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Form 990-PF

## Return of Private Foundation

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

2012

Open to Public  
Inspection

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 07-01-2012 , and ending 06-30-2013

|   |   |   |                           |                         |   |
|---|---|---|---------------------------|-------------------------|---|
| Name of foundation<br>Max H Gluck Foundation Inc  |   | A Employer identification number<br>95-3979100  |                           |                         |   |
| Number and street (or P O box number if mail is not delivered to street address)<br>PO Box 55516  |   | B Telephone number (see instructions)<br>(310) 519-7011   |                           |                         |   |
| City or town, state, and ZIP code<br>Sherman Oaks, CA 91413   |   | C If exemption application is pending, check here <input checked="" type="checkbox"/>   |                           |                         |   |
| <b>G</b> Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Final return <input type="checkbox"/> Amended return<br><input type="checkbox"/> Address change <input type="checkbox"/> Name change |   | <b>D</b> 1. Foreign organizations, check here <input checked="" type="checkbox"/><br>2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/>   |                           |                         |   |
| <b>H</b> Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation<br><input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation   |   | <b>E</b> If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/><br><b>F</b> If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> |                           |                         |   |
| <b>I</b> Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 104,239,647</b>   |   | <b>J</b> Accounting method <input type="checkbox"/> Cash <input checked="" type="checkbox"/> Accrual<br><input type="checkbox"/> Other (specify) _____  |                           |                         |   |
| <b>Part I</b> <b>Analysis of Revenue and Expenses</b> (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 (attach schedule)                              |   |                           |                         |   |
|   | 2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B |   |                           |                         |   |
|   | 3 Interest on savings and temporary cash investments  | 37,797  | 37,797                    |                         |   |
|   | 4 Dividends and interest from securities. . . . .   | 2,611,298   | 2,611,298                 |                         |   |
|   | 5a Gross rents . . . . .  |   |                           |                         |   |
|   | b Net rental income or (loss) _____   |   |                           |                         |   |
|   | 6a Net gain or (loss) from sale of assets not on line 10                                      | 3,198,211   |                           |                         |   |
|   | b Gross sales price for all assets on line 6a <b>69,277,000</b>                               |   |                           |                         |   |
|   | 7 Capital gain net income (from Part IV, line 2) . . . . .                                    |   | 3,198,211                 |                         |   |
|   | 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) (attach schedule) . . . . .  |   |   |                           |                         |   |
| 11 Other income (attach schedule) . . . . .   |   |   |                           |                         |   |
| 12 <b>Total.</b> Add lines 1 through 11 . . . . .   | 5,847,306   | 5,847,306   |                           |                         |   |
| Operating and Administrative Expenses   | 13 Compensation of officers, directors, trustees, etc   | 82,431  | 4,350                     | 70,560                  |   |
|   | 14 Other employee salaries and wages . . . . .  | 48,894  |                           | 38,000                  |   |
|   | 15 Pension plans, employee benefits . . . . .   |   |                           |                         |   |
|   | 16a Legal fees (attach schedule) . . . . .  |   |                           |                         |   |
|   | b Accounting fees (attach schedule) . . . . .   | 63,010  | 62,214                    | 796                     |   |
|   | c Other professional fees (attach schedule) . . . . .   | 596,954   | 594,725                   | 1,979                   |   |
|   | 17 Interest . . . . .   |   |                           |                         |   |
|   | 18 Taxes (attach schedule) (see instructions)   | 142,588   | 39,670                    |                         |   |
|   | 19 Depreciation (attach schedule) and depletion . . . . .                                     | 134   |                           |                         |   |
|   | 20 Occupancy . . . . .  | 11,789  | 2,025                     | 2,744                   |   |
|   | 21 Travel, conferences, and meetings . . . . .  | 20,942  | 2,754                     | 13,011                  |   |
|   | 22 Printing and publications . . . . .  |   |                           |                         |   |
|   | 23 Other expenses (attach schedule) . . . . .   |   |                           |                         |   |
|   | 24 <b>Total operating and administrative expenses.</b>  | 966,742   | 705,738                   | 127,090                 |   |
| 25 Contributions, gifts, grants paid. . . . .   | 4,945,754   |   | 4,679,803                 |                         |   |
| 26 <b>Total expenses and disbursements.</b> Add lines 24 and 25   | 5,912,496   | 705,738   | 4,806,893                 |                         |   |
| 27 Subtract line 26 from line 12  |   |   |                           |                         |   |
| a <b>Excess of revenue over expenses and disbursements</b>  | -65,190   |   |                           |                         |   |
| b <b>Net investment income</b> (if negative, enter -0-) . . . . .   |   | 5,141,568   |                           |                         |   |
| c <b>Adjusted net income</b> (if negative, enter -0-) . . . . .   |   |   |                           |                         |   |

| <b>Part II</b> <b>Balance Sheets</b> | 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 |
| <b>1</b>                             | Cash—non-interest-bearing . . . . .   |                   |                |                       |
| <b>2</b>                             | Savings and temporary cash investments . . . . .  | 14,210,597        | 5,748,829      | 5,748,829             |
| <b>3</b>                             | Accounts receivable ► 335,259   |                   |                |                       |
|                                      | Less allowance for doubtful accounts ►  | 292,858           | 335,259        | 335,259               |
| <b>4</b>                             | Pledges receivable ►  |                   |                |                       |
|                                      | Less allowance for doubtful accounts ►  |                   |                |                       |
| <b>5</b>                             | Grants receivable . . . . .   |                   |                |                       |
| <b>6</b>                             | Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see page 15 of the instructions) . . . . .          |                   |                |                       |
| <b>7</b>                             | Other notes and loans receivable (attach schedule) ►  |                   |                |                       |
|                                      | Less allowance for doubtful accounts ►  |                   |                |                       |
| <b>8</b>                             | Inventories for sale or use . . . . .   |                   |                |                       |
| <b>9</b>                             | Prepaid expenses and deferred charges . . . . .   | 56,000            | 18,000         | 18,000                |
| <b>10a</b>                           | Investments—U S and state government obligations (attach schedule)  | 9,675,326         | 9,791,764      | 9,791,764             |
| <b>b</b>                             | Investments—corporate stock (attach schedule) . . . . .   | 33,983,744        | 38,916,270     | 38,916,270            |
| <b>c</b>                             | Investments—corporate bonds (attach schedule) . . . . .   | 20,077,597        | 20,927,062     | 20,927,062            |
| <b>11</b>                            | Investments—land, buildings, and equipment basis ►  |                   |                |                       |
|                                      | Less accumulated depreciation (attach schedule) ►   |                   |                |                       |
| <b>12</b>                            | Investments—mortgage loans . . . . .  |                   |                |                       |
| <b>13</b>                            | Investments—other (attach schedule) . . . . .   | 22,488,467        | 28,502,041     | 28,502,041            |
| <b>14</b>                            | Land, buildings, and equipment basis ► 4,825  |                   |                |                       |
|                                      | Less accumulated depreciation (attach schedule) ► 4,403   | 556               | 422            | 422                   |
| <b>15</b>                            | Other assets (describe ► )  |                   |                |                       |
| <b>16</b>                            | <b>Total assets</b> (to be completed by all filers—see the instructions Also, see page 1, item I)   | 100,785,145       | 104,239,647    | 104,239,647           |
| <b>17</b>                            | Accounts payable and accrued expenses . . . . .   | 199,391           | 178,706        |                       |
| <b>18</b>                            | Grants payable . . . . .  | 4,681,066         | 4,924,517      |                       |
| <b>19</b>                            | Deferred revenue . . . . .  |                   |                |                       |
| <b>20</b>                            | Loans from officers, directors, trustees, and other disqualified persons  |                   |                |                       |
| <b>21</b>                            | Mortgages and other notes payable (attach schedule) . . . . .   |                   |                |                       |
| <b>22</b>                            | Other liabilities (describe ► )   |                   |                |                       |
| <b>23</b>                            | <b>Total liabilities</b> (add lines 17 through 22) . . . . .  | 4,880,457         | 5,103,223      |                       |
|                                      | <b>Foundations that follow SFAS 117, check here ► <input checked="" type="checkbox"/></b><br><b>and complete lines 24 through 26 and lines 30 and 31.</b> |                   |                |                       |
| <b>24</b>                            | Unrestricted . . . . .  | 95,904,688        | 99,136,424     |                       |
| <b>25</b>                            | Temporarily restricted . . . . .  |                   |                |                       |
| <b>26</b>                            | Permanently restricted . . . . .  |                   |                |                       |
|                                      | <b>Foundations that do not follow SFAS 117, check here ► <input type="checkbox"/></b><br><b>and complete lines 27 through 31.</b>                         |                   |                |                       |
| <b>27</b>                            | Capital stock, trust principal, or current funds . . . . .  |                   |                |                       |
| <b>28</b>                            | Paid-in or capital surplus, or land, bldg , and equipment fund  |                   |                |                       |
| <b>29</b>                            | Retained earnings, accumulated income, endowment, or other funds  |                   |                |                       |
| <b>30</b>                            | <b>Total net assets or fund balances</b> (see page 17 of the instructions) . . . . .  | 95,904,688        | 99,136,424     |                       |
| <b>31</b>                            | <b>Total liabilities and net assets/fund balances</b> (see page 17 of the instructions) . . . . .   | 100,785,145       | 104,239,647    |                       |

