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Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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





OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012, or tax year beginning 12-01-2012 , and ending 11-30-2013

Name of foundation Stamps Family Charitable Foundation Inc c/o Summit Partners		A Employer identification number 04-2943910	
Number and street (or P O box number if mail is not delivered to street address) 222 Berkeley Street 18th Floor		B Telephone number (see instructions) (617) 824-1000	
City or town, state, and ZIP code Boston, MA 02116		C If exemption application is pending, check here <input type="checkbox"/>	
G Check all that apply <div><input type="checkbox"/> Initial return <input type="checkbox"/> Final return <input type="checkbox"/> Address change</div> <div><input type="checkbox"/> Initial return of a former public charity <input type="checkbox"/> Amended return <input type="checkbox"/> Name change</div>		D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <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 type="checkbox"/>	
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <input checked="" type="checkbox"/> \$ 86,061,818		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>	
J Accounting method <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____ (Part I, column (d) must be on cash basis.)			

Part I Analysis of Revenue and Expenses <small>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))</small>		(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)	1,106,111			
	2 Check <input type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	222,022	222,022		
	4 Dividends and interest from securities.	585,294	585,294		
	5a Gross rents				
	b Net rental income or (loss) _____				
	6a Net gain or (loss) from sale of assets not on line 10	5,843,503			
	b Gross sales price for all assets on line 6a _____ 43,172,054				
	7 Capital gain net income (from Part IV, line 2)		6,801,381		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
Operating and Administrative Expenses	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule)	 18,052	18,052		
	12 Total. Add lines 1 through 11	7,774,982	7,626,749		
	13 Compensation of officers, directors, trustees, etc	0	0		0
	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)	 156,949	156,949		0
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	 5,366	5,366		0
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings	1,226	1,226		0
	22 Printing and publications				
	23 Other expenses (attach schedule).	 27,051	27,051		0
	24 Total operating and administrative expenses. Add lines 13 through 23	190,592	190,592		0
	25 Contributions, gifts, grants paid.	4,527,344			4,527,344
	26 Total expenses and disbursements. Add lines 24 and 25	4,717,936	190,592		4,527,344
	27 Subtract line 26 from line 12				
	a Excess of revenue over expenses and disbursements	3,057,046			
	b Net investment income (if negative, enter -0-)		7,436,157		
	c Adjusted net income (if negative, enter -0-)				

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash—non-interest-bearing	435,493	531,019	531,019
	2	Savings and temporary cash investments			
	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)	8,545,841	13,041,649	15,291,246
	c	Investments—corporate bonds (attach schedule).	18,954,024	8,789,930	8,802,596
	11	Investments—land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	31,584,536	37,438,746	61,436,957
	14	Land, buildings, and equipment basis ▶ _____ Less accumulated depreciation (attach schedule) ▶ _____			
Liabilities	15	Other assets (describe ▶ _____)			
	16	Total assets (to be completed by all filers—see the instructions Also, see page 1, item I)	59,519,894	59,801,344	86,061,818
	17	Accounts payable and accrued expenses	2,966,230	190,634	
	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 ▶ _____)			
	23	Total liabilities (add lines 17 through 22)	2,966,230	190,634	
Net Assets or Fund Balances		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	0	0	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund	0	0	
	29	Retained earnings, accumulated income, endowment, or other funds	56,553,664	59,610,710	
	30	Total net assets or fund balances (see page 17 of the instructions)	56,553,664	59,610,710	
	31	Total liabilities and net assets/fund balances (see page 17 of the instructions)	59,519,894	59,801,344	

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	56,553,664
2	Enter amount from Part I, line 27a	2	3,057,046
3	Other increases not included in line 2 (itemize) ▶ _____	3	0
4	Add lines 1, 2, and 3	4	59,610,710
5	Decreases not included in line 2 (itemize) ▶ _____	5	0
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	59,610,710

Part IV Capital Gains and Losses for Tax on Investment Income

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

2	Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }	2	6,801,381
3	Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8		3	

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	4,665,661	80,611,287	0 057879
2010	4,697,166	81,463,760	0 057660
2009	4,339,109	78,170,017	0 055509
2008	2,628,988	73,915,649	0 035567
2007	4,245,948	80,356,223	0 052839

2	Total of line 1, column (d).	2	0 259454
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 051891
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5.	4	83,492,288
5	Multiply line 4 by line 3.	5	4,332,498
6	Enter 1% of net investment income (1% of Part I, line 27b).	6	74,362
7	Add lines 5 and 6.	7	4,406,860
8	Enter qualifying distributions from Part XII, line 4. 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	8	4,527,344

Part VIExcise 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			
		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 checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	74,362
c		All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2		Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3		Add lines 1 and 2.		3	74,362
4		Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0
5		Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	74,362
6		Credits/Payments			
a		2012 estimated tax payments and 2011 overpayment credited to 2012	6a	59,189	
b		Exempt foreign organizations—tax withheld at source	6b		
c		Tax paid with application for extension of time to file (Form 8868)	6c	15,173	
d		Backup withholding erroneously withheld	6d		
7		Total credits and payments Add lines 6a through 6d.		7	74,362
8		Enter any penalty for underpayment of estimated tax Check here <input type="checkbox"/> if Form 2220 is attached		8	
9		Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	0
10		Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid.		10	
11		Enter the amount of line 10 to be Credited to 2013 estimated tax <input checked="" type="checkbox"/>	Refunded <input type="checkbox"/>	11	

Part VII-AStatements 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
		1a		No
b	Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?			No
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file Form 1120-POL for this year?.	1c		No
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0 (2) On foundation managers <input checked="" type="checkbox"/> \$ 0			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		No
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		No
4a	Did the foundation have unrelated business gross income of \$1,000 or more during the year?.	4a		No
b	If "Yes," has it filed a tax return on Form 990-T for this year?.	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		No
6	Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6		No
7	Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	7	Yes	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> MA _____			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation .	8b	Yes	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		No
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses 	10	Yes	

Part VII-A

Statements Regarding Activities *(continued)*

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions).	11		No
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		No
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	Yes	
Website address ▶N/A				
14	The books are in care of ▶Mr David H HopfenbergTelephone no ▶(617) 824-1000 Located at ▶222 Berkeley Street 18th Floor Boston MAZIP +4 ▶02116			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 —Check here ▶ <input type="checkbox"/> and enter the amount of tax-exempt interest received or accrued during the year ▶	15		
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		No
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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
b	If any answer is "Yes" to 1a(1)–(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see page 20 of the instructions)?. . . Organizations relying on a current notice regarding disaster assistance check here. ▶ <input type="checkbox"/>	1b		
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?.	1c		No
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No 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).	2b		
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ▶ 20____, 20____, 20____, 20____			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No			
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? (<i>Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.</i>).	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		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?	4b		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))?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(3) Provide a grant to an individual for travel, study, or other similar purposes?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(4) Provide a grant to an organization other than a charitable, etc , organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions).	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?	<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)?		5b	
	Organizations relying on a current notice regarding disaster assistance check here.	<input checked="" type="checkbox"/>		
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?	<input type="checkbox"/> Yes <input type="checkbox"/> No		
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?	<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?		6b	No
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If yes, did the foundation receive any proceeds or have any net income attributable to the transaction?		7b	


Part VIII

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

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).				
(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
Penelope Stamps	President	0	0	0
Seven Osprey Lane Key Largo,FL 33037	0 00			
E Roe Stamps IV	Treasurer	0	0	0
Seven Osprey Lane Key Largo,FL 33037	0 00			
David H Hopfenberg	Clerk	0	0	0
222 Berkeley Street 18th Floor Boston,MA 02116	0 00			
2 Compensation of five highest-paid employees (other than those included on line 1—see instructions). If none, enter "NONE."				
(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				
Total number of other employees paid over \$50,000.				0

