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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 10-01-2012 , and ending 09-30-2013

Name of foundation TOWLE FAMILY FOUNDATION		A Employer identification number 43-1800405			
Number and street (or P O box number if mail is not delivered to street address) 1610 DES PERES RD STE 250		B Telephone number (see instructions) (314) 822-0204			
City or town, state, and ZIP code ST LOUIS, MO 63131		C If exemption application is pending, check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
G Check all that apply <input type="checkbox"/> Initial return <input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Final return <input type="checkbox"/> Amended return <input type="checkbox"/> Address change <input type="checkbox"/> Name change		D 1. Foreign organizations, check here <input checked="" type="checkbox"/> <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input checked="" type="checkbox"/> <input type="checkbox"/>			
H Check type of organization <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input checked="" type="checkbox"/> <input type="checkbox"/> F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input checked="" type="checkbox"/> <input type="checkbox"/>			
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 16,427,669		J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____			
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 (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 4 Dividends and interest from securities. 5a Gross rents b Net rental income or (loss) _____ 6a Net gain or (loss) from sale of assets not on line 10 b Gross sales price for all assets on line 6a \$ 18,053,834 7 Capital gain net income (from Part IV, line 2) 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 Total. Add lines 1 through 11 \$ 5,624,529 \$ 5,468,688		155,841			
Operating and Administrative Expenses 13 Compensation of officers, directors, trustees, etc 14 Other employee salaries and wages 15 Pension plans, employee benefits 16a Legal fees (attach schedule) b Accounting fees (attach schedule) c Other professional fees (attach schedule) 17 Interest 18 Taxes (attach schedule) (see instructions) \$ 3,858 19 Depreciation (attach schedule) and depletion 20 Occupancy 21 Travel, conferences, and meetings 22 Printing and publications 23 Other expenses (attach schedule) 24 Total operating and administrative expenses. Add lines 13 through 23 \$ 97,544 0 0		4,800			
25 Contributions, gifts, grants paid. 26 Total expenses and disbursements. Add lines 24 and 25 \$ 489,311 0 489,311		88,848			
27 Subtract line 26 from line 12 a Excess of revenue over expenses and disbursements b Net investment income (if negative, enter -0-) \$ 5,037,674 c Adjusted net income (if negative, enter -0-)			5,468,688		

Part III 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
1	Cash—non-interest-bearing			
2	Savings and temporary cash investments	335,867	6,160	6,160
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 page 15 of the instructions)			
7	Other notes and loans receivable (attach schedule) ►			
	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)	9,534,727	14,913,330	16,421,509
c	Investments—corporate bonds (attach schedule)			
11	Investments—land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
12	Investments—mortgage loans			
13	Investments—other (attach schedule)			
14	Land, buildings, and equipment basis ►			
	Less accumulated depreciation (attach schedule) ►			
15	Other assets (describe ►)	104,041	34,943	
16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	9,974,635	14,954,433	16,427,669
17	Accounts payable and accrued expenses			
18	Grants payable			
19	Deferred revenue			
20	Loans from officers, directors, trustees, and other disqualified persons			
21	Mortgages and other notes payable (attach schedule)			
22	Other liabilities (describe ►)	57,876		
23	Total liabilities (add lines 17 through 22)	57,876	0	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
24	Unrestricted			
25	Temporarily restricted			
26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
27	Capital stock, trust principal, or current funds			
28	Paid-in or capital surplus, or land, bldg, and equipment fund			
29	Retained earnings, accumulated income, endowment, or other funds	9,916,759	14,954,433	
30	Total net assets or fund balances (see page 17 of the instructions)	9,916,759	14,954,433	
31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	9,974,635	14,954,433	

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	9,916,759
2	Enter amount from Part I, line 27a	2	5,037,674
3	Other increases not included in line 2 (itemize) ►	3	
4	Add lines 1, 2, and 3	4	14,954,433
5	Decreases not included in line 2 (itemize) ►	5	
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	14,954,433

Part IV Capital Gains and Losses for Tax on Investment Income

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

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

(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
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a See Additional Data Table			
b			
c			
d			
e			

2 Capital gain net income or (net capital loss)	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))	2	5,331,569
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)		3	1,280,414

If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	516,991	9,863,387	0 052415
2010	428,430	11,190,746	0 038284
2009	291,952	8,936,447	0 032670
2008	481,094	5,850,822	0 082227
2007	544,077	9,668,150	0 056275

2 Total of line 1, column (d).	2	0 261871
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	0 052374
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	13,600,722
5 Multiply line 4 by line 3.	5	712,324
6 Enter 1% of net investment income (1% of Part I, line 27b).	6	54,687
7 Add lines 5 and 6.	7	767,011
8 Enter qualifying distributions from Part XII, line 4.	8	489,311

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	109,374
	Date of ruling or determination letter _____ (attach copy of letter if necessary—see instructions)		
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here <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	Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		
6	Credits/Payments		
a	2012 estimated tax payments and 2011 overpayment credited to 2012	6a	34,942
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.		34,942
8	Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		
9	Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed <input type="checkbox"/>		
10	Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid <input type="checkbox"/>		
11	Enter the amount of line 10 to be Credited to 2013 estimated tax <input type="checkbox"/> Refunded <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 Form 1120-POL 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 Form 990-T 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	No
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	No
8a	Enter the states to which the foundation reports or with which it is registered (see instructions)		
	<input type="checkbox"/> MO		
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	No
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 ► N/A

14	The books are in care of ► J ELLWOOD TOWLE	Telephone no ► (314) 822-0204
	Located at ► 1610 DES PERES RD STE 250 ST LOUIS MO	ZIP +4 ► 63131

15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ►	15
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16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16
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See instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes", enter the name of the foreign country ►

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly)		
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ► Yes <input checked="" type="checkbox"/> No		
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ► 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)? ► 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). ► Yes <input checked="" type="checkbox"/> No		
1b	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 page 20 of the instructions)? Organizations relying on a current notice regarding disaster assistance check here. ►		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?		
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ► Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► 20____, 20____, 20____, 20____		
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)		
c	If the provisions of section 4942(a)(2) are being applied to any 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? ► 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).		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		No

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

- | | | |
|----|--|---|
| 5a | During the year did the foundation pay or incur any amount to
(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?
(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?
(3) Provide a grant to an individual for travel, study, or other similar purposes?
(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).
(5) 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 |
| 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)?
Organizations relying on a current notice regarding disaster assistance check here. <input type="checkbox"/> | 5b |
| 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?
<i>If "Yes," attach the statement required by Regulations section 53.4945–5(d).</i> | <input type="checkbox"/> Yes <input 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?
<i>If "Yes" to 6b, file Form 8870.</i> | 6b
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 | 7b |
| b | If yes, did the foundation receive any proceeds or have any net income attributable to the transaction? | |

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)

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
J ELLWOOD TOWLE 	PRESIDENT 2 00	0	0	
1610 DES PERES RD STE 250 ST LOUIS, MO 63131				
CHRISTOPHER D TOWLE 	SECY-TREAS 1 00	0	0	
1610 DES PERES RD STE 250 ST LOUIS, MO 63131				

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

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:				

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.		▶

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc	Expenses
1	
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	Amount
1 N/A	
2	
All other program-related investments. See page 24 of the instructions	
3	
Total. Add lines 1 through 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 13,308,560
b	Average of monthly cash balances.	1b 464,338
c	Fair market value of all other assets (see instructions).	1c 34,942
d	Total (add lines 1a, b, and c).	1d 13,807,840
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e
2	Acquisition indebtedness applicable to line 1 assets.	2
3	Subtract line 2 from line 1d.	3 13,807,840
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4 207,118
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5 13,600,722
6	Minimum investment return. Enter 5% of line 5.	6 680,036

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.	1 680,036
2a	Tax on investment income for 2012 from Part VI, line 5.	2a 109,374
b	Income tax for 2012 (This does not include the tax from Part VI).	2b
c	Add lines 2a and 2b.	2c 109,374
3	Distributable amount before adjustments Subtract line 2c from line 1.	3 570,662
4	Recoveries of amounts treated as qualifying distributions.	4
5	Add lines 3 and 4.	5 570,662
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.	7 570,662

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 489,311
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	
a	Suitability test (prior IRS approval required).	3a
b	Cash distribution test (attach the required schedule).	3b
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4 489,311
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.	6 489,311

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				570,662
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			489,311	
b Total for prior years 20____, 20____, 20____				
3 Excess distributions carryover, if any, to 2012				
a From 2007.				
b From 2008.				
c From 2009.				
d From 2010.				
e From 2011.				
f Total of lines 3a through e.				
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ _____ 489,311				
a Applied to 2011, but not more than line 2a			489,311	
b Applied to undistributed income of prior years (Election required—see instructions).				
c Treated as distributions out of corpus (Election required—see instructions).				
d Applied to 2012 distributable amount.				
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5				
b Prior years' undistributed income Subtract line 4b from line 2b				
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.				
d Subtract line 6c from line 6b Taxable amount—see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				570,662
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a				
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.				
c Excess from 2010.				
d Excess from 2011.				
e Excess from 2012.				