**Part III Analysis of Changes in Net Assets or Fund Balances**

|          |  |          |            |
|----------|--|----------|------------|
| <b>1</b> | 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) . . . . . | <b>1</b> | 95,904,688 |
| <b>2</b> | Enter amount from Part I, line 27a . . . . .   | <b>2</b> | -65,190    |
| <b>3</b> | Other increases not included in line 2 (itemize) ►   | <b>3</b> | 3,296,926  |
| <b>4</b> | Add lines 1, 2, and 3 . . . . .  | <b>4</b> | 99,136,424 |
| <b>5</b> | Decreases not included in line 2 (itemize) ►   | <b>5</b> |            |
| <b>6</b> | Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30  | <b>6</b> | 99,136,424 |

**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<br>P—Purchase<br>D—Donation  | (c) Date acquired<br>(mo., day, yr.)                    | (d) Date sold<br>(mo., day, yr.)  |
|---|---|---|---|---|
| <b>1 a</b>  | Mutual Fund LTCG  | P   | 2010-01-01  | 2012-12-31  |
| <b>b</b>  | Publicly traded securities  | D   | 2011-01-01  | 2012-12-15  |
| <b>c</b>  |   |   |   |   |
| <b>d</b>  |   |   |   |   |
| <b>e</b>  |   |   |   |   |
| <b>(e) Gross sales price</b>  |   | <b>(f) Depreciation allowed<br/>(or allowable)</b>                                      | <b>(g) Cost or other basis<br/>plus expense of sale</b> | <b>(h) Gain or (loss)<br/>(e) plus (f) minus (g)</b>  |
| <b>a</b>  | 89,105  |   |   | 89,105  |
| <b>b</b>  | 69,187,895  |   | 66,078,789  | 3,109,106   |
| <b>c</b>  |   |   |   |   |
| <b>d</b>  |   |   |   |   |
| <b>e</b>  |   |   |   |   |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                       |   |   |   | <b>(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))</b> |
| <b>(i) F M V as of 12/31/69</b>   | <b>(j) Adjusted basis<br/>as of 12/31/69</b>  | <b>(k) Excess of col (i)<br/>over col (j), if any</b>                                   |   |   |
| <b>a</b>  |   |   |   | 89,105  |
| <b>b</b>  |   |   |   | 3,109,106   |
| <b>c</b>  |   |   |   |   |
| <b>d</b>  |   |   |   |   |
| <b>e</b>  |   |   |   |   |
| <b>2</b>  | Capital gain net income or (net capital loss)   | <b>If gain, also enter in Part I, line 7<br/>If (loss), enter -0- in Part I, line 7</b> | <b>2</b>  | 3,198,211   |
| <b>3</b>  | 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) (see instructions) If (loss), enter -0- in Part I, line 8 |   | <b>3</b>  |   |

**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 page 18 of the instructions before making any entries

| <b>(a)</b><br>Base period years<br>Calendar year<br>(or tax year beginning in) | <b>(b)</b><br>Adjusted qualifying distributions | <b>(c)</b><br>Net value of noncharitable-use assets | <b>(d)</b><br>Distribution ratio<br>(col (b) divided by col (c)) |
|--|---|---|--|
| 2011   | 4,287,943                                       | 96,853,487  | 0 04427  |
| 2010   | 4,888,394                                       | 98,910,653  | 0 04942  |
| 2009   | 2,056,859                                       | 34,076,517  | 0 06036  |
| 2008   | 2,567,647                                       | 35,098,352  | 0 07316  |
| 2007   | 2,653,033                                       | 47,458,759  | 0 05590  |
| <b>2</b>   |   |   | <b>2</b> 0 28311   |
| <b>3</b>   |   |   | <b>3</b> 0 05662   |
| <b>4</b>   |   |   | <b>4</b> 101,548,614   |
| <b>5</b>   |   |   | <b>5</b> 5,749,886   |
| <b>6</b>   |   |   | <b>6</b> 51,416  |
| <b>7</b>   |   |   | <b>7</b> 5,801,302   |
| <b>8</b>   |   |   | <b>8</b> 4,806,893   |

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 page 18 of the instructions)**

|    |   |    |         |
|----|---|----|---------|
| 1a | Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1                               | 1  | 102,831 |
|    | Date of ruling or determination letter _____ <b>(attach copy of letter if necessary—see instructions)</b>   |    |         |
| 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 . . . . . |    |         |
| c  | All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)                                     |    |         |
| 2  | Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)  |    |         |
| 3  | Add lines 1 and 2. . . . .  |    |         |
| 4  | Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)  |    |         |
| 5  | <b>Tax based on investment income.</b> Subtract line 4 from line 3 If zero or less, enter -0- . . . . .   |    |         |
| 6  | <b>Credits/Payments</b>   |    |         |
| a  | 2012 estimated tax payments and 2011 overpayment credited to 2012   | 6a | 120,554 |
| 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. . . . .   |    |         |
| 8  | Enter any <b>penalty</b> for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached                                   | 7  | 120,554 |
| 9  | <b>Tax due.</b> If the total of lines 5 and 8 is more than line 7, enter <b>amount owed</b> . . . . .   | 8  | 167     |
| 10 | <b>Overpayment.</b> If line 7 is more than the total of lines 5 and 8, enter the <b>amount overpaid</b> . . . . .   | 9  |         |
| 11 | Enter the amount of line 10 to be <b>Credited to 2013 estimated tax</b> <input type="checkbox"/> 17,556   | 10 | 17,556  |
|    | Enter the amount of line 10 to be <b>Refunded</b> <input type="checkbox"/>  | 11 |         |