Part VIII

Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)

3 Five highest-paid independent contractors for professional services (see instructions). If none, enter "NONE".		
(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
Randy McDow	Consulting Services	119,240
PO Box 98374 Atlanta, GA 30359		
Total number of others receiving over \$50,000 for professional services. 		0


Part IX-A

Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1	
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	
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	30,299,550
b	Average of monthly cash balances.	1b	3,115,337
c	Fair market value of all other assets (see instructions).	1c	51,348,857
d	Total (add lines 1a, b, and c).	1d	84,763,744
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation).	1e	0
2	Acquisition indebtedness applicable to line 1 assets.	2	0
3	Subtract line 2 from line 1d.	3	84,763,744
4	Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions).	4	1,271,456
5	Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	83,492,288
6	Minimum investment return. Enter 5% of line 5.	6	4,174,614

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	4,174,614
2a	Tax on investment income for 2012 from Part VI, line 5.	2a	74,362
b	Income tax for 2012 (This does not include the tax from Part VI).	2b	
c	Add lines 2a and 2b.	2c	74,362
3	Distributable amount before adjustments Subtract line 2c from line 1.	3	4,100,252
4	Recoveries of amounts treated as qualifying distributions.	4	0
5	Add lines 3 and 4.	5	4,100,252
6	Deduction from distributable amount (see instructions).	6	0
7	Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1.	7	4,100,252

Part XII

Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		
a	Expenses, contributions, gifts, etc —total from Part I, column (d), line 26.	1a	4,527,344
b	Program-related investments—total from Part IX-B.	1b	0
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes.	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required).	3a	
b	Cash distribution test (attach the required schedule).	3b	
4	Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	4,527,344
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	74,362
6	Adjusted qualifying distributions. Subtract line 5 from line 4.	6	4,452,982
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				4,100,252
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only.			0	
b Total for prior years 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2012				
a From 2007.	249,482			
b From 2008.				
c From 2009.	505,382			
d From 2010.	777,784			
e From 2011.	678,849			
f Total of lines 3a through e.	2,211,497			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 4,527,344				
a Applied to 2011, but not more than line 2a			0	
b Applied to undistributed income of prior years (Election required—see instructions).		0		
c Treated as distributions out of corpus (Election required—see instructions).	0			
d Applied to 2012 distributable amount.				4,100,252
e Remaining amount distributed out of corpus	427,092			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,638,589			
b Prior years' undistributed income Subtract line 4b from line 2b.		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed.		0		
d Subtract line 6c from line 6b Taxable amount—see instructions.		0		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions.			0	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013.				0
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions).	0			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions).	249,482			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a.	2,389,107			
10 Analysis of line 9				
a Excess from 2008.				
b Excess from 2009.	505,382			
c Excess from 2010.	777,784			
d Excess from 2011.	678,849			
e Excess from 2012.	427,092			

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.

b

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

☐ 4942(j)(3) or ☐ 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.	Tax year	Prior 3 years			(e) Total
		(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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))

See Additional Data Table

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	4,527,344
b Approved for future payment				
Total			3b	0

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	222,022	
4	Dividends and interest from securities. . . .			14	585,294	
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.			14	18,052	
8	Gain or (loss) from sales of assets other than inventory			18	5,843,503	
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). .		0		6,668,871	0
13	Total. Add line 12, columns (b), (d), and (e).			13		6,668,871

[illegible]

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 of

1

Cash.

2

Other assets.

b

Other transactions

1

Sales of assets to a noncharitable exempt organization.

2

Purchases of assets from a noncharitable exempt organization.

3

Rental of facilities, equipment, or other assets.

4

Reimbursement arrangements.

5

Loans or loan guarantees.

6

Performance of services or membership or fundraising solicitations.

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.

(a)

Line No

(b)

Amount involved

(c)

Name of noncharitable exempt organization

(d)

Description of transfers, transactions, and sharing arrangements

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

Sign Here

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

Signature of officer or trustee

Date

Title

May the IRS discuss this return with the preparer shown below (see instr.)?

Yes

No

Paid Preparer Use Only

Print/Type preparer's name

Preparer's Signature

Date

Check if self-employed

PTIN

Firm's name

Firm's EIN

Firm's address

Phone no.

Form 990-PF (2012)

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)
Citizens Republic			2013-01-02
15,000 00 shrs - SPRINT NEXTEL C		2012-10-16	2013-01-23
15,000 00 shrs - HCA INC SR NT 7		2012-11-27	2013-05-08
15,000 00 shrs - VANGUARD HLTH H		2012-10-02	2013-03-14
10,000 00 shrs - AMC NETWORKS IN		2012-09-27	2012-12-11
5,000 00 shrs - AMC NETWORKS IN		2012-08-14	2012-12-11
5,000 00 shrs - ROYAL CARIBBEAN		2012-07-09	2013-04-15
15,000 00 shrs - TW TELECOM HLDG		2012-11-29	2013-01-29
5,000 00 shrs - HEALTHSOUTH COR		2013-01-09	2013-03-06
10,000 00 shrs - HEALTHSOUTH COR		2012-09-07	2013-03-06
25,000 00 shrs - REGAL ENTMT GRO		2013-06-25	2013-11-22
20,000 00 shrs - BE AEROSPACE IN		2012-10-15	2013-07-25
10,000 00 shrs - RUBY TUESDAY IN		2013-05-08	2013-10-10
15,000 00 shrs - SABINE PASS LNG		2012-06-15	2013-01-29
5,000 00 shrs - SABINE PASS LNG		2012-09-14	2013-01-29
5,000 00 shrs - PVTPL BELDEN IN		2012-08-14	2013-08-01
10,000 00 shrs - PVTPL BELDEN IN		2012-12-11	2013-08-01
30,000 00 shrs - PVTPL SIX FLAGS		2012-12-11	2013-11-01
20,000 00 shrs - PVTPL FRESENIUS		2013-06-12	2013-10-11
5,000 00 shrs - RUBY TUESDAY IN		2013-05-08	2013-10-10
10,000 00 shrs - RUBY TUESDAY IN		2013-05-30	2013-10-10
15,000 00 shrs - PVTPL FMG RES A		2012-09-14	2013-02-20
15,000 00 shrs - CROWN CASTLE IN		2013-06-18	2013-11-20
15,000 00 shrs - CROWN CASTLE IN		2013-03-07	2013-11-20
5,000 00 shrs - SPEEDWAY MOTORS		2012-07-26	2013-06-10
20,000 00 shrs - ADVANCED MICRO		2012-11-20	2013-05-02
10,000 00 shrs - PVTPL BELDEN IN		2012-08-14	2013-08-05
5,000 00 shrs - PVTPL BELDEN IN		2012-08-13	2013-08-05
15,000 00 shrs - AES CORP 4 875%		2013-06-13	2013-09-19
15,000 00 shrs - VIRGIN MEDIA FI		2013-02-05	2013-02-06