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

1a	If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling. <input type="text"/>			
b	Check box to indicate whether the organization is a private operating foundation described in section <input type="checkbox"/> 4942(j)(3) or <input type="checkbox"/> 4942(j)(5)			
2a	Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed.			
b	85% of line 2a.			
c	Qualifying distributions from Part XII, line 4 for each year listed.			
d	Amounts included in line 2c not used directly for active conduct of exempt activities.			
e	Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c.			
3	Complete 3a, b, or c for the alternative test relied upon			
a	"Assets" alternative test—enter			
(1)	Value of all assets.			
(2)	Value of assets qualifying under section 4942(j)(3)(B)(i).			
b	"Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed.			
c	"Support" alternative test—enter			
(1)	Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties).			
(2)	Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(III).			
(3)	Largest amount of support from an exempt organization			
(4)	Gross investment income			

Part XV Supplementary Information (Complete this part only if the organization had \$5,000 or more in assets at any time during the year—see instructions.)**1 Information Regarding Foundation Managers:**

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

J ELLWOOD TOWLE

- 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)				
a Paid during the year See Additional Data Table				
Total			► 3a	489,311
b Approved for future payment				
Total			► 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) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments.					
3 Interest on savings and temporary cash investments			14	35	
4 Dividends and interest from securities.			14	137,084	
5 Net rental income or (loss) from real estate					
a Debt-financed property.					
b Not debt-financed property.					
6 Net rental income or (loss) from personal property					
7 Other investment income.					
8 Gain or (loss) from sales of assets other than inventory			18	5,331,569	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory.					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e).				5,468,688	
13 Total. Add line 12, columns (b), (d), and (e).					5,468,688
(See worksheet in line 13 instructions to verify calculations.)					

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

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

1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?

a Transfers from the reporting foundation to a noncharitable exempt organization or

(1) Cash.

(2) Other assets.

Other transactions

(1) Sales of assets to a noncharitable exempt organization. . .

(2) Purchases of assets from a noncharitable exempt

(3) Rental of facilities, equipment,

(4) Reimbursement arrangements

c Sharing of facilities, equipment, mailing lists, other assets, or paid employees

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

	Yes	No
1a(1)		No
1a(2)		No
1b(1)		No
1b(2)		No
1b(3)		No
1b(4)		No
1b(5)		No
1b(6)		No
1c		No

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations?

described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? Yes No

b If "Yes," complete the following schedule

(a) Name of organization	(b) Type of organization	(c) Description of relationship

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

* * * * *

2014-02-04

* * * * *

May the IRS discuss this return
with the preparer shown below
(see instr. 13) Yes No

Signature of officer or trustee

Dat

Tut

**Sign
Here**

**Paid
Preparer
Use Only**

Signature of preparer or trusted Print/Type preparer's name		Date	PTIN
DAVID P SMITH CPA		Preparer's Signature DAVID P SMITH CPA	Date 2014-02-04
Firm's name DAVID P SMITH CPA		Check if self-employed <input checked="" type="checkbox"/>	Firm's EIN <input type="checkbox"/>
Firm's address 2900 S BRENTWOOD BLVD		Phone no (314) 961-1600	
SAINT LOUIS, MO 63144-2714			

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
AM CASTLE & CO	P	2009-08-17	2012-10-01
WHIRLPOOL CORP	P	2011-09-13	2012-11-05
BROWN SHOE COMPANY	P	2009-03-12	2012-12-03
POLYONE CORP	P	2007-03-27	2012-12-18
FERRO CORP	P	2012-04-05	2013-02-06
BROWN SHOE COMPANY	P	2009-03-12	2013-04-11
CST BRANDS INC COM	P	2012-01-11	2013-05-02
GAMESTOP CORP	P	2011-03-01	2013-05-07
GENCO SHIPPING & TRADING LTD	P	2011-06-17	2013-05-10
FERRO CORP	P	2012-04-09	2013-05-22
AEGEAN MARINE PETROLEUM INC	P	2011-03-10	2013-06-12
AIR TRANSPORT SERVICES GROUP INC	P	2012-12-14	2013-06-12
AMERISERV FINANCIAL INC	P	2001-02-23	2013-06-12
ARKANSAS BEST CORP	P	2012-12-14	2013-06-12
CNA FINANCIAL CORP	P	2012-04-05	2013-06-12
CAL DIVE INTERNATIONAL INC	P	2012-06-05	2013-06-12
CELESTICA INC	P	2012-07-12	2013-06-12
CHIQUITA BRANDS INTL INC	P	2006-10-17	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-10-19	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-11-14	2013-06-12
DOLE FOOD COMPANY INC	P	2011-12-08	2013-06-12
FLEXTRONICS INTERNATIONAL LTD	P	2013-01-31	2013-06-12
GOODYEAR TIRE & RUBBER CO	P	2010-04-01	2013-06-12
HAWAIIAN HOLDINGS INC	P	2011-06-08	2013-06-12
INGRAM MICRO INC	P	2010-11-09	2013-06-12
MERITOR INC	P	2012-05-11	2013-06-12
OFFICEMAX INCORPORATED	P	2011-10-19	2013-06-12
PHH CORPORATION	P	2011-08-10	2013-06-12
SANMINA CORPORATION	P	2010-12-16	2013-06-12
STAR BULK CARRIERS CORP	P	2009-08-28	2013-06-12

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TESORO CORPORATION	P	2010-05-07	2013-06-12
UNISYS CORPORATION	P	2012-02-28	2013-06-12
VALERO ENERGY CORP	P	2009-06-08	2013-06-12
ROUNDING	P		
SONIC AUTOMOTIVE INC	P	2010-07-08	2012-10-01
WHIRLPOOL CORP	P	2011-09-13	2012-11-19
ALLIED WORLD ASSURANCE LTD	P	2010-04-12	2012-12-04
POLYONE CORP	P	2009-05-04	2012-12-18
FERRO CORP	P	2012-04-04	2013-02-06
BROWN SHOE COMPANY	P	2009-03-12	2013-04-12
CST BRANDS INC COM	P	2009-06-08	2013-05-02
BROWN SHOE COMPANY	P	2009-03-12	2013-05-07
GENCO SHIPPING & TRADING LTD	P	2012-04-05	2013-05-10
FERRO CORP	P	2012-04-11	2013-05-22
AEGEAN MARINE PETROLEUM INC	P	2012-04-05	2013-06-12
AIR TRANSPORT SERVICES GROUP INC	P	2012-12-13	2013-06-12
AMERISERV FINANCIAL INC	P	2002-07-24	2013-06-12
ARKANSAS BEST CORP	P	2012-12-21	2013-06-12
CNA FINANCIAL CORP	P	2011-03-08	2013-06-12
CAL DIVE INTERNATIONAL INC	P	2012-06-08	2013-06-12
CELESTICA INC	P	2012-10-02	2013-06-12
CHIQUITA BRANDS INTL INC	P	2010-07-15	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-11-06	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-11-15	2013-06-12
DOLE FOOD COMPANY INC	P	2011-12-06	2013-06-12
FLEXTRONICS INTERNATIONAL LTD	P	2013-01-29	2013-06-12
GOODYEAR TIRE & RUBBER CO	P	2013-04-30	2013-06-12
HAWAIIAN HOLDINGS INC	P	2011-06-07	2013-06-12
INGRAM MICRO INC	P	2010-11-12	2013-06-12
MERITOR INC	P	2011-12-15	2013-06-12

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OFFICEMAX INCORPORATED	P	2011-10-20	2013-06-12
PHH CORPORATION	P	2011-12-13	2013-06-12
SANMINA CORPORATION	P	2012-04-05	2013-06-12
STAR BULK CARRIERS CORP	P	2009-08-24	2013-06-12
TESORO CORPORATION	P	2008-10-14	2013-06-12
UNISYS CORPORATION	P	2012-02-01	2013-06-12
VALERO ENERGY CORP	P	2010-07-28	2013-06-12
SONIC AUTOMOTIVE INC	P	2010-07-08	2012-10-02
WHIRLPOOL CORP	P	2011-10-28	2012-11-19
ALLIED WORLD ASSURANCE LTD	P	2010-05-24	2012-12-04
POLYONE CORP	P	2009-05-01	2012-12-19
FERRO CORP	P	2012-04-04	2013-02-08
GAMESTOP CORP	P	2013-02-28	2013-04-17
CST BRANDS INC COM	P	2010-07-28	2013-05-02
FERRO CORP	P	2012-04-04	2013-05-08
FERRO CORP	P	2012-04-09	2013-05-15
GAMESTOP CORP	P	2011-03-01	2013-05-23
AEGEAN MARINE PETROLEUM INC	P	2011-07-15	2013-06-12
AIR TRANSPORT SERVICES GROUP INC	P	2012-12-12	2013-06-12
AMERISERV FINANCIAL INC	P	2002-08-26	2013-06-12
ARKANSAS BEST CORP	P	2012-12-07	2013-06-12
CNA FINANCIAL CORP	P	2005-10-14	2013-06-12
CAL DIVE INTERNATIONAL INC	P	2012-06-04	2013-06-12
CELESTICA INC	P	2012-10-03	2013-06-12
CHIQUITA BRANDS INTL INC	P	2012-04-05	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-11-05	2013-06-12
DOLE FOOD COMPANY INC	P	2013-02-28	2013-06-12
DOLE FOOD COMPANY INC	P	2012-01-24	2013-06-12
FLEXTRONICS INTERNATIONAL LTD	P	2012-12-28	2013-06-12
GOODYEAR TIRE & RUBBER CO	P	2013-05-01	2013-06-12