**Part VII-A Statements Regarding Activities**

|    |   |     |    |
|----|---|-----|----|
| 1a | During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign? . . . . .  | Yes | No |
| 1b | Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? . . . . .   | Yes | No |
|    | <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>  |     |    |
| 1c | Did the foundation file <b>Form 1120-POL</b> for this year? . . . . .   | Yes | No |
| d  | Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year   |     |    |
|    | (1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____  |     |    |
| e  | Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input type="checkbox"/> \$ _____  |     |    |
| 2  | Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .   | Yes | No |
|    | <i>If "Yes," attach a detailed description of the activities.</i>   |     |    |
| 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> . . . . .                           | Yes | No |
| 4a | Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .   | Yes | No |
| b  | If "Yes," has it filed a tax return on <b>Form 990-T</b> for this year? . . . . .   | Yes | No |
| 5  | Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .  | Yes | No |
|    | <i>If "Yes," attach the statement required by General Instruction T.</i>  |     |    |
| 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? . . . . .  | Yes |    |
| 7  | Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>   | Yes |    |
| 8a | Enter the states to which the foundation reports or with which it is registered (see instructions)  |     |    |
|    | <input type="checkbox"/> CA   |     |    |
| 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? <i>If "No," attach explanation.</i>   | Yes |    |
| 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> . . . . . | Yes | No |
| 10 | Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>   | Yes | No |

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

|  |  |    |
|--|--|----|
| 11   |  | No |
| 12   |  | No |
| 13   | Yes  |    |
| Website address ► <a href="http://gluckfoundation.org">gluckfoundation.org</a>   |  |    |
| 14   | Telephone no ► (310) 276-6962  |    |
| Located at ► 818 North Doheny Drive 207 West Hollywood CA ZIP+4 ► 900694857  |  |    |
| 15   | and enter the amount of tax-exempt interest received or accrued during the year. ► <span style="border: 1px solid black; padding: 2px;">15</span>  |    |
| 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? <span style="border: 1px solid black; padding: 2px;">16</span> Yes |    |
| See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ► CJ |  |    |

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

| File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.   |     |    |
|---|-----|----|
|   | Yes | No |
| 1a During the year did the foundation (either directly or indirectly)   |     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <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 checked="" type="checkbox"/> Yes <input 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   |     |    |
| 1b If any answer is "Yes" to 1a(1)-(6), did <b>any</b> 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 page 20 of the instructions)? . . . Organizations relying on a current notice regarding disaster assistance check here. ► <input type="checkbox"/>  | 1b  | No |
| 1c 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  | No |
| 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<br>If "Yes," list the years ► 20____, 20____, 20____, 20____  | 2b  | No |
| b Are there any years listed in 2a for which the foundation is <b>not</b> 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 <b>all</b> years listed, answer "No" and attach statement—see instructions) . . .  |     |    |
| c If the provisions of section 4942(a)(2) are being applied to <b>any</b> of the years listed in 2a, list the years here ► 20____, 20____, 20____, 20____   |     |    |
| 3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   | 3b  | 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.) . . . | 4a  | No |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? . . .  | 4b  | No |
| 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? . . .   |     |    |

**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<br><b>(1)</b> Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? . . . . .<br><b>(2)</b> Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? . . . . .<br><b>(3)</b> Provide a grant to an individual for travel, study, or other similar purposes? . . . . .<br><b>(4)</b> 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). . . . .<br><b>(5)</b> Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? . . . . . | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No<br><input type="checkbox"/> Yes <input checked="" type="checkbox"/> No |          |
| b  | If any answer is "Yes" to 5a(1)–(5), did <b>any</b> 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)? . . . . .<br>Organizations relying on a current notice regarding disaster assistance check here. . . . . <input type="checkbox"/>  |   | 5b<br>No |
| 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? . . . . .<br><i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i>   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |          |
| 6a | Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? . . . . .   | <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No   |          |
| b  | Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? . . . . .<br><i>If "Yes" to 6b, file Form 8870.</i>  |   | 6b<br>No |
| 7a | At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No  |   |          |
| b  | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? . . . . .   |   | 7b<br>No |

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

## 1 List all

**1 List all officers, directors, trustees, foundation managers and their compensation (see instructions)**

| <b>(a)</b> Name and address | <b>(b)</b> Title, and average hours per week devoted to position | <b>(c)</b> Compensation<br><b>(If not paid, enter -0-)</b> | <b>(d)</b> Contributions to employee benefit plans and deferred compensation | <b>(e)</b> Expense account other allowances |
|-----------------------------|--|--|--|---|
| See Additional Data Table   |  |  |  |   |
|                             |  |  |  |   |
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**2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."**

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

**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  |                     |                  |
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## **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 |  |
|   |  |
|   |  |
| 2 |  |
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| 3 |  |
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| 4 |  |
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**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   |  |
|   |  |
|   |  |
| 2   |  |
|   |  |
|   |  |
| All other program-related investments See page 24 of the instructions |  |
| 3   |  |
|   |  |

**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 | 95,423,617  |
| b | Average of monthly cash balances. . . . .  | 1b | 7,671,423   |
| c | Fair market value of all other assets (see instructions). . . . .  | 1c | 0           |
| d | <b>Total</b> (add lines 1a, b, and c). . . . .   | 1d | 103,095,040 |
| 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  |             |
| 3 | Subtract line 2 from line 1d. . . . .  | 3  | 103,095,040 |
| 4 | Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions). . . . .  | 4  | 1,546,426   |
| 5 | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3 Enter here and on Part V, line 4         | 5  | 101,548,614 |
| 6 | <b>Minimum investment return.</b> Enter 5% of line 5. . . . .  | 6  | 5,077,431   |

**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  | 5,077,431 |
| 2a | Tax on investment income for 2012 from Part VI, line 5. . . . .  | 2a | 102,831   |
| b  | Income tax for 2012 (This does not include the tax from Part VI ). . . . .                                       | 2b |           |
| c  | Add lines 2a and 2b. . . . .   | 2c | 102,831   |
| 3  | Distributable amount before adjustments Subtract line 2c from line 1. . . . .                                    | 3  | 4,974,600 |
| 4  | Recoveries of amounts treated as qualifying distributions. . . . .   | 4  |           |
| 5  | Add lines 3 and 4. . . . .   | 5  | 4,974,600 |
| 6  | Deduction from distributable amount (see instructions). . . . .  | 6  |           |
| 7  | <b>Distributable amount</b> as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1. . . . . | 7  | 4,974,600 |

**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 | 4,806,893 |
| b | Program-related investments—total from Part IX-B. . . . .  | 1b |           |
| 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  | 3a |           |
| a | Suitability test (prior IRS approval required). . . . .  | 3b |           |
| b | Cash distribution test (attach the required schedule). . . . .   | 4  | 4,806,893 |
| 4 | <b>Qualifying distributions.</b> Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4   | 5  |           |
| 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). . . . . | 6  | 4,806,893 |
| 6 | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4. . . . .   |    |           |

