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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<br><b>THE PHILIP AND IRENE TOLL GAGE FOUNDATION</b>                                                                                                                                                                                                                                          |  | A Employer identification number<br><b>58-1727394</b>                                                                                                                      |
| Number and street (or P O box number if mail is not delivered to street address)<br><b>3414 PEACHTREE RD. NE, STE. 722</b>                                                                                                                                                                                      |  | B Telephone number (see instructions)<br><b>404- 842-1870</b>                                                                                                              |
| City or town, state, and ZIP code<br><b>ATLANTA, GA 30326-1166</b>                                                                                                                                                                                                                                              |  | C If exemption application is pending, check here <input type="checkbox"/>                                                                                                 |
| G Check all that apply:<br><input type="checkbox"/> Initial return<br><input type="checkbox"/> Final return<br><input type="checkbox"/> Address change<br><input type="checkbox"/> Initial return of a former public charity<br><input type="checkbox"/> Amended return<br><input type="checkbox"/> Name change |  | D 1 Foreign organizations, check here <input type="checkbox"/><br>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<br><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) <b>\$ 8,441,795.</b>                                                                                                                                                                                                         |  | 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<br><input type="checkbox"/> Other (specify) _____<br>(Part I, column (d) must be on cash basis.)                                                                                                                 |  |                                                                                                                                                                            |

| Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions).) |                                                                                     | (a) Revenue and expenses per books | (b) Net investment income | (c) Adjusted net income | (d) Disbursements for charitable purposes (cash basis only) |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|------------------------------------|---------------------------|-------------------------|-------------------------------------------------------------|
| Revenue                                                                                                                                                             | 1 Contributions, gifts, grants, etc., received (attach schedule)                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 2 Check <input type="checkbox"/> if the foundation is not required to attach Sch. B |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 3 Interest on savings and temporary cash investments                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 4 Dividends and interest from securities                                            | 128,285.                           | 127,212.                  |                         | STMT 1                                                      |
|                                                                                                                                                                     | 5a Gross rents                                                                      |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Net rental income or (loss)                                                       |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 6a Net gain or (loss) from sale of assets not on line 10                            | 433,247.                           |                           |                         |                                                             |
|                                                                                                                                                                     | b Gross sales price for all assets on line 6a <b>3,601,639.</b>                     |                                    | 433,247.                  |                         |                                                             |
|                                                                                                                                                                     | 7 Capital gain net income (from Part IV, line 2)                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 8 Net short-term capital gain                                                       |                                    |                           |                         |                                                             |
| Operating and Administrative Expenses                                                                                                                               | 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)                                                   | 566.                               |                           |                         | STMT 14                                                     |
|                                                                                                                                                                     | 12 Total Add lines 1 through 11                                                     | 562,098.                           | 560,459.                  |                         |                                                             |
|                                                                                                                                                                     | 13 Compensation of officers, directors, trustees, etc                               | 24,828.                            | 12,414.                   |                         | 12,414.                                                     |
|                                                                                                                                                                     | 14 Other employee salaries and wages                                                |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 15 Pension plans, employee benefits                                                 |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 16a Legal fees (attach schedule)                                                    |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | b Accounting fees (attach schedule) STMT 15                                         | 1,675.                             | NONE                      | NONE                    | 1,675.                                                      |
|                                                                                                                                                                     | c Other professional fees (attach schedule) STMT 16                                 | 49,015.                            | 49,015.                   |                         |                                                             |
|                                                                                                                                                                     | 17 Interest                                                                         |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 18 Taxes (attach schedule) (see instructions) STMT 17                               | 3,479.                             | 3,479.                    |                         |                                                             |
|                                                                                                                                                                     | 19 Depreciation (attach schedule) and depletion                                     |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 20 Occupancy                                                                        |                                    |                           |                         |                                                             |
|                                                                                                                                                                     | 21 Travel, conferences, and meetings                                                | 4,462.                             |                           |                         | 4,462.                                                      |
| 22 Printing and publications                                                                                                                                        |                                                                                     |                                    |                           |                         |                                                             |
| 23 Other expenses (attach schedule) STMT 18                                                                                                                         | 3,330.                                                                              | 405.                               |                           | 2,925.                  |                                                             |
| 24 Total operating and administrative expenses. Add lines 13 through 23                                                                                             | 86,789.                                                                             | 65,313.                            | NONE                      | 21,476.                 |                                                             |
| 25 Contributions, gifts, grants paid                                                                                                                                | 338,500.                                                                            |                                    |                           | 338,500.                |                                                             |
| 26 Total expenses and disbursements Add lines 24 and 25                                                                                                             | 425,289.                                                                            | 65,313.                            | NONE                      | 359,976.                |                                                             |
| 27 Subtract line 26 from line 12                                                                                                                                    |                                                                                     |                                    |                           |                         |                                                             |
| a Excess of revenue over expenses and disbursements                                                                                                                 | 136,809.                                                                            |                                    |                           |                         |                                                             |
| b Net investment income (if negative, enter -0-)                                                                                                                    |                                                                                     | 495,146.                           |                           |                         |                                                             |
| 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 | End of year    |                       |
|-----------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------------------------------------------------------------------------------------------|------------|-------------------|----------------|-----------------------|
|                             |                                                                                                                                                |                                                                                                                                   |            | (a) Book Value    | (b) Book Value | (c) Fair Market Value |
| Assets                      | 1                                                                                                                                              | Cash - non-interest-bearing . . . . .                                                                                             |            |                   |                |                       |
|                             | 2                                                                                                                                              | Savings and temporary cash investments . . . . .                                                                                  | 223,978.   | 153,460.          | 153,460.       |                       |
|                             | 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 . . . . .                                                                                   |            |                   |                |                       |
|                             | 10 a                                                                                                                                           | Investments - U S and state government obligations (attach schedule) . . . . .                                                    |            |                   |                |                       |
|                             | b                                                                                                                                              | Investments - corporate stock (attach schedule) . <b>STMT 19</b>                                                                  | 6,554,848. | 6,690,674.        | 8,288,335.     |                       |
|                             | c                                                                                                                                              | Investments - corporate bonds (attach schedule) . . . . .                                                                         |            | NONE              | NONE           |                       |
|                             | 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                          | <b>Total assets</b> (to be completed by all filers - see the instructions. Also, see page 1, item I) . . . . .                                 | 6,778,826.                                                                                                                        | 6,844,134. | 8,441,795.        |                |                       |
| 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                          | <b>Total liabilities</b> (add lines 17 through 22) . . . . .                                                                                   |                                                                                                                                   | NONE       |                   |                |                       |
| Net Assets or Fund Balances | <b>Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/></b><br><b>and complete lines 24 through 26 and lines 30 and 31.</b> |                                                                                                                                   |            |                   |                |                       |
|                             | 24                                                                                                                                             | Unrestricted . . . . .                                                                                                            |            |                   |                |                       |
|                             | 25                                                                                                                                             | Temporarily restricted . . . . .                                                                                                  |            |                   |                |                       |
|                             | 26                                                                                                                                             | Permanently restricted . . . . .                                                                                                  |            |                   |                |                       |
|                             | <b>Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ <input checked="" type="checkbox"/></b>             |                                                                                                                                   |            |                   |                |                       |
|                             | 27                                                                                                                                             | Capital stock, trust principal, or current funds . . . . .                                                                        | 6,778,826. | 6,844,134.        |                |                       |
|                             | 28                                                                                                                                             | Paid-in or capital surplus, or land, bldg, and equipment fund . . . . .                                                           |            |                   |                |                       |
|                             | 29                                                                                                                                             | Retained earnings, accumulated income, endowment, or other funds . . . . .                                                        |            |                   |                |                       |
|                             | 30                                                                                                                                             | <b>Total net assets or fund balances</b> (see instructions) . . . . .                                                             | 6,778,826. | 6,844,134.        |                |                       |
|                             | 31                                                                                                                                             | <b>Total liabilities and net assets/fund balances</b> (see instructions) . . . . .                                                | 6,778,826. | 6,844,134.        |                |                       |

**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 | 6,778,826. |
| 2 | Enter amount from Part I, line 27a . . . . .                                                                                                                         | 2 | 136,809.   |
| 3 | Other increases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 20</b> . . . . .                                                                                 | 3 | 1,040.     |
| 4 | Add lines 1, 2, and 3 . . . . .                                                                                                                                      | 4 | 6,916,675. |
| 5 | Decreases not included in line 2 (itemize) ▶ <b>SEE STATEMENT 21</b> . . . . .                                                                                       | 5 | 72,541.    |
| 6 | Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30 . . . . .                                                      | 6 | 6,844,134. |

Form 990-PF (2012)

**Part IV Capital Gains and Losses for Tax on Investment Income**

| (a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs MLC Co)                                                                       |                                            |                                                 | (b) How acquired<br>P - Purchase<br>D - Donation                                       | (c) Date acquired<br>(mo, day, yr) | (d) Date sold<br>(mo, day, yr) |
|--------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|--------------------------------------------|-------------------------------------------------|----------------------------------------------------------------------------------------|------------------------------------|--------------------------------|
| <b>1a PUBLICLY TRADED SECURITIES</b>                                                                                                                                                                   |                                            |                                                 |                                                                                        |                                    |                                |
| <b>b OTHER GAINS AND LOSSES</b>                                                                                                                                                                        |                                            |                                                 |                                                                                        |                                    |                                |
| <b>c</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                        |                                    |                                |
| <b>d</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                        |                                    |                                |
| <b>e</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                        |                                    |                                |
| (e) Gross sales price                                                                                                                                                                                  | (f) Depreciation allowed<br>(or allowable) | (g) Cost or other basis<br>plus expense of sale | (h) Gain or (loss)<br>(e) plus (f) minus (g)                                           |                                    |                                |
| <b>a</b> 3,531,670.                                                                                                                                                                                    |                                            | 3,103,521.                                      | 428,149.                                                                               |                                    |                                |
| <b>b</b> 69,951.                                                                                                                                                                                       |                                            | 64,871.                                         | 5,080.                                                                                 |                                    |                                |
| <b>c</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                        |                                    |                                |
| <b>d</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                        |                                    |                                |
| <b>e</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                        |                                    |                                |
| Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69                                                                                                            |                                            |                                                 | (i) Gains (Col (h) gain minus col (k), but not less than -0- or Losses (from col (h))) |                                    |                                |
| (i) FMV as of 12/31/69                                                                                                                                                                                 | (j) Adjusted basis<br>as of 12/31/69       | (k) Excess of col (i)<br>over col (j), if any   |                                                                                        |                                    |                                |
| <b>a</b>                                                                                                                                                                                               |                                            |                                                 | 428,149.                                                                               |                                    |                                |
| <b>b</b>                                                                                                                                                                                               |                                            |                                                 | 5,080.                                                                                 |                                    |                                |
| <b>c</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                        |                                    |                                |
| <b>d</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                        |                                    |                                |
| <b>e</b>                                                                                                                                                                                               |                                            |                                                 |                                                                                        |                                    |                                |
| <b>2 Capital gain net income or (net capital loss)</b> { If gain, also enter in Part I, line 7<br>If (loss), enter -0- in Part I, line 7 }                                                             |                                            |                                                 | <b>2</b>                                                                               | 433,247.                           |                                |
| <b>3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):</b><br>If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8 |                                            |                                                 | <b>3</b>                                                                               |                                    |                                |

**Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income**

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income.)