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(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)
15,000 00 shrs - VIRGIN MEDIA FI		2013-01-08	2013-02-06
20,000 00 shrs - CCO HLDGS LLC /		2012-10-26	2013-02-06
10,000 00 shrs - IASIS CAP LLC /		2012-09-05	2013-05-14
6,000 00 shrs - ABITIBIBOWATER		2012-05-09	2013-04-24
5,000 00 shrs - ABITIBIBOWATER		2012-06-19	2013-04-24
5,000 00 shrs - AMERN AXLE & MF		2012-10-02	2013-06-12
60 45 shrs - ELWOOD ENERGY L		2013-05-29	2013-07-08
10,000 00 shrs - OFFSHORE GROUP		2012-10-16	2013-05-16
10,000 00 shrs - OFFSHORE GROUP		2012-11-05	2013-05-16
15,000 00 shrs - MANITOWOC INC 5		2013-01-24	2013-03-13
15,000 00 shrs - MANITOWOC INC 5		2012-11-30	2013-03-13
15,000 00 shrs - WYNN LAS VEGAS		2013-03-14	2013-05-20
5,000 00 shrs - WYNN LAS VEGAS		2013-03-19	2013-05-20
10,000 00 shrs - GENON ESCROW CO		2013-03-15	2013-04-16
15,000 00 shrs - GOODYEAR TIRE &		2012-10-18	2013-02-21
10,000 00 shrs - GENON ESCROW CO		2012-11-28	2013-07-26
5,000 00 shrs - DENBURY RES INC		2012-06-06	2013-05-16
5,000 00 shrs - GENON ESCROW CO		2013-03-15	2013-04-24
4,000 00 shrs - VIRGIN MEDIA FI		2012-01-11	2013-01-08
10,000 00 shrs - VIRGIN MEDIA FI		2012-01-13	2013-01-08
5,000 00 shrs - ADVANCED MICRO		2012-11-20	2013-04-19
5,000 00 shrs - CROSSTEX ENERGY		2012-06-28	2013-05-30
10,000 00 shrs - CROSSTEX ENERGY		2012-09-12	2013-05-30
15,000 00 shrs - WARNER CHILCOTT		2013-01-04	2013-03-27
30,000 00 shrs - JC PENNEY CO IN		2013-02-06	2013-02-28
15,000 00 shrs - PVTPL ALERE INC		2012-11-28	2013-03-18
5,000 00 shrs - FOREST OIL CORP		2013-05-16	2013-09-26
5,000 00 shrs - SPX CORP SR NT		2012-12-24	2013-06-06
10,000 00 shrs - MGM RESORTS INT		2012-08-01	2012-12-20
15,000 00 shrs - MGM RESORTS INT		2012-07-27	2012-12-20

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)
5,000 00 shrs - PVTPL TRW AUTOM		2012-11-29	2013-11-25
10,000 00 shrs - QUICKSILVER RES		2012-09-21	2012-12-12
15,000 00 shrs - PVTPL CHIQUITA		2013-01-30	2013-02-04
5,000 00 shrs - LINN ENERGY LLC		2013-06-14	2013-07-02
15,000 00 shrs - TEREX CORP 6 DU		2012-11-08	2012-12-04
15,000 00 shrs - ACCESS MIDSTREA		2013-06-05	2013-10-11
7,000 00 shrs - CKE RESTAURANTS		2012-08-14	2013-03-08
13,000 00 shrs - CKE RESTAURANTS		2012-03-21	2013-03-08
5,000 00 shrs - QUICKSILVER RES		2012-09-21	2012-12-13
5,000 00 shrs - PVTPL ION GEOPH		2013-10-18	2013-11-13
10,000 00 shrs - AMC ENTMT INC N		2012-06-15	2012-12-19
5,000 00 shrs - ALLIANCE 1 INTL		2012-06-18	2013-05-29
10,000 00 shrs - LYONDELLBASELL		2012-12-19	2013-04-29
10,000 00 shrs - LYONDELLBASELL		2013-03-27	2013-04-29
5,000 00 shrs - LYONDELLBASELL		2013-03-21	2013-04-29
10,000 00 shrs - LEVI STRAUSS &		2012-11-06	2013-05-09
15,000 00 shrs - MARKWEST ENERGY		2013-06-12	2013-09-20
20,000 00 shrs - AVIS BUDGET CAR		2012-09-27	2013-06-05
5,000 00 shrs - AVIS BUDGET CAR		2012-11-13	2013-06-05
13,000 00 shrs - PVTPL CALPINE C		2012-09-19	2013-05-01
5,000 00 shrs - PVTPL UNIVISION		2012-09-14	2013-01-08
10,000 00 shrs - AMERENENERGY 6		2013-05-29	2013-08-05
10,000 00 shrs - AMERENENERGY 6		2013-05-30	2013-08-05
10,000 00 shrs - LYONDELLBASELL		2012-08-28	2012-12-05
5,000 00 shrs - SPX CORP SR NT		2012-12-24	2013-06-06
5,000 00 shrs - CITIZENS 7 125%		2012-09-19	2013-06-24
10,000 00 shrs - CITIZENS 7 125%		2012-09-20	2013-06-24
10,000 00 shrs - ADVANCED MICRO		2012-11-20	2013-03-26
15,000 00 shrs - ROYAL CARIBBEAN		2012-07-09	2013-04-16
5,000 00 shrs - PVTPL MYLAN INC		2012-08-13	2012-12-03

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)
5,000 00 shrs - PVTPL MYLAN INC		2012-09-12	2012-12-03
15,000 00 shrs - UTD RENTALS N 7		2012-10-26	2013-06-17
5,000 00 shrs - PVTPL BOMBARDIE		2012-06-27	2013-02-08
5,000 00 shrs - PVTPL BOMBARDIE		2012-03-27	2013-02-08
5,000 00 shrs - ALPHA NAT RES I		2013-05-03	2013-07-25
5,000 00 shrs - ALPHA NAT RES I		2012-09-28	2013-07-25
10,000 00 shrs - ALPHA NAT RES I		2012-09-28	2013-07-25
5,000 00 shrs - CHES ENERGY COR		2012-05-18	2013-01-15
15,000 00 shrs - CHES ENERGY COR		2012-05-04	2013-01-15
10,000 00 shrs - PVTPL GEN CABLE		2012-11-07	2013-01-30
15,000 00 shrs - DAVITA HEALTHCA		2012-11-08	2013-06-12
10,000 00 shrs - AMC ENTMT INC N		2012-06-18	2013-05-21
5,000 00 shrs - AMC ENTMT INC N		2012-06-15	2013-05-21
10,000 00 shrs - SLM CORP MEDIUM		2012-04-24	2013-01-24
10,000 00 shrs - DYNEGY INC 144A		2013-06-24	2013-08-02
15,000 00 shrs - DYNEGY INC 144A		2013-06-17	2013-08-02
15,000 00 shrs - KB HOME 7 25% D		2012-11-29	2013-01-24
25,000 00 shrs - PENNEY J C INC		2012-11-19	2013-02-06
10,000 00 shrs - PVTPL SPRINT NE		2012-07-31	2013-02-12
5,000 00 shrs - PVTPL UNIVISION		2012-09-14	2013-01-10
5,000 00 shrs - PVTPL UNIVISION		2012-09-14	2013-01-10
5,000 00 shrs - PVTPL QVC INC S		2012-08-28	2013-06-13
10,000 00 shrs - BOYD GAMING COR		2012-07-25	2013-03-13
15,000 00 shrs - LYONDELLBASELL		2012-08-28	2012-12-19
4,000 00 shrs - SUBN PROPANE 7		2012-08-09	2013-08-02
4,000 00 shrs - SUBN PROPANE 7		2012-10-01	2013-08-02
10,000 00 shrs - CITIZENS 7 125%		2012-09-19	2013-06-05
25,000 00 shrs - REGAL CINEMAS C		2011-10-24	2013-06-25
5,000 00 shrs - CRICKET COMMUNI		2011-05-18	2013-03-07
25,000 00 shrs - TOYS R US PPTY		2011-02-17	2013-03-13