**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)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|--|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7  |               |                            |             | 4,974,600   |
| <b>2</b> Undistributed income, if any, as of the end of 2012   |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only. . . . .   |               |                            |             |             |
| <b>b</b> Total for prior years 20____, 20____, 20____  |               |                            |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012   |               |                            |             |             |
| <b>a</b> From 2007. . . . .  | 252,644       |                            |             |             |
| <b>b</b> From 2008. . . . .  | 858,681       |                            |             |             |
| <b>c</b> From 2009. . . . .  | 381,079       |                            |             |             |
| <b>d</b> From 2010. . . . .  | 55,966        |                            |             |             |
| <b>e</b> From 2011. . . . .  |               |                            |             |             |
| <b>f Total of lines 3a through e. . . . .</b>  | 1,548,370     |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 4,806,893  |               |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a  |               |                            |             |             |
| <b>b</b> Applied to undistributed income of prior years (Election required—see instructions). . . . .  |               |                            |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required—see instructions). . . . .  | 0             |                            |             |             |
| <b>d</b> Applied to 2012 distributable amount. . . . .   |               |                            |             | 4,806,893   |
| <b>e</b> Remaining amount distributed out of corpus  |               |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2012<br>(If an amount appears in column (d), the same amount must be shown in column (a).)  | 167,707       |                            |             | 167,707     |
| <b>6</b> Enter the net total of each column as indicated below:  | 1,380,663     |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5   |               |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b. . . . .  |               |                            |             |             |
| <b>c</b> 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. . . . . |               |                            |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount—see instructions . . . . .   |               |                            |             |             |
| <b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions . . . . .   |               |                            |             |             |
| <b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013. . . . .  |               |                            |             | 0           |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions). . . . .                                  |               |                            |             |             |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .   | 84,937        |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013.<br>Subtract lines 7 and 8 from line 6a . . . . .  | 1,295,726     |                            |             |             |
| <b>10</b> Analysis of line 9   |               |                            |             |             |
| <b>a</b> Excess from 2008. . . . .   | 858,681       |                            |             |             |
| <b>b</b> Excess from 2009. . . . .   | 381,079       |                            |             |             |
| <b>c</b> Excess from 2010. . . . .   | 55,966        |                            |             |             |
| <b>d</b> Excess from 2011. . . . .   |               |                            |             |             |
| <b>e</b> Excess from 2012. . . . .   |               |                            |             |             |

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

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

## 1 Information Regarding Foundation Managers

**2. 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) )
- 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

## 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 of the person to whom applications should be addressed
- b** The form in which applications should be submitted and information and materials they should include
- c** Any submission deadlines
- d** Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors

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

| Recipient  | 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)                        |   |                                |                                  |           |
| <b>a Paid during the year</b><br>See Additional Data Table |   |                                |                                  |           |
| <b>Total</b>   |   |                                | ► 3a                             | 4,679,803 |
| <b>b Approved for future payment</b>                       |   |                                |                                  |           |
| <b>Total</b>   |   |                                | ► 3b                             |           |

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

| Enter gross amounts unless otherwise indicated                     | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)<br>Related or exempt<br>function income<br>(See<br>instructions ) |
|--|---------------------------|---------------|--------------------------------------|---------------|---|
|  | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount |   |
| <b>1 Program service revenue</b>                                   |                           |               |                                      |               |   |
| a _____  |                           |               |                                      |               |   |
| b _____  |                           |               |                                      |               |   |
| c _____  |                           |               |                                      |               |   |
| d _____  |                           |               |                                      |               |   |
| e _____  |                           |               |                                      |               |   |
| f _____  |                           |               |                                      |               |   |
| <b>g Fees and contracts from government agencies</b>               |                           |               |                                      |               |   |
| <b>2 Membership dues and assessments</b> . . . . .                 |                           |               |                                      |               |   |
| <b>3 Interest on savings and temporary cash investments</b>        |                           |               | 14                                   | 37,797        |   |
| <b>4 Dividends and interest from securities</b> . . . . .          |                           |               | 14                                   | 2,611,298     |   |
| <b>5 Net rental income or (loss) from real estate</b>              |                           |               |                                      |               |   |
| a Debt-financed property . . . . .                                 |                           |               |                                      |               |   |
| b Not debt-financed property . . . . .                             |                           |               |                                      |               |   |
| <b>6 Net rental income or (loss) from personal property</b>        |                           |               |                                      |               |   |
| <b>7 Other investment income</b> . . . . .                         |                           |               |                                      |               |   |
| <b>8 Gain or (loss) from sales of assets other than inventory</b>  |                           |               | 18                                   | 3,198,211     |   |
| <b>9 Net income or (loss) from special events</b>                  |                           |               |                                      |               |   |
| <b>10 Gross profit or (loss) from sales of inventory</b> . . . . . |                           |               |                                      |               |   |
| <b>11 Other revenue</b> a _____                                    |                           |               |                                      |               |   |
| b _____  |                           |               |                                      |               |   |
| c _____  |                           |               |                                      |               |   |
| d _____  |                           |               |                                      |               |   |
| e _____  |                           |               |                                      |               |   |
| <b>12 Subtotal Add columns (b), (d), and (e)</b> . . . . .         |                           |               |                                      | 5,847,306     |   |
| <b>13 Total Add line 12, columns (b), (d), and (e)</b> . . . . .   |                           |               |                                      |               | 5,847,306   |
| (See worksheet in line 13 instructions to verify calculations.)    |                           |               |                                      |               |   |

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



**Form 990PF Part VIII Line 1 - List all officers, directors, trustees, foundation managers and their compensation**

| <b>(a) Name and address</b>                            | <b>(b) Title, and average hours per week devoted to position</b> | <b>(c) Compensation<br/>(If not paid, enter -0-)</b> | <b>(d) Contributions to employee benefit plans and deferred compensation</b> | <b>(e) Expense account, other allowances</b> |
|--|--|--|--|--|
| Camilla Townsend                                       | Executive Dir<br>25 00   | 74,931   |  |  |
| 2019 West 35th Street<br>San Pedro, CA 90732           |  |  |  |  |
| Betty S Shelhamer                                      | Director<br>1 00   | 1,500  |  |  |
| P O Box 55516<br>Sherman Oaks, CA 91413                |  |  |  |  |
| Julie Kaswick  | Secretary<br>1 00  | 1,500  |  |  |
| P O Box 55516<br>Sherman Oaks, CA 91413                |  |  |  |  |
| Jennifer Kaswick                                       | Secretary<br>1 00  | 1,500  |  |  |
| P O Box 55516<br>Sherman Oaks, CA 91413                |  |  |  |  |
| Richard Reinis   | Director<br>1 00   | 1,500  |  |  |
| 2121 Ave of the Stars Ste 900<br>Los Angeles, CA 90067 |  |  |  |  |
| Jon A Kaswick MD                                       | President<br>2 00  | 1,500  |  |  |
| P O Box 55516<br>Sherman Oaks, CA 91413                |  |  |  |  |