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

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

☐ Yes ☒ No

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

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

| (a)<br>Base period years<br>Calendar year (or tax year beginning in)                                                                                                                                                        | (b)<br>Adjusted qualifying distributions | (c)<br>Net value of noncharitable-use assets | (d)<br>Distribution ratio<br>(col (b) divided by col (c)) |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------|----------------------------------------------|-----------------------------------------------------------|
| 2011                                                                                                                                                                                                                        | 382,096.                                 | 7,522,755.                                   | 0.050792                                                  |
| 2010                                                                                                                                                                                                                        | 388,833.                                 | 7,648,245.                                   | 0.050840                                                  |
| 2009                                                                                                                                                                                                                        | 282,235.                                 | 7,018,151.                                   | 0.040215                                                  |
| 2008                                                                                                                                                                                                                        | 429,202.                                 | 6,531,809.                                   | 0.065710                                                  |
| 2007                                                                                                                                                                                                                        | 498,610.                                 | 8,676,871.                                   | 0.057464                                                  |
| <b>2 Total of line 1, column (d)</b>                                                                                                                                                                                        |                                          |                                              | <b>2</b> 0.265021                                         |
| <b>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</b>                                       |                                          |                                              | <b>3</b> 0.053004                                         |
| <b>4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5</b>                                                                                                                                       |                                          |                                              | <b>4</b> 7,968,963.                                       |
| <b>5 Multiply line 4 by line 3</b>                                                                                                                                                                                          |                                          |                                              | <b>5</b> 422,387.                                         |
| <b>6 Enter 1% of net investment income (1% of Part I, line 27b)</b>                                                                                                                                                         |                                          |                                              | <b>6</b> 4,951.                                           |
| <b>7 Add lines 5 and 6</b>                                                                                                                                                                                                  |                                          |                                              | <b>7</b> 427,338.                                         |
| <b>8 Enter qualifying distributions from Part XII, line 4</b><br>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. |                                          |                                              | <b>8</b> 359,976.                                         |

**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 <input type="checkbox"/> and enter "N/A" on line 1. . . . .<br>Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions) |    | 1      | 9,903. |
| b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input type="checkbox"/> and enter 1% of Part I, line 27b . . . . .                                                                                     |    |        |        |
| c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).                                                                                                                      |    |        |        |
| 2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .                                                                                                                            |    | 2      |        |
| 3 Add lines 1 and 2 . . . . .                                                                                                                                                                                                                   |    | 3      | 9,903. |
| 4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-) . . . . .                                                                                                                          |    | 4      | NONE   |
| 5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0- . . . . .                                                                                                                                             |    | 5      | 9,903. |
| 6 Credits/Payments                                                                                                                                                                                                                              |    |        |        |
| a 2012 estimated tax payments and 2011 overpayment credited to 2012 . . . . .                                                                                                                                                                   | 6a | 6,744. |        |
| b Exempt foreign organizations - tax withheld at source . . . . .                                                                                                                                                                               | 6b | NONE   |        |
| c Tax paid with application for extension of time to file (Form 8868) . . . . .                                                                                                                                                                 | 6c | NONE   |        |
| d Backup withholding erroneously withheld . . . . .                                                                                                                                                                                             | 6d |        |        |
| 7 Total credits and payments. Add lines 6a through 6d . . . . .                                                                                                                                                                                 |    | 7      | 6,744. |
| 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      | 3,159. |
| 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 type="checkbox"/> NONE Refunded <input type="checkbox"/>                                                                                                             |    | 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? . . . . .                                                                                                                                                                      |     | X  |
| b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the definition)? . . . . .<br>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 |     | X  |
| c Did the foundation file Form 1120-POL for this year? . . . . .                                                                                                                                                                                                                                                                                       |     | X  |
| d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year<br>(1) On the foundation <input type="checkbox"/> \$ _____ (2) On foundation managers <input type="checkbox"/> \$ _____                                                                                                                            |     |    |
| e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ _____                                                                                                                                                                              |     |    |
| 2 Has the foundation engaged in any activities that have not previously been reported to the IRS? . . . . .<br>If "Yes," attach a detailed description of the activities                                                                                                                                                                               |     | X  |
| 3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes . . . . .                                                                                                                 |     | X  |
| 4a Did the foundation have unrelated business gross income of \$1,000 or more during the year? . . . . .                                                                                                                                                                                                                                               |     | X  |
| b If "Yes," has it filed a tax return on Form 990-T for this year? . . . . .                                                                                                                                                                                                                                                                           |     |    |
| 5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? . . . . .<br>If "Yes," attach the statement required by General Instruction T                                                                                                                                                                         |     | X  |
| 6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either.<br>• By language in the governing instrument, or<br>• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument? . . . . .         | X   |    |
| 7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV                                                                                                                                                                                                                     | X   |    |
| 8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> GA                                                                                                                                                                                                                      |     |    |
| 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 . . . . .                                                                                                                                | X   |    |
| 9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV . . . . .                                                                                       |     | X  |
| 10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses . . . . .                                                                                                                                                                                                        |     | X  |

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

|                            |                                                                                                                                                                                                                                                                                                                                     |    |     |      |
|----------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----|-----|------|
| 11                         | At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)                                                                                                                                             | 11 |     | X    |
| 12                         | Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)                                                                                                                                            | 12 |     | X    |
| 13                         | Did the foundation comply with the public inspection requirements for its annual returns and exemption application?                                                                                                                                                                                                                 | 13 | X   |      |
| Website address <u>N/A</u> |                                                                                                                                                                                                                                                                                                                                     |    |     |      |
| 14                         | The books are in care of <u>LARRY HOOKS</u> Telephone no <u>(404) 842-1870</u>                                                                                                                                                                                                                                                      |    |     |      |
|                            | Located at <u>3414 PEACHTREE RD, NE, STE 722, ATLANTA, GA</u> ZIP+4 <u>30308</u>                                                                                                                                                                                                                                                    |    |     |      |
| 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 <u>15</u>                                                                                                              |    |     |      |
| 16                         | At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country <u></u> | 16 | Yes | No X |

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

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

|                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       | Yes | No |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-----|----|
| 1a During the year did the foundation (either directly or indirectly):                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                |     |    |
| (1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                                            |     |    |
| (2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                    |     |    |
| (3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                                        |     |    |
| (4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                                              |     |    |
| (5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                     |     |    |
| (6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                   |     |    |
| 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)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                            | 1b  | X  |
| Organizations relying on a current notice regarding disaster assistance check here <input type="checkbox"/>                                                                                                                                                                                                                                                                                                                                                                                                                                                           |     |    |
| 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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                         | 1c  | X  |
| 2 Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).                                                                                                                                                                                                                                                                                                                                                                                      |     |    |
| a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                               |     |    |
| If "Yes," list the years <u></u>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |     |    |
| b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                        | 2b  | X  |
| c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>                                                                                                                                                                                                                                                                                                                                                                                                                                             |     |    |
| 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? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No | 3b  |    |
| 4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                                                                                                                                                | 4a  | X  |
| b Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No                                                                                                                                                                                                                                                               | 4b  | X  |

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**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)? ☐ Yes ☒ NoOrganizations 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? ☐ Yes ☒ 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? ☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**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 |
|----------------------------------------------------------------------|-----------------------------------------------------------|-------------------------------------------|-----------------------------------------------------------------------|---------------------------------------|
| LARRY HOOKS, P.C.<br>3414 PEACHTREE RD NE STE 722, ATLANTA, GA 30308 | TRUSTEE<br>20                                             | 24,828.                                   | - 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                                                          |                                                           | NONE             | NONE                                                                  | NONE                                  |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |
|                                                               |                                                           |                  |                                                                       |                                       |

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

NONE

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**Part VIII Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors** (continued)**3 Five highest-paid independent contractors for professional services** (see instructions). If none, enter "NONE."

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

**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 NONE                                                                                                                                                                                                                                                 |          |
| 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 NONE                                                                                                           |        |
| 2                                                                                                                |        |
| All other program-related investments See instructions                                                           |        |
| 3 NONE                                                                                                           |        |
| Total. Add lines 1 through 3 . . . . .                                                                           |        |

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

|          |                                                                                                             |           |            |
|----------|-------------------------------------------------------------------------------------------------------------|-----------|------------|
| <b>1</b> | Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes: |           |            |
| <b>a</b> | Average monthly fair market value of securities                                                             | <b>1a</b> | 7,893,147. |
| <b>b</b> | Average of monthly cash balances                                                                            | <b>1b</b> | 197,171.   |
| <b>c</b> | Fair market value of all other assets (see instructions)                                                    | <b>1c</b> | NONE       |
| <b>d</b> | <b>Total</b> (add lines 1a, b, and c)                                                                       | <b>1d</b> | 8,090,318. |
| <b>e</b> | Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)   | <b>1e</b> |            |
| <b>2</b> | Acquisition indebtedness applicable to line 1 assets                                                        | <b>2</b>  | NONE       |
| <b>3</b> | Subtract line 2 from line 1d                                                                                | <b>3</b>  | 8,090,318. |
| <b>4</b> | Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)   | <b>4</b>  | 121,355.   |
| <b>5</b> | <b>Net value of noncharitable-use assets.</b> Subtract line 4 from line 3. Enter here and on Part V, line 4 | <b>5</b>  | 7,968,963. |
| <b>6</b> | <b>Minimum investment return.</b> Enter 5% of line 5                                                        | <b>6</b>  | 398,448.   |

**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.)

|           |                                                                                                          |           |          |
|-----------|----------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b>  | Minimum investment return from Part X, line 6                                                            | <b>1</b>  | 398,448. |
| <b>2a</b> | Tax on investment income for 2012 from Part VI, line 5                                                   | <b>2a</b> | 9,903.   |
| <b>b</b>  | Income tax for 2012 (This does not include the tax from Part VI)                                         | <b>2b</b> |          |
| <b>c</b>  | Add lines 2a and 2b                                                                                      | <b>2c</b> | 9,903.   |
| <b>3</b>  | Distributable amount before adjustments. Subtract line 2c from line 1                                    | <b>3</b>  | 388,545. |
| <b>4</b>  | Recoveries of amounts treated as qualifying distributions                                                | <b>4</b>  | NONE     |
| <b>5</b>  | Add lines 3 and 4                                                                                        | <b>5</b>  | 388,545. |
| <b>6</b>  | Deduction from distributable amount (see instructions)                                                   | <b>6</b>  | NONE     |
| <b>7</b>  | <b>Distributable amount as adjusted</b> Subtract line 6 from line 5. Enter here and on Part XIII, line 1 | <b>7</b>  | 388,545. |

**Part XII Qualifying Distributions** (see instructions)

|          |                                                                                                                                                      |           |          |
|----------|------------------------------------------------------------------------------------------------------------------------------------------------------|-----------|----------|
| <b>1</b> | Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes:                                                           |           |          |
| <b>a</b> | Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26                                                                        | <b>1a</b> | 359,976. |
| <b>b</b> | Program-related investments - total from Part IX-B                                                                                                   | <b>1b</b> |          |
| <b>2</b> | Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes                                            | <b>2</b>  | NONE     |
| <b>3</b> | Amounts set aside for specific charitable projects that satisfy the:                                                                                 |           |          |
| <b>a</b> | Suitability test (prior IRS approval required)                                                                                                       | <b>3a</b> | NONE     |
| <b>b</b> | Cash distribution test (attach the required schedule)                                                                                                | <b>3b</b> | NONE     |
| <b>4</b> | <b>Qualifying distributions.</b> Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4                                    | <b>4</b>  | 359,976. |
| <b>5</b> | 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) | <b>5</b>  | N/A      |
| <b>6</b> | <b>Adjusted qualifying distributions.</b> Subtract line 5 from line 4                                                                                | <b>6</b>  | 359,976. |