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HAWAIIAN HOLDINGS INC	P	2012-10-17	2013-06-12
INGRAM MICRO INC	P	2010-11-16	2013-06-12
MERITOR INC	P	2012-07-19	2013-06-12
OFFICEMAX INCORPORATED	P	2012-04-16	2013-06-12
PHH CORPORATION	P	2011-12-12	2013-06-12
SANMINA CORPORATION	P	2011-04-11	2013-06-12
STAR BULK CARRIERS CORP	P	2009-08-31	2013-06-12
TESORO CORPORATION	P	2009-07-16	2013-06-12
UNISYS CORPORATION	P	2012-02-06	2013-06-12
VALERO ENERGY CORP	P	2002-06-10	2013-06-12
SONIC AUTOMOTIVE INC	P	2010-07-08	2012-10-03
AM CASTLE & CO	P	2009-08-17	2012-11-26
AM CASTLE & CO	P	2009-10-12	2012-12-04
POLYONE CORP	P	2009-05-04	2012-12-19
OFFICEMAX INCORPORATED	P	2011-04-28	2013-02-20
GAMESTOP CORP	P	2012-04-05	2013-04-17
CST BRANDS INC COM	P	2002-06-10	2013-05-02
FERRO CORP	P	2012-04-09	2013-05-08
BROWN SHOE COMPANY	P	2009-03-25	2013-05-16
GAMESTOP CORP	P	2011-03-09	2013-05-23
AEGEAN MARINE PETROLEUM INC	P	2013-02-28	2013-06-12
AIR TRANSPORT SERVICES GROUP INC	P	2012-12-17	2013-06-12
AMERISERV FINANCIAL INC	P	2002-08-22	2013-06-12
ARKANSAS BEST CORP	P	2012-12-06	2013-06-12
CNA FINANCIAL CORP	P	2008-02-12	2013-06-12
CAL DIVE INTERNATIONAL INC	P	2012-07-12	2013-06-12
CELESTICA INC	P	2012-10-08	2013-06-12
CHIQUITA BRANDS INTL INC	P	2012-01-12	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-11-12	2013-06-12
DOLE FOOD COMPANY INC	P	2012-04-05	2013-06-12

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DOLE FOOD COMPANY INC	P	2012-01-25	2013-06-12
FLEXTRONICS INTERNATIONAL LTD	P	2012-12-31	2013-06-12
GOODYEAR TIRE & RUBBER CO	P	2010-05-19	2013-06-12
HAWAIIAN HOLDINGS INC	P	2012-10-16	2013-06-12
INGRAM MICRO INC	P	2012-07-30	2013-06-12
MERITOR INC	P	2012-07-20	2013-06-12
OFFICEMAX INCORPORATED	P	2009-03-19	2013-06-12
PHH CORPORATION	P	2011-12-30	2013-06-12
SANMINA CORPORATION	P	2010-12-15	2013-06-12
STAR BULK CARRIERS CORP	P	2009-09-01	2013-06-12
TESORO CORPORATION	P	2002-10-08	2013-06-12
UNISYS CORPORATION	P	2012-04-04	2013-06-12
VIRCO MFG CORP	P	2008-12-17	2013-06-19
HAWAIIAN HOLDINGS INC	P	2011-06-06	2012-10-05
BROWN SHOE COMPANY	P	2011-06-09	2012-11-27
ALLIED WORLD ASSURANCE LTD	P	2010-05-24	2012-12-05
POLYONE CORP	P	2009-05-04	2013-01-03
OFFICEMAX INCORPORATED	P	2008-09-29	2013-02-20
GAMESTOP CORP	P	2011-02-28	2013-04-17
ROYAL CARIBBEAN CRUISES LTD	P	2013-02-28	2013-05-03
GENCO SHIPPING & TRADING LTD	P	2011-01-26	2013-05-08
BROWN SHOE COMPANY	P	2009-03-16	2013-05-16
FERRO CORP	P	2012-04-11	2013-05-23
AEGEAN MARINE PETROLEUM INC	P	2011-07-22	2013-06-12
AIR TRANSPORT SERVICES GROUP INC	P	2012-11-30	2013-06-12
AMERISERV FINANCIAL INC	P	2009-10-05	2013-06-12
ARKANSAS BEST CORP	P	2012-12-05	2013-06-12
CNA FINANCIAL CORP	P	2005-04-22	2013-06-12
CAL DIVE INTERNATIONAL INC	P	2013-01-18	2013-06-12
CELESTICA INC	P	2012-10-09	2013-06-12

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CHIQUITA BRANDS INTL INC	P	2012-01-11	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-11-07	2013-06-12
DOLE FOOD COMPANY INC	P	2013-05-30	2013-06-12
DOLE FOOD COMPANY INC	P	2012-01-20	2013-06-12
FLEXTRONICS INTERNATIONAL LTD	P	2012-12-11	2013-06-12
GOODYEAR TIRE & RUBBER CO	P	2012-04-05	2013-06-12
HAWAIIAN HOLDINGS INC	P	2012-10-18	2013-06-12
INGRAM MICRO INC	P	2012-10-04	2013-06-12
MERITOR INC	P	2013-02-26	2013-06-12
OFFICEMAX INCORPORATED	P	2009-03-20	2013-06-12
PATTERSON-UTI ENERGY INC	P	2012-05-30	2013-06-12
SANMINA CORPORATION	P	2011-04-06	2013-06-12
STAR BULK CARRIERS CORP	P	2009-08-25	2013-06-12
THE HANOVER INSURANCE GROUP INC	P	2012-04-05	2013-06-12
UNISYS CORPORATION	P	2013-01-10	2013-06-12
VIRCO MFG CORP	P	1997-12-22	2013-06-19
JONES GROUP INC	P	2011-02-02	2012-10-16
BROWN SHOE COMPANY	P	2011-10-14	2012-11-27
AM CASTLE & CO	P	2009-10-12	2012-12-05
POLYONE CORP	P	2009-05-01	2013-01-03
OFFICEMAX INCORPORATED	P	2008-09-24	2013-02-20
GAMESTOP CORP	P	2011-03-01	2013-04-17
ROYAL CARIBBEAN CRUISES LTD	P	2012-04-05	2013-05-03
GENCO SHIPPING & TRADING LTD	P	2011-02-25	2013-05-08
BROWN SHOE COMPANY	P	2009-03-12	2013-05-16
CANADIAN SOLAR INC	P	2011-10-13	2013-05-23
AEGEAN MARINE PETROLEUM INC	P	2011-12-16	2013-06-12
AIR TRANSPORT SERVICES GROUP INC	P	2012-12-11	2013-06-12
ARGO GROUP INTL HOLDINGS LTD	P	2013-02-28	2013-06-12
ARKANSAS BEST CORP	P	2012-11-30	2013-06-12

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CNA FINANCIAL CORP	P	2003-10-15	2013-06-12
CAL DIVE INTERNATIONAL INC	P	2012-10-03	2013-06-12
CELESTICA INC	P	2007-12-21	2013-06-12
CHIQUITA BRANDS INTL INC	P	2012-01-10	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2013-01-23	2013-06-12
DOLE FOOD COMPANY INC	P	2010-11-29	2013-06-12
FERRO CORP	P	2012-04-11	2013-06-12
FLEXTRONICS INTERNATIONAL LTD	P	2012-12-03	2013-06-12
GOODYEAR TIRE & RUBBER CO	P	2012-04-04	2013-06-12
HAWAIIAN HOLDINGS INC	P	2013-05-02	2013-06-12
JONES GROUP INC	P	2011-01-24	2013-06-12
NAVISTAR INTL CORP	P	2012-04-26	2013-06-12
OFFICEMAX INCORPORATED	P	2009-03-11	2013-06-12
PATTERSON-UTI ENERGY INC	P	2012-06-21	2013-06-12
SANMINA CORPORATION	P	2011-04-07	2013-06-12
STAR BULK CARRIERS CORP	P	2009-09-02	2013-06-12
THE HANOVER INSURANCE GROUP INC	P	2011-07-07	2013-06-12
UNISYS CORPORATION	P	2013-01-08	2013-06-12
VIRCO MFG CORP	P	1998-01-06	2013-06-19
JONES GROUP INC	P	2011-02-02	2012-10-17
BROWN SHOE COMPANY	P	2011-10-17	2012-11-27
ALLIED WORLD ASSURANCE LTD	P	2010-05-24	2012-12-06
POLYONE CORP	P	2008-12-08	2013-01-03
OFFICEMAX INCORPORATED	P	2011-05-04	2013-02-20
SUPERVALU INC	P	2011-12-05	2013-04-24
ROYAL CARIBBEAN CRUISES LTD	P	2011-09-13	2013-05-03
GENCO SHIPPING & TRADING LTD	P	2011-03-01	2013-05-08
FERRO CORP	P	2012-04-09	2013-05-20
CANADIAN SOLAR INC	P	2012-04-05	2013-05-23
AEGEAN MARINE PETROLEUM INC	P	2011-12-15	2013-06-12

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AIR TRANSPORT SERVICES GROUP INC	P	2012-12-04	2013-06-12
ARGO GROUP INTL HOLDINGS LTD	P	2009-10-01	2013-06-12
ARKANSAS BEST CORP	P	2012-11-27	2013-06-12
CNA FINANCIAL CORP	P	2004-08-25	2013-06-12
CAL DIVE INTERNATIONAL INC	P	2012-10-04	2013-06-12
CELESTICA INC	P	2007-12-13	2013-06-12
CHIQUITA BRANDS INTL INC	P	2012-11-12	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-10-09	2013-06-12
DOLE FOOD COMPANY INC	P	2010-10-25	2013-06-12
FERRO CORP	P	2012-05-15	2013-06-12
GAMESTOP CORP	P	2011-03-09	2013-06-12
GOODYEAR TIRE & RUBBER CO	P	2010-11-05	2013-06-12
HAWAIIAN HOLDINGS INC	P	2013-05-01	2013-06-12
JONES GROUP INC	P	2013-02-28	2013-06-12
NAVISTAR INTL CORP	P	2006-05-18	2013-06-12
OFFICEMAX INCORPORATED	P	2009-03-10	2013-06-12
PEABODY ENERGY CORPORATION	P	2012-07-20	2013-06-12
SANMINA CORPORATION	P	2011-04-04	2013-06-12
STAR BULK CARRIERS CORP	P	2009-12-17	2013-06-12
THE HANOVER INSURANCE GROUP INC	P	2011-07-29	2013-06-12
UNISYS CORPORATION	P	2013-01-09	2013-06-12
ARGO GROUP INTL HOLDINGS LTD	P	2013-06-17	2013-06-20
JONES GROUP INC	P	2012-04-05	2012-10-17
AM CASTLE & CO	P	2009-08-17	2012-11-27
ALLIED WORLD ASSURANCE LTD	P	2010-05-26	2012-12-06
POLYONE CORP	P	2008-12-05	2013-01-03
OFFICEMAX INCORPORATED	P	2011-05-27	2013-02-20
SUPERVALU INC	P	2012-03-05	2013-04-24
ROYAL CARIBBEAN CRUISES LTD	P	2011-09-23	2013-05-03
GENCO SHIPPING & TRADING LTD	P	2011-03-01	2013-05-09

