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 DECEMBER 1 **, 2012, and ending** NOVEMBER 30 **, 20** 13

Name of foundation: THEODORE F AND CLAIRE M HUBBARD FAMILY FOUNDATION

A Employer identification number: 47-6205113

Number and street (or P O box number if mail is not delivered to street address): 32018 EAST LAKE PARK DR

Room/suite:

B Telephone number (see instructions): 402-930-1040

City or town, state, and ZIP code: SOUTH BEND, NE 68058

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐

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

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 23256273

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

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

	Line	Description	(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)	1503785			
	2	Check ▶ ☐ if the foundation is **not** required to attach Sch. B				
	3	Interest on savings and temporary cash investments	42855	42855		
	4	Dividends and interest from securities	588604	588604		
	5a	Gross rents				
	b	Net rental income or (loss)				
	6a	Net gain or (loss) from sale of assets not on line 10	3861004			
	b	Gross sales price for all assets on line 6a				
	7	Capital gain net income (from Part IV, line 2)		3861004		
	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	5996248	4492463		
Operating and Administrative Expenses	13	Compensation of officers, directors, trustees, etc.	60000	60000		60000
	14	Other employee salaries and wages				
	15	Pension plans, employee benefits				
	16a	Legal fees (attach schedule)	22232	22232		22232
	b	Accounting fees (attach schedule)				
	c	Other professional fees (attach schedule)	138162	138162		138162
	17	Interest				
	18	Taxes (attach schedule) (see instructions)	53772	53772		53772
	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	329521	329521		329521
	25	Contributions, gifts, grants paid	3334493			3334493
	26	**Total expenses and disbursements.** Add lines 24 and 25	3664014	329521		3664014
	27	Subtract line 26 from line 12:				
	a	**Excess of revenue over expenses and disbursements**	2332234			
	b	**Net investment income** (if negative, enter -0-)		4162942		
	c	**Adjusted net income** (if negative, enter -0-)				

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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 (a) Book Value	End of year (b) Book Value	End of year (c) Fair Market Value
Assets	1 Cash—non-interest-bearing	2455444	2237145	2237145
	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 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)	11553472	17060755	21019128
	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 ▶)			
	16 **Total assets** (to be completed by all filers—see the instructions. Also, see page 1, item I)	14008916	19297900	23256273
Liabilities	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 ▶)			
	23 **Total liabilities** (add lines 17 through 22)			
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted	14008916	19297900	
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg., and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 **Total net assets or fund balances** (see instructions)			
	31 **Total liabilities and net assets/fund balances** (see instructions)	14008916	19297900	

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	14008916
2	Enter amount from Part I, line 27a	2	2332234
3	Other increases not included in line 2 (itemize) ▶ GAIN ON CONTRIBUTIONS OF SECURITIES	3	2956750
4	Add lines 1, 2, and 3	4	19297900
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	19297900

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 ATTACHED			
b				
c				
d				
e				

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

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(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	
a				
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	3861004
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 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	851771	19713591	.0432
2010	308639	19598609	.0157
2009	617449	18192109	.0339
2008	2157589	16889593	.1277
2007	2150631	22600165	.0952

2	**Total** of line 1, column (d)	2	.3157
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	.06314
4	Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	25750078
5	Multiply line 4 by line 3	5	1625859
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	42167
7	Add lines 5 and 6	7	1668026
8	Enter qualifying distributions from Part XII, line 4	8	3664014

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ (attach copy of letter if necessary—see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☑ and enter 1% of Part I, line 27b	1	41629	
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		
3	Add lines 1 and 2	3	41629	
4	Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)	4		
5	**Tax based on investment income.** Subtract line 4 from line 3. If zero or less, enter -0-	5	41629	
6	Credits/Payments.			
a	2012 estimated tax payments and 2011 overpayment credited to 2012 — 6a: 43000			
b	Exempt foreign organizations—tax withheld at source — 6b			
c	Tax paid with application for extension of time to file (Form 8868) — 6c			
d	Backup withholding erroneously withheld — 6d			
7	Total credits and payments. Add lines 6a through 6d	7	43000	
8	Enter any **penalty** for underpayment of estimated tax Check here ☐ 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		
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶	10	1371	
11	Enter the amount of line 10 to be: **Credited to 2013 estimated tax** ▶ 1371 **Refunded** ▶	11		