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

**Part XIII Undistributed Income** (see instructions)

|                                                                                                                                                                                             | (a)<br>Corpus | (b)<br>Years prior to 2011 | (c)<br>2011 | (d)<br>2012 |
|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|----------------------------|-------------|-------------|
| <b>1</b> Distributable amount for 2012 from Part XI, line 7 . . . . .                                                                                                                       |               |                            |             | 388,545.    |
| <b>2</b> Undistributed income, if any, as of the end of 2012.                                                                                                                               |               |                            |             |             |
| <b>a</b> Enter amount for 2011 only . . . . .                                                                                                                                               |               |                            | 338,445.    |             |
| <b>b</b> Total for prior years: 20 <u>10</u> , 20 <u>20</u> , 20 <u>20</u> . . . . .                                                                                                        |               | NONE                       |             |             |
| <b>3</b> Excess distributions carryover, if any, to 2012.                                                                                                                                   |               |                            |             |             |
| <b>a</b> From 2007 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>b</b> From 2008 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>c</b> From 2009 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>d</b> From 2010 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>e</b> From 2011 . . . . .                                                                                                                                                                | NONE          |                            |             |             |
| <b>f</b> Total of lines 3a through e . . . . .                                                                                                                                              | NONE          |                            |             |             |
| <b>4</b> Qualifying distributions for 2012 from Part XII, line 4. ► \$ <u>359,976.</u>                                                                                                      |               |                            |             |             |
| <b>a</b> Applied to 2011, but not more than line 2a . . . . .                                                                                                                               |               |                            | 338,445.    |             |
| <b>b</b> Applied to undistributed income of prior years (Election required - see instructions) . . . . .                                                                                    |               | NONE                       |             |             |
| <b>c</b> Treated as distributions out of corpus (Election required - see instructions) . . . . .                                                                                            | NONE          |                            |             |             |
| <b>d</b> Applied to 2012 distributable amount . . . . .                                                                                                                                     |               |                            |             | 21,531.     |
| <b>e</b> Remaining amount distributed out of corpus . . . . .                                                                                                                               | NONE          |                            |             |             |
| <b>5</b> Excess distributions carryover applied to 2012. (If an amount appears in column (d), the same amount must be shown in column (a) )                                                 | NONE          |                            |             | NONE        |
| <b>6</b> Enter the net total of each column as indicated below:                                                                                                                             |               |                            |             |             |
| <b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5 . . . . .                                                                                                                          | NONE          |                            |             |             |
| <b>b</b> Prior years' undistributed income Subtract line 4b from line 2b . . . . .                                                                                                          |               | NONE                       |             |             |
| <b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed . . . . . |               | NONE                       |             |             |
| <b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions . . . . .                                                                                                          |               | NONE                       |             |             |
| <b>e</b> Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions . . . . .                                                                            |               |                            |             |             |
| <b>f</b> Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013 . . . . .                                                                |               |                            |             | 367,014.    |
| <b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions) . . . . .                                  | NONE          |                            |             |             |
| <b>8</b> Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions) . . . . .                                                                              | NONE          |                            |             |             |
| <b>9</b> Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a . . . . .                                                                                              | NONE          |                            |             |             |
| <b>10</b> Analysis of line 9.                                                                                                                                                               |               |                            |             |             |
| <b>a</b> Excess from 2008 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>b</b> Excess from 2009 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>c</b> Excess from 2010 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>d</b> Excess from 2011 . . . . .                                                                                                                                                         | NONE          |                            |             |             |
| <b>e</b> Excess from 2012 . . . . .                                                                                                                                                         | NONE          |                            |             |             |

NOT APPLICABLE

**b** Check box to indicate whether the foundation is a private operating foundation described in section

|               |  |            |
|---------------|--|------------|
| 4942(1)(3) or |  | 4942(1)(5) |
|---------------|--|------------|

| Tax year | Prior 3 years |          |          | (e) Total |
|----------|---------------|----------|----------|-----------|
| (a) 2012 | (b) 2011      | (c) 2010 | (d) 2009 |           |

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### 1 Information Regarding Foundation Managers:

NONE

NOT APPLICABLE

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.

**b The form in which applications should be submitted and information and materials they should include:**

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

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

| Recipient                            | If recipient is an individual, show any relationship to any foundation manager or substantial contributor | Foundation status of recipient | Purpose of grant or contribution | Amount   |
|--------------------------------------|-----------------------------------------------------------------------------------------------------------|--------------------------------|----------------------------------|----------|
| Name and address (home or business)  |                                                                                                           |                                |                                  |          |
| <b>a</b> Paid during the year        |                                                                                                           |                                |                                  |          |
| SEE STATEMENT 32                     |                                                                                                           |                                |                                  | 338,500. |
| <b>Total</b> . . . . .               |                                                                                                           |                                | <b>3a</b>                        | 338,500. |
| <b>b</b> Approved for future payment |                                                                                                           |                                |                                  |          |
| <b>Total</b> . . . . .               |                                                                                                           |                                | <b>3b</b>                        |          |

Form 990-PF (2012)

## Part XVI-A Analysis of Income-Producing Activities

**Enter gross amounts unless otherwise indicated.**

| Enter gross amounts unless otherwise indicated. |                                                          | Unrelated business income |               | Excluded by section 512, 513, or 514 |               | (e)                                                         |
|-------------------------------------------------|----------------------------------------------------------|---------------------------|---------------|--------------------------------------|---------------|-------------------------------------------------------------|
|                                                 |                                                          | (a)<br>Business code      | (b)<br>Amount | (c)<br>Exclusion code                | (d)<br>Amount | Related or exempt<br>function income<br>(See instructions ) |
| <b>1</b>                                        | Program service revenue                                  |                           |               |                                      |               |                                                             |
| a                                               | _____                                                    |                           |               |                                      |               |                                                             |
| b                                               | _____                                                    |                           |               |                                      |               |                                                             |
| c                                               | _____                                                    |                           |               |                                      |               |                                                             |
| d                                               | _____                                                    |                           |               |                                      |               |                                                             |
| e                                               | _____                                                    |                           |               |                                      |               |                                                             |
| f                                               | _____                                                    |                           |               |                                      |               |                                                             |
| g                                               | Fees and contracts from government agencies              |                           |               |                                      |               |                                                             |
| <b>2</b>                                        | Membership dues and assessments . . . . .                |                           |               |                                      |               |                                                             |
| <b>3</b>                                        | Interest on savings and temporary cash investments       |                           |               |                                      |               |                                                             |
| <b>4</b>                                        | Dividends and interest from securities . . . . .         |                           |               | 14                                   | 128,285.      |                                                             |
| <b>5</b>                                        | Net rental income or (loss) from real estate             |                           |               |                                      |               |                                                             |
| a                                               | Debt-financed property . . . . .                         |                           |               |                                      |               |                                                             |
| b                                               | Not debt-financed property . . . . .                     |                           |               |                                      |               |                                                             |
| <b>6</b>                                        | Net rental income or (loss) from personal property .     |                           |               |                                      |               |                                                             |
| <b>7</b>                                        | Other investment income . . . . .                        |                           |               | 14                                   | 566.          |                                                             |
| <b>8</b>                                        | Gain or (loss) from sales of assets other than inventory |                           |               | 18                                   | 433,247.      |                                                             |
| <b>9</b>                                        | Net income or (loss) from special events . . . . .       |                           |               |                                      |               |                                                             |
| <b>10</b>                                       | Gross profit or (loss) from sales of inventory . .       |                           |               |                                      |               |                                                             |
| <b>11</b>                                       | Other revenue. a _____                                   |                           |               |                                      |               |                                                             |
| b                                               | _____                                                    |                           |               |                                      |               |                                                             |
| c                                               | _____                                                    |                           |               |                                      |               |                                                             |
| d                                               | _____                                                    |                           |               |                                      |               |                                                             |
| e                                               | _____                                                    |                           |               |                                      |               |                                                             |
| <b>12</b>                                       | Subtotal. Add columns (b), (d), and (e) . . . . .        |                           |               |                                      | 562,098.      |                                                             |
| <b>13</b>                                       | Total. Add line 12, columns (b), (d), and (e) . . . . .  |                           |               |                                      |               | 562,098.                                                    |

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

[illegible]

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## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| AAON INC COM PAR \$0.004                 | 32.                                     | 32.                         |
| ABB LTD SPONSORED ADR                    | 224.                                    | 224.                        |
| AGCO CORP                                | 17.                                     | 17.                         |
| AIA GROUP LTD SPONSORED ADR              | 14.                                     | 14.                         |
| AT&T INC                                 | 1,547.                                  | 1,547.                      |
| AARONS INC CL A COM                      | 9.                                      | 9.                          |
| ABAXIS INC COM                           | 130.                                    | 130.                        |
| ABBOTT LABORATORIES                      | 217.                                    | 217.                        |
| ABBVIE INC COM                           | 908.                                    | 908.                        |
| ACTUANT CORP COM CL A NEW                | 4.                                      | 4.                          |
| ACUITY BRANDS INC                        | 32.                                     | 32.                         |
| AEON CO LTD UNSPON ADR                   | 19.                                     | 19.                         |
| AGILENT TECHNOLOGIES INC                 | 23.                                     | 23.                         |
| AKZO NOBEL NV SPONSORED ADR              | 337.                                    | 337.                        |
| ALLEGHENY TECHNOLOGIES INC COM           | 27.                                     | 27.                         |
| ALLERGAN INCORPORATED                    | 37.                                     | 37.                         |
| ALLIANT TECHSYSTEMS INCORPORATED         | 15.                                     | 15.                         |
| ALLIANZ SE SPONSORED ADR REPSTG 1/10 SH  | 255.                                    | 255.                        |
| ALTRIA GROUP INC                         | 704.                                    | 704.                        |
| AMERICAN ELECTRIC POWER CO               | 376.                                    | 376.                        |
| AMERICAN EXPRESS CO                      | 219.                                    | 219.                        |
| AMERICAN FINL GROUP INC OHIO COM         | 127.                                    | 127.                        |
| AMERICAN TOWER CORP COM                  | 42.                                     | 42.                         |
| AMERISOURCEBERGEN CORP COM               | 21.                                     | 21.                         |
| AMETEK INC - NEW                         | 31.                                     | 31.                         |
| AMGEN INC COM                            | 444.                                    | 444.                        |
| AMPHENOL CORP NEW CL A                   | 96.                                     | 96.                         |
| ANHEUSER BUSCH INBEV SA/NV SPONSORED ADR | 93.                                     | 93.                         |
| APPLE INC COM                            | 1,824.                                  | 1,824.                      |
| APTARGROUP INCORPORATED                  | 75.                                     | 75.                         |
| ARMOUR RESIDENTIAL REIT INC REIT         | 87.                                     | 74.                         |
| ARTISAN PARTNERS ASSET MGMT INC COM CL A | 70.                                     | 70.                         |

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION                               | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                     | -----                                   | -----                       |
| ASHLAND INC NEW COM                       | 33.                                     | 33.                         |
| ATLAS COPCO AB SPONSORED ADR NEW REPSTG   | 130.                                    | 130.                        |
| ATMOS ENERGY CORPORATION                  | 34.                                     | 34.                         |
| AUTOMATIC DATA PROCESSING INC             | 400.                                    | 400.                        |
| AXA SA SPONSORED ADR                      | 225.                                    | 225.                        |
| AXIALL CORP COM                           | 10.                                     | 10.                         |
| BG GROUP PLC- SPON ADR ISIN US0554342032  | 79.                                     | 79.                         |
| BP AMOCO P L C SPONSORED ADR              | 208.                                    | 208.                        |
| BNP PARIBAS SPONSORED ADR REPSTG 1/4 SH   | 171.                                    | 171.                        |
| BT GROUP PLC ADR 00                       | 51.                                     | 51.                         |
| BALCHEM CORP COM                          | 11.                                     | 11.                         |
| BANCO SANTANDER SA ADR                    | 333.                                    | 333.                        |
| BARD C R INCORPORATED                     | 16.                                     | 16.                         |
| BARCLAYS PLC ADR                          | 144.                                    | 144.                        |
| BAYER A G SPONSORED ADR                   | 151.                                    | 151.                        |
| BHP BILLITON LIMITED ADR                  | 306.                                    | 306.                        |
| BLACKBAUD INC COM                         | 77.                                     | 77.                         |
| BLACKROCK INC CL A                        | 363.                                    | 363.                        |
| BLOCK H & R INC                           | 109.                                    | 109.                        |
| BOEING CO                                 | 419.                                    | 419.                        |
| BOFA CASH RESERVES TRUST CLASS            | 9.                                      | 9.                          |
| BORG WARNER INC                           | 73.                                     | 73.                         |
| BOSTON PROPERTIES INC COM                 | 16.                                     | 16.                         |
| BRANDYWINE RLTY TR SH BEN INT NEW         | 27.                                     | 23.                         |
| BRINKER INTERNATIONAL INCORPORATED        | 69.                                     | 69.                         |
| BRISTOL MYERS SQUIBB CO COM               | 1,078.                                  | 1,078.                      |
| BRISTOW GROUP INC COM                     | 9.                                      | 9.                          |
| BRITISH AMERICAN TOBACCO PLC (UK/US\$) IS | 95.                                     | 95.                         |
| BROADCOM CORP CL A                        | 61.                                     | 19.                         |
| BROADRIDGE FINL SOLUTIONS INC COM         | 28.                                     | 28.                         |
| CBS CORP CL B COM                         | 105.                                    | 105.                        |
| CBOE HLDGS INC COM                        | 14.                                     | 14.                         |
| CME GROUP INC COM                         | 747.                                    | 747.                        |



## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION                             | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-----------------------------------------|-----------------------------------------|-----------------------------|
| -----                                   | -----                                   | -----                       |
| CMS ENERGY CORP COM                     | 239.                                    | 239.                        |
| CRH PLC ADR 00                          | 158.                                    | 158.                        |
| CSX CORP                                | 45.                                     | 45.                         |
| CYS INVTs INC REIT                      | 107.                                    | 69.                         |
| CABOT CORP                              | 70.                                     | 70.                         |
| CANADIAN PAC RY LTD 00                  | 283.                                    | 283.                        |
| CANON INC ADR REPSTG 5 SHS              | 348.                                    | 348.                        |
| CAPSTEAD MTG CORP REITS NO PAR          | 70.                                     | 70.                         |
| CARLISLE COS INC                        | 38.                                     | 38.                         |
| CARREFOUR SA SPONSORED ADR              | 91.                                     | 91.                         |
| CASEYS GEN STORES INC                   | 82.                                     | 82.                         |
| CASS INFORMATION SYS INC COM            | 66.                                     | 66.                         |
| CATERPILLAR INCORPORATED                | 175.                                    | 175.                        |
| CENOVUS ENERGY INC COM                  | 34.                                     | 34.                         |
| CHEESECAKE FACTORY INCORPORATED         | 86.                                     | 86.                         |
| CHEMED CORP NEW                         | 87.                                     | 87.                         |
| CHEVRONTXACO CORP COM                   | 1,155.                                  | 1,155.                      |
| CHICOS FAS INC COM                      | 34.                                     | 34.                         |
| CHINA UNICOM LTD SPONSORED ADR          | 24.                                     | 24.                         |
| CHOICE HOTELS INTL INC COM              | 67.                                     | 67.                         |
| CHUBB CORPORATION                       | 315.                                    | 315.                        |
| CISCO SYSTEMS INCORPORATED              | 392.                                    | 392.                        |
| CITY NATL CORP                          | 60.                                     | 60.                         |
| CLARCOR INC COM                         | 44.                                     | 44.                         |
| COACH INC COM                           | 98.                                     | 98.                         |
| COLUMBIA INCOME OPPORTUNITIES FUND CL Z | 5,756.                                  | 5,756.                      |
| CMG ULTRA SHORT TERM BOND FUND          | 927.                                    | 927.                        |
| COLUMBIA SPORTSWEAR CO COM              | 34.                                     | 34.                         |
| COMMONWEALTH REIT SH BEN INT REITS      | 36.                                     |                             |
| COMMUNITY HEALTH SYS INC NEWCO COM      | 7.                                      | 7.                          |
| COMPAGNIE FINANCIERE RICHEMONT AG ADR   | 42.                                     | 42.                         |
| COMPASS GROUP PLC SPONSORED ADR NEW     | 182.                                    | 182.                        |
| CONVERGYS CORP COM                      | 38.                                     | 38.                         |

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| COOPER TIRE & RUBBER COMPANY             | 18.                                     | 18.                         |
| COVANTA HLDG CORP COM                    | 29.                                     | 26.                         |
| CREDIT SUISSE GROUP SPONSORED ADR        | 23.                                     | 23.                         |
| CUBIC CORP                               | 6.                                      | 6.                          |
| CULLEN FROST BANKERS INC COM             | 122.                                    | 122.                        |
| CUMMINS ENGINE INC                       | 582.                                    | 582.                        |
| CYTEC INDUSTRIES INCORPORATED            | 11.                                     | 11.                         |
| DBS GROUP HLDGS LTD SPONSORED ADR        | 181.                                    | 181.                        |
| DSW INC CL A                             | 25.                                     | 25.                         |
| DANAHER CORPORATION                      | 6.                                      | 6.                          |
| DANONE SPONSORED ADR                     | 131.                                    | 131.                        |
| DARDEN RESTAURANTS INC                   | 116.                                    | 116.                        |
| DASSAULT SYSTEMES SA-ADR                 | 28.                                     | 28.                         |
| DELAWARE EMERGING MKTS FUND CL INSTL CL  | 3,004.                                  | 3,004.                      |
| DENSO CORP UNSPONSORED ADR               | 119.                                    | 119.                        |
| DIAGEO SPONSORED ADR (UK-USD) SEDOL #213 | 271.                                    | 271.                        |
| DICKS SPORTING GOODS INC COM             | 67.                                     | 67.                         |
| DIGITAL RLTY TR INC REITS                | 228.                                    | 228.                        |
| DOMINION RESOURCES INC                   | 239.                                    | 239.                        |
| DOMTAR CORP NEW COM                      | 41.                                     | 41.                         |
| DORMAN PRODS INC COM                     | 150.                                    | 150.                        |
| DOVER CORPORATION                        | 327.                                    | 327.                        |
| DUPONT E I DE NEMOURS & CO COM           | 572.                                    | 572.                        |
| DUKE ENERGY CORP NEW COM                 | 203.                                    | 203.                        |
| E M C CORP MASS                          | 198.                                    | 198.                        |
| ENI SPA SPONSORED ADR                    | 338.                                    | 338.                        |
| EAST JAPAN RY CO ADR                     | 124.                                    | 124.                        |
| EASTMAN CHEMICAL COMPANY                 | 93.                                     | 93.                         |
| EATON VANCE CORP COM NON VTG             | 78.                                     | 78.                         |
| EBIX INC NEW COM                         | 14.                                     | 14.                         |
| ECOLAB INCORPORATED                      | 67.                                     | 67.                         |
| EMERSON ELEC CO                          | 265.                                    | 265.                        |
| ENERGIZER HLDGS INC COM                  | 52.                                     | 52.                         |

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION                         | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-------------------------------------|-----------------------------------------|-----------------------------|
| -----                               | -----                                   | -----                       |
| ENERSIS S A SPONSORED ADR           | 15.                                     | 15.                         |
| ERICSSON L M TEL CO ADR CL B        | 310.                                    | 310.                        |
| EVERCORE PARTNERS INC CL A COM      | 105.                                    | 105.                        |
| EXPEDIA INC DEL NEW COM             | 43.                                     | 43.                         |
| EXPEDITORS INTL WASH INC            | 80.                                     | 80.                         |
| EXPONENT INC COM                    | 34.                                     | 34.                         |
| EXXON MOBIL CORPORATION             | 1,030.                                  | 1,030.                      |
| FAIR ISAAC & CO INC COM             | 8.                                      | 8.                          |
| FAMILY DLR STORES INC               | 50.                                     | 50.                         |
| FASTENAL CO COM                     | 379.                                    | 379.                        |
| FIDELITY NATL FINL INC NEW CL A COM | 36.                                     | 36.                         |
| FIFTH THIRD BANCORP COM             | 121.                                    | 121.                        |
| FINANCIAL ENGINES INC COM           | 34.                                     | 34.                         |
| FORRESTER RESH INC COM              | 7.                                      | 7.                          |
| FORWARD AIR CORP COM                | 76.                                     | 76.                         |
| FRANCE TELECOM SPONSORED ADR        | 84.                                     | 84.                         |
| FULLER H B CO COM                   | 24.                                     | 24.                         |
| GATX CORP                           | 31.                                     | 31.                         |
| GDF SUEZ SPONSORED ADR              | 181.                                    | 181.                        |
| GNC HLDGS INC COM                   | 28.                                     | 28.                         |
| GENERAL DYNAMICS CORP               | 67.                                     | 67.                         |
| GENTEX CORP                         | 116.                                    | 116.                        |
| GIVAUDAN SA ADR                     | 223.                                    | 223.                        |
| GLAXO PLC                           | 863.                                    | 863.                        |
| GLOBAL PMTS INC COM                 | 6.                                      | 6.                          |
| GRACO INC                           | 64.                                     | 64.                         |
| GRAINGER W W INCORPORATED           | 103.                                    | 103.                        |
| HCA HLDGS INC COM                   | 426.                                    | 426.                        |
| HCC INS HLDGS INC                   | 53.                                     | 53.                         |
| HDFC BANK LTD ADR                   | 18.                                     | 18.                         |
| HSBC HLDGS PLC SPON ADR NEW         | 585.                                    | 585.                        |
| HSN INC DEL COM                     | 6.                                      | 6.                          |
| HARMAN INTERNATL INDUSTRIAL INC-NEW | 33.                                     | 33.                         |

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| HARRIS TEETER SUPERMARKETS INC COM       | 50.                                     | 50.                         |
| HARSCO CORP                              | 55.                                     | 55.                         |
| HATTERAS FINL CORP REITS                 | 143.                                    | 143.                        |
| HEICO CORP NEW CL A                      | 182.                                    | 182.                        |
| HEINEKEN N V SPONSORED ADR LEVEL 1       | 82.                                     | 82.                         |
| HEINZ H J CO                             | 170.                                    | 170.                        |
| HENNES & MAURITZ AB ADR                  | 107.                                    | 107.                        |
| HENRY JACK & ASSOC INC COM               | 90.                                     | 90.                         |
| HERSHEY FOODS CORP                       | 210.                                    | 210.                        |
| HEWLETT PACKARD CO NT                    | 4,009.                                  | 4,009.                      |
| HILLENBRAND INC COM                      | 87.                                     | 87.                         |
| REMS REAL ESTATE VALUE OPPTY FUND        | 5,149.                                  | 4,758.                      |
| HOLLYFRONTIER CORP COM                   | 160.                                    | 160.                        |
| HOME DEPOT INC                           | 987.                                    | 987.                        |
| HONDA MOTOR NEW ADR                      | 192.                                    | 192.                        |
| HONEYWELL INTERNATIONAL INC              | 448.                                    | 448.                        |
| HOSPITALITY PPTYS TR COM SH BEN INT      | 102.                                    | 99.                         |
| HUNT J B TRANSPORT SERVICES INC COM      | 291.                                    | 291.                        |
| HUSSMAN INVT STRATEGIC GROWTH FUND       | 1,548.                                  | 1,548.                      |
| HUTCHISON WHAMPOA LTD ADR                | 181.                                    | 181.                        |
| IAC / INTERACTIVECORP PAR \$.001 COM     | 54.                                     | 54.                         |
| IBERIABANK CORP COM                      | 79.                                     | 79.                         |
| ICICI BANK LTD SPONSORED ADR             | 38.                                     | 38.                         |
| IMPERIAL TOBACCO GROUP ADR UNITED KINGDO | 271.                                    | 271.                        |
| INFORMA PLC SPONSORED ADR                | 67.                                     | 67.                         |
| INTEL CORPORATION                        | 922.                                    | 922.                        |
| INTEGRYS ENERGY GROUP INC COM            | 73.                                     | 73.                         |
| INTERNATIONAL BUSINESS MACHS             | 644.                                    | 644.                        |
| INTERNATIONAL GAME TECHNOLOGY            | 26.                                     | 26.                         |
| INTERPUBLIC GROUP COS INC                | 61.                                     | 61.                         |
| INTUIT INC                               | 54.                                     | 54.                         |
| INVESCO MORTGAGE CAPITAL INC REITS       | 121.                                    | 121.                        |
| ISHARES MSCI PACIFIC EX-JAPAN ETF        | 3,724.                                  | 3,724.                      |
| FF3600 L775 01/31/2014 13:12:29          |                                         |                             |

