				416.
165	19,717.		20,315.	-598.				-598.
166	23,308.		20,126.	3,182.				3,182.
167	19,733.		19,894.	-161.				-161.
168	9,652.		9,927.	-275.				-275.
169	16,299.		20,633.	-4,334.				-4,334.
170	9,974.		11,537.	-1,563.				-1,563.
171	14,146.		19,966.	-5,820.				-5,820.
172	16,544.		15,935.	609.				609.
173	34,301.		30,156.	4,145.				4,145.
174	10,134.		15,290.	-5,156.				-5,156.
175	6,236.		8,779.	-2,543.				-2,543.
176	6,236.		8,404.	-2,168.				-2,168.
177	25,100.		19,975.	5,125.				5,125.
178	11,771.		9,638.	2,133.				2,133.
179	53,483.		54,851.	-1,368.				-1,368.
180	3,903.		3,954.	-51.				-51.
181	79,412.		75,000.	4,412.				4,412.
182	79,412.		75,000.	4,412.				4,412.
183	61,896.		62,919.	-1,023.				-1,023.
184	179,321.		187,000.	-7,679.				-7,679.
185	8,783.		9,153.	-370.				-370.
186	105,184.		133,220.	-28,036.				-28,036.
187	115,705.		102,875.	12,830.				12,830.
188	59,032.		49,940.	9,092.				9,092.
189	52,983.		53,802.	-819.				-819.
190	3,108.		3,194.	-86.				-86.
191	55,193.		49,853.	5,340.				5,340.
192	73,159.		58,462.	14,697.				14,697.
193	3,892.		3,923.	-31.				-31.
194	39,873.		26,663.	13,210.				13,210.
195	95,915.		61,507.	34,408.				34,408.
196	4,678.		4,465.	213.				213.

Statement 12 (continued)
Form 990-PF, Part IV, Line 1
Capital Gains and Losses for Tax on Investment Income

	(e)	(f)	(g)	(h)	(i)	(j)	(k)	(l)
Item	Gross Sales	Deprec. Allowed	Cost Basis	Gain (Loss)	FMV 12/31/69	Adj. Bas. 12/31/69	Excess (i) - (j)	Gain (Loss)
197	32,811.		19,704.	13,107.				\$ 13,107.
198	26,373.		24,839.	1,534.				1,534.
199	52,747.		49,519.	3,228.				3,228.
200	57,495.		49,815.	7,680.				7,680.
201	52,122.		50,363.	1,759.				1,759.
202	53,948.		50,000.	3,948.				3,948.
203	97,495.		100,000.	-2,505.				-2,505.
204	53,705.		51,237.	2,468.				2,468.
205	112,471.		113,198.	-727.				-727.
206	9,390.		9,707.	-317.				-317.
207	64,003.		55,209.	8,794.				8,794.
208	2,125.		2,035.	90.				90.
209	84,515.		62,315.	22,200.				22,200.
210	3,582.		3,183.	399.				399.
211	62,820.		52,642.	10,178.				10,178.
212	2,509.		2,105.	404.				404.
213	49,620.		50,221.	-601.				-601.
214	49,683.		48,380.	1,303.				1,303.
215	54,808.		45,262.	9,546.				9,546.
216	57,549.		57,068.	481.				481.
217	2,776.		2,902.	-126.				-126.
218	75,000.		75,000.	0.				0.
219	39,758.		25,911.	13,847.				13,847.
220	942.		846.	96.				96.
221	47,264.		27,549.	19,715.				19,715.
222	1,511.		1,131.	380.				380.
223	39,863.		11,812.	28,051.				28,051.
224	773.		632.	141.				141.
225	24,831.		63,545.	-38,714.				-38,714.
226	485.		1,068.	-583.				-583.
227	29,569.		16,664.	12,905.				12,905.
228	30,381.		23,731.	6,650.				6,650.
229	38,459.		29,800.	8,659.				8,659.
230	26,910.		27,430.	-520.				-520.
231	1,939.		1,989.	-50.				-50.
232	100,000.		100,000.	0.				0.
233	100,000.		103,573.	-3,573.				-3,573.
234	34,833.		18,369.	16,464.				16,464.
235	29,915.		20,125.	9,790.				9,790.
236	47,552.		51,064.	-3,512.				-3,512.
237	67,001.		51,750.	15,251.				15,251.
238								14,311.
							Total	\$ 377,370.