Part VII-A — Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		✓
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)?	1b		✓
	*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		✓
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ ________ **(2)** On foundation managers. ▶ $ ________			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ▶ $ ________			
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		✓
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		✓
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		✓
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		✓
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	✓	
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	✓	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ NEBRASKA			
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	✓	
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		✓
10	Did any persons become substantial contributors during the tax year? *If "Yes," attach a schedule listing their names and addresses*	10	✓	✓

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		✓
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		✓
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	✓	

Website address ▶

14 The books are in care of ▶ **THEODORE F HUBBARD JR** Telephone no. ▶ **402-944-4214**
Located at ▶ **32018 EAST LAKE PARK DR SOUTH BEND NE** ZIP+4 ▶ **68058**

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐
and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		✓
	See the instructions for exceptions and filing requirements for Form TD F 90-22 1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☑ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☑ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☑ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☑ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☑ No			
	(6) Agree to pay money or property to a government official? (**Exception.** Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☑ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		✓
	Organizations relying on a current notice regarding disaster assistance check here ▶☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c		✓
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)):			
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? ☐ Yes ☐ No If "Yes," list the years ▶ 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? ☐ Yes ☑ No			
b	If "Yes," did it have excess business holdings in 2012 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.)*	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		✓
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		✓

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

5a	During the year did the foundation pay or incur any amount to:			
	(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☑ No			
	(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☑ No			
	(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☑ No			
	(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☑ No			
	(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☑ No			
b	If any answer is "Yes" to 5a(1)–(5), did **any** of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?	**5b**		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☑ No			
	If "Yes," attach the statement required by Regulations section 53.4945–5(d).			
6a	Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract? ☐ Yes ☐ No			
b	Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?	**6b**		✓
	If "Yes" to 6b, file Form 8870.			
7a	At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☑ No			
b	If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?	**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
THEODORE F HUBBARD JR 32018 EAST LAKE PARK DRIVE SOUTH BEND NE 68058	PRES/DIR 20 HRS	60000	55255	0
COLLEEN HUBBARD 32018 EAST LAKE PARK DR SOUTH BEND NE 68058	VP/DIR	0	0	0
T GEOFFREY LIEBEN 2027 DODGE ST OMAHA NE 68102	SECY/DIR	0	0	0

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

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

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
MERRILL LYNCH 1044 N 115TH ST OMAHA NE 68154	INVESTMENT ADVICE	138161.94
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	
2	
All other program-related investments See 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	23868394
b	Average of monthly cash balances		1b	2273817
c	Fair market value of all other assets (see instructions)		1c	
d	**Total** (add lines 1a, b, and c)		1d	26142211
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	26142211
4	Cash deemed held for charitable activities. Enter 1 ½ % of line 3 (for greater amount, see instructions)		4	392133
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4		5	25750078
6	**Minimum investment return.** Enter 5% of line 5		6	1287504

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	1287504
2a	Tax on investment income for 2012 from Part VI, line 5	2a	41629		
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b			
c	Add lines 2a and 2b			2c	41629
3	Distributable amount before adjustments. Subtract line 2c from line 1			3	1245875
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	1245875
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	1245875

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	3664014
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	3664014
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	42167
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3621847