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
FERRO CORP	P	2012-04-09	2013-05-21
CANADIAN SOLAR INC	P	2012-04-05	2013-05-24
AEGEAN MARINE PETROLEUM INC	P	2011-12-19	2013-06-12
AIR TRANSPORT SERVICES GROUP INC	P	2012-12-10	2013-06-12
ARGO GROUP INTL HOLDINGS LTD	P	2009-11-04	2013-06-12
ARKANSAS BEST CORP	P	2012-12-04	2013-06-12
CNA FINANCIAL CORP	P	2008-07-17	2013-06-12
CAL DIVE INTERNATIONAL INC	P	2012-10-02	2013-06-12
CELESTICA INC	P	2007-12-12	2013-06-12
CHIQUITA BRANDS INTL INC	P	2013-02-22	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-11-09	2013-06-12
DOLE FOOD COMPANY INC	P	2010-11-05	2013-06-12
FERRO CORP	P	2012-05-16	2013-06-12
GAMESTOP CORP	P	2012-05-22	2013-06-12
GOODYEAR TIRE & RUBBER CO	P	2008-10-31	2013-06-12
HAWAIIAN HOLDINGS INC	P	2012-10-12	2013-06-12
JONES GROUP INC	P	2011-06-15	2013-06-12
NAVISTAR INTL CORP	P	2006-06-09	2013-06-12
PHH CORPORATION	P	2011-03-14	2013-06-12
PEABODY ENERGY CORPORATION	P	2013-02-28	2013-06-12
SANMINA CORPORATION	P	2013-02-28	2013-06-12
STAR BULK CARRIERS CORP	P	2010-05-04	2013-06-12
TOWER GROUP INTERNATIONAL LTD	P	2013-06-05	2013-06-12
UNISYS CORPORATION	P	2012-04-17	2013-06-12
STAR BULK CARRIERS CORP	P	2013-07-25	2013-08-12
JONES GROUP INC	P	2011-01-24	2012-10-17
AM CASTLE & CO	P	2009-08-17	2012-11-28
AM CASTLE & CO	P	2009-10-12	2012-12-06
POLYONE CORP	P	2007-03-29	2013-01-07
SUPERVALU INC	P	2010-05-06	2013-03-26