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5,000 00 shrs - STATER BROS HLD		2012-04-12	2013-06-13
10,000 00 shrs - STATER BROS HLD		2012-01-25	2013-06-13
10,000 00 shrs - NEWFIELD EXPL C		2011-09-29	2013-06-06
5,000 00 shrs - NEWFIELD EXPL C		2011-02-16	2013-06-06
5,000 00 shrs - INTL LEASE FIN		2011-05-31	2013-03-07
10,000 00 shrs - US STL CORP 7 D		2011-02-16	2013-05-21
5,000 00 shrs - US STL CORP 7 D		2011-11-01	2013-05-21
15,000 00 shrs - NRG ENERGY INC		2011-02-16	2013-02-07
5,000 00 shrs - SPEEDWAY MOTORS		2011-12-07	2013-06-10
5,000 00 shrs - IASIS CAP LLC /		2011-04-28	2013-05-14
5,000 00 shrs - OWENS ILL INC 7		2012-03-13	2013-06-05
10,000 00 shrs - ABITIBIBOWATER		2012-01-23	2013-04-24
5,000 00 shrs - AMERN AXLE & MF		2012-04-05	2013-06-12
15,000 00 shrs - NOVA CHEMICALS		2011-05-26	2013-11-14
10,000 00 shrs - NOVA CHEMICALS		2012-08-03	2013-11-14
5,000 00 shrs - AMERISTAR CASIN		2011-06-21	2012-12-17
25,000 00 shrs - BOISE PAPER HLD		2012-08-30	2013-11-25
5,000 00 shrs - ICAHN ENTERPRIS		2012-01-06	2013-06-07
5,000 00 shrs - ICAHN ENTERPRIS		2011-10-18	2013-06-07
10,000 00 shrs - ICAHN ENTERPRIS		2011-07-07	2013-06-07
5,000 00 shrs - ICAHN ENTERPRIS		2011-08-22	2013-06-07
5,000 00 shrs - DENBURY RES INC		2012-03-22	2013-05-16
5,000 00 shrs - PLAINS EXPL & 6		2011-03-25	2013-05-06
10,000 00 shrs - STEWART 6 5% DU		2012-01-25	2013-05-20
5,000 00 shrs - STEWART 6 5% DU		2012-05-04	2013-05-20
10,000 00 shrs - DAVE & BUSTERS		2011-07-19	2012-12-19
10,000 00 shrs - PLAINS EXPL & 6		2012-06-05	2013-06-07
10,000 00 shrs - PLAINS EXPL & 6		2011-03-24	2013-06-07
5,000 00 shrs - PLAINS EXPL & 6		2011-03-25	2013-06-07
5,000 00 shrs - SPX CORP SR NT		2011-09-01	2013-06-06

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)
5,000 00 shrs - PVTPL TRW AUTOM		2012-08-10	2013-11-25
5,000 00 shrs - LINN ENERGY LLC		2011-06-29	2013-05-07
10,000 00 shrs - HERCULES OFFSHO		2012-04-03	2013-06-06
10,000 00 shrs - HERCULES OFFSHO		2012-05-04	2013-06-06
5,000 00 shrs - LINN ENERGY LLC		2011-06-29	2013-07-02
10,000 00 shrs - PNM RES INC 9 2		2011-03-17	2013-05-01
10,000 00 shrs - IASIS CAP LLC /		2011-04-28	2013-01-14
2,000 00 shrs - PNM RES INC 9 2		2011-03-17	2013-05-08
13,000 00 shrs - PNM RES INC 9 2		2011-12-20	2013-05-08
15,000 00 shrs - INTELSAT JACKSO		2011-03-22	2013-05-09
10,000 00 shrs - INTELSAT JACKSO		2011-05-11	2013-05-09
10,000 00 shrs - ALLIANCE 1 INTL		2011-10-21	2013-05-29
10,000 00 shrs - ALLIANCE 1 INTL		2011-02-15	2013-05-29
15,000 00 shrs - DISH DBS CORP S		2011-02-15	2012-12-19
5,000 00 shrs - CRICKET COMMUNI		2011-06-07	2013-10-11
6,000 00 shrs - CRICKET COMMUNI		2011-05-18	2013-10-11
9,000 00 shrs - CRICKET COMMUNI		2011-05-18	2013-10-11
5,000 00 shrs - FOREST OIL CORP		2012-10-03	2013-11-26
10,000 00 shrs - FOREST OIL CORP		2012-10-09	2013-11-26
20,000 00 shrs - COLEMAN CABLE I		2011-03-08	2013-06-14
5,000 00 shrs - COLEMAN CABLE I		2011-05-06	2013-06-14
5,000 00 shrs - PVTPL MYLAN INC		2011-11-28	2012-12-03
10,000 00 shrs - PVTPL MYLAN INC		2011-08-31	2012-12-03
25,000 00 shrs - GEN MTRS ACCEP		2012-03-14	2013-05-15
5,000 00 shrs - HERCULES OFFSHO		2012-04-03	2013-04-29
5,000 00 shrs - PVTPL BOMBARDIE		2011-06-06	2013-02-08
15,000 00 shrs - PVTPL BOMBARDIE		2011-02-15	2013-02-08
15,000 00 shrs - SPEEDWAY MOTORS		2011-12-07	2013-06-20
25,000 00 shrs - METROPCS WIRELE		2011-02-16	2013-07-17
20,000 00 shrs - CASCADES INC 7		2011-02-15	2013-06-07

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)
5,000 00 shrs - CASCADES INC 7		2011-03-07	2013-06-07
5,000 00 shrs - BOYD GAMING COR		2011-09-16	2013-04-26
10,000 00 shrs - BOYD GAMING COR		2011-10-05	2013-04-26
5,000 00 shrs - AMERISTAR CASIN		2011-06-21	2013-01-25
10,000 00 shrs - AMERISTAR CASIN		2011-06-28	2013-01-25
25,000 00 shrs - PVTPL QVC INC S		2011-02-16	2013-06-13
10,000 00 shrs - DAVE & BUSTERS		2011-07-19	2012-12-17
2,530 50 shrs - ELWOOD ENERGY L		2011-03-02	2013-01-07
-10,000 00 shrs - US Treas Nts Infl Index		2011-12-21	2012-01-31
20,000 00 shrs - US Treas Nts Infl Index		2013-07-31	2013-08-30
25,000 00 shrs - US Treas Nts Infl Index		2012-06-29	2013-04-30
10,000 00 shrs - US Treas Nts Infl Index		2011-12-21	2012-01-31
30,000 00 shrs - US Treas Nts Infl Index		2012-07-31	2012-08-31
15,000 00 shrs - US Treas Nts Infl Index		2012-02-15	2013-01-31
-30,000 00 shrs - US Treas Nts Infl Index		2012-07-31	2012-08-31
50,000 00 shrs - US Treas Nts Infl Index		2013-07-31	2013-11-22
-5,000 00 shrs - US Treas Nts Infl Index		2011-12-27	2012-03-30
-45,000 00 shrs - US Treas Nts Infl Index		2011-08-31	2012-03-30
5,000 00 shrs - US Treas Nts Infl Index		2011-12-27	2012-03-30
45,000 00 shrs - US Treas Nts Infl Index		2011-08-31	2012-03-30
5,000 00 shrs - US Treas Nts Infl Index		2013-01-31	2013-02-28
75,000 00 shrs - US Treas Nts Infl Index		2010-05-24	2013-07-31
100,000 00 shrs - US Treas Nts Infl Index		2009-10-30	2013-07-31
50,000 00 shrs - US Treas Nts Infl Index		2010-05-24	2013-03-28
-5,000 00 shrs - US Treas Nts Infl Index		2009-08-26	2012-01-31
15,000 00 shrs - US Treas Nts Infl Index		2010-09-30	2012-12-31
35,000 00 shrs - US Treas Nts Infl Index		2010-07-30	2012-12-31
25,000 00 shrs - US Treas Nts Infl Index		2009-08-26	2013-09-30
25,000 00 shrs - US Treas Nts Infl Index		2009-08-26	2013-10-31
30,000 00 shrs - US Treas Nts Infl Index		2011-09-29	2013-10-31