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				1245875
2	Undistributed income, if any, as of the end of 2012:				
a	Enter amount for 2011 only				
b	Total for prior years: 20___,20___,20___				
3	Excess distributions carryover, if any, to 2012:				
a	From 2007 . . . 1521589				
b	From 2008 . . . 2157189				
c	From 2009 . . . 617449				
d	From 2010 . . . 308639				
e	From 2011 . . . 851772				
f	**Total** of lines 3a through e	5456638			
4	Qualifying distributions for 2012 from Part XII, line 4: ▶ $ 3664014				
a	Applied to 2011, but not more than line 2a				
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	3664014			
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a).)*	1245875			1245875
6	**Enter the net total of each column as indicated below:**				
a	Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	7874777			
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				
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)	275714			
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a	7599063			
10	Analysis of line 9:				
a	Excess from 2008 . . . 2157189				
b	Excess from 2009 . . . 617449				
c	Excess from 2010 . . . 308639				
d	Excess from 2011 . . . 851772				
e	Excess from 2012 . . . 3664014				

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 foundation is a private operating foundation described in section ☐ 4942(j)(3) or ☐ 4942(j)(5)

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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 foundation had $5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

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

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 or e-mail 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 Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
MAKE A WISH FOUNDATION OMAHA, NE		P	HEALTH	15000.00
UNIVERSITY OF NEBRASKA FOUNDATION OMAHA, NE		P	EDUCATION	408493.82
OMAHA ZOO FOUNDATION		P	EDUCATION	2710999.20
MIDLANDS COMMUNITY FOUNDATION		P	COMMUNITY SUPPORT	200000.00
Total . . . . ▶ 3a				3334493
b *Approved for future payment*				
Total . . . . ▶ 3b				

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions.)
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities					
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					
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)					

13 **Total.** Add line 12, columns (b), (d), and (e) 13

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

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)

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

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

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
CLAIRE M HUBBARD FOUNDATION	PRIVATE FOUNDATION	COMMON DIRECTOR

Sign Here

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

Signature of officer or trustee: [signature] Date: 12-23-14 Title: President

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
T GEOFFREY LIEBEN	[signature]	1-30-12		

Firm's name ▶ SLOWIACZEL ALBERS ASTLEY	Firm's EIN ▶ 46-3900785
Firm's address ▶ 2027 DODGE ST OMAHA NE 68102	Phone no 402-930-1040

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

Schedule of Contributors

▶ **Attach to Form 990, Form 990-EZ, or Form 990-PF.**

OMB No 1545-0047

2012

Name of the organization	**Employer identification number**
THEODORE F & CLAIRE M HUBBARD FOUNDATION	47-6205113

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 33⅓ % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of **(1)** $5,000 or **(2)** 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than $1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.

☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than $1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of $5,000 or more during the year . . . . ▶ $ ____________

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

Name of organization	Employer identification number
THEODORE F & CLAIRE M HUBBARD FAMILY FOUNDATION	47-6205113

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	CLAIRE M HUBBARD CHARITABLE LEAD TRUST #4 32018 E LAKE PARK DR SOUTH BEND NE 68058	$ 1503785.47	Person ☐ Payroll ☐ Noncash ☑ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution.)
		$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization	Employer identification number
THEODORE F & CLAIRE M HUBBARD FAMILY FOUNDATION	47-6205113

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	TRADED SECURITIES	$ 1349776.47	12/18/2012
		$	
		$	
		$	
		$	
		$	

Name of organization	Employer identification number
THEODORE F & CLAIRE M HUBBARD FAMILY FOUNDATION	47-6205113

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

(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

2012 990 PF
PART 1
LINES 16A, 16C,18
PART VII-A
LINE 10

LINE 16A

LEGAL FEES	LIEBEN WHITTED LAW FIRM	$ 22,232.00

LINE 16C

OTHER FEES	MERRILL LYNCH	$ 138,162.00

LINE 18

TAXES	IRS	$ 48,503.16
	FOREIGN TAX	$ 5,629.29
		$ 53,772.00

PART VII-A
LINE 10

SUBSTANIAL CONTRIBUTOR

CLAIRE M HUBBARD CHARITABLE LEAD TRUST #4
C/O THEODORE F HUBBARD JR TRUSTEE
32018 EAST LAKE PARK DRIVE
SOUTH BEND NE 68058