**Form 990PF Part XV Line 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)  |   |                                |   |         |
| <b>a Paid during the year</b>  |   |                                |   |         |
| USC Thornton School of Music 840 West 34th St Los Angeles, CA 90089                      | None  | Public                         | Music Education                         | 100,000 |
| Harmony Project 817 Vine Street Ste 212 Los Angeles, CA 90038                            | None  | Public                         | Arts Education                          | 150,000 |
| Music CenterPerforming Arts Center 135 North Grand Avenue Los Angeles, CA 90012          | None  | Public                         | Arts Education                          | 25,000  |
| Los Angeles Philharmonic Association 135 No Grand Ave Los Angeles, CA 90012              | None  | Public                         | Arts Education                          | 217,850 |
| LA Opera 135 No Grand Ave Los Angeles, CA 90012  | None  | Public                         | Arts Education                          | 240,500 |
| Leo Baeck Temple 1300 No Sepulveda Blvd Los Angeles, CA 90049                            | None  | Public                         | Arts Education                          | 50,000  |
| LA's Best 200 No Spring St Ste M-120 Los Angeles, CA 90012                               | None  | Public                         | Arts Education                          | 50,000  |
| Constitutional Rights Foundation 601 So Kingsley Dr Los Angeles, CA 90005                | None  | Public                         | Arts Education                          | 28,000  |
| Children's Hospital of Los Angeles 3303 Wilshire Boulevard Ste 320 Los Angeles, CA 90010 | None  | Public                         | Hospital patient arts education         | 24,505  |
| Carnegie HallThe Academy 881 Seventh Avenue New York, NY 10019                           | None  | Public                         | Arts Education                          | 150,000 |
| Angeles Gate Cultural Center 3601 So Gaffey Street San Pedro, CA 90731                   | None  | Public                         | Arts Education                          | 100,000 |
| Regents of UC-Riverside 900 University Ave/3143 HMNSS Riverside, CA 92521                | None  | Public                         | Music education/student fellowships     | 600,000 |
| Los Angeles Co HS for the Arts Foun 1149 So Hill St Ste H100 Los Angeles, CA 90015       | None  | Public                         | Arts education                          | 113,810 |
| The Colburn School 200 S Grand Ave Los Angeles, CA 90012                                 | None  | Public                         | Summer Encounter arts education program | 285,644 |
| Orange County High School for The Arts 1010 N Main Street Santa Ana, CA 92701            | None  | Public                         | Support community service arts programs | 75,000  |

**Form 990PF Part XV Line 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)                                   |   |                                |  |                  |
| <b>a Paid during the year</b>   |   |                                |  |                  |
| Los Angeles Co Museum of Art 5905 Wilshire Blvd Los Angeles, CA 90036 | None  | Public                         | Maya art truck/art education LAUSD               | 540,203          |
| Regents of UC-Los Angeles 2539 Schoenberg Hall Los Angeles, CA 90095  | None  | Public                         | Music Education/Student fellowships              | 833,291          |
| Nat Hist Museum LA Co 900 Exposition Blvd Los Angeles, CA 90007       | None  | Public                         | Three science trucks for LAUSD science education | 626,000          |
| The Juilliard School 60 Lincoln Center New York, NY 10023             | None  | Public                         | Student fellowship program                       | 275,000          |
| San Diego Opera 1200 3rd Avenue San Diego, CA 92101                   | None  | Public                         | Opera outreach programs                          | 195,000          |
| <b>Total . . . . .</b>  |   |                                | <b>► 3a</b>                                      | <b>4,679,803</b> |

## TY 2012 Accounting Fees Schedule

**Name:** Max H Gluck Foundation Inc

**EIN:** 95-3979100

**Software ID:** 12000229

**Software Version:** 2012v2.0

| Category        | Amount | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-----------------|--------|-----------------------|---------------------|---------------------------------------|
| Audit fees      | 16,672 | 15,876                | 0                   | 796                                   |
| Accounting fees | 46,338 | 46,338                | 0                   | 0                                     |

Note: To capture the full content of this document, please select landscape mode (11" x 8.5") when printing.

## TY 2012 Depreciation Schedule

**Name:** Max H Gluck Foundation Inc

**EIN:** 95-3979100

**Software ID:** 12000229

**Software Version:** 2012v2.0

| Description of Property | Date Acquired | Cost or Other Basis | Prior Years' Depreciation | Computation Method | Rate / Life (# of years) | Current Year's Depreciation Expense | Net Investment Income | Adjusted Net Income | Cost of Goods Sold Not Included |
|-------------------------|---------------|---------------------|---------------------------|--------------------|--------------------------|-------------------------------------|-----------------------|---------------------|---------------------------------|
| Office Filing Cabinets  | 2006-08-24    | 1,337               | 536                       | 91                 | 10 0000                  | 134                                 |                       |                     |                                 |

## TY 2012 Land, Etc. Schedule

**Name:** Max H Gluck Foundation Inc

**EIN:** 95-3979100

**Software ID:** 12000229

**Software Version:** 2012v2.0

| Category / Item        | Cost / Other Basis | Accumulated Depreciation | Book Value | End of Year Fair Market Value |
|------------------------|--------------------|--------------------------|------------|-------------------------------|
| Furniture and Fixtures | 4,825              | 4,403                    | 422        | 422                           |

## TY 2012 Other Increases Schedule

**Name:** Max H Gluck Foundation Inc**EIN:** 95-3979100**Software ID:** 12000229**Software Version:** 2012v2.0

| Description                   | Amount  |
|-------------------------------|---------|
| Contributions accrual to cash | 426,360 |

## TY 2012 Other Professional Fees Schedule

**Name:** Max H Gluck Foundation Inc

**EIN:** 95-3979100

**Software ID:** 12000229

**Software Version:** 2012v2.0

| Category             | Amount  | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|----------------------|---------|-----------------------|---------------------|---------------------------------------|
| Consulting fees      | 2,229   | 0                     | 0                   | 1,979                                 |
| Broker advisory fees | 594,725 | 594,725               | 0                   | 0                                     |

## TY 2012 Taxes Schedule

**Name:** Max H Gluck Foundation Inc**EIN:** 95-3979100**Software ID:** 12000229**Software Version:** 2012v2.0

| Category                      | Amount  | Net Investment Income | Adjusted Net Income | Disbursements for Charitable Purposes |
|-------------------------------|---------|-----------------------|---------------------|---------------------------------------|
| State filing fees             | 310     |                       |                     |                                       |
| Payroll tax penalty (refunds) | 392     |                       |                     |                                       |
| Foreign tax withheld          | 39,670  | 39,670                |                     |                                       |
| Excise taxes                  | 103,000 |                       |                     |                                       |

SCHEDULE OF ASSETS

FORM 990PF (2012) MAX H. GLUCK FOUNDATION, INC.