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)
25,000 00 shrs - US Treas Nts Infl Index		2010-04-29	2013-04-30
5,000 00 shrs - US Treas Nts Infl Index		2009-08-26	2012-01-31
185,000 00 shrs - US Treas Nts Infl Index		2009-08-26	2013-01-31
50,000 00 shrs - US Treas Nts Infl Index		2011-03-28	2013-05-31
25,000 00 shrs - US Treas Nts Infl Index		2011-05-31	2013-05-31
10,000 00 shrs - US Treas Nts Infl Index		2010-05-24	2013-06-28
25,000 00 shrs - US Treas Nts Infl Index		2010-04-29	2013-10-31
25,000 00 shrs - US Treas Nts Infl Index		2009-08-26	2013-03-28
50,000 00 shrs - US Treas Nts Infl Index		2011-12-27	2013-11-27
80,000 00 shrs - US Treas Nts Infl Index		2009-08-26	2013-04-30
PIMCO Funds Total Return Fund		2012-12-28	2013-04-01
PIMCO Funds Total Return Fund		2012-12-12	2013-02-04
PIMCO Funds Total Return Fund		2013-01-28	2013-08-27
PIMCO Funds Total Return Fund		2013-01-28	2013-09-04
PIMCO Funds Total Return Fund		2013-01-28	2013-09-30
PIMCO Funds Total Return Fund		2013-05-31	2013-09-30
PIMCO Funds Total Return Fund		2013-09-30	2013-09-30
PIMCO Funds Total Return Fund		2013-01-07	2013-06-26
PIMCO Funds Total Return Fund		2013-01-28	2013-06-26
PIMCO Funds Total Return Fund		2012-12-31	2013-06-26
PIMCO Funds Total Return Fund		2012-12-27	2013-06-26
PIMCO Funds Total Return Fund		2013-02-28	2013-06-26
PIMCO Funds Total Return Fund		2013-01-14	2013-06-26
PIMCO Funds Total Return Fund		2012-12-28	2013-06-26
PIMCO Funds Total Return Fund		2013-01-31	2013-06-26
PIMCO Funds Total Return Fund		2013-03-29	2013-06-26
PIMCO Funds Total Return Fund		2012-12-12	2013-03-04
PIMCO Funds Total Return Fund		2012-12-28	2013-03-04
PIMCO Funds Total Return Fund		2012-12-12	2013-03-04
PIMCO Funds Total Return Fund		2012-12-28	2013-03-18

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)
PIMCO Funds Total Return Fund		2013-01-28	2013-07-08
PIMCO Funds Total Return Fund		2011-12-08	2012-12-03
PIMCO Funds Total Return Fund		2013-01-28	2013-09-09
PIMCO Funds Total Return Fund		2013-04-30	2013-05-06
PIMCO Funds Total Return Fund		2012-12-28	2013-05-06
PIMCO Funds Total Return Fund		2013-10-29	2013-11-08
PIMCO Funds Total Return Fund		2013-10-31	2013-11-08
Short-term Capital Gains Distributions		1999-12-30	2013-11-30
PIMCO Funds Total Return Fund		2011-11-29	2013-11-27
PIMCO Funds Total Return Fund		2011-12-30	2013-09-30
PIMCO Funds Total Return Fund		2011-12-08	2013-09-30
PIMCO Funds Total Return Fund		2011-11-29	2013-09-30
PIMCO Funds Total Return Fund		2011-12-13	2013-09-30
PIMCO Funds Total Return Fund		2011-11-30	2013-09-30
PIMCO Funds Total Return Fund		2011-11-29	2013-09-30
PIMCO Funds Total Return Fund		2011-12-08	2012-12-10
PIMCO Funds Total Return Fund		2011-11-29	2013-11-08
PIMCO Funds Total Return Fund		2011-11-29	2013-11-25
PIMCO Funds Total Return Fund		2011-11-29	2013-10-28
49 36 shrs - Northern Fds Tax Adv Ultra Short		2013-05-23	2013-08-26
188 86 shrs - Northern Fds Tax Adv Ultra Short		2013-01-24	2013-11-27
165 52 shrs - Northern Fds Tax Adv Ultra Short		2013-03-25	2013-11-27
177 39 shrs - Northern Fds Tax Adv Ultra Short		2013-04-24	2013-11-27
191 40 shrs - Northern Fds Tax Adv Ultra Short		2013-11-25	2013-11-27
179 98 shrs - Northern Fds Tax Adv Ultra Short		2013-10-24	2013-11-27
126 61 shrs - Northern Fds Tax Adv Ultra Short		2013-05-23	2013-11-27
187 23 shrs - Northern Fds Tax Adv Ultra Short		2013-02-25	2013-11-27
35 44 shrs - Northern Fds Tax Adv Ultra Short		2013-01-24	2013-02-04
228 01 shrs - Northern Fds Tax Adv Ultra Short		2012-09-24	2013-11-27
121,134 86 shrs - Northern Fds Tax Adv Ultra Short		2012-07-26	2013-11-27

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)
217 41 shrs - Northern Fds Tax Adv Ultra Short		2012-11-26	2013-11-27
234 23 shrs - Northern Fds Tax Adv Ultra Short		2012-10-24	2013-11-27
Silchester JET - Flow-thru from schedule K-1		2011-03-01	2013-12-31
Silchester JET - Flow-thru from schedule K-1		2011-03-01	2013-12-31
Thirteen Partners	P	2006-01-01	2013-11-30
SPH	P	1990-09-19	2013-11-30
Alydar	P	1999-12-30	2013-11-30
Capital Gains Dividends	P		

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)
1,160,741		148,233	1,012,508
20,663		20,363	300
18,450		16,931	1,519
16,256		15,938	318
11,450		11,275	175
5,725		5,663	62
5,763		5,413	350
15,938		15,638	300
5,025		5,156	-131
10,050		10,225	-175
23,688		23,875	-187
20,750		20,725	25
10,050		10,325	-275
16,613		15,750	863
5,538		5,400	138
4,975		5,025	-50
9,950		10,375	-425
29,475		30,000	-525
20,750		21,550	-800
5,013		5,163	-150
10,025		10,125	-100
15,919		14,420	1,499
14,869		14,850	19
14,869		15,488	-619
5,325		5,275	50
20,400		16,568	3,832
9,925		10,050	-125
4,963		5,000	-37
14,363		14,339	24
15,150		14,850	300

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)
15,150		15,450	-300
21,500		21,350	150
10,525		9,679	846
7,008		7,020	-12
5,840		5,588	252
5,675		5,513	162
60		66	-6
10,863		10,000	863
10,863		9,975	888
15,506		15,225	281
15,506		15,075	431
17,224		16,924	300
5,741		5,638	103
11,800		11,850	-50
15,600		16,088	-488
11,450		11,550	-100
5,550		5,125	425
5,908		5,925	-17
4,540		4,460	80
11,350		11,138	212
4,600		4,139	461
5,375		5,294	81
10,750		10,825	-75
16,050		16,088	-38
23,850		25,125	-1,275
15,956		15,000	956
5,000		5,200	-200
5,519		5,594	-75
11,468		11,200	268
17,201		16,800	401