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
1,988.0000	SPDR S P EMRGNG LATIN AM	10/08/09	01/11/13	150,517.05	146,629.71	3,887.34 LT
360.0000	SPDR S P EMRGNG LATIN AM	01/07/10	01/11/13	27,256 61	29,831.87	(2,575.26) LT
25.0000	SPDR S P EMRGNG LATIN AM	03/24/11	01/11/13	1,892.82	2,174.33	(281 51) LT
19.0000	SPDR S P EMRGNG LATIN AM	10/27/11	01/11/13	1,438.54	1,442.67	(4 13) LT
1,304 0000	SPDR S P EMRGNG LATIN AM	03/01/12	01/11/13	98,729 50	106,977 56	(8,248.06) ST
1,091.0000	SPDR S P EMRGNG LATIN AM	04/11/12	01/11/13	82,602.67	83,909.47	(1,306 80) ST
9.0000	SPDR S P EMRGNG LATIN AM	07/16/12	01/11/13	681 42	618.66	62.76 ST
7,915.0000	ISHARES MSCI BRIC INDEX	02/01/12	01/11/13	327,149.69	334,797.37	(7,647.68) ST
119.0000	ISHARES MSCI BRIC INDEX	03/01/12	01/11/13	4,918.61	5,237.19	(318.58) ST
8,012.0000	ISHARES MSCI BRIC INDEX	04/11/12	01/11/13	331,158.99	321,234.74	9,924 25 ST
3,355 0000	ISHARES MSCI CHINA SMALL	10/16/12	01/11/13	145,670.84	116,854.65	28,816.19 ST
3,156.0000	ISHARES MSCI CHINA INDEX	10/19/12	01/11/13	155,283.40	140,031.72	15,251.68 ST
5,965 0000	CURRENCYSHARES SWISS	01/30/13	02/22/13	630,190.51	643,452.55	(13,262.04) ST
4,107 0000	CURRENCYSHARES SWEDISH	01/30/13	02/22/13	636,037.18	644,224.02	(8,186.84) ST
5,061.0000	ALPS ETF TR	11/04/10	04/03/13	207,244.32	191,828.09	15,416.23 LT
16.0000	ALPS ETF TR	11/04/10	04/03/13	655 18	696.35	(41.17) LT
56.0000	ALPS ETF TR	12/02/10	04/03/13	2,293.16	2,005.36	287.80 LT
10 0000	ALPS ETF TR	03/24/11	04/03/13	409.49	356.80	52.69 LT
50.0000	ALPS ETF TR	10/27/11	04/03/13	2,047.47	1,739.50	307 97 LT
12 0000	ALPS ETF TR	03/01/12	04/03/13	491.40	437.04	54.36 LT
697.0000	SPDR GOLD TRUST	05/30/12	04/03/13	104,938.17	105,627.01	(688.84) ST
295.0000	SPDR GOLD TRUST	06/01/12	04/03/13	44,414 30	46,457.50	(2,043.20) ST
5,636.0000	ISHARES TR LARGE GROWTH	02/25/10	05/22/13	483,063.29	320,462.96	162,600.33 LT
351.0000	ISHARES S&P ASIA 50	08/07/09	05/15/13	16,440.47	12,843.09	3,597 38 LT
5,779.0000	ISHARES S&P ASIA 50	10/08/09	05/15/13	270,682.30	221,099.34	49,582.96 LT
635.0000	ISHARES S&P ASIA 50	01/07/10	05/15/13	29,742.73	26,011.19	3,731.54 LT
21 0000	ISHARES S&P ASIA 50	03/24/11	05/15/13	983.61	969.57	14.04 LT
21.0000	ISHARES S&P ASIA 50	07/20/11	05/15/13	983.61	977.07	6.54 LT
32.0000	ISHARES S&P ASIA 50	03/01/12	05/15/13	1,498.84	1,463.70	35.14 LT
11,090.0000	ISHARES S&P ASIA 50	02/08/13	05/15/13	519,443.99	523,557 79	(4,113.80) ST
5,079.0000	ISHARES MSCI AUSTRALIA	11/05/12	07/23/13	121,261.55	123,652.83	(2,391.28) ST
16.0000	ISHARES CORE S&P MID-CAP	06/06/13	07/23/13	1,981.41	1,869.72	111.69 ST
13.0000	ISHARES MSCI PACIFIC	02/08/13	07/23/13	591.24	636.09	(44.85) ST
2,963.0000	ISHARES 20+ YEAR	09/17/12	07/11/13	318,822.97	354,906.24	(36,083.27) ST
2,955 0000	ISHARES 20+ YEAR	09/17/12	07/11/13	317,962.15	353,948.01	(35,985.86) ST
3,344.0000	ISHARES 20+ YEAR	04/03/13	07/11/13	359,819.12	398,302.61	(38,483.49) ST
31.0000	ISHARES 20+ YEAR	04/03/13	07/23/13	3,367.31	3,692 40	(325.09) ST
106.0000	ISHARES MSCI EMERGING	07/11/13	07/23/13	4,263.57	4,156.27	107.30 ST
774.0000	WISDOMTREE TRUST JAPAN	05/23/13	07/23/13	37,772.78	37,827.86	(55.08) ST
1,050.0000	SPDR INDEX SHS FDS	07/16/12	07/23/13	37,223.95	28,565.04	8,658.91 LT