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| ISHARES MSCI EMERGING MKTS INDEX FUND    | 6,078.                                  | 6,078.                      |
| ISHARES S&P LATIN AMER 40 INDEX FUND     | 1,829.                                  | 1,829.                      |
| ISHARES U S REAL ESTATE ETF              | 2,417.                                  | 2,417.                      |
| ITAU UNIBANCO HLDG SA SPONSORED ADR REPS | 96.                                     | 96.                         |
| J & J SNACK FOODS CORP COM               | 29.                                     | 29.                         |
| J P MORGAN CHASE & CO COM                | 668.                                    | 668.                        |
| JOHNSON & JOHNSON                        | 960.                                    | 960.                        |
| JONES LANG LASALLE INC                   | 18.                                     | 18.                         |
| JOY GLOBAL INC 00                        | 21.                                     | 21.                         |
| KBR INC COM                              | 25.                                     | 25.                         |
| KLA INSTRS CORP                          | 259.                                    | 259.                        |
| KAO CORP SPONSORED ADR REPSTG 10 SHS COM | 293.                                    | 293.                        |
| KDDI CORP ADR                            | 110.                                    | 110.                        |
| KENNAMETAL INC                           | 31.                                     | 31.                         |
| KEYCORP NEW                              | 30.                                     | 30.                         |
| KIMBERLY CLARK CORP COM                  | 630.                                    | 630.                        |
| KINDER MORGAN INC DEL COM                | 431.                                    | 431.                        |
| KNIGHT TRANSN INC COM                    | 121.                                    | 121.                        |
| L BRANDS INC COM                         | 116.                                    | 116.                        |
| LI & FUNG LTD ADR                        | 100.                                    | 100.                        |
| LUMH MOET HENNESSY LOUIS VUITTON         | 88.                                     | 88.                         |
| LADBROKES PLC SPONSORED ADR              | 45.                                     | 45.                         |
| LANDAUER INC                             | 51.                                     | 51.                         |
| ESTEE LAUDER COMPANIES CL A              | 112.                                    | 112.                        |
| LIMITED BRANDS INC COM                   | 706.                                    | 706.                        |
| MFA FINL INC REITS                       | 260.                                    | 260.                        |
| MACYS INC COM                            | 163.                                    | 163.                        |
| MARSH & MCLENNAN COS INC                 | 308.                                    | 308.                        |
| MAXIMUS INC COM                          | 47.                                     | 47.                         |
| MCDONALDS CORP                           | 821.                                    | 821.                        |
| MEAD JOHNSON NUTRITION CO COM            | 14.                                     | 14.                         |
| MERCK & CO INC NEW COM                   | 989.                                    | 989.                        |
| MEREDITH CORP                            | 156.                                    | 156.                        |

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

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| DESCRIPTION                            | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|----------------------------------------|-----------------------------------------|-----------------------------|
| -----                                  | -----                                   | -----                       |
| MERIDIAN BIOSCIENCE INC COM            | 108.                                    | 108.                        |
| METLIFE INC                            | 224.                                    | 224.                        |
| MICROSOFT CORPORATION                  | 957.                                    | 957.                        |
| MITSUBISHI CORP SPONSORED ADR          | 74.                                     | 74.                         |
| MITSUBISHI UFJ FINANCIAL GROUP INC ADR | 294.                                    | 294.                        |
| MONRO MUFFLER BRAKE INC COM            | 40.                                     | 40.                         |
| MONSANTO CO NEW COM                    | 866.                                    | 866.                        |
| MORNINGSTAR INC COM                    | 57.                                     | 57.                         |
| MURPHY OIL CORP COM                    | 22.                                     | 22.                         |
| NTT DOCOMO INC SPONS ADR               | 99.                                     | 99.                         |
| NATIONAL INSTRUMENTS CORP              | 211.                                    | 211.                        |
| NATIONAL OILWELL VARCO INC COM         | 63.                                     | 63.                         |
| NESTLE S A SPONSORED ADR               | 534.                                    | 534.                        |
| NEW YORK CMNTY BANCORP INC COM         | 93.                                     | 93.                         |
| NEXTERA ENERGY INC COM                 | 319.                                    | 319.                        |
| NIKE INC CL B                          | 88.                                     | 88.                         |
| NOBLE ENERGY INC COM                   | 60.                                     | 60.                         |
| NORDSON CORP 00                        | 26.                                     | 26.                         |
| NORDSTROM INCORPORATED                 | 171.                                    | 171.                        |
| NORFOLK SOUTHERN CORP                  | 58.                                     | 58.                         |
| NOVARTIS AG ADR                        | 745.                                    | 745.                        |
| NV ENERGY INC COM                      | 164.                                    | 164.                        |
| OCCIDENTAL PETROLEUM CORPORATION       | 420.                                    | 420.                        |
| OCEANEERING INTL INC COM               | 17.                                     | 17.                         |
| ONEOK INC NEW COM                      | 109.                                    | 109.                        |
| PNC BK CORP                            | 387.                                    | 387.                        |
| PNM RESOURCES INC                      | 26.                                     | 26.                         |
| PPG INDUSTRIES INC                     | 88.                                     | 88.                         |
| PVH CORP COM                           | 4.                                      | 4.                          |
| PT BK MANDIRI PERSERO TBK ADR          | 51.                                     | 51.                         |
| PARKER HANNIFIN CORPORATION            | 155.                                    | 155.                        |
| PEGASYSYSTEMS INC                      | 11.                                     | 11.                         |
| PERNOD RICARD S A ADR                  | 25.                                     | 25.                         |

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| PERRIGO CO COM                           | 34.                                     | 34.                         |
| PETROFAC LTD UNSPONSORED ADR             | 25.                                     | 25.                         |
| PETROLEO BRASILEIRO SA PETROBRAS ADR     | 87.                                     | 87.                         |
| PETSMART INCORPORATED                    | 28.                                     | 28.                         |
| PFIZER INC                               | 1,225.                                  | 1,225.                      |
| PHILIP MORRIS INTL INC COM               | 1,591.                                  | 1,591.                      |
| PHILLIPS 66 COM                          | 59.                                     | 59.                         |
| PIMCO COMMODITY REALRETURN STRATEGY FUND | 8,084.                                  | 8,084.                      |
| PIMCO COMMODITIESPLUS STRATEGY FUND INST | 1,081.                                  | 1,081.                      |
| PINNACLE WEST CAPITAL CORPORATION        | 114.                                    | 114.                        |
| POLARIS INDUSTRIES INCORPORATED          | 187.                                    | 187.                        |
| POWER INTEGRATIONS INC                   | 51.                                     | 51.                         |
| POWERSHARES WATER RESOURCES PORT         | 733.                                    | 733.                        |
| PRECISION CASTPARTS CORPORATION          | 8.                                      | 8.                          |
| PRICE T ROWE GROUP INC COM               | 352.                                    | 352.                        |
| PROCTER & GAMBLE CO COM                  | 657.                                    | 657.                        |
| PROSPERITY BANCSHARES INC COM            | 51.                                     | 51.                         |
| PRUDENTIAL PLC SPON ADR (UK)             | 81.                                     | 81.                         |
| PUBLIC STORAGE INC COM (REIT)            | 264.                                    | 264.                        |
| PUBLICIS S A NEW NEW SPONSORED ADR COM   | 61.                                     | 61.                         |
| QEP RES INC COM                          | 10.                                     | 10.                         |
| QUALCOMM INC                             | 834.                                    | 834.                        |
| RLI CORP COM                             | 253.                                    | 253.                        |
| RPM INCORPORATED OHIO                    | 347.                                    | 347.                        |
| RAVEN INDS INC COM                       | 41.                                     | 41.                         |
| RAYMOND JAMES FINANCIAL INCORPORATED     | 74.                                     | 74.                         |
| RAYONIER INC REIT                        | 38.                                     | 38.                         |
| RAYTHEON CO COM NEW                      | 505.                                    | 505.                        |
| RECKITT BENCKISER PLC SPONSORED ADR      | 135.                                    | 135.                        |
| REED ELSEVIER P L C SPONSORED ADR NEW CO | 203.                                    | 203.                        |
| REINSURANCE GROUP AMER INC COM           | 63.                                     | 63.                         |
| RELIANCE STL & ALUM CO                   | 59.                                     | 59.                         |
| REPUBLIC SERVICES INC CL A               | 64.                                     | 64.                         |

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## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| REXAM PLC SPONSORED ADR COM NO PAR       | 73.                                     | 73.                         |
| RIO TINTO PLC SPONSORED ADR              | 367.                                    | 367.                        |
| RITCHIE BROS AUCTIONEERS INC COM         | 136.                                    | 136.                        |
| ROCHE HLDG LTD SPONSORED ADR             | 677.                                    | 677.                        |
| ROCK-TENN CO CL A COM                    | 12.                                     | 12.                         |
| ROGERS COMMUNICATIONS INC CL B           | 39.                                     | 39.                         |
| ROLLINS INC COM                          | 187.                                    | 187.                        |
| ROPER INDUSTRIES INCORPORATED NEW        | 43.                                     | 43.                         |
| ROYAL DUTCH SHELL PLC SPONSORED ADR CL A | 2,376.                                  | 2,376.                      |
| RYDER SYSTEMS INCORPORATED               | 5.                                      | 5.                          |
| S E I INC                                | 73.                                     | 73.                         |
| SPX CORP                                 | 7.                                      | 7.                          |
| SANOFI SPONSORED ADR                     | 294.                                    | 294.                        |
| SAP AG ADR                               | 114.                                    | 114.                        |
| SCHLUMBERGER LIMITED                     | 433.                                    | 433.                        |
| SCHNEIDER ELEC SA ADR                    | 249.                                    | 249.                        |
| SCHWAB CHARLES CORP NEW COM              | 210.                                    | 210.                        |
| SCHWEITZER-MAUDUIT INTL INC              | 51.                                     | 51.                         |
| SCOTTS CO CL A                           | 39.                                     | 39.                         |
| SCRIPPS NETWORKS INTERACTIVE INC CL A CO | 56.                                     | 56.                         |
| SEALED AIR CORP                          | 35.                                     | 35.                         |
| SECOM LTD ADR                            | 125.                                    | 125.                        |
| SEMPRA ENERGY                            | 326.                                    | 326.                        |
| SERVICE CORPORATION INTERNATIONAL        | 48.                                     | 48.                         |
| SEVEN & I HLDGS CO LTD UNSPON ADR        | 28.                                     | 28.                         |
| SHERWIN WILLIAMS COMPANY                 | 188.                                    | 188.                        |
| SIEMENS A G SPONSORED ADR                | 280.                                    | 280.                        |
| SILGAN HOLDINGS INC COM                  | 9.                                      | 9.                          |
| SIMON PPTY GROUP INC NEW COM             | 230.                                    | 230.                        |
| SNAP ON TOOLS CORP                       | 38.                                     | 38.                         |
| STARBUCKS CORP COM                       | 660.                                    | 660.                        |
| STARWOOD PPTY TR INC REITS               | 100.                                    | 98.                         |
| STARWOOD HOTELS & RESORTS WORLDWIDE INC  | 786.                                    | 786.                        |