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)
5,800		5,713	87
9,100		9,600	-500
15,216		15,075	141
4,950		5,150	-200
15,638		15,113	525
14,513		14,490	23
8,190		8,033	157
15,210		14,885	325
4,500		4,800	-300
4,450		4,763	-313
11,125		10,625	500
5,263		4,981	282
12,120		11,850	270
12,120		11,800	320
6,060		5,874	186
11,300		10,950	350
14,231		14,438	-207
21,750		21,900	-150
5,438		5,506	-68
14,755		14,723	32
5,300		5,150	150
7,775		8,113	-338
7,775		8,138	-363
11,150		10,625	525
5,519		5,594	-75
5,200		5,400	-200
10,400		10,775	-375
9,200		8,268	932
17,288		16,238	1,050
5,919		5,663	256

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)
5,919		5,713	206
16,350		16,275	75
5,025		5,038	-13
5,025		5,225	-200
5,163		5,425	-262
5,163		4,950	213
10,325		9,896	429
5,475		4,631	844
16,425		14,802	1,623
10,525		10,250	275
16,050		16,106	-56
11,025		10,625	400
5,513		5,313	200
11,875		10,925	950
9,200		9,157	43
13,800		14,513	-713
16,725		16,388	337
22,188		21,767	421
12,375		11,700	675
5,300		5,144	156
5,300		5,150	150
5,488		5,550	-62
10,538		10,325	213
16,763		15,938	825
4,295		4,260	35
4,295		4,280	15
10,750		10,800	-50
26,688		25,938	750
5,000		5,063	-63
26,406		27,623	-1,217

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)
5,275		5,388	-113
10,550		10,775	-225
10,575		10,500	75
5,288		5,350	-62
5,488		5,025	463
10,725		10,475	250
5,363		4,782	581
16,575		15,974	601
5,325		5,013	312
5,263		5,000	263
5,888		5,675	213
11,680		11,300	380
5,675		5,363	312
16,566		17,063	-497
11,044		11,525	-481
5,450		5,138	312
28,443		27,750	693
5,263		5,125	138
5,263		4,988	275
10,525		10,275	250
5,263		4,923	340
5,550		5,313	237
5,563		5,050	513
10,750		10,275	475
5,375		5,238	137
11,300		10,975	325
10,975		9,703	1,272
10,975		10,000	975
5,488		5,050	438
5,519		5,231	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)
5,800		5,744	56
5,500		5,138	362
10,650		10,050	600
10,650		10,050	600
4,950		5,138	-188
11,400		11,325	75
9,925		10,000	-75
2,280		2,265	15
14,820		14,398	422
16,650		15,000	1,650
11,100		10,150	950
10,525		8,888	1,637
10,525		10,550	-25
17,963		16,311	1,652
5,688		4,894	794
6,825		5,952	873
10,238		9,113	1,125
5,075		4,969	106
10,150		10,075	75
21,475		21,250	225
5,369		5,325	44
5,919		5,375	544
11,838		10,800	1,038
33,275		27,406	5,869
5,431		5,025	406
5,025		5,213	-188
15,075		14,438	637
15,825		15,038	787
26,500		24,446	2,054
21,025		21,125	-100

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)
5,256		5,263	-7
5,538		4,667	871
11,075		7,942	3,133
5,538		5,138	400
11,075		10,263	812
27,438		26,500	938
11,300		10,975	325
2,531		2,518	13
12,412		12,539	-127
19,520		19,930	-410
27,754		27,562	192
12,539		12,395	144
32,369		32,483	-114
19,367		19,652	-285
32,527		32,369	158
58,647		58,516	131
5,346		5,425	-79
48,316		48,826	-510
5,425		5,348	77
48,826		48,259	567
5,373		5,350	23
95,719		96,254	-535
127,625		126,431	1,194
65,984		62,807	3,177
5,383		6,270	-887
18,883		16,416	2,467
44,060		36,800	7,260
31,479		29,645	1,834
31,129		26,950	4,179
32,526		31,675	851

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)
27,754		26,255	1,499
6,270		5,379	891
238,858		231,085	7,773
59,502		52,527	6,975
29,751		26,826	2,925
11,758		10,980	778
32,179		30,800	1,379
32,046		27,447	4,599
54,436		53,483	953
89,551		85,823	3,728
60,990		61,048	-58
500		503	-3
1,000		1,023	-23
85,599		87,951	-2,352
976,846		992,969	-16,123
41,992		42,400	-408
8,837		8,837	0
8,236,864		8,462,531	-225,667
8,186		8,386	-200
15,859		16,309	-450
25,530		26,254	-724
36,928		37,940	-1,012
1,020,342		1,048,297	-27,955
4,580,233		4,710,201	-129,968
30,154		30,892	-738
45,903		47,161	-1,258
13,143		13,193	-50
7,199		7,205	-6
64,517		64,762	-245
48,646		48,693	-47

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)
77,185		79,150	-1,965
106,426		103,231	3,195
70,226		72,014	-1,788
51,707		51,756	-49
23,925		23,902	23
81,878		81,799	79
4,354		4,345	9
64,762			64,762
1,250,000		1,237,958	12,042
18,623		18,605	18
437,206		438,904	-1,698
3,487,399		3,480,627	6,772
28,751		28,835	-84
345		345	0
380,329		379,590	739
500		485	15
348,375		345,684	2,691
262,784		260,002	2,782
97,488		96,922	566
500		502	-2
1,919		1,919	0
1,682		1,682	0
1,802		1,802	0
1,945		1,945	0
1,829		1,827	2
1,286		1,286	0
1,902		1,902	0
360		360	0
2,317		2,314	3
1,230,730		1,228,307	2,423

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)
2,209		2,207	2
2,380		2,377	3
21,449			21,449
54,078			54,078
1,480,091		1,234,045	246,046
648			648
13,500,000		8,046,128	5,453,872
221,555			221,555

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	
			1,012,508
			300
			1,519
			318
			175
			62
			350
			300
			-131
			-175
			-187
			25
			-275
			863
			138
			-50
			-425
			-525
			-800
			-150
			-100
			1,499
			19
			-619
			50
			3,832
			-125
			-37
			24
			300

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	
			-300
			150
			846
			-12
			252
			162
			-6
			863
			888
			281
			431
			300
			103
			-50
			-488
			-100
			425
			-17
			80
			212
			461
			81
			-75
			-38
			-1,275
			956
			-200
			-75
			268
			401

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	
			87
			-500
			141
			-200
			525
			23
			157
			325
			-300
			-313
			500
			282
			270
			320
			186
			350
			-207
			-150
			-68
			32
			150
			-338
			-363
			525
			-75
			-200
			-375
			932
			1,050
			256

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	
			206
			75
			-13
			-200
			-262
			213
			429
			844
			1,623
			275
			-56
			400
			200
			950
			43
			-713
			337
			421
			675
			156
			150
			-62
			213
			825
			35
			15
			-50
			750
			-63
			-1,217

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	
			-113
			-225
			75
			-62
			463
			250
			581
			601
			312
			263
			213
			380
			312
			-497
			-481
			312
			693
			138
			275
			250
			340
			237
			513
			475
			137
			325
			1,272
			975
			438
			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	
			56
			362
			600
			600
			-188
			75
			-75
			15
			422
			1,650
			950
			1,637
			-25
			1,652
			794
			873
			1,125
			106
			75
			225
			44
			544
			1,038
			5,869
			406
			-188
			637
			787
			2,054
			-100

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	
			-7
			871
			3,133
			400
			812
			938
			325
			13
			-127
			-410
			192
			144
			-114
			-285
			158
			131
			-79
			-510
			77
			567
			23
			-535
			1,194
			3,177
			-887
			2,467
			7,260
			1,834
			4,179
			851

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	
			1,499
			891
			7,773
			6,975
			2,925
			778
			1,379
			4,599
			953
			3,728
			-58
			-3
			-23
			-2,352
			-16,123
			-408
			0
			-225,667
			-200
			-450
			-724
			-1,012
			-27,955
			-129,968
			-738
			-1,258
			-50
			-6
			-245
			-47

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	
			-1,965
			3,195
			-1,788
			-49
			23
			79
			9
			64,762
			12,042
			18
			-1,698
			6,772
			-84
			0
			739
			15
			2,691
			2,782
			566
			-2
			0
			0
			0
			0
			2
			0
			0
			0
			3
			2,423

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	
			2
			3
			21,449
			54,078
			246,046
			648
			5,453,872
			221,555

Form 990PF Part XV Line 1a - 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).