REALIZED CAPITAL GAIN AND LOSS SUMMARY

Quantity	Security Description	Date of Acquisition	Date of Liquidation	Sale Amount	Cost Basis	Gain or (Loss)
3,064.0000	VANGUARD MEGA CAP 300	05/30/08	07/22/13	195,173 40	151,484.17	43,689.23 LT
4,624.0000	VANGUARD MEGA CAP 300	03/18/09	07/23/13	294,406.34	138,340.37	156,065.97 LT
1,440.0000	VANGUARD MEGA CAP 300	07/30/09	07/23/13	91,683.64	53,582.40	38,101.24 LT
110.0000	VANGUARD MEGA CAP 300	03/24/11	07/22/13	7,006.88	5,315.20	1,691.68 LT
73.0000	VANGUARD MEGA CAP 300	07/20/11	07/22/13	4,650.02	3,679.59	970.43 LT
3.0000	VANGUARD MEGA CAP 300	10/27/11	07/22/13	191.09	147.15	43.94 LT
75.0000	VANGUARD MEGA CAP 300	03/01/12	07/22/13	4,777.42	4,021.50	755.92 LT
13.0000	ISHARES -3 YEAR INTL	06/15/12	07/23/13	1,211.70	1,230.43	(18.73) LT
298.0000	ISHARES MSCI EMU ETF	04/25/12	07/23/13	10,381.57	8,856.44	1,525 13 LT
332 0000	SPDR GOLD TRUST	06/01/12	07/23/13	43,064 33	52,284.37	(9,220.04) LT
24.0000	BERKSHIRE HATHAWAY INC	03/07/95	08/27/13	4,015,313.13	518,553.48	3,496,759.65 LT
8,596.0000	ISHARES MSCI EMERGING	07/11/13	08/29/13	324,065.28	337,050.02	(12,984.74) ST
2,452.0000	ISHARES -3 YEAR INTL	06/15/12	08/29/13	228,547.59	232,078.21	(3,530.62) LT
249.0000	ISHARES -3 YEAR INTL	07/16/12	08/29/13	23,208 96	23,307.08	(98.12) LT
2.774.0000	SPDR GOLD TRUST	06/01/12	08/29/13	376,728.16	436,857 96	(60,129.80) LT
5,495 0000	ISHARES S&P 500 VALUE	04/25/12	01/11/13	376,893.61	350,420.55	26,473.06 ST
60.0000	ISHARES S&P 500 VALUE	07/16/12	01/11/13	4,115.31	3,703.07	412 24 ST
20,000.0000	GOLD SACS CORE FXD IN A	12/23/09	11/15/13	206,800.00	187,800.00	19,000.00 LT
19,342.0000	GOLD SACS CORE FXD IN A	12/23/09	11/15/13	199,990.93	181,621.38	18,369.55 LT
0.8580	GOLDMAN SACHS CORE FIXED	12/23/09	11/15/13	8.88	N/A	8.88 LT
0.0190	GOLD SACS CORE FXD IN A	06/18/10	11/15/13	0.19	0.18	0.01 LT
152.0000	EMERSON ELEC CO	09/10/13	11/12/13	10,089.34	9,683.31	406.03 ST
80.0000	GENUINE PARTS CO	09/10/13	11/13/13	6,528 07	6,467.47	60.60 ST
78.0000	UNITED PARCEL SVC CL B	09/10/13	11/13/13	7,861.25	6,871.61	989.64 ST
54.0000	UNITED TECHS CORP COM	09/10/13	11/15/13	5,871.58	5,741.96	129.62 ST
18,560.0000	BLACKROCK FLT RTE INC IN	09/10/13	11/08/13	194,880.00	193,766.40	1,113.60 ST