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
SUPERVALU INC	P	2012-03-05	2013-05-01
NAVISTAR INTL CORP	P	2009-09-18	2013-05-03
GENCO SHIPPING & TRADING LTD	P	2011-04-11	2013-05-09
CANADIAN SOLAR INC	P	2011-05-04	2013-05-21
AEGEAN MARINE PETROLEUM INC	P	2010-11-15	2013-06-12
AEGEAN MARINE PETROLEUM INC	P	2011-12-14	2013-06-12
AIR TRANSPORT SERVICES GROUP INC	P	2012-12-05	2013-06-12
ARGO GROUP INTL HOLDINGS LTD	P	2009-12-16	2013-06-12
ARKANSAS BEST CORP	P	2012-11-23	2013-06-12
CNA FINANCIAL CORP	P	2008-07-16	2013-06-12
CELESTICA INC	P	2012-04-05	2013-06-12
CHIQUITA BRANDS INTL INC	P	2010-04-27	2013-06-12
CHIQUITA BRANDS INTL INC	P	2013-02-21	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-10-11	2013-06-12
DOLE FOOD COMPANY INC	P	2010-11-08	2013-06-12
FERRO CORP	P	2012-05-17	2013-06-12
GAMESTOP CORP	P	2012-07-17	2013-06-12
GOODYEAR TIRE & RUBBER CO	P	2008-11-25	2013-06-12
HAWAIIAN HOLDINGS INC	P	2012-10-11	2013-06-12
JONES GROUP INC	P	2011-06-13	2013-06-12
NAVISTAR INTL CORP	P	2013-02-28	2013-06-12
PHH CORPORATION	P	2011-03-15	2013-06-12
PEABODY ENERGY CORPORATION	P	2013-04-02	2013-06-12
SANMINA CORPORATION	P	2008-01-14	2013-06-12
STAR BULK CARRIERS CORP	P	2010-05-05	2013-06-12
TOWER GROUP INTERNATIONAL LTD	P	2013-06-06	2013-06-12
UNISYS CORPORATION	P	2012-04-18	2013-06-12
OFFICEMAX INCORPORATED	P	2009-03-20	2013-08-29
AM CASTLE & CO	P	2009-08-17	2012-10-17
AM CASTLE & CO	P	2009-08-17	2012-11-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
AM CASTLE & CO	P	2009-10-12	2012-12-07
POLYONE CORP	P	2007-03-30	2013-01-07
SUPERVALU INC	P	2009-07-01	2013-03-26
SUPERVALU INC	P	2012-04-05	2013-05-01
NAVISTAR INTL CORP	P	2012-04-05	2013-05-03
GENCO SHIPPING & TRADING LTD	P	2011-05-10	2013-05-09
CANADIAN SOLAR INC	P	2011-05-25	2013-05-21
AEGEAN MARINE PETROLEUM INC	P	2010-11-16	2013-06-12
AIR TRANSPORT SERVICES GROUP INC	P	2012-12-19	2013-06-12
AIR TRANSPORT SERVICES GROUP INC	P	2012-11-29	2013-06-12
ARGO GROUP INTL HOLDINGS LTD	P	2012-04-05	2013-06-12
ARKANSAS BEST CORP	P	2012-11-21	2013-06-12
CNA FINANCIAL CORP	P	2004-10-15	2013-06-12
CELESTICA INC	P	2011-08-04	2013-06-12
CHIQUITA BRANDS INTL INC	P	2006-05-08	2013-06-12
CHIQUITA BRANDS INTL INC	P	2009-02-23	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-10-10	2013-06-12
DOLE FOOD COMPANY INC	P	2010-10-26	2013-06-12
FERRO CORP	P	2012-05-24	2013-06-12
GENERAL CABLE CORPORATION	P	2013-02-28	2013-06-12
HAWAIIAN HOLDINGS INC	P	2013-02-01	2013-06-12
HAWAIIAN HOLDINGS INC	P	2012-05-23	2013-06-12
JONES GROUP INC	P	2012-01-09	2013-06-12
NAVISTAR INTL CORP	P	2006-07-11	2013-06-12
PHH CORPORATION	P	2013-02-28	2013-06-12
PEABODY ENERGY CORPORATION	P	2012-07-25	2013-06-12
SANMINA CORPORATION	P	2009-01-05	2013-06-12
STAR BULK CARRIERS CORP	P	2010-05-06	2013-06-12
TOWER GROUP INTERNATIONAL LTD	P	2013-03-28	2013-06-12
UNISYS CORPORATION	P	2012-11-09	2013-06-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
OFFICEMAX INCORPORATED	P	2009-03-19	2013-08-29
AM CASTLE & CO	P	2009-08-17	2012-10-18
AM CASTLE & CO	P	2009-10-12	2012-11-29
VIRCO MFG CORP	P	2003-11-03	2012-12-07
POLYONE CORP	P	2007-03-27	2013-01-07
SUPERVALU INC	P	2009-12-15	2013-03-26
SUPERVALU INC	P	2012-04-05	2013-05-02
NAVISTAR INTL CORP	P	2012-04-26	2013-05-03
GENCO SHIPPING & TRADING LTD	P	2011-05-09	2013-05-09
CANADIAN SOLAR INC	P	2011-09-20	2013-05-21
AEGEAN MARINE PETROLEUM INC	P	2010-12-02	2013-06-12
AIR TRANSPORT SERVICES GROUP INC	P	2012-12-18	2013-06-12
AMERISERV FINANCIAL INC	P	2004-08-04	2013-06-12
ARGO GROUP INTL HOLDINGS LTD	P	2009-12-01	2013-06-12
ARKANSAS BEST CORP	P	2012-11-19	2013-06-12
CNA FINANCIAL CORP	P	2003-10-15	2013-06-12
CELESTICA INC	P	2013-02-28	2013-06-12
CHIQUITA BRANDS INTL INC	P	2007-02-26	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-10-18	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-10-16	2013-06-12
DOLE FOOD COMPANY INC	P	2010-11-09	2013-06-12
FERRO CORP	P	2012-05-22	2013-06-12
GENERAL CABLE CORPORATION	P	2012-04-05	2013-06-12
HAWAIIAN HOLDINGS INC	P	2013-02-04	2013-06-12
HAWAIIAN HOLDINGS INC	P	2012-04-04	2013-06-12
MERITOR INC	P	2011-08-19	2013-06-12
NAVISTAR INTL CORP	P	2012-09-27	2013-06-12
PHH CORPORATION	P	2011-03-30	2013-06-12
PEABODY ENERGY CORPORATION	P	2013-06-06	2013-06-12
SANMINA CORPORATION	P	2009-03-26	2013-06-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
STAR BULK CARRIERS CORP	P	2011-03-08	2013-06-12
TOWER GROUP INTERNATIONAL LTD	P	2013-03-27	2013-06-12
VALERO ENERGY CORP	P	2008-07-29	2013-06-12
OFFICEMAX INCORPORATED	P	2009-03-20	2013-08-29
WHIRLPOOL CORP	P	2011-08-04	2012-10-19
AM CASTLE & CO	P	2009-10-12	2012-11-30
VIRCO MFG CORP	P	2008-12-17	2012-12-07
POLYONE CORP	P	2007-03-27	2013-01-07
SUPERVALU INC	P	2010-11-19	2013-03-26
CST BRANDS INC COM	P	2008-07-29	2013-05-02
BROWN SHOE COMPANY	P	2009-03-12	2013-05-03
FERRO CORP	P	2012-04-09	2013-05-09
CANADIAN SOLAR INC	P	2013-02-28	2013-05-21
AEGEAN MARINE PETROLEUM INC	P	2010-12-08	2013-06-12
AIR TRANSPORT SERVICES GROUP INC	P	2012-12-26	2013-06-12
AMERISERV FINANCIAL INC	P	2005-09-08	2013-06-12
ARGO GROUP INTL HOLDINGS LTD	P	2010-01-07	2013-06-12
ARKANSAS BEST CORP	P	2012-11-20	2013-06-12
CNA FINANCIAL CORP	P	2009-04-30	2013-06-12
CELESTICA INC	P	2011-06-23	2013-06-12
CHIQUITA BRANDS INTL INC	P	2010-02-03	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-10-25	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-11-13	2013-06-12
DOLE FOOD COMPANY INC	P	2010-10-27	2013-06-12
FERRO CORP	P	2012-05-23	2013-06-12
GENERAL CABLE CORPORATION	P	2010-08-19	2013-06-12
HAWAIIAN HOLDINGS INC	P	2011-06-06	2013-06-12
HAWAIIAN HOLDINGS INC	P	2012-04-05	2013-06-12
MERITOR INC	P	2011-09-13	2013-06-12
NAVISTAR INTL CORP	P	2012-12-21	2013-06-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
PHH CORPORATION	P	2011-03-28	2013-06-12
SUPERVALU INC	P	2012-05-22	2013-06-12
SANMINA CORPORATION	P	2009-03-25	2013-06-12
STEEL DYNAMICS INC	P	2012-05-30	2013-06-12
TOWER GROUP INTERNATIONAL LTD	P	2013-04-01	2013-06-12
VALERO ENERGY CORP	P	2005-05-12	2013-06-12
OFFICEMAX INCORPORATED	P	2009-03-19	2013-08-29
AM CASTLE & CO	P	2009-08-17	2012-11-01
BROWN SHOE COMPANY	P	2012-04-05	2012-11-30
POLYONE CORP	P	2012-04-05	2012-12-17
POLYONE CORP	P	2009-05-04	2013-01-07
SUPERVALU INC	P	2011-03-08	2013-03-26
CST BRANDS INC COM	P	2005-05-12	2013-05-02
BROWN SHOE COMPANY	P	2009-03-12	2013-05-03
GENCO SHIPPING & TRADING LTD	P	2011-05-09	2013-05-10
CANADIAN SOLAR INC	P	2011-10-14	2013-05-21
AEGEAN MARINE PETROLEUM INC	P	2010-12-07	2013-06-12
AIR TRANSPORT SERVICES GROUP INC	P	2012-12-27	2013-06-12
AMERISERV FINANCIAL INC	P	2005-09-07	2013-06-12
ARKANSAS BEST CORP	P	2012-12-11	2013-06-12
ATLAS AIR WORLDWIDE HOLDINGS INC	P	2013-05-02	2013-06-12
CAL DIVE INTERNATIONAL INC	P	2012-05-18	2013-06-12
CELESTICA INC	P	2011-08-03	2013-06-12
CHIQUITA BRANDS INTL INC	P	2010-02-24	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-10-24	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-11-08	2013-06-12
DOLE FOOD COMPANY INC	P	2010-10-29	2013-06-12
FERRO CORP	P	2012-05-21	2013-06-12
GENERAL CABLE CORPORATION	P	2011-11-01	2013-06-12
HAWAIIAN HOLDINGS INC	P	2011-06-03	2013-06-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
HAWAIIAN HOLDINGS INC	P	2012-04-09	2013-06-12
MERITOR INC	P	2012-01-19	2013-06-12
NAVISTAR INTL CORP	P	2012-10-19	2013-06-12
PHH CORPORATION	P	2010-10-25	2013-06-12
SUPERVALU INC	P	2013-01-16	2013-06-12
STAR BULK CARRIERS CORP	P	2009-09-14	2013-06-12
STEEL DYNAMICS INC	P	2012-05-31	2013-06-12
UNISYS CORPORATION	P	2012-02-17	2013-06-12
VALERO ENERGY CORP	P	2005-05-12	2013-06-12
OFFICEMAX INCORPORATED	P	2009-03-11	2013-08-29
AM CASTLE & CO	P	2009-08-17	2012-11-02
BROWN SHOE COMPANY	P	2012-04-05	2012-12-03
POLYONE CORP	P	2010-07-15	2012-12-17
VIRCO MFG CORP	P	2008-12-17	2013-01-09
SUPERVALU INC	P	2011-01-31	2013-03-26
CST BRANDS INC COM	P	2005-05-12	2013-05-02
BROWN SHOE COMPANY	P	2009-03-12	2013-05-06
GENCO SHIPPING & TRADING LTD	P	2011-05-05	2013-05-10
CANADIAN SOLAR INC	P	2011-10-13	2013-05-21
AEGEAN MARINE PETROLEUM INC	P	2010-12-01	2013-06-12
AIR TRANSPORT SERVICES GROUP INC	P	2012-12-24	2013-06-12
AMERISERV FINANCIAL INC	P	2005-09-09	2013-06-12
ARKANSAS BEST CORP	P	2012-12-12	2013-06-12
ATLAS AIR WORLDWIDE HOLDINGS INC	P	2013-05-01	2013-06-12
CAL DIVE INTERNATIONAL INC	P	2012-05-23	2013-06-12
CELESTICA INC	P	2011-08-05	2013-06-12
CHIQUITA BRANDS INTL INC	P	2011-03-08	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-10-22	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-10-12	2013-06-12
DOLE FOOD COMPANY INC	P	2010-10-28	2013-06-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
FERRO CORP	P	2012-07-26	2013-06-12
GOODYEAR TIRE & RUBBER CO	P	2013-02-28	2013-06-12
HAWAIIAN HOLDINGS INC	P	2011-06-02	2013-06-12
INGRAM MICRO INC	P	2013-02-28	2013-06-12
MERITOR INC	P	2011-11-17	2013-06-12
OFFICEMAX INCORPORATED	P	2011-05-27	2013-06-12
PHH CORPORATION	P	2010-10-21	2013-06-12
SUPERVALU INC	P	2012-08-08	2013-06-12
STAR BULK CARRIERS CORP	P	2009-09-28	2013-06-12
STEEL DYNAMICS INC	P	2012-06-01	2013-06-12
UNISYS CORPORATION	P	2012-01-19	2013-06-12
VALERO ENERGY CORP	P	2012-04-05	2013-06-12
OFFICEMAX INCORPORATED	P	2009-03-10	2013-08-29
WHIRLPOOL CORP	P	2011-08-04	2012-11-05
BROWN SHOE COMPANY	P	2011-10-17	2012-12-03
POLYONE CORP	P	2007-03-27	2012-12-17
FERRO CORP	P	2012-04-05	2013-02-01
SUPERVALU INC	P	2011-12-05	2013-03-26
CST BRANDS INC COM	P	2012-04-05	2013-05-02
PARKER DRILLING CO	P	2013-04-26	2013-05-07
GENCO SHIPPING & TRADING LTD	P	2011-06-20	2013-05-10
CANADIAN SOLAR INC	P	2011-10-13	2013-05-22
AEGEAN MARINE PETROLEUM INC	P	2011-03-08	2013-06-12
AIR TRANSPORT SERVICES GROUP INC	P	2012-12-03	2013-06-12
AMERISERV FINANCIAL INC	P	2005-09-12	2013-06-12
ARKANSAS BEST CORP	P	2012-12-17	2013-06-12
CNA FINANCIAL CORP	P	2013-02-28	2013-06-12
CAL DIVE INTERNATIONAL INC	P	2012-01-10	2013-06-12
CELESTICA INC	P	2012-07-17	2013-06-12
CHIQUITA BRANDS INTL INC	P	2006-05-15	2013-06-12

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns a - d

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)	(b) How acquired P—Purchase D—Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
COMMERCIAL VEHICLE GROUP INC	P	2012-10-23	2013-06-12
COMMERCIAL VEHICLE GROUP INC	P	2012-10-15	2013-06-12
DOLE FOOD COMPANY INC	P	2011-12-07	2013-06-12
FLEXTRONICS INTERNATIONAL LTD	P	2013-01-30	2013-06-12
GOODYEAR TIRE & RUBBER CO	P	2010-02-23	2013-06-12
HAWAIIAN HOLDINGS INC	P	2011-06-10	2013-06-12
INGRAM MICRO INC	P	2012-04-05	2013-06-12
MERITOR INC	P	2012-05-10	2013-06-12
OFFICEMAX INCORPORATED	P	2012-04-05	2013-06-12
PHH CORPORATION	P	2012-04-05	2013-06-12
SANMINA CORPORATION	P	2010-11-02	2013-06-12
STAR BULK CARRIERS CORP	P	2009-09-24	2013-06-12
TESORO CORPORATION	P	2012-04-05	2013-06-12
UNISYS CORPORATION	P	2012-01-18	2013-06-12
VALERO ENERGY CORP	P	2012-01-11	2013-06-12
TOWLE DEEP VALUE MUTUAL FUND	P	2013-06-13	2013-08-29