FEIN 95-3979100

Part II Balance sheets

|  | VALUATION    | BOOK      |
|--|--------------|-----------|
| Line 10a Investments - US Government Obligations       | METHOD       | VALUE     |
| UNITED STATES TREAS BDS 7.500% 11/15/16                | Market value | 2,200,500 |
| UNITED STATES TREAS BDS 9.125% 05/15/18                | Market value | 704,906   |
| UNITED STATES TREAS NTS 0.250% 05/31/15                | Market value | 364,358   |
| UNITED STATES TREAS NTS 0.250% 11/30/14                | Market value | 750,173   |
| UNITED STATES TREAS NTS 0.500% 06/15/16                | Market value | 363,460   |
| UNITED STATES TREAS NTS 0.750% 06/30/17                | Market value | 720,875   |
| UNITED STATES TREAS NTS 1.000% 05/31/18                | Market value | 717,451   |
| UNITED STATES TREAS NTS 1.625% 08/15/22                | Market value | 717,723   |
| UNITED STATES TREAS NTS 1.750% 05/15/23                | Market value | 365,258   |
| UNITED STATES TREAS NTS 3.375% 11/15/19                | Market value | 726,205   |
| FEDERAL FARM CR BKS CONS SYSTEMWIDE 0.2% 10/15/14      | Market value | 224,690   |
| FEDERAL FARM CR BKS CONS SYSTEMWIDE 1.1% 11/6/18       | Market value | 231,065   |
| FEDERAL FARM CR BKS CONS SYSTEMWIDE 1.25% 10/2/18      | Market value | 131,105   |
| FEDERAL FARM CR BKS CONS SYSTEMWIDE 2.38% 7/24/23      | Market value | 328,423   |
| FEDERAL FARM CR BKS CONS SYSTEMWIDE 0.5% 12/4/15       | Market value | 99,679    |
| FEDERAL HOME LN BKS FIXED RATE JT-2020 4.125% 3/13/20  | Market value | 165,984   |
| FED HOME LN MTG CORP MTN FED FIXED Rate 1.625% 5/15/20 | Market value | 182,579   |
| FEDERAL NATL MTG ASSN FIXED RATE 1.5% 9/8/14           | Market value | 151,908   |
| FEDERAL NATL MTG ASSN FIXED RATE 1.0% 10/30/17         | Market value | 382,867   |
| FEDERAL NATL MTG ASSN FIXED RATE .75% 11/28/16         | Market value | 262,557   |
| Total US Government Obligations                        |              | 9,791,764 |

## SCHEDULE OF ASSETS

FORM 990PF (2012) MAX H. GLUCK FOUNDATION, INC.

FEIN 95-3979100

## Part II Balance sheets

|  | VALUATION    | BOOK    |
|--|--------------|---------|
|  | METHOD       | VALUE   |
| Line 10b Investments - Corporate Stock             |              |         |
| ABAXIS INC COM                                     | Market Value | 370,055 |
| ABB LTD SPONSORED ADR                              | Market Value | 726,195 |
| ACCENTURE PLC IRELAND CLASS SHS ISIN#IE00B4BNM Y34 | Market Value | 183,714 |
| ADT CORP COM                                       | Market Value | 308,439 |
| ADVISORY BRD CO COM                                | Market Value | 113,781 |
| AGILENT TECHNOLOGIES INC COM                       | Market Value | 454,966 |
| AIRGAS INC   | Market Value | 145,767 |
| AKAMAI TECHNOLOGIES INC COM                        | Market Value | 247,386 |
| ALLIANCE DATA SYS CORP COM                         | Market Value | 154,238 |
| ALTRIA GROUP INC COM                               | Market Value | 356,093 |
| AMAZON COM INC                                     | Market Value | 343,225 |
| AMERISOURCE BERGEN CORP COM                        | Market Value | 201,155 |
| AMPHENOL CORP NEW CL A                             | Market Value | 309,110 |
| ANSYS INC COM                                      | Market Value | 306,070 |
| APACHE CORP COM                                    | Market Value | 435,329 |
| APPLE INC COM                                      | Market Value | 678,066 |
| APTARGROUP INC                                     | Market Value | 223,380 |
| ASTRAZENECA PLC SPONSORED ADR                      | Market Value | 575,972 |
| BASF SE SPONS ADR ISIN#US0552625057                | Market Value | 305,184 |
| BED BATH & BEYOND INC COM                          | Market Value | 154,032 |
| BEMIS CO INC COM                                   | Market Value | 271,475 |
| BLACKBAUD INC COM                                  | Market Value | 148,161 |
| BRITISH AMERN TOB PLC SPONSORED ADR ISIN#US1104481 | Market Value | 309,026 |
| BROADCOM CORP CL A                                 | Market Value | 307,535 |
| BROWN & BROWN INC                                  | Market Value | 335,973 |
| CA INC COM   | Market Value | 479,042 |
| CAPITAL ONE FINL CORP COM                          | Market Value | 268,827 |
| CBRE GROUP INC CL A                                | Market Value | 167,211 |
| CELGENE CORP                                       | Market Value | 156,285 |
| CHECK POINT SOFTWARE TECHNOLOGIES LTD SHS ISIN#ILO | Market Value | 411,847 |
| CHINA MOBILE LTD SPON ADR S A ISIN#US16941M 099    | Market Value | 218,469 |
| CISCO SYSTEMS INC                                  | Market Value | 699,461 |
| CITRIX SYSTEMS INC                                 | Market Value | 230,696 |
| CLARCOR INC  | Market Value | 201,583 |
| COGNIZANT TECHNOLOGY SOLUTIONS CORP CL A           | Market Value | 154,408 |
| COHEN & STEERS INC COM                             | Market Value | 173,230 |
| COMCAST CORP CL A                                  | Market Value | 460,711 |
| COMPUTER PROGRAMS & SYS INC COM                    | Market Value | 280,884 |
| COPART INC COM                                     | Market Value | 400,770 |
| CUMMINS INC  | Market Value | 243,818 |
| DEERE & CO   | Market Value | 204,344 |
| DIRECTV COM  | Market Value | 467,354 |
| EBAY INC COM                                       | Market Value | 342,024 |
| ECOPETROL S A SPONSORED ADS ISIN#US2791581091      | Market Value | 199,112 |

## SCHEDULE OF ASSETS

FORM 990PF (2012) MAX H. GLUCK FOUNDATION, INC.