2012 990-PF
Part II
Line 10b

Quantity	Description	Cost	Value
41349.116	Goldman Sattelite Strat	$ 323,894.62	$ 339,476.24
9134.276	Goldman Inc Builder	$ 206,800.01	$ 206,982.69
35970.142	Goldman Core Fixed Inc	$ 337,767.69	$ 371,931.27
6308	ISHS MSCI AUSTR	$ 153,573.94	$ 159,970.88
4208	ISHS CORE S&P	$ 491,735.52	$ 548,849.44
3278	ISHS MSCI PAC EX-JAP	$ 160,392.54	$ 157,606.24
2348	ISHS 20 YR TREAS	$ 279,669.41	$ 245,248.60
8412	ISHS MSCI EMER	$ 329,835.36	$ 356,248.20
28716	ISHS MORN LG-CAP GWTH	$ 1,773,782.72	$ 2,800,671.48
4686	VANG MSCI EUR	$ 212,719.40	$ 268,788.96
14385	WISDOM TR JAPAN	$ 661,345.51	$ 723,709.35
30344	SPDR INX SHS	$ 938,967.39	$ 1,249,262.48
25085	VANG MEGA CAP	$ 955,566.37	$ 1,766,485.70
9851	VANG MEGA CAP VAL	$ 482,986.86	$ 534,712.28
5293	ISHS 3 YR INTL	$ 516,537.06	$ 503,332.54
12034	ISHS S&P 500 GRWTH	$ 881,302.06	$ 1,156,587.74
7782	ISHS S&P MID CAP	$ 845,825.58	$ 884,502.12
2521	ISHS EUR	$ 92,844.86	$ 116,823.14
11229	ISHS MSCI EMU	$ 338,565.34	$ 453,202.44
26338	ISH RUSS TOP 200	$ 849,994.29	$ 1,086,969.26
11037	VANG S&P GWTH	$ 685,702.08	$ 955,020.57
28010	VNG S&P VALUE	$ 1,772,373.66	$ 2,257,325.90
663	ATLAS	$ 18,796.05	$ 18,524.22
850	ALTRIA	$ 29,585.53	$ 31,433.00
299	ANN BUSCH	$ 28,730.16	$ 30,530.89
733	ATT	$ 24,970.67	$ 25,808.93
279	BHP BILLITON	$ 17,067.60	$ 16,929.72
276	BRIT AM TOBACCO	$ 28,943.90	$ 29,347.08
219	CHEVRON	$ 26,674.18	$ 26,814.36
894	COCA COLA	$ 34,434.65	$ 35,929.86
182	COCA COLA	$ 7,287.01	$ 7,314.58
333	DBS GRP	$ 17,465.85	$ 18,268.38
199	DIAGEO PLC	$ 24,852.79	$ 25,406.33
699	DEUTSCHE POST	$ 21,536.89	$ 24,800.52
387	ENI SPA	$ 17,683.88	$ 18,521.82
179	EMERSON ELEC	$ 11,403.38	$ 11,991.21
402	GLAXO	$ 20,180.36	$ 21,273.84
205	GLAXO	$ 10,706.54	$ 10,848.60
482	GIVAUDAN	$ 13,558.66	$ 13,630.96
252	GEN PARTS	$ 20,372.54	$ 20,875.68
303	HSBC	$ 16,831.65	$ 16,998.30