Penelope Stamps
E Roe Stamps IV

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 <i>Paid during the year</i>				
AFP Miami 3090 Alton Road Miami Beach, FL 33140	None	Public Charity	Unrestricted Donation	148,137
Alley Cat Allies 7920 Norfolk Avenue Suite 600 Bethesda, MD 208142525	None	Public Charity	Unrestricted Donation	3,950
American Diabetes Foundation 1701 North Beauregard Street Alexandria, VA 22311	None	Public Charity	Unrestricted Donation	50
Angler's Club Members Association Inc c/o KLAC 50 Clubhouse Ave Key Largo, FL 33037	None	Public Charity	Unrestricted Donation	107,645
Archdiocese of Miami 9401 Biscayne Blvd Miami Shores, FL 33138	None	Public Charity	Unrestricted Donation	21,005
Armed Forces Foundation 16 North Carolina Avenue SE Washington, DC 20003	None	Public Charity	Unrestricted Donation	2,124
Barry University 11300 NE 2nd Avenue Miami Shores, FL 331616695	None	Public Charity	Unrestricted Donation	500
Best Friends Animal Society 5001 Angel Canyon Road Kanab, UT 847415000	None	Public Charity	Unrestricted Donation	226,649
Cancer Research Institute 55 Broadway Suite 1802 New York, NY 10006	None	Public Charity	Unrestricted Donation	4,580
Chicago Community Trust 111 East Wacker Drive Suite 1400 Chicago, IL 60601	None	Public Charity	Unrestricted Donation	1,000
Columbia University 722 West 168th Street 14th Floor New York, NY 10032	None	Public Charity	Unrestricted Donation	2,500,000
Community Partnership For Homeless 1550 North Miami Avenue Miami, FL 33136	None	Public Charity	Unrestricted Donation	5,000
Concert Assoc of Florida 1470 Biscayne Blvd Miami, FL 33132	None	Public Charity	Unrestricted Donation	24,500
Coral Gables Congregational United Church of Christ 3010 De Soto Blvd Coral Gables, FL 33134	None	Public Charity	Unrestricted Donation	212
Dolphin's Cycling Challenge 347 Don Shula Drive Miami Gardens, FL 33056	None	Public Charity	Unrestricted Donation	1,000

Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Duke University Library 104 Chapel Drive Durham, NC 27708	None	Public Charity	Unrestricted Donation	69,950
First Giving Active Minds 2001 S Street NW Washington, DC 20009	None	Public Charity	Unrestricted Donation	71,601
Friend Of Music 14 Wilcox Avenue Middletown, NY 10940	None	Public Charity	Unrestricted Donation	2,000
Friends of Art 1301 Stanford Drive Coral Gables, FL 331406310	None	Public Charity	Unrestricted Donation	1,000
Georgia Tech Fund 177 North Avenue Atlanta, GA 303320220	None	Public Charity	Unrestricted Donation	250
Grayvik Animal Care Center 24 Dockside Lane 505 Key Largo, FL 33037	None	Public Charity	Unrestricted Donation	98,252
Habitat For Humanity Of The Upper Keys 98970 Overseas Hwy Key Largo, FL 33037	None	Public Charity	Unrestricted Donation	1,849
Healthnetwork Foundation 33 River Street Chagrin Fall, OH 44022	None	Public Charity	Unrestricted Donation	1,000
Human Services Coalition New York NY 10016 Miami, FL 33132	None	Public Charity	Unrestricted Donation	200
Humane Society of Greater Miami 16101 West Dixie Hwy North Miami Beach, FL 33160	None	Public Charity	Unrestricted Donation	200
Hurricane Island Outward Bound School 39 Mechanic Street Camden, ME 04843	None	Public Charity	Unrestricted Donation	200
Institute For Bioarchaeology 470 Columbus Avenue - Suite 206 San Francisco, CA 94133	None	Public Charity	Unrestricted Donation	2,000
Intrepid Fallen Heroes Fund One Intrepid Square 12th Avenue 46th Street New York, NY 100364103	None	Public Charity	Unrestricted Donation	30,100
Intrepid Museum One Intrepid Square 12th Avenue 46th Street New York, NY 100364103	None	Public Charity	Unrestricted Donation	8,158
Key Children's Foundation ORC Key Largo, FL 33037	None	Public Charity	Unrestricted Donation	200,000


Form 990PF Part XV Line 3 - Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a <i>Paid during the year</i>				
Killington Mountain School 2708 Killington Road Killington, VT 05751	None	Public Charity	Unrestricted Donation	45,168
Kristi House 1265 NW 12th Ave Miami, FL 33136	None	Public Charity	Unrestricted Donation	32,235
Last Chance Animal Rescue 20 Clairdale Drive Hampton Bay, NY 11946	None	Public Charity	Unrestricted Donation	1,500
Louisiana State University Office of Accounting Services Baton Rouge, LA 708032901	None	Public Charity	Unrestricted Donation	1,865
Lowe Art Museum Univ of Miami 1301 Stanford Drive Coral Gables, FL 33124	None	Public Charity	Unrestricted Donation	1,000
Mercer University 1400 Coleman Avenue Macon, GA 31207	None	Public Charity	Unrestricted Donation	16,385
Miami Art Museum 101 West Flagler Street Miami, FL 33130	None	Public Charity	Unrestricted Donation	1,000
Miami Childrens Hospital Foundation 3000 SW 62 Avenue Miami, FL 33155	None	Public Charity	Unrestricted Donation	5,000
Miami Transplant Institute Highland Professional Bldg 1801 NW 9th Avenue Miami, FL 33136	None	Public Charity	Unrestricted Donation	161,818
Morehouse College 830 Westview Drive SW Atlanta, GA 30314	None	Public Charity	Unrestricted Donation	558
Muscular Dystrophy Association PO Box 750 Meeker, CO 81641	None	Public Charity	Unrestricted Donation	33,333
Museum Of Contemporary Art Joan Lehman Bldg 770 NE 125 St N Miami, FL 33161	None	Public Charity	Unrestricted Donation	11,000
Museum of Science 3280 South Miami Avenue Miami, FL 33129	None	Public Charity	Unrestricted Donation	15,525
Musical Arts Association of Miami 200 S Biscayne Wachovia Finl Ctr Suite 3300 Miami, FL 33131	None	Public Charity	Unrestricted Donation	94,700
OSJ Commandery 123 E 73rd Street New York, NY 10075	None	Public Charity	Unrestricted Donation	350