FEIN 95-3979100

Part II Balance sheets

|  | VALUATION    | BOOK    |
|--|--------------|---------|
|  | METHOD       | VALUE   |
| Line 10b Investments - Corporate Stock |              |         |
| EOG RES INC COM                        | Market Value | 355,536 |
| ESTEE LAUDER COMPANIES INC CL A        | Market Value | 251,110 |
| EXPONENT INC                           | Market Value | 463,541 |
| EXPRESS SCRIPTS HLDG CO COM            | Market Value | 148,485 |
| F5 NETWORKS INC COM                    | Market Value | 98,178  |
| FACTSET RESEARCH SYSTEMS INC           | Market Value | 319,174 |
| FEDERATED INVS INC PA CL B             | Market Value | 358,057 |
| FEDEX CORP COM                         | Market Value | 269,123 |
| FLOWSERVE CORP COM                     | Market Value | 277,557 |
| FMC TECHNOLOGIES INC COM               | Market Value | 168,877 |
| FORD MOTOR CO DEL COM PAR              | Market Value | 420,861 |
| GENERAL ELECTRIC CO COM                | Market Value | 668,429 |
| GENUINE PARTS CO                       | Market Value | 309,860 |
| GOOGLE INC CL A                        | Market Value | 227,135 |
| HAEMONETICS CORP MASS COM              | Market Value | 364,459 |
| HALLIBURTON CO COM                     | Market Value | 528,509 |
| HARRIS CORP DEL                        | Market Value | 388,681 |
| HENRY JACK & ASSOC INC COM             | Market Value | 513,387 |
| HITTITE MICROWAVE CORP COM             | Market Value | 398,692 |
| HOME DEPOT INC COM                     | Market Value | 205,218 |
| INTEL CORP COM                         | Market Value | 208,669 |
| INTUIT INCORPORATED COM                | Market Value | 530,682 |
| JACOBS ENGR GROUP INC COM              | Market Value | 171,013 |
| JOY GLOBAL INC COM                     | Market Value | 169,079 |
| LANDSTAR SYSTEMS INC COM               | Market Value | 223,819 |
| LILLY ELI & CO COM                     | Market Value | 362,309 |
| LINCOLN ELEC HLDGS INC COM             | Market Value | 124,734 |
| LORILLARD INC COM                      | Market Value | 378,706 |
| MASTERCARD INC CL A COM                | Market Value | 274,037 |
| MATTEL INC COM                         | Market Value | 363,885 |
| MERCK & CO INC NEW COM                 | Market Value | 439,324 |
| METTLER-TOLEDO INTL INC COM            | Market Value | 144,059 |
| MONDELEZ INTL INC CL A                 | Market Value | 314,686 |
| MONSTER BEVERAGE CORP COM              | Market Value | 183,281 |
| MYRIAD GENETICS INC                    | Market Value | 310,375 |
| NATIONAL INTERSTATE CORP COM           | Market Value | 121,241 |
| NETAPP INC COM                         | Market Value | 183,913 |
| NETFLIX INC COM                        | Market Value | 221,645 |
| NIELSEN HOLDINGS B V COM               | Market Value | 209,938 |
| NOVARTIS AG SPONSORED ADR              | Market Value | 465,555 |
| NUANCE COMMUNICATIONS INC COM          | Market Value | 270,038 |
| ORACLE CORP COM                        | Market Value | 150,080 |
| OWENS AND MINOR INC HLDGS CO INC       | Market Value | 409,749 |
| PERRIGO CO COM                         | Market Value | 211,387 |

## SCHEDULE OF ASSETS

FORM 990PF (2012) MAX H. GLUCK FOUNDATION, INC.

FEIN 95-3979100

Part II Balance sheets

|  | VALUATION    | BOOK              |
|--|--------------|-------------------|
|  | METHOD       | VALUE             |
| Line 10b Investments - Corporate Stock             |              |                   |
| PETROCHINA CO LTD SPONS ADR ISIN#US71646E1001      | Market Value | 194,337           |
| POLARIS INDUSTRIES INC COM                         | Market Value | 185,250           |
| POOL CORP COM                                      | Market Value | 316,871           |
| PPL CORP COM                                       | Market Value | 399,250           |
| PRECISION CASTPARTS CORP                           | Market Value | 339,693           |
| PRICELINE COM INC COM NEW                          | Market Value | 392,668           |
| QUALCOMM INC                                       | Market Value | 349,679           |
| RALPH LAUREN CORP CL A                             | Market Value | 311,690           |
| RBC BEARINGS INC COM                               | Market Value | 180,267           |
| RLI CORP   | Market Value | 253,987           |
| ROCHE HLDGS LTD SPONSORED ADR ISIN#US7711951043    | Market Value | 361,449           |
| ROLLINS INC  | Market Value | 151,955           |
| RPC INC COM  | Market Value | 205,603           |
| RYDER SYS INC COM                                  | Market Value | 198,905           |
| SANOFI SPONS ADR ISIN#US80105N1054                 | Market Value | 548,478           |
| SHERWIN WILLIAM S CO                               | Market Value | 246,004           |
| SIE MENS A G SPONSORED ADR ISIN#US8261975010       | Market Value | 656,185           |
| STANLEY BLACK & DECKER INC COM                     | Market Value | 233,060           |
| STARBUCKS CORP COM                                 | Market Value | 321,982           |
| STATOIL ASA SPONSORED ADR ISIN#US85771P1021        | Market Value | 452,883           |
| SYMANTEC CORP                                      | Market Value | 271,761           |
| SYSCO CORP   | Market Value | 263,442           |
| TECHNE CORP COM                                    | Market Value | 366,815           |
| TERADATA CORP DEL COM                              | Market Value | 101,163           |
| TEVA PHARMACEUTICAL INDUSTRIES LTD ADR ISIN#US8816 | Market Value | 336,022           |
| THOMSON REUTERS CORP COM ISIN#CA8849031056         | Market Value | 473,144           |
| THOR INDs INC                                      | Market Value | 184,278           |
| TIFFANY & COMPANY                                  | Market Value | 139,707           |
| TORO CO  | Market Value | 338,123           |
| TOTAL SA SPONSORED ADR                             | Market Value | 590,828           |
| TRIMBLE NAV LTD                                    | Market Value | 106,663           |
| UNILEVER PLC SPON ADR NEW ISIN#US9047677045        | Market Value | 352,886           |
| UNITEDHEALTH GROUP INC COM                         | Market Value | 424,965           |
| VALE SA ADR REPSTG PFD ISIN#US91912E2046           | Market Value | 380,486           |
| VODAFONE GROUP PLC SPON ADR NEW ISIN#US92857W2098  | Market Value | 408,610           |
| WATERS CORP COM                                    | Market Value | 189,595           |
| WILLIAM S COS INC COM                              | Market Value | 239,142           |
| WYNN RESORTS LTD COM                               | Market Value | 134,369           |
| XYLEM INC COM                                      | Market Value | 182,384           |
| YAMANA GOLD INC COM ISIN#CA98462Y1007              | Market Value | 230,217           |
| <b>TOTAL CORPORATE STOCKS</b>                      |              | <b>38,916,270</b> |

## SCHEDULE OF ASSETS

FORM 990PF (2012) MAX H. GLUCK FOUNDATION, INC.