4086	HENNES & MAURITZ	$	31,017.64	$	34,526.70
600	IMP TOB GRP	$	42,984.00	$	45,852.00
215	JOHNSON&JOHNSON	$	18,949.05	$	20,351.90
460	KRAFT	$	24,772.43	$	24,435.20
634	LORILLARD	$	28,046.77	$	32,543.22
639	MERCK	$	30,784.78	$	31,841.37
339	MCDONALDS	$	32,793.78	$	33,008.43
79	MCDONALDS	$	7,644.78	$	7,692.23
1074	MICROSOFT	$	34,664.96	$	40,951.62
142	NATL BK CANADA	$	11,489.22	$	12,401.36
505	NOVARTIS	$	38,467.37	$	39,955.60
421	NESTLE	$	27,760.74	$	30,779.31
19	NESTLE	$	1,381.56	$	1,389.09
115	NESTLE	$	8,423.00	$	8,407.65
124	NORTHRUP	$	11,738.77	$	13,972.32
254	PHIIP MORRIS	$	21,432.49	$	21,727.16
273	PEPSICO	$	21,636.89	$	23,057.58
1213	PFIZER	$	34,431.98	$	38,488.49
329	REYNOLDS	$	15,655.79	$	16,598.05
346	SHELL	$	23,370.36	$	24,199.24
546	ROCHE	$	34,660.08	$	38,247.30
656	ROGERS	$	27,558.56	$	29,408.48
113	SYNGENTA	$	9,049.04	$	8,860.33
95	SYNGENTA	$	7,534.30	$	7,448.95
731	SANOFI	$	35,832.04	$	38,618.73
387	SINGAPORE TEL	$	11,044.98	$	11,520.99
922	SVENSKA HANDELS	$	20,376.20	$	21,482.60
340	TOTAL SA	$	19,044.66	$	20,508.80
588	UNILEVER	$	22,519.22	$	23,084.64
202	UPS	$	17,795.69	$	20,680.64
512	US BANCORP	$	18,835.20	$	20,080.64
182	UNITED TECHS	$	19,352.51	$	20,176.52
466	VERIZON	$	21,340.94	$	23,122.92
566	VODAFONE	$	18,513.07	$	20,992.94
205	KONE OYJ	$	17,835.00	$	18,882.30
739	EUTELSAT	$	22,873.37	$	21,793.92
264	LEGRAND	$	14,549.04	$	14,602.61
702	JAPAN TOBACCO	$	24,829.74	$	23,728.09
4519	ISHS 1-3 YR BD	$	473,687.81	$	476,935.26
2105	ISHS INTER CREDIT BD	$	223,544.26	$	228,497.75
12372	ISHS US PFD	$	466,551.83	$	472,239.24
1810	ISHS EMER MKTS	$	91,080.11	$	90,644.80
26553	BLACKROCK FLOATING RATE	$	277,213.32	$	278,806.50
124865	BLACKROCK HI YLD	$	1,014,423.15	$	1,037,628.15
		$	17,060,755.04	$	21,019,127.42