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
647		530	117
16,700		9,165	7,535
11,059		1,349	9,710
715		219	496
2,196		2,324	-128
38,209		5,139	33,070
6,678		3,456	3,222
147,003		78,950	68,053
7,666		43,517	-35,851
8,845		6,809	2,036
74,318		59,205	15,113
18,319		11,416	6,903
20,299		28,244	-7,945
45,074		21,018	24,056
25,455		22,918	2,537
656		804	-148
13,124		10,013	3,111
24,930		29,986	-5,056
7,004		6,654	350
14,086		12,656	1,430
19,327		13,944	5,383
1,762		1,424	338
55,746		47,848	7,898
24,273		22,189	2,084
168,331		161,088	7,243
21,404		17,799	3,605
112,629		51,620	61,009
78,928		57,303	21,625
18,364		14,928	3,436
2,793		26,683	-23,890

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
272,791		58,697	214,094
55,212		51,377	3,835
92,288		39,748	52,540
4			4
17,460		7,861	9,599
54,932		30,190	24,742
14,605		8,059	6,546
95,471		14,081	81,390
27,955		29,127	-1,172
6,739		907	5,832
7,719		3,574	4,145
38,429		5,185	33,244
4,607		21,384	-16,777
27,389		19,838	7,551
68,400		49,745	18,655
9,160		5,700	3,460
8,826		10,384	-1,558
14,315		6,668	7,647
1,958		1,740	218
15,339		18,785	-3,446
7,176		5,419	1,757
9,213		10,880	-1,667
12,996		12,255	741
12,607		11,126	1,481
9,789		7,038	2,751
61,745		49,623	12,122
10,939		9,081	1,858
17,571		16,047	1,524
36,651		34,233	2,418
55,567		41,194	14,373

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
47,545		21,709	25,836
20,395		14,681	5,714
34,809		28,224	6,585
633		5,889	-5,256
19,072		3,889	15,183
64,823		58,452	6,371
112,284		46,104	66,180
15,871		7,170	8,701
102,016		55,503	46,513
21,096		11,456	9,640
218		31	187
12,296		12,834	-538
19,303		15,346	3,957
9,367		4,146	5,221
11,157		8,649	2,508
427		329	98
56,439		30,626	25,813
74,803		51,858	22,945
32,938		20,469	12,469
4,119		3,980	139
5,997		2,641	3,356
16,318		14,406	1,912
31,195		38,029	-6,834
6,893		5,205	1,688
26,772		21,613	5,159
8,405		7,923	482
14,432		12,831	1,601
10,667		7,651	3,016
37,231		29,549	7,682
66,386		55,109	11,277

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
7,065		6,355	710
21,726		20,265	1,461
47,770		30,200	17,570
83,947		36,932	47,015
52,619		37,238	15,381
57,969		46,585	11,384
1,992		18,468	-16,476
167,605		33,505	134,100
11,860		10,616	1,244
26,917		5,871	21,046
58,678		26,303	32,375
2,969		2,440	529
5,986		4,735	1,251
85,742		12,658	73,084
54,544		40,030	14,514
15,121		10,377	4,744
2,255		528	1,727
6,478		4,942	1,536
44,361		8,161	36,200
92,354		49,863	42,491
19,889		12,717	7,172
11,040		6,836	4,204
4,707		4,544	163
28,631		12,590	16,041
58,743		49,901	8,842
53,410		49,392	4,018
9,442		7,126	2,316
13,874		11,070	2,804
15,409		14,403	1,006
17,946		14,180	3,766

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
2,384		1,709	675
3,141		2,493	648
70,882		56,396	14,486
14,310		12,867	1,443
65,179		53,125	12,054
24,523		15,494	9,029
53,126		13,139	39,987
87,494		45,479	42,015
47,417		38,099	9,318
3,060		28,306	-25,246
242,738		2,961	239,777
90,588		80,846	9,742
9,690		9,218	472
13,410		12,508	902
14,265		7,256	7,009
59,087		32,164	26,923
107,062		13,849	93,213
12,641		9,221	3,420
10,295		6,365	3,930
9,239		8,699	540
230		2,071	-1,841
81,817		12,442	69,375
21,008		15,240	5,768
77,035		42,782	34,253
17,470		10,810	6,660
8,532		5,423	3,109
4,836		2,117	2,719
26,108		21,516	4,592
102,945		83,186	19,759
49,570		37,229	12,341

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
19,727		15,733	3,994
11,362		10,597	765
104,039		81,672	22,367
20,707		14,140	6,567
10,419		7,999	2,420
16,334		12,069	4,265
16,726		15,039	1,687
64,612		52,255	12,357
102,628		64,426	38,202
38,433		9,505	28,928
179,171		137,690	41,481
5,893		4,700	1,193
894		8,208	-7,314
18,866		15,884	2,982
26,583		22,504	4,079
15,644		12,735	2,909
18,809		17,053	1,756
31,090		13,855	17,235
5,483		4,332	1,151
40,128		4,978	35,150
30,307		22,009	8,298
88,150		54,490	33,660
18,108		13,723	4,385
4,365		38,947	-34,582
91,828		12,369	79,459
85,206		38,326	46,880
6,694		2,964	3,730
20,260		12,429	7,831
12,052		11,525	527
40,044		17,422	22,622

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
52,216		41,264	10,952
29,725		22,063	7,662
28,515		17,656	10,859
36,744		29,268	7,476
45,059		41,975	3,084
44,176		34,457	9,719
21,843		17,462	4,381
213,886		162,936	50,950
107,296		79,033	28,263
6,582		5,919	663
94,818		82,486	12,332
21,748		23,844	-2,096
45,912		9,143	36,769
83,100		56,667	26,433
6,578		5,246	1,332
1,270		11,639	-10,369
200,267		155,218	45,049
60,937		51,374	9,563
6,571		4,097	2,474
8,896		8,150	746
57,425		25,528	31,897
17,038		9,253	7,785
62,062		7,681	54,381
90,476		58,385	32,091
21,451		26,858	-5,407
197,712		128,497	69,215
230		2,050	-1,820
13,029		10,048	2,981
8,831		3,325	5,506
22,121		9,551	12,570

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
24,992		15,260	9,732
100,837		84,788	16,049
17,991		7,825	10,166
45,689		35,600	10,089
14,326		10,626	3,700
71,551		44,071	27,480
73,163		46,480	26,683
23,658		21,843	1,815
45,807		34,894	10,913
776		587	189
17,744		9,498	8,246
65,487		45,641	19,846
38,342		34,458	3,884
8,504		6,841	1,663
36,757		31,162	5,595
23,585		4,489	19,096
163,315		217,269	-53,954
1,233		978	255
4,830		36,986	-32,156
76,914		57,724	19,190
2,863		2,414	449
38,118			38,118
28,194		25,421	2,773
18,244		15,171	3,073
84,380		45,678	38,702
43,618		4,712	38,906
75,445		43,779	31,666
42,961		45,121	-2,160
68,368		41,394	26,974
1,450		13,985	-12,535

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
34,904		26,905	7,999
36,233		13,175	23,058
22,121		9,553	12,568
7,825		4,726	3,099
47,807		39,202	8,605
10,640		4,611	6,029
23,302		17,426	5,876
29,447		21,765	7,682
41,752		25,470	16,282
17,559		10,955	6,604
10,739		9,908	831
14,432		10,970	3,462
45,496		34,054	11,442
87,978		45,692	42,286
31,470		17,822	13,648
6,400		5,655	745
29,197		21,332	7,865
58,198		47,912	10,286
13,868		14,819	-951
6,891		8,762	-1,871
15,075		11,234	3,841
1,516		11,400	-9,884
44,149		43,754	395
32,105		26,345	5,760
77,564		67,806	9,758
3,695		3,329	366
5,474		4,562	912
255		201	54
11,570		3,073	8,497
26,461		72,749	-46,288

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18,169		19,126	-957
18,921		21,840	-2,919
7,538		63,445	-55,907
54,857		60,311	-5,454
14,359		14,051	308
22,703		9,479	13,224
14,376		8,628	5,748
51,021		37,649	13,372
33,273		12,880	20,393
35,442		25,046	10,396
1,416		1,422	-6
2,059		3,003	-944
91,589		56,727	34,862
4,903		4,514	389
10,793		8,195	2,598
27,078		19,780	7,298
95,741		43,372	52,369
43,458		17,648	25,810
13,103		11,557	1,546
45,638		33,160	12,478
13,784		11,284	2,500
7,954		8,363	-409
61,501		72,400	-10,899
33,576		20,598	12,978
3,336		24,937	-21,601
8,241		8,157	84
28,628		23,103	5,525
11,903		2,987	8,916
778		637	141
1,817		1,507	310

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
10,092		7,978	2,114
110,406		29,313	81,093
10,138		26,167	-16,029
9,173		8,327	846
18,921		21,171	-2,250
838		5,507	-4,669
30,328		28,851	1,477
71,408		69,521	1,887
76,795		49,707	27,088
105,306		62,968	42,338
42,986		31,652	11,334
6,771		2,530	4,241
9,791		6,808	2,983
8,026		7,041	985
13,007		18,009	-5,002
53,111		29,038	24,073
16,887		15,524	1,363
19,954		15,125	4,829
582		402	180
8,054		8,211	-157
54,222		50,125	4,097
4,347		3,796	551
148,818		95,113	53,705
79,640		56,759	22,881
17,336		18,120	-784
42,379		47,453	-5,074
80,403		18,026	62,377
2,890		21,210	-18,320
38,459		35,925	2,534
64,005		51,328	12,677