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## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| STATE BK FINL CORP COM                   | 17.                                     | 17.                         |
| STEEL DYNAMICS INC                       | 40.                                     | 40.                         |
| STEPAN CHEMICAL CO                       | 6.                                      | 6.                          |
| SUEZ ENVIRONNEMENT CO S A ADR REPSTG 1/2 | 172.                                    | 172.                        |
| SUMITOMO MITSUI FINL GROUP INC SPONSORED | 230.                                    | 230.                        |
| SYMRISE AG ADR                           | 89.                                     | 89.                         |
| SYNGENTA AG SPONSORED ADR                | 197.                                    | 197.                        |
| TD AMERITRADE HLDG CORP COM              | 246.                                    | 246.                        |
| TJX COMPANIES INCORPORATED NEW           | 114.                                    | 114.                        |
| TAIWAN SEMICONDUCTOR MFG LTD SPONSORED A | 121.                                    | 121.                        |
| TARGET CORP NT                           | 5,150.                                  | 5,150.                      |
| TAUBMAN CTRS INC COM                     | 19.                                     | 16.                         |
| TECHNE CORPORATION                       | 138.                                    | 138.                        |
| TELECOM ITALIA S P A SPONSORED ADR       | 24.                                     | 24.                         |
| TELEPHONE & DATA SYS INC NEW COM         | 9.                                      | 9.                          |
| TESCO PLC SPONSORED ADR                  | 319.                                    | 319.                        |
| TEVA PHARMACEUTICAL INDS LTD ADR         | 111.                                    | 111.                        |
| TEXAS INSTRS INC                         | 336.                                    | 336.                        |
| TIM PARTICIPACOE S A SPONSORED ADR       | 46.                                     | 46.                         |
| TIME WARNER INC NEW COM                  | 421.                                    | 421.                        |
| TOKIO MARINE HLDGS INC ADR               | 47.                                     | 47.                         |
| TOTAL S A SPONSORED ADR                  | 318.                                    | 318.                        |
| TRACTOR SUPPLY CO COM                    | 299.                                    | 299.                        |
| TRIUMPH GROUP INC NEW                    | 16.                                     | 16.                         |
| TULLOW OIL PLC ADR                       | 10.                                     | 10.                         |
| TWO HBRS INVT CORP REITS                 | 361.                                    | 235.                        |
| TYSON FOODS INCORPORATED CLASS A         | 11.                                     | 11.                         |
| UGI CORPORATION NEW                      | 41.                                     | 41.                         |
| US BANCORP DEL COM NEW                   | 488.                                    | 488.                        |
| URS CORP NEW COM                         | 105.                                    | 105.                        |
| UMPQUA HLDGS CORP COM                    | 116.                                    | 116.                        |
| UNILEVER PLC W/I (UK/USD) US9047677045   | 271.                                    | 271.                        |
| UNION PAC CORP COM                       | 77.                                     | 77.                         |

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION                              | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|------------------------------------------|-----------------------------------------|-----------------------------|
| -----                                    | -----                                   | -----                       |
| UNITED PARCEL SERVICE CL B               | 179.                                    | 179.                        |
| UNITED TECHNOLOGIES CORP                 | 161.                                    | 161.                        |
| UNIVERSAL HEALTH RLTY INCM TR SH BEN INT | 112.                                    | 96.                         |
| V F CORPORATION                          | 124.                                    | 124.                        |
| VALSPAR CORP                             | 32.                                     | 32.                         |
| VERIZON COMMUNICATIONS                   | 1,774.                                  | 1,774.                      |
| VISA INC CL A COM                        | 386.                                    | 386.                        |
| VODAFONE GROUP PLC NEW SP ADR            | 444.                                    | 444.                        |
| WPP PLC NEW ADR                          | 129.                                    | 129.                        |
| WABTEC                                   | 8.                                      | 8.                          |
| WAL-MART STORES INCORPORATED             | 271.                                    | 271.                        |
| WASTE CONNECTIONS INC COM                | 69.                                     | 69.                         |
| WASTE MANAGEMENT INC                     | 288.                                    | 288.                        |
| WELLS FARGO COMPANY                      | 861.                                    | 861.                        |
| WELLS FARGO & CO NEW PFD DEP SHS SER J   | 121.                                    | 121.                        |
| WEST PHARMACEUTICAL SVSC INC COM         | 6.                                      | 6.                          |
| WESTAMERICA BANCORPORATION COM           | 83.                                     | 83.                         |
| WESTAR ENERGY INC COM                    | 368.                                    | 368.                        |
| WESTERN DIGITAL CORP COM                 | 76.                                     | 76.                         |
| WESTPAC BKG CORP SPONSORED ADR           | 333.                                    | 333.                        |
| WHOLE FOODS MKT INC COM                  | 196.                                    | 196.                        |
| WILLIAMS SONOMA INCORPORATED             | 95.                                     | 95.                         |
| WISCONSIN ENERGY CORPORATION             | 211.                                    | 211.                        |
| WISDOMTREE JAPAN HEDGED EQUITY FUND      | 380.                                    | 380.                        |
| WOLVERINE WORLD WIDE INC COM             | 31.                                     | 31.                         |
| WYNDHAM WORLDWIDE CORP COM               | 22.                                     | 22.                         |
| XILINX INCORPORATED                      | 89.                                     | 89.                         |
| YOUNG INNOVATIONS INC COM                | 2.                                      | 2.                          |
| ZIONS BANCORP                            | 9.                                      | 9.                          |
| ZOETIS INC CL A COM                      | 15.                                     | 15.                         |
| BANK OF AMERICA MONEY MARKET SAVINGS ACC | 95.                                     | 95.                         |
| AMDOCS LTD COM                           | 70.                                     | 70.                         |
| ARCOS DORADOS HLDGS INC COM              | 51.                                     | 51.                         |

## FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

| DESCRIPTION                             | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS | NET<br>INVESTMENT<br>INCOME |
|-----------------------------------------|-----------------------------------------|-----------------------------|
| -----                                   | -----                                   | -----                       |
| ACCENTURE PLC CL A COM                  | 427.                                    | 427.                        |
| NABORS INDUSTRIES INC COM               | 11.                                     | 11.                         |
| SIGNET JEWELERS LTD COM                 | 14.                                     | 14.                         |
| UTI WORLDWIDE INC ORD                   | 12.                                     | 12.                         |
| VALIDUS HLDGS LTD COM ISIN BMG9319H1025 | 243.                                    | 243.                        |
| ACE LTD COM                             | 215.                                    | 215.                        |
| ALLIED WORLD ASSURANCE CO HLDGS LTD COM | 18.                                     | 18.                         |
| PENTAIR LTD COM                         | 48.                                     | 48.                         |
| UBS AG COM                              | 43.                                     | 43.                         |
| LYONDELLBASELL INDUSTRIES NV CL A COM   | 1,627.                                  | 1,231.                      |
| NIELSEN HLDGS N V COM                   | 99.                                     | 99.                         |
|                                         | -----                                   | -----                       |
| TOTAL                                   | 128,285.                                | 127,212.                    |
|                                         | =====                                   | =====                       |

## FORM 990PF, PART I - OTHER INCOME

=====

| DESCRIPTION<br>-----                     | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- |
|------------------------------------------|--------------------------------------------------|
| AKZO NOBEL NV SPONSORED ADR              | 18.                                              |
| HEINEKEN N V (NETHERLANDS) ADR           | 3.                                               |
| ROYAL DUTCH SHELL PLC SPONSORED ADR CL A | 280.                                             |
| LYONDELLBASELL INDUSTRIES NV CL A COM    | 261.                                             |
| NIELSEN HLDGS N V COM                    | 4.                                               |
|                                          | -----                                            |
| TOTALS                                   | 566.                                             |
|                                          | =====                                            |

FORM 990PF, PART I - ACCOUNTING FEES  
=====

| DESCRIPTION<br>-----      | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- | ADJUSTED<br>NET<br>INCOME<br>----- | CHARITABLE<br>PURPOSES<br>----- |
|---------------------------|--------------------------------------------------|--------------------------------------|------------------------------------|---------------------------------|
| TAX PREPARATION FEE - BOA | 1,675.                                           |                                      |                                    | 1,675.                          |
| TOTALS                    | 1,675.                                           | NONE                                 | NONE                               | 1,675.                          |
|                           | =====                                            | =====                                | =====                              | =====                           |

FORM 990PF, PART I - OTHER PROFESSIONAL FEES  
=====

| DESCRIPTION<br>-----       | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|----------------------------|--------------------------------------------------|--------------------------------------|
| INVESTMENT MGMT FEES - BOA | 40,422.                                          | 40,422.                              |
| INVESTMENT ADVISORY FEES   | 8,593.                                           | 8,593.                               |
|                            | -----                                            | -----                                |
| TOTALS                     | 49,015.                                          | 49,015.                              |
|                            | =====                                            | =====                                |

## FORM 990PF, PART I - TAXES

=====

| DESCRIPTION<br>-----           | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- |
|--------------------------------|--------------------------------------------------|--------------------------------------|
| FOREIGN TAXES                  | 1,952.                                           | 1,952.                               |
| FOREIGN TAXES ON QUALIFIED FOR | 1,288.                                           | 1,288.                               |
| FOREIGN TAXES ON NONQUALIFIED  | 239.                                             | 239.                                 |
|                                | -----                                            | -----                                |
| TOTALS                         | 3,479.                                           | 3,479.                               |
|                                | =====                                            | =====                                |

THE PHILIP AND IRENE TOLL GAGE FOUNDATION

58-1727394

FORM 990PF, PART I - OTHER EXPENSES  
=====

| DESCRIPTION<br>-----    | REVENUE<br>AND<br>EXPENSES<br>PER BOOKS<br>----- | NET<br>INVESTMENT<br>INCOME<br>----- | CHARITABLE<br>PURPOSES<br>----- |
|-------------------------|--------------------------------------------------|--------------------------------------|---------------------------------|
| INSURANCE               | 2,200.                                           |                                      | 2,200.                          |
| ASSOCIATION DUES        | 725.                                             |                                      | 725.                            |
| FOREIGN INVESTMENT FEES | 405.                                             | 405.                                 |                                 |
| TOTALS                  | 3,330.                                           | 405.                                 | 2,925.                          |
|                         | =====                                            | =====                                | =====                           |



THE PHILIP AND IRENE TOLL GAGE FOUNDATION

58-1727394

FORM 990PF, PART II - CORPORATE STOCK  
=====

| DESCRIPTION<br>----- | ENDING<br>BOOK VALUE<br>----- | ENDING<br>FMV<br>--- |
|----------------------|-------------------------------|----------------------|
| SCHEDULE ATTACHED    | 6,690,674.                    | 8,288,335.           |
|                      | -----                         | -----                |
| TOTALS               | 6,690,674.                    | 8,288,335.           |
|                      | =====                         | =====                |

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES  
=====

| DESCRIPTION<br>-----            | AMOUNT<br>----- |
|---------------------------------|-----------------|
| ADJUST FOR PRIOR YEAR END SALES | 651.            |
| TAX EFFECTIVE DATE ADJUSTMENT   | 302.            |
| REIT ADJUSTMENT                 | 60.             |
| ROUNDING                        | 27.             |
|                                 | -----           |
| TOTAL                           | 1,040.          |
|                                 | =====           |

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES  
=====

| DESCRIPTION<br>-----              | AMOUNT<br>----- |
|-----------------------------------|-----------------|
| ADJUST FOR CURRENT YEAR END SALES | 1,207.          |
| COST ADJUSTMENTS                  | 69,103.         |
| SALES ADJUSTMENTS                 | 2,231.          |
|                                   | -----           |
| TOTAL                             | 72,541.         |
|                                   | =====           |

58-1727394

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58-1727394

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RECIPIENT NAME:  
ST. CAMILLUS FOUNDATION  
ADDRESS:  
423 SUKHUMVIT 55 ROAD  
BANGKOK, THAILAND  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT HILL TRIBE CHILDREN  
FOUNDATION STATUS OF RECIPIENT:  
U.S. EXEMPTION  
AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
GOOD SAMARITAN HEALTH  
CENTER  
ADDRESS:  
1015 DONALD LEE HOLLOWELL PARKWAY  
ATLANTA, GA 30318-6653  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
LITTLE SISTERS OF THE POOR  
MAHAKALI CAVES ROAD  
ADDRESS:  
ANDHERI (EAST)  
MUMBAI, INDIA  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
U.S. EXEMPTION  
AMOUNT OF GRANT PAID ..... 1,000.

RECIPIENT NAME:  
AMERICAN FRIENDS OF THE  
VICTORIA & ALBERT MUSEUM  
ADDRESS:  
61 LONDONDERRY DR.  
GREENWICH, CT 06830  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 9,000.