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 <i>Paid during the year</i>				
Peace Inc 1137 Sherman Street 22 Denver,CO 80203	None	Public Charity	Unrestricted Donation	500
Pentangle 31 The Green PO Box 172 Woodstock,VT 05091	None	Public Charity	Unrestricted Donation	600
Project New Born PO Box 016960 R-131 Miami,FL 33101	None	Public Charity	Unrestricted Donation	937
Rock and Roll Hall of Fame One Key Plaza Cleveland,OH 44114	None	Public Charity	Unrestricted Donation	900
The Museum Of Modern Art 11 West 53 Street New York,NY 10019	None	Public Charity	Unrestricted Donation	8,324
The Wolfsonian 1001 Washington Avenue Miami Beach,FL 33139	None	Public Charity	Unrestricted Donation	1,000
U of Miami Athletic Dept 1320 S Dixie Hwy Ste 300 Coral Gables,FL 33146	None	Public Charity	Unrestricted Donation	36,820
UConn Foundation 2390 Alumni Drive Unit 3206 Storrs,CT 062693206	None	Public Charity	Unrestricted Donation	40,000
UM Sylvester 1320 S Dixie Hwy Ste 300 Coral Gables,FL 33146	None	Public Charity	Unrestricted Donation	1,485
University of California Berkeley 210 Sproul Hall 1964 Berkeley,CA 947201964	None	Public Charity	Unrestricted Donation	1,000
University of Michigan - Basketball Donation Wolverine Tower 3003 S State Street Ann Arbor,MI 48109	None	Public Charity	Unrestricted Donation	50,123
University Of Michigan School Of Art & De Wolverine Tower 3003 S State Street Ann Arbor,MI 48109	None	Public Charity	Unrestricted Donation	596
University of Washington PO Box 355880 Seattle,WA 981955882	None	Public Charity	Unrestricted Donation	4,000
University of Wisconsin Foundation 1848 University Avenue Madison,WI 53726	None	Public Charity	Unrestricted Donation	122,930
US Sailing PO Box 1260 15 Maritime Drive Portsmouth,RI 028710907	None	Public Charity	Unrestricted Donation	64,670

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 <i>Paid during the year</i>				
Vermont Public Television 204 Ethan Allen Avenue Colchester,VT 05446	None	Public Charity	Unrestricted Donation	52,003
Virginia Tech Foundation 902 Prices Fork Road 0336 Blacksburg,VA 24061	None	Public Charity	Unrestricted Donation	944
Wings Over Miami Air Museum 14710 SW 128 St Miami,FL 33196	None	Public Charity	Unrestricted Donation	13,092
Wolfsonian 1001 Washington Avenue Miami Beach,FL 33139	None	Public Charity	Unrestricted Donation	600
Women of Tomorrow 111 NE 1st Street Suite 912 Miami,FL 33132	None	Public Charity	Unrestricted Donation	133,675
Woodstock Bicycle Club One High Street Woodstock,VT 05091	None	Public Charity	Unrestricted Donation	460
Woodward Academy 1662 Rugby Avenue College Park,GA 303372199	None	Public Charity	Unrestricted Donation	25,258
Young Benefactors of Ransom 3575 Main Hwy Coconut Grove,FL 33133	None	Public Charity	Unrestricted Donation	12,878
Total  3a				4,527,344

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.

OMB No 1545-0047

2012

Name of the organization Stamps Family Charitable Foundation Inc c/o Summit Partners	Employer identification number 04-2943910
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Organization type (check one)

Filers of:	Section:
Form 990 or 990-EZ	<input type="checkbox"/> 501(c)() (enter number) organization
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust not treated as a private foundation
	<input type="checkbox"/> 527 political organization
Form 990-PF	<input checked="" type="checkbox"/> 501(c)(3) exempt private foundation
	<input type="checkbox"/> 4947(a)(1) nonexempt charitable trust treated as a private foundation
	<input type="checkbox"/> 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 33¹/₃% 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)

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

Stamps Family Charitable Foundation Inc
c/o Summit Partners

Employer identification number

04-2943910

Part II Noncash Property (see instructions) Use duplicate copies of Part II if additional space is needed.

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

Name of organization Stamps Family Charitable Foundation Inc c/o Summit Partners	Employer identification number 04-2943910
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Part III

Exclusively religious, charitable, etc., individual contributions to section 501(c)(7), (8), or (10) organizations that total more than \$1,000 for the year. Complete columns (a) through (e) and the following line entry

For organizations completing Part III, enter the total of *exclusively* religious, charitable, etc , contributions of **\$1,000 or less** for the year (Enter this information once 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
—	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>	<div></div> <div></div> <div></div>
	(e) Transfer of gift		
	Transferee's name, address, and ZIP 4		Relationship of transferor to transferee
<div></div> <div></div>		<div></div> <div></div> <div></div>	

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

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

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

**TY 2012 Investments Corporate
Bonds Schedule**

Name: Stamps Family Charitable Foundation Inc
c/o Summit Partners

EIN: 04-2943910

Name of Bond	End of Year Book Value	End of Year Fair Market Value
Northern - NT Ultra	2,358,853	2,364,083
Northern - PIMCO	1,695,825	1,571,017
Northern - TIPS	4,735,252	4,867,496

**TY 2012 Investments Corporate
Stock Schedule**

Name: Stamps Family Charitable Foundation Inc
c/o Summit Partners

EIN: 04-2943910

Name of Stock	End of Year Book Value	End of Year Fair Market Value
Developer Fianance Corporation	851,183	766,666
DFA	4,023,798	4,326,933
Northern - KDP & M	2,965,225	3,014,015
Northern - Mutual Funds	5,201,443	7,183,632

TY 2012 Investments - Other Schedule**Name:** Stamps Family Charitable Foundation Inc

c/o Summit Partners

EIN: 04-2943910

Category / Item	Listed at Cost or FMV	Book Value	End of Year Fair Market Value
Alydar	AT COST	6,953,872	13,799,235
Aregua	AT COST	5,000,000	5,144,648
Bay Pond	AT COST	1,664,604	9,692,586
CamCap Energy Offshore	AT COST	1,000,000	838,084
CamCap Resources Offshore	AT COST	2,500,000	2,509,864
Cevian	AT COST	7,000,025	8,300,549
Hawkes Bay	AT COST	3,397,584	5,234,921
Hoplite	AT COST	2,099,260	5,125,558
Silchester JET	AT COST	2,634,358	2,920,534
Spindrift	AT COST	1,131,758	2,752,946
Thirteen Partners	AT COST	1,306,781	1,750,095
Tise Peak	AT COST	2,000,000	2,294,234
Weiss Multi Strategy	AT COST	750,504	1,073,703

TY 2012 Other Expenses Schedule**Name:** Stamps Family Charitable Foundation Inc

c/o Summit Partners

EIN: 04-2943910

Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Bank Fees	5	5		0
Portfolio Deductions	23,878	23,878		0
Office	3,149	3,149		0
Filing Fees	19	19		0

TY 2012 Other Income Schedule

Name: Stamps Family Charitable Foundation Inc
c/o Summit Partners

EIN: 04-2943910

Description	Revenue And Expenses Per Books	Net Investment Income	Adjusted Net Income
Silchester JET	18,052	18,052	18,052

TY 2012 Other Professional Fees Schedule**Name:** Stamps Family Charitable Foundation Inc

c/o Summit Partners

EIN: 04-2943910

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
Management Fees	17,598	17,598		0
Custody Fees	17,174	17,174		0
Other	122,177	122,177		0

TY 2012 Substantial Contributors Schedule

Name: Stamps Family Charitable Foundation Inc
c/o Summit Partners
EIN: 04-2943910

Name	Address
E Roe Stamps IV	Seven Osprey Lane Key Largo, FL 33037

TY 2012 Taxes Schedule**Name:** Stamps Family Charitable Foundation Inc

c/o Summit Partners

EIN: 04-2943910

Category	Amount	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
State Taxes	500	500		0
Foreign Taxes	4,866	4,866		0