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
16,437		4,122	12,315
518		424	94
11,361		8,945	2,416
1,490		3,893	-2,403
17,021		4,498	12,523
17,691		45,526	-27,835
12,767		11,530	1,237
33,287		31,904	1,383
4,050		26,617	-22,567
39,248		19,063	20,185
17,561		16,130	1,431
4,186		2,698	1,488
3,589		6,520	-2,931
55,842		40,591	15,251
72,350		26,628	45,722
52,216		34,470	17,746
11,330		9,920	1,410
40,104		55,405	-15,301
6,693		6,483	210
17,977		16,527	1,450
42,795		32,425	10,370
18,806		12,955	5,851
15,141		13,318	1,823
36,712		33,877	2,835
29,345		25,145	4,200
67,190		71,020	-3,830
82,090		57,876	24,214
30,592		31,433	-841
77,178		85,184	-8,006
34,960		5,136	29,824

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
797		5,451	-4,654
23,939		22,265	1,674
26,148		20,094	6,054
39,348		9,848	29,500
51,292		38,547	12,745
5,225		4,130	1,095
1,297		912	385
20,632		5,452	15,180
28,792		55,702	-26,910
2,168		1,807	361
32,153		4,325	27,828
18,176		13,947	4,229
13,826		6,304	7,522
13,777		12,538	1,239
7,825		4,992	2,833
2,636		4,335	-1,699
57,047		39,332	17,715
74,478		27,355	47,123
58,743		21,545	37,198
65,433		56,258	9,175
27,021		36,469	-9,448
1,712		1,647	65
11,206		10,278	928
24,974		18,807	6,167
35,544		24,113	11,431
182,984		135,291	47,693
47,822		44,029	3,793
30,251		25,798	4,453
108,015		107,290	725
100,162		65,872	34,290

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
23,250		23,757	-507
79,022		60,893	18,129
77,183		10,771	66,412
47,025		34,379	12,646
156,975		145,338	11,637
76,907		57,570	19,337
54,390		13,613	40,777
9,329		7,639	1,690
72,171		34,976	37,195
7,135		5,188	1,947
170,279		21,697	148,582
5,576		8,610	-3,034
6,418		5,177	1,241
13,829		1,860	11,969
421		2,793	-2,372
58,515		25,211	33,304
45,794		41,657	4,137
6,430		4,095	2,335
3,592		5,904	-2,312
14,315		6,695	7,620
36,382		30,819	5,563
14,326		20,122	-5,796
8,309		7,077	1,232
33,492		45,197	-11,705
2,957		2,822	135
12,218		11,194	1,024
53,337		39,173	14,164
16,415		10,992	5,423
65,720		45,166	20,554
26,930		24,789	2,141

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
18,114		15,328	2,786
36,785		32,645	4,140
81,478		50,834	30,644
17,947		17,399	548
149,122		82,731	66,391
1,468		14,581	-13,113
121,976		88,091	33,885
33,331		32,527	804
23,072		17,269	5,803
51,840		10,446	41,394
130		106	24
763		369	394
1,982		886	1,096
4,063		2,872	1,191
44,000		64,187	-20,187
1,937		1,553	384
16,934		2,278	14,656
5,548		35,355	-29,807
37,731		15,558	22,173
37,741		34,262	3,479
4,004		2,528	1,476
19,799		32,170	-12,371
44,880		20,964	23,916
174,632		143,533	31,099
12,001		16,853	-4,852
35,407		30,137	5,270
3,577		4,807	-1,230
9,261		8,818	443
6,070		5,551	519
53,839		39,473	14,366

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
99,328		42,789	56,539
14,986		13,150	1,836
8,514		7,793	721
11,335		11,470	-135
59,394		50,705	8,689
16,878		12,710	4,168
142,968		135,611	7,357
143,492		53,339	90,153
2,077		20,403	-18,326
26,623		19,213	7,410
9,406		9,140	266
36,915		22,297	14,618
26,639		5,130	21,509
136,546		90,814	45,732
14,110		6,016	8,094
2,180		669	1,511
24,874		26,354	-1,480
11,051		16,085	-5,034
3,093		2,005	1,088
3,328		2,957	371
1,486		8,448	-6,962
44,566		19,862	24,704
9,605		7,771	1,834
17,531		10,927	6,604
4,863		7,842	-2,979
4,256		1,987	2,269
13,054		12,632	422
73,617		94,855	-21,238
30,875		23,641	7,234
40,104		50,694	-10,590

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns e - h

(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)
5,136		4,882	254
6,459		5,887	572
33,006		23,841	9,165
35,545		28,721	6,824
41,810		36,174	5,636
30,372		27,771	2,601
21,726		21,295	431
43,659		36,369	7,290
45,890		23,271	22,619
39,770		30,989	8,781
36,317		31,626	4,691
2,435		23,876	-21,441
46,236		20,949	25,287
34,967		33,295	1,672
79,983		38,437	41,546
198,005		187,981	10,024

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			117
			7,535
			9,710
			496
			-128
			33,070
			3,222
			68,053
			-35,851
			2,036
			15,113
			6,903
			-7,945
			24,056
			2,537
			-148
			3,111
			-5,056
			350
			1,430
			5,383
			338
			7,898
			2,084
			7,243
			3,605
			61,009
			21,625
			3,436
			-23,890

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			214,094
			3,835
			52,540
			4
			9,599
			24,742
			6,546
			81,390
			-1,172
			5,832
			4,145
			33,244
			-16,777
			7,551
			18,655
			3,460
			-1,558
			7,647
			218
			-3,446
			1,757
			-1,667
			741
			1,481
			2,751
			12,122
			1,858
			1,524
			2,418
			14,373

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			25,836
			5,714
			6,585
			-5,256
			15,183
			6,371
			66,180
			8,701
			46,513
			9,640
			187
			-538
			3,957
			5,221
			2,508
			98
			25,813
			22,945
			12,469
			139
			3,356
			1,912
			-6,834
			1,688
			5,159
			482
			1,601
			3,016
			7,682
			11,277

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			710
			1,461
			17,570
			47,015
			15,381
			11,384
			-16,476
			134,100
			1,244
			21,046
			32,375
			529
			1,251
			73,084
			14,514
			4,744
			1,727
			1,536
			36,200
			42,491
			7,172
			4,204
			163
			16,041
			8,842
			4,018
			2,316
			2,804
			1,006
			3,766

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			675
			648
			14,486
			1,443
			12,054
			9,029
			39,987
			42,015
			9,318
			-25,246
			239,777
			9,742
			472
			902
			7,009
			26,923
			93,213
			3,420
			3,930
			540
			-1,841
			69,375
			5,768
			34,253
			6,660
			3,109
			2,719
			4,592
			19,759
			12,341

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
			3,994
			765
			22,367
			6,567
			2,420
			4,265
			1,687
			12,357
			38,202
			28,928
			41,481
			1,193
			-7,314
			2,982
			4,079
			2,909
			1,756
			17,235
			1,151
			35,150
			8,298
			33,660
			4,385
			-34,582
			79,459
			46,880
			3,730
			7,831
			527
			22,622

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			10,952
			7,662
			10,859
			7,476
			3,084
			9,719
			4,381
			50,950
			28,263
			663
			12,332
			-2,096
			36,769
			26,433
			1,332
			-10,369
			45,049
			9,563
			2,474
			746
			31,897
			7,785
			54,381
			32,091
			-5,407
			69,215
			-1,820
			2,981
			5,506
			12,570

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			9,732
			16,049
			10,166
			10,089
			3,700
			27,480
			26,683
			1,815
			10,913
			189
			8,246
			19,846
			3,884
			1,663
			5,595
			19,096
			-53,954
			255
			-32,156
			19,190
			449
			38,118
			2,773
			3,073
			38,702
			38,906
			31,666
			-2,160
			26,974
			-12,535

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			7,999
			23,058
			12,568
			3,099
			8,605
			6,029
			5,876
			7,682
			16,282
			6,604
			831
			3,462
			11,442
			42,286
			13,648
			745
			7,865
			10,286
			-951
			-1,871
			3,841
			-9,884
			395
			5,760
			9,758
			366
			912
			54
			8,497
			-46,288

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-957
			-2,919
			-55,907
			-5,454
			308
			13,224
			5,748
			13,372
			20,393
			10,396
			-6
			-944
			34,862
			389
			2,598
			7,298
			52,369
			25,810
			1,546
			12,478
			2,500
			-409
			-10,899
			12,978
			-21,601
			84
			5,525
			8,916
			141
			310

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			2,114
			81,093
			-16,029
			846
			-2,250
			-4,669
			1,477
			1,887
			27,088
			42,338
			11,334
			4,241
			2,983
			985
			-5,002
			24,073
			1,363
			4,829
			180
			-157
			4,097
			551
			53,705
			22,881
			-784
			-5,074
			62,377
			-18,320
			2,534
			12,677

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			12,315
			94
			2,416
			-2,403
			12,523
			-27,835
			1,237
			1,383
			-22,567
			20,185
			1,431
			1,488
			-2,931
			15,251
			45,722
			17,746
			1,410
			-15,301
			210
			1,450
			10,370
			5,851
			1,823
			2,835
			4,200
			-3,830
			24,214
			-841
			-8,006
			29,824

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-4,654
			1,674
			6,054
			29,500
			12,745
			1,095
			385
			15,180
			-26,910
			361
			27,828
			4,229
			7,522
			1,239
			2,833
			-1,699
			17,715
			47,123
			37,198
			9,175
			-9,448
			65
			928
			6,167
			11,431
			47,693
			3,793
			4,453
			725
			34,290

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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