RECIPIENT NAME:  
AMERICAN RED CROSS  
ADDRESS:  
1955 MONROE DR., NE  
ATLANTA, GA 30324  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
PHILLIPPINES TYPHOON & FLOOD RELIEF  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
FRIENDS OF THE UFFIZI GALLERY  
ADDRESS:  
205 WORTH AVENUE, STE 201  
PALM BEACH, FL 33408  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
AMERICAN PATRONS OF TATE GALLERY  
FOUNDATION

ADDRESS:  
520 WEST 27TH ST., UNIT 404  
NEW YORK, NY 10001-5548

RELATIONSHIP:  
NONE

PURPOSE OF GRANT:  
GENERAL OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:  
PC

AMOUNT OF GRANT PAID ..... 9,000.

RECIPIENT NAME:  
AMERICAN FRIENDS OF THE  
BRITISH MUSEUM

ADDRESS:  
6 WEST 48TH ST., 10TH FL  
NEW YORK, NY 10036

RELATIONSHIP:  
NONE

PURPOSE OF GRANT:  
GENERAL OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:  
PC

AMOUNT OF GRANT PAID ..... 6,000.

RECIPIENT NAME:  
FRIENDS OF THE BRITISH FILM INST.

ADDRESS:  
BELVEDERE ROAD  
LONDON SE1 8XT, UNITED KINGDOM

RELATIONSHIP:  
NONE

PURPOSE OF GRANT:  
GENERAL OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:  
PC

AMOUNT OF GRANT PAID ..... 3,000.



RECIPIENT NAME:  
CHARITIES AID FOUNDATION AMERICA  
ADDRESS:  
1800 DIAGONAL RD, STE 150  
ALEXANDRIA, VA 22314-2840  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT FONDAZIONE I.R.I.S. ONLUS, ITALY  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 30,000.

RECIPIENT NAME:  
ST. CAMILLUS FOUNDATION  
SOI 55 (THONG LOH)  
ADDRESS:  
423 SUKHUMVIT 55 RD.  
BANGKOK, THAILAND  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT TEACHERS FOR HILL TRIBE CHILDREN  
FOUNDATION STATUS OF RECIPIENT:  
U.S. EXEMPTION  
AMOUNT OF GRANT PAID ..... 12,000.

RECIPIENT NAME:  
ERIC & SALOME ESTORICK FDN  
ADDRESS:  
39A CANONBURY SQ  
LONDON, UNITED KINGDOM  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
FRIENDS OF THE MUSEE DE  
ARTS DECORATIFS  
ADDRESS:  
40 EAST 78TH ST.  
NEW YORK, NY 10079  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
WORLD MONUMENTS FUND  
ADDRESS:  
350 FIFTH AVE, STE. 2412  
NEW YORK, NY 10118  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT WMF BRITAIN  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:  
AMERICAN FRIENDS OF THE  
NATIONAL GALLERY  
ADDRESS:  
6 WEST 48TH ST., 10TH FL  
NEW YORK, NY 10036  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

AMERICAN ASSOCIATES OF THE  
ROYAL ACADEMY TRUST

ADDRESS:

555 MADISON AVE., STE. 1300  
NEW YORK, NY 10022-3325

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

GENERAL OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 2,000.

RECIPIENT NAME:

CHARITIES AID FOUNDATION AMERICA

ADDRESS:

1800 DIAGONAL RD., STE. 150  
ALEXANDRIA, VA 22314

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

SUPPORT AMPA EUROPA RESIDENCE, MONACO

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:

CHARITIES AID FOUNDATION AMERICA

ADDRESS:

1800 DIAGONAL RD., STE. 150  
ALEXANDRIA, VA 22314

RELATIONSHIP:

NONE

PURPOSE OF GRANT:

CENTRE CARDIO-THORACIQUE DE MONACO

FOUNDATION STATUS OF RECIPIENT:

PC

AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
CHARITIES AID FOUNDATION AMERICA  
ADDRESS:  
1800 DIAGONAL RD., STE. 150  
ALEXANDRIA, VA 22314  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
AMIS DE L'ORCHESTRE PHILHARMONIQUE MONACO  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 20,000.

RECIPIENT NAME:  
CHARITIES AID FOUNDATION AMERICA  
ADDRESS:  
1800 DIAGONAL RD., STE. 150  
ALEXANDRIA, VA 22314-2840  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT FONDAZIONE PER IL TUO CUO, ITALY  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 10,000.

RECIPIENT NAME:  
ORPHAN AID AFRICA  
ADDRESS:  
268 BUSH ST., #3100  
SAN FRANCISCO, CA 94104  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
GENERAL OPERATING SUPPORT  
FOUNDATION STATUS OF RECIPIENT:  
PC  
AMOUNT OF GRANT PAID ..... 15,000.

RECIPIENT NAME:

THE GLOBAL GIVING FOUNDATION  
ADDRESS:

1023 15TH ST. NW, 12TH FL  
WASHINGTON, DC 20005

RELATIONSHIP:  
NONE

PURPOSE OF GRANT:

SUPPORT ''BRING SMILES TO 500 CHILDREN''

FOUNDATION STATUS OF RECIPIENT:  
PC

AMOUNT OF GRANT PAID ..... 5,000.

RECIPIENT NAME:

THE LIONHEART SCHOOL  
ADDRESS:

225 ROSWELL ST.  
ALPHARETTA, GA 30009

RELATIONSHIP:  
NONE

PURPOSE OF GRANT:

GENERAL OPERATING SUPPORT

FOUNDATION STATUS OF RECIPIENT:  
PC

AMOUNT OF GRANT PAID ..... 12,500.

RECIPIENT NAME:

ORDER OF ST. CAMILLUS FDN  
ADDRESS:

10200 W. BLUEMOUNT RD  
WAUWATOSA, WI 53226

RELATIONSHIP:  
NONE

PURPOSE OF GRANT:

SUPPORT HOSPITAL IN HAITI

FOUNDATION STATUS OF RECIPIENT:  
PC

AMOUNT OF GRANT PAID ..... 50,000.

RECIPIENT NAME:  
ST. CAMILLUS FOUNDATION  
ADDRESS:  
423 SUKHUMVIT 55 RD  
BANGKOK, THAILAND  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
HILL TRIBE SCHOOL. RENOVATION & REPAIR  
FOUNDATION STATUS OF RECIPIENT:  
U.S. EXEMPTION  
AMOUNT OF GRANT PAID ..... 11,000.

RECIPIENT NAME:  
ST. CAMILLUS FOUNDATION  
ADDRESS:  
423 SUKHUMVIT 55 RD  
BANGKOK, THAILAND  
RELATIONSHIP:  
NONE  
PURPOSE OF GRANT:  
SUPPORT CHILDREN OF AIDS VICTIMS  
FOUNDATION STATUS OF RECIPIENT:  
U.S. EXEMPTION  
AMOUNT OF GRANT PAID ..... 41,000.

TOTAL GRANTS PAID: 338,500.  
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## THE PHILIP AND IRENE TOLL GAGE FOUNDATIO

58-1727394

## Balance Sheet

11/29/2013

Bank of America



| Cusip     | Asset                           | Units      | Basis      | Market Value |
|-----------|---------------------------------|------------|------------|--------------|
|           | Cash/Cash Equivalent            | 153460 220 | 153,460.22 | 153,460 22   |
| 000360206 | AAON INC                        | 123 000    | 1,226.36   | 3,784.71     |
| 001317205 | AIA GROUP LTD                   | 248.000    | 4,534.45   | 5,028.70     |
| 00206R102 | AT&T INC                        | 374 000    | 9,506.66   | 13,168 54    |
| 002535300 | AARONS INC                      | 233 000    | 4,922.91   | 6,673.12     |
| 002567105 | ABAXIS INC                      | 129 000    | 2,220 17   | 4,641.42     |
| 002824100 | ABBOTT LABS                     | 367 000    | 8,916 73   | 14,015 73    |
| 00287Y109 | ABBVIE INC                      | 602.000    | 18,452 43  | 29,166.90    |
| 004225108 | ACADIA PHARMACEUTICALS INC      | 161.000    | 4,018 74   | 3,749.69     |
| 00507V109 | ACTIVISION BLIZZARD INC         | 346.000    | 4,819.36   | 5,954.66     |
| 00508X203 | ACTUANT CORP                    | 93 000     | 2,360.77   | 3,634 44     |
| 00508Y102 | ACUITY BRANDS INC               | 48.000     | 1,781 55   | 4,921 44     |
| 00762W107 | ADVISORY BRD CO                 | 99.000     | 4,150 07   | 6,407 28     |
| 008252108 | AFFILIATED MANAGERS GROUP       | 279.000    | 35,106 50  | 55,869 75    |
| 00846U101 | AGILENT TECHNOLOGIES INC        | 189.000    | 8,951 32   | 10,124 73    |
| 00971T101 | AKAMAI TECHNOLOGIES INC         | 158.000    | 6,736.93   | 7,065.76     |
| 010199305 | AKZO NOBEL NV                   | 517 000    | 10,400.07  | 13,006.17    |
| 015351109 | ALEXION PHARMACEUTICALS INC     | 338.000    | 28,170 98  | 42,081 00    |
| 01741R102 | ALLEGHENY TECHNOLOGIES INC      | 151.000    | 4,023.80   | 5,016 22     |
| 018581108 | ALLIANCE DATA SYS CORP          | 174 000    | 31,996.78  | 42,153.24    |
| 02209S103 | ALTRIA GROUP INC                | 360 000    | 6,157.78   | 13,312 80    |
| 023135106 | AMAZON COM INC                  | 178 000    | 43,018 37  | 70,064 36    |
| 025537101 | AMERICAN ELEC PWR INC           | 174.000    | 5,386 91   | 8,188.44     |
| 025816109 | AMERICAN EXPRESS CO             | 238 000    | 8,950 14   | 20,420.40    |
| 03027X100 | AMERICAN TOWER CORP             | 151 000    | 11,181.87  | 11,743.27    |
| 03073E105 | AMERISOURCEBERGEN CORP          | 101 000    | 5,587 71   | 7,123 53     |
| 031100100 | AMETEK INC NEW                  | 113.000    | 1,292.39   | 5,561 86     |
| 031162100 | AMGEN INC                       | 235 000    | 15,426 39  | 26,808 80    |
| 032095101 | AMPHENOL CORP NEW               | 177 000    | 7,929.82   | 15,045 00    |
| 03524A108 | ANHEUSER BUSCH INBEV SA/NV      | 115 000    | 11,487.50  | 11,742.65    |
| 03662Q105 | ANSYS INC                       | 79.000     | 5,816 72   | 6,767 93     |
| 037833100 | APPLE INC                       | 121 000    | 34,021.43  | 67,284 47    |
| 038336103 | APTARGROUP INC                  | 75 000     | 1,424.95   | 4,869 00     |
| 04316A108 | ARTISAN PARTNERS ASSET MGMT INC | 81 000     | 3,157 65   | 4,999.32     |