FEIN 95-3979100

Part II Balance sheets

|   | VALUATION    | BOOK    |
|---|--------------|---------|
|   | METHOD       | VALUE   |
| Line 10c Investments - Corporate bonds                |              |         |
| CREDIT SUISSE N Y BRH MED TERM SR BK NTS 10% 6/8/15   | MARKET VALUE | 962,900 |
| JPMORGAN CHASE BK NEW YORK 7.5% 4/7/15                | MARKET VALUE | 971,300 |
| ADVANCED MICRO DEVICES INC 6.000% 5/1/15              | MARKET VALUE | 224,675 |
| AMERENENERGY GENERATING CO SR NT 7.0% 04/15/18        | MARKET VALUE | 332,100 |
| ANHEUSER BUSCH INBEV WRLDWDE INC 5.375% 1/15/20       | MARKET VALUE | 351,625 |
| AT&T INC GLOBAL NOTES FIXED RT 2.500% 8/15/15         | MARKET VALUE | 370,958 |
| BEAR STEARNS COS INC SR NT 6.4% 10/2/17               | MARKET VALUE | 363,334 |
| CENTURYLINK INC SR NT SER S 6.45% 6/15/21             | MARKET VALUE | 297,113 |
| CHESAPEAKE ENERGY CORP FIXED NT 6.125% 2/15/21        | MARKET VALUE | 299,250 |
| CITIGROUP INC FIXED RT NT 4.45% 1/10/17               | MARKET VALUE | 358,715 |
| COUNTRYWIDE FINL CORP SUB NT 6.25% 5/15/16            | MARKET VALUE | 725,169 |
| DEAN FOODS CO SR NT 6.9% 10/15/17                     | MARKET VALUE | 295,400 |
| ERICSSON TELEFONAKTIEBOLAGET NT 40125% 5/15/22        | MARKET VALUE | 352,051 |
| FORD MTR CR CO FIXED RT GLOBAL NT 8.125% 1/15/20      | MARKET VALUE | 343,302 |
| FORD MTR CR CO FIXED RT NTS 6.625% 8/15/17            | MARKET VALUE | 345,196 |
| GATX CORP FIXED RT SR NT 4.750% 05/15/15              | MARKET VALUE | 347,084 |
| GENERAL ELEC CAP CORP MTN 5.375% 10/20/16             | MARKET VALUE | 351,483 |
| GENERAL ELEC CAP CORP MTN 5.625% 5/1/18               | MARKET VALUE | 716,875 |
| GENWORTH FINL INC SR NT 6.515% 5/22/18                | MARKET VALUE | 442,124 |
| GOLDMAN SACHS GROUP INC GLOBAL SR NT 5.5% 11/15/14    | MARKET VALUE | 338,176 |
| GOLDMAN SACHS GROUP INC SR GLOBAL NT 5.95% 01/18/18   | MARKET VALUE | 358,029 |
| GOODYEAR TIRE & RUBR CO GTD FIXED SR NT 8.25% 7/30/20 | MARKET VALUE | 377,775 |
| HOME DEPOT INC SR NT 5.4% 3/1/16                      | MARKET VALUE | 334,287 |
| HUSKY ENERGY INC NTS ISIN#US448055AF08 7.25% 12/15/19 | MARKET VALUE | 381,976 |
| ICAHN ENTERPRISES L P / ICAHN ENT FIN 8.0% 1/15/18    | MARKET VALUE | 351,750 |
| INGRAM MICRO INC NTS 5% 8/10/22                       | MARKET VALUE | 385,027 |
| INTERNATIONAL BUSINESS MACHS CORP NT 5.7% 9/14/17     | MARKET VALUE | 363,850 |
| INTERNATIONAL LEASE FIN CORP SR NT 5.750% 05/15/16    | MARKET VALUE | 364,809 |
| JEFFERIES GROUP INC FIXED RT SR NOTES 8.5% 7/15/19    | MARKET VALUE | 343,425 |
| JEFFERIES GROUP INC FIXED RT SR NT 5.125% 4/13/18     | MARKET VALUE | 407,550 |
| KENNAMETAL INC SR NT 2.65% 11/01/19                   | MARKET VALUE | 324,839 |
| KLA-TENCOR CORP SR NT 6.9% 5/01/18                    | MARKET VALUE | 355,054 |
| KROGER CO SR NT 3.400% 04/15/22                       | MARKET VALUE | 356,350 |
| L-3 COMMUNICATIONS CORP GTD FIXED RT 4.75% 07/15/20   | MARKET VALUE | 283,179 |

## SCHEDULE OF ASSETS

FORM 990PF (2012) MAX H. GLUCK FOUNDATION, INC.

FEIN 95-3979100

Part II Balance sheets

|   | VALUATION    | BOOK       |
|---|--------------|------------|
|   | METHOD       | VALUE      |
| Line 10c Investments - Corporate bonds                  |              |            |
| MASCO CORP NT 6.125% 10/3/16                            | MARKET VALUE | 442,800    |
| MEDTRONIC INC SR NT 3.125% 3/15/22                      | MARKET VALUE | 366,495    |
| MERRILL LYNCH & CO INC NT 6.5% 7/15/18                  | MARKET VALUE | 381,483    |
| MORGAN STANLEY DWD & CO 3.5% 10/15/20                   | MARKET VALUE | 5,072      |
| MORGAN STANLEY FIXED RT GLOBAL NTS 5.45% 1/9/17         | MARKET VALUE | 340,436    |
| MORGAN STANLEY GLOBAL 6.000% 4/28/15                    | MARKET VALUE | 353,813    |
| MORGAN STANLEY GRP INC SR NTS 4% 07/30/20               | MARKET VALUE | 434,839    |
| NRG ENERGY INC SR NT - FULLY EXC FR ORIG 7.625% 1/15/18 | MARKET VALUE | 283,550    |
| OMNICOM GROUP INC GTD SR NTS 5.9% 4/15/16               | MARKET VALUE | 723,619    |
| PHILLIPS 66 GTD SR NT 4.3% 04/01/22                     | MARKET VALUE | 278,969    |
| PRUDENTIAL FINL INC MEDIUM TERM NTS 4.75% 9/17/15       | MARKET VALUE | 376,625    |
| SIMON PPTY GROUP L P NT 5.1% 6/15/15                    | MARKET VALUE | 356,783    |
| TELEFONICA EMISIONES GTD SR NT 4.949% 1/15/15           | MARKET VALUE | 375,383    |
| THOMSON REUTERS CORP NT 4.0% 10/15/19                   | MARKET VALUE | 357,143    |
| TRANSOCEAN INC GTD SR NT 4.95% 11/15/15                 | MARKET VALUE | 343,229    |
| TRANSOCEAN INC SR NT 5.05% 12/15/16                     | MARKET VALUE | 293,603    |
| VALERO ENERGY CORP NEW NT 6.125% 06/15/17               | MARKET VALUE | 356,134    |
| VERIZON COMMUNICATIONS INC NT 8.75% 11/1/18             | MARKET VALUE | 345,385    |
| WAL MART STORES INC NTS 5.8% 2/15/18                    | MARKET VALUE | 351,435    |
| ZURICH REINS CENTRE HLDGS INC SR NT 7.125% 10/15/23     | MARKET VALUE | 383,536    |
| TOTAL CORPORATE BONDS                                   |              | 20,927,062 |

SCHEDULE OF ASSETS

FORM 990PF (2012) MAX H. GLUCK FOUNDATION, INC.

FEIN 95-3979100

Part II Balance sheets

|  | VALUATION    | BOOK              |
|--|--------------|-------------------|
|  | METHOD       | VALUE             |
| Line 13 Investments - Other                        |              |                   |
| ALKEON GROWTH OFFSHORE FUND LTD                    | MARKET VALUE | 2,166,751         |
| Credit Suisse Dollar Senior Loan Offshore Fund Ltd | MARKET VALUE | 6,391,883         |
| CS GAVEA GLOBAL MACRO FUND LTD SERIES2 UNRESTRICT  | MARKET VALUE | 3,471,454         |
| ISHARES TRCORE S&P 500 ETF                         | MARKET VALUE | 1,716,429         |
| ISHARES TR RUSSELL 2000 ETF                        | MARKET VALUE | 1,736,688         |
| PROSHARES TR PROSHARES ULTRA RUSSELL2000           | MARKET VALUE | 1,061,069         |
| PROSHARES TR PROSHARES ULTRA S&P500                | MARKET VALUE | 1,046,367         |
| TEM PLETON GLOBAL BOND FUND CLASS A                | MARKET VALUE | 6,791,706         |
| CREDIT SUISSE NASSAU BRH EXCH TRD NT LKD           | MARKET VALUE | 2,050,100         |
| CREDIT SUISSE NASSAU BRH EXCHANGE TRADED NTS LKD   | MARKET VALUE | 2,069,594         |
| <b>TOTAL OTHER INVESTMENTS</b>                     |              | <b>28,502,041</b> |