**(I) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			-507
			18,129
			66,412
			12,646
			11,637
			19,337
			40,777
			1,690
			37,195
			1,947
			148,582
			-3,034
			1,241
			11,969
			-2,372
			33,304
			4,137
			2,335
			-2,312
			7,620
			5,563
			-5,796
			1,232
			-11,705
			135
			1,024
			14,164
			5,423
			20,554
			2,141

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			2,786
			4,140
			30,644
			548
			66,391
			-13,113
			33,885
			804
			5,803
			41,394
			24
			394
			1,096
			1,191
			-20,187
			384
			14,656
			-29,807
			22,173
			3,479
			1,476
			-12,371
			23,916
			31,099
			-4,852
			5,270
			-1,230
			443
			519
			14,366

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - l

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

**(l) Gains (Col (h) gain minus
col (k), but not less than -0-) or
Losses (from col (h))**

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			56,539
			1,836
			721
			-135
			8,689
			4,168
			7,357
			90,153
			-18,326
			7,410
			266
			14,618
			21,509
			45,732
			8,094
			1,511
			-1,480
			-5,034
			1,088
			371
			-6,962
			24,704
			1,834
			6,604
			-2,979
			2,269
			422
			-21,238
			7,234
			-10,590

Form 990PF Part IV - Capital Gains and Losses for Tax on Investment Income - Columns i - I

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

(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(I) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
			254
			572
			9,165
			6,824
			5,636
			2,601
			431
			7,290
			22,619
			8,781
			4,691
			-21,441
			25,287
			1,672
			41,546
			10,024

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)				
a Paid during the year				
WASHINGTON UNIVERSITY 1 BROOKLINGS DRIVE ST LOUIS, MO 63130		501(C)(3)	TOWLE SCHOLORSHIP FUND	20,000
THE PRINCIPIA 13201 CLAYTON RD ST LOUIS, MO 63131		501(C)(3)	CRAFTON CTR, EULA TOWLE FD, MOREY FD	75,000
LEELANAU KOHNA FD 1653 PORT ONEIDA RD MAPLE CITY, MI 49664		501(C)(3)	ENDOWMENT FUND	62,000
ADVENTURE UNLIMITED 5201 S QUEBEC ST ENGLEWOOD, CO 80111		501(C)(3)	ENDOWMENT FUND	62,000
CEDARS CAMP 1314 PARKVIEW VALLEY DRIV MANCHESTER, MO 63011		501(C)(3)	ENDOWMENT FUND	62,000
CAMPS NEWFOUNDOWATONNA 4 CAMP NEWFOUND RD HARRISON, ME 04040		501(C)(3)	ENDOWMENT FUND	62,000
PEACE HAVEN ASSOCIATION 12630 ROTT RD ST LOUIS, MO 63127		501(C)(3)	ENDOWMENT FUND	35,000
CITY ACADEMY 4175 N KINGSHIGHWAY ST LOUIS, MO 63115		501(C)(3)	ENDOWMENT FUND	20,000
LONGYEAR MUSEUM 1125 BOYLSTON STREET CHESTNUT HILL, MA 02467		501(C)(3)	ENDOWMENT FUND	11,311
ELLWOOD HOUSE ENDOWMENT 609 1ST ST DEKALB, IL 60015		501(C)(3)	ELLWOOD-NEHRING HOUSE	50,000
WASHINGTON UNIVERSITY 1 BROOKLINGS DRIVE ST LOUIS, MO 63130		501(C)(3)	ENDOWMENT FUND	30,000
Total			► 3a	489,311

2012

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

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

Name of the organization
TOWLE FAMILY FOUNDATION**Employer identification number**

43-1800405

Organization type (check one)**Filers of:****Section:**

Form 990 or 990-EZ

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

Form 990-PF

- 501(c)(3) exempt private foundation
 4947(a)(1) nonexempt charitable trust treated as a private foundation
 501(c)(3) taxable private foundation

Check if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions**General Rule**

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

Special Rules

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

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

Name of organization
TOWLE FAMILY FOUNDATION

Employer identification number

43-1800405

Part I Contributors (see instructions) Use duplicate copies of Part I if additional space is needed			
(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	J ELLWOOD TOWLE 1100 DRY RIDGE RD ST LOUIS, MO 63131	\$ 83,902	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" type="checkbox"/> (Complete Part II if there is a noncash contribution)
2	ROBIN D TOWLE 1100 DRY RIDGE RD ST LOUIS, MO 63131	\$ 71,939	Person <input type="checkbox"/> Payroll <input type="checkbox"/> Noncash <input checked="" 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
TOWLE FAMILY FOUNDATION

Employer identification number
43-1800405

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

Name of organization TOWLE FAMILY FOUNDATION		Employer identification number 43-1800405	
Part III Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry For organizations completing Part III, enter the total of <i>exclusively religious, charitable, etc., contributions of \$1,000 or less</i> for the year (Enter this information once. See instructions) ► \$ Use duplicate copies of Part III if additional space is needed			
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—
(a) No. from Part I	(b) Purpose of gift	(c) Use of gift	(d) Description of how gift is held
—	—	—	—
(e) Transfer of gift			
Transferee's name, address, and ZIP 4		Relationship of transferor to transferee	
—	—	—	—

Additional Data

Software ID:
Software Version:
EIN: 43-1800405
Name: TOWLE FAMILY FOUNDATION

Form 990 Schedule B, 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
1	4330 SH POLYONE	\$ 86,210	2012-12-18
2	5320SH BROWN SHOE	\$ 93,472	2013-05-15
1	8300SH POLYONE	\$ 189,655	2013-01-04
2	9800SH OFFICE MAX	\$ 97,748	2013-08-15
1	7310SH BROWN SHOE	\$ 128,437	2013-05-15
1	8600SH OFFICE MAX	\$ 97,748	2013-08-15
1	ROUNDING	\$ 1	
2	6043SH POLYONE	\$ 138,083	2013-01-04

TY 2012 Accounting Fees Schedule

Name: TOWLE FAMILY FOUNDATION

EIN: 43-1800405

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
SMITH PATRICK, LLC	4,800			

TY 2012 Compensation Explanation

Name: TOWLE FAMILY FOUNDATION

EIN: 43-1800405

Person Name	Explanation
J ELLWOOD TOWLE	
CHRISTOPHER D TOWLE	

TY 2012 Investments Corporate Stock Schedule**Name:** TOWLE FAMILY FOUNDATION**EIN:** 43-1800405

Name of Stock	End of Year Book Value	End of Year Fair Market Value
28860SH GOODYEAR TIRE & RUBBER CO.		
65510SH MERITOR INC.		
11120SH NAVISTAR INT'L CORP.		
4785SH SONIC AUTOMOTIVE INC.		
19240SH BROWN SHOE CO.		
31713SH CHIQUITA BRANDS INT'L INC.		
33780SH DOLE FOOD COMPANY INC.		
17010SH GAMESTOP CORP.		
26810SH JONES GROUP INC.		
60820SH OFFICEMAX INC.		
7690SH ROYAL CARRIBBEAN CRUISES LTD.		
81260SH SUPERVALU INC.		
3750SH WHIRLPOOL CORP.		
100930SH CAL DIVE INTERNATIONAL, INC		
45920SH CANADIAN SOLAR INC.		
12940SH PATTERSON-UTI ENERGY, INC.		
11940SH PEYBODY ENERGY CORPORATION		
12950SH TESORO CORP.		
12340SH VALERO ENERGY CORP.		
2420SH ALLIED WORLD ASSURANCE LTD.		
27520SH AMERISERV FINANCIAL INC.		
8850SH ARGO GROUP INT'L HOLDINGS LTD		
12440SH CAN FINANCIAL CORP.		
25290SH PHH CORP.		
6120SH THE HANOVER INSURANCE GROUP I		
6122SH AM CASTLE & CO.		
32240SH CELESTICA INC.		
75530SH FERRO CORP.		
8190SH GENERAL CABLE CORP.		
16600SH INGRAM MICRO INC.		

Name of Stock	End of Year Book Value	End of Year Fair Market Value
16570SH POLYONE CORP.		
31720SH SANMINA-SCI CORP.		
13520SH STEEL DYNAMICS, INC.		
17650SH UNISYS CORP.		
18130SH VIRCO MFG. CORP.		
59620SH AEGEAN MARINE PETROLEUM INC.		
30600SH GENCO SHIPPING & TRADING LTD		
41590SH HAWAIIAN HOLDINGS INC.		
80544SH STAR BULK CARRIERS CORP.		
1072600SH TOWLE DEEP VALUE MUTUAL FU	14,913,330	16,421,509

TY 2012 Other Assets Schedule

Name: TOWLE FAMILY FOUNDATION**EIN:** 43-1800405

Description	Beginning of Year - Book Value	End of Year - Book Value	End of Year - Fair Market Value
TRADES PENDING SETTLEMENT	65,245		
TAX DEPOSITS	38,800	34,942	
ROUNDING	-4	1	

TY 2012 Other Expenses Schedule

Name: TOWLE FAMILY FOUNDATION

EIN: 43-1800405

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXPENSES				
WIRE IN FEES	15			
MISCELLANEOUS & ROUNDING	23			

TY 2012 Other Liabilities Schedule

Name: TOWLE FAMILY FOUNDATION

EIN: 43-1800405

Description	Beginning of Year - Book Value	End of Year - Book Value
TRADES PENDING SETTLEMENT	57,876	

TY 2012 Other Professional Fees Schedule

Name: TOWLE FAMILY FOUNDATION

EIN: 43-1800405

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
TOWLE & CO	88,848			

TY 2012 Taxes Schedule

Name: TOWLE FAMILY FOUNDATION**EIN:** 43-1800405

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
EXCISE TAXES	3,858			