## THE PHILIP AND IRENE TOLL GAGE FOUNDATIO

58-1727394

## Balance Sheet

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Bank of America



| Cusip     | Asset                         | Units   | Basis     | Market Value |
|-----------|-------------------------------|---------|-----------|--------------|
| 045387107 | ASSA ABLOY AB                 | 307.000 | 6,872.25  | 7,794.73     |
| 045519402 | ASSOCIATED BRIT FOODS LTD     | 127.000 | 3,835.13  | 4,770.25     |
| 04685W103 | ATHENAHEALTH INC              | 79.000  | 4,106.91  | 10,362.43    |
| 048173108 | ATLANTIA SPA                  | 654.000 | 6,354.07  | 7,314.99     |
| 049255706 | ATLAS COPCO AB                | 328.000 | 9,156.19  | 9,168.58     |
| 049513104 | ATMEL CORP                    | 384.000 | 2,663.95  | 2,937.60     |
| 052769106 | AUTODESK INC                  | 130.000 | 4,443.32  | 5,882.50     |
| 053015103 | AUTOMATIC DATA PROCESSING INC | 209.000 | 7,896.64  | 16,724.18    |
| 055434203 | BG GROUP PLC                  | 788.000 | 14,407.97 | 16,115.39    |
| 05565A202 | BNP PARIBAS                   | 511.000 | 16,767.80 | 19,220.24    |
| 05577E101 | BT GROUP PLC                  | 45.000  | 1,835.97  | 2,748.60     |
| 057665200 | BALCHEM CORP                  | 49.000  | 1,008.45  | 2,898.35     |
| 05874B107 | BALLY TECHNOLOGIES INC        | 62.000  | 2,343.99  | 4,623.34     |
| 05964H105 | BANCO SANTANDER SA            | 476.000 | 4,810.98  | 4,255.44     |
| 06652K103 | BANKUNITED INC                | 148.000 | 4,703.22  | 4,777.44     |
| 067383109 | BARD C R INC                  | 39.000  | 4,236.57  | 5,416.32     |
| 06738E204 | BARCLAYS PLC                  | 464.000 | 7,000.65  | 8,249.92     |
| 072730302 | BAYER A G                     | 157.000 | 14,202.59 | 20,991.53    |
| 072743206 | BAYERISCHE MOTOREN WERKE A G  | 244.000 | 8,192.79  | 9,365.21     |
| 073685109 | BEACON ROOFING SUPPLY INC     | 397.000 | 9,349.82  | 14,760.46    |
| 088606108 | BHP BILLITON LTD              | 101.000 | 7,392.29  | 6,890.22     |
| 090572207 | BIO RAD LABS INC              | 82.000  | 7,569.30  | 10,054.84    |
| 09057G602 | BIO-REFERENCE LABS INC        | 203.000 | 3,319.11  | 5,927.60     |
| 09062X103 | BIOGEN IDEC INC               | 167.000 | 17,003.54 | 48,591.99    |
| 09227Q100 | BLACKBAUD INC                 | 141.000 | 1,788.36  | 5,099.97     |
| 09247X101 | BLACKROCK INC                 | 49.000  | 7,686.15  | 14,834.75    |
| 097023105 | BOEING CO                     | 207.000 | 14,087.73 | 27,789.75    |
| 099724106 | BORG WARNER INC               | 191.000 | 17,831.82 | 20,469.47    |
| 101121101 | BOSTON PROPERTIES INC         | 49.000  | 5,225.02  | 4,875.01     |
| 110122108 | BRISTOL MYERS SQUIBB CO       | 564.000 | 16,867.42 | 28,978.32    |
| 110448107 | BRITISH AMERN TOB PLC         | 76.000  | 8,121.61  | 8,081.08     |
| 12503M108 | CBOE HLDGS INC                | 96.000  | 4,493.40  | 5,018.88     |
| 12504L109 | CBRE GROUP INC                | 285.000 | 6,594.50  | 6,908.40     |
| 12572Q105 | CME GROUP INC                 | 530.000 | 35,683.86 | 43,433.50    |



## THE PHILIP AND IRENE TOLL GAGE FOUNDATIO

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## Balance Sheet

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| Cusip     | Asset                         | Units     | Basis      | Market Value |
|-----------|-------------------------------|-----------|------------|--------------|
| 125896100 | CMS ENERGY CORP               | 220.000   | 4,739.88   | 5,838.80     |
| 126408103 | CSX CORP                      | 301.000   | 7,058.60   | 8,208.27     |
| 12709P103 | CABOT MICROELECTRONICS CORP   | 145.000   | 4,730.79   | 6,535.15     |
| 127387108 | CADENCE DESIGN SYSTEM INC     | 523.000   | 7,180.47   | 6,929.75     |
| 13342B105 | CAMERON INTL CORP             | 94.000    | 5,755.16   | 5,206.66     |
| 13645T100 | CANADIAN PAC RY LTD           | 296.000   | 34,358.60  | 45,548.48    |
| 138006309 | CANON INC                     | 121.000   | 5,196.35   | 4,031.72     |
| 142339100 | CARLISLE COS INC              | 38.000    | 1,256.03   | 2,793.38     |
| 142795202 | CARLSBERG AS                  | 178.000   | 3,702.52   | 3,908.70     |
| 147528103 | CASEYS GEN STORES INC         | 40.000    | 990.71     | 2,976.80     |
| 14808P109 | CASS INFORMATION SYS INC      | 101.000   | 3,047.80   | 6,337.75     |
| 148887102 | CATAMARAN CORP                | 905.000   | 46,179.68  | 41,295.15    |
| 151020104 | CELGENE CORP                  | 289.000   | 33,256.88  | 46,751.53    |
| 15135U109 | CENOVUS ENERGY INC            | 145.000   | 4,449.93   | 4,235.45     |
| 15670R107 | CEPHEID                       | 253.000   | 3,139.53   | 11,491.26    |
| 156782104 | CERNER CORP                   | 699.000   | 27,860.04  | 40,171.53    |
| 163072101 | CHEESECAKE FACTORY INC        | 161.000   | 1,862.77   | 7,848.75     |
| 16359R103 | CHEMED CORP                   | 117.000   | 4,182.03   | 9,117.81     |
| 166764100 | CHEVRON CORP                  | 228.000   | 16,264.21  | 27,916.32    |
| 16945R104 | CHINA UNICOM (HONG KONG) LTD  | 283.000   | 4,025.45   | 4,474.23     |
| 169656105 | CHIPOTLE MEXICAN GRILL INC    | 54.000    | 13,783.17  | 28,288.44    |
| 169905106 | CHOICE HOTELS INTL INC        | 95.000    | 2,330.44   | 4,437.45     |
| 171232101 | CHUBB CORP                    | 166.000   | 11,116.37  | 16,010.70    |
| 17275R102 | CISCO SYS INC                 | 785.000   | 17,424.56  | 16,681.25    |
| 177376100 | CITRIX SYS INC                | 581.000   | 38,317.20  | 34,464.92    |
| 178566105 | CITY NATL CORP                | 56.000    | 2,654.36   | 4,276.16     |
| 179895107 | CLARCOR INC                   | 76.000    | 2,934.28   | 4,600.28     |
| 184496107 | CLEAN HBRS INC                | 167.000   | 9,250.70   | 8,812.59     |
| 189754104 | COACH INC                     | 80.000    | 4,519.03   | 4,632.00     |
| 19075F106 | COBALT INTL ENERGY INC        | 572.000   | 14,292.48  | 12,715.56    |
| 192422103 | COGNEX CORP                   | 212.000   | 6,338.32   | 6,985.40     |
| 19763T889 | COLUMBIA INCOME OPPORTUNITIES | 11018.711 | 106,000.00 | 110,738.05   |
| 19765E823 | CMG ULTRA SHORT TERM BOND     | 4424.696  | 39,866.51  | 39,778.02    |
| 198516106 | COLUMBIA SPORTSWEAR CO        | 52.000    | 2,166.49   | 3,608.28     |

## THE PHILIP AND IRENE TOLL GAGE FOUNDATIO

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## Balance Sheet

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| Cusip     | Asset                          | Units     | Basis      | Market Value |
|-----------|--------------------------------|-----------|------------|--------------|
| 20030N101 | COMCAST CORP                   | 209 000   | 10,147.16  | 10,422.83    |
| 204319107 | COMPAGNIE FINANCIERE RICHEMONT | 443.000   | 4,525 69   | 4,515.06     |
| 20449X203 | COMPASS GROUP PLC              | 144 000   | 1,490 23   | 2,172.53     |
| 206708109 | CONCUR TECHNOLOGIES INC        | 76 000    | 2,313.49   | 7,378.84     |
| 20825C104 | CONOCOPHILLIPS                 | 209 000   | 14,336 51  | 15,215 20    |
| 22160N109 | COSTAR GROUP INC               | 73 000    | 4,017 59   | 13,595.52    |
| 222816100 | COVANCE INC                    | 81 000    | 6,238 29   | 6,834.78     |
| 231021106 | CUMMINS INC                    | 384.000   | 43,995 78  | 50,826 24    |
| 23304Y100 | DBS GROUP HLDGS LTD            | 134.000   | 6,105 25   | 7,345.61     |
| 23331A109 | D R HORTON INC                 | 494 000   | 10,575 26  | 9,820.72     |
| 23381B106 | DAIKIN INDS LTD                | 48 000    | 4,648 02   | 6,095 86     |
| 234062206 | DAIWA HOUSE IND LTD            | 37 000    | 6,708 17   | 7,192 87     |
| 23636T100 | DANONE                         | 457 000   | 6,046 54   | 6,655 29     |
| 237194105 | DARDEN RESTAURANTS INC         | 105 000   | 5,169.95   | 5,599 65     |
| 237545108 | DASSAULT SYS S A               | 36 000    | 2,941.76   | 4,140.36     |
| 242309102 | DEALERTRACK TECHNOLOGIES INC   | 201.000   | 3,337.26   | 8,401.80     |
| 245914817 | DELAWARE EMERGING MKTS FUND    | 18750.007 | 300,000 00 | 306,750.11   |
| 24872B100 | DENSO CORP                     | 518 000   | 9,801 97   | 12,979.53    |
| 253393102 | DICKS SPORTING GOODS INC       | 142 000   | 6,900 08   | 8,025.84     |
| 253798102 | DIGI INTL INC                  | 318 000   | 2,728 94   | 3,657 00     |
| 25746U109 | DOMINION RES INC VA NEW        | 95.000    | 4,815 96   | 6,166 45     |
| 258278100 | DORMAN PRODS INC               | 100 000   | 1,760 09   | 4,978 00     |
| 260003108 | DOVER CORP                     | 145.000   | 5,056.16   | 13,157 30    |
| 262037104 | DRIL-QUIP INC                  | 58.000    | 1,215 59   | 6,296 48     |
| 263534109 | DU PONT E I DE NEMOURS & CO    | 281.000   | 12,924 15  | 17,247 78    |
| 26441C204 | DUKE ENERGY CORP               | 81 000    | 5,262 79   | 5,666.76     |
| 268648102 | EMC CORP                       | 599 000   | 16,128 20  | 14,286 15    |
| 26874R108 | ENI S P A                      | 93 000    | 3,051.53   | 4,450 98     |
| 277432100 | EASTMAN CHEM CO                | 123.000   | 8,825 96   | 9,474.69     |
| 278265103 | EATON VANCE CORP               | 186 000   | 7,052 51   | 7,776.66     |
| 278715206 | EBIX INC                       | 178.000   | 3,662 60   | 2,479.54     |
| 27875T101 | ECHO GLOBAL LOGISTICS INC      | 175 000   | 2,222 87   | 3,601 50     |
| 278768106 | ECHOSTAR CORP                  | 126 000   | 4,963.10   | 6,306 30     |
| 278865100 | ECOLAB INC                     | 282 000   | 26,494.11  | 30,221 94    |

## THE PHILIP AND IRENE TOLL GAGE FOUNDATIO

58-1727394

## Balance Sheet

11/29/2013

Bank of America



| Cusip     | Asset                          | Units   | Basis     | Market Value |
|-----------|--------------------------------|---------|-----------|--------------|
| 291011104 | EMERSON ELEC CO                | 143 000 | 6,967 92  | 9,579.57     |
| 29414B104 | EPAM SYS INC                   | 104 000 | 3,651 85  | 3,688.88     |
| 294821608 | ERICSSON                       | 298.000 | 3,892 35  | 3,727 98     |
| 29875W100 | EUROPEAN AERONAUTIC DEFENCE &  | 308.000 | 5,123 65  | 5,479 01     |
| 29977A105 | EVERCORE PARTNERS INC          | 87 000  | 2,219 92  | 4,771.95     |
| 302130109 | EXPEDITORS INTL WASHINGTON INC | 194.000 | 8,194.01  | 8,427.36     |
| 30214U102 | EXPONENT INC                   | 75.000  | 2,148.34  | 5,802 75     |
| 30215C101 | EXPERIAN PLC                   | 135.000 | 2,541.48  | 2,492 24     |
| 30219G108 | EXPRESS SCRIPTS HLDG CO        | 106 000 | 6,567.96  | 7,139.10     |
| 30231G102 | EXXON MOBIL CORP               | 380 000 | 25,590 82 | 35,522 40    |
| 30249U101 | FMC TECHNOLOGIES INC           | 685.000 | 34,946 30 | 32,948 50    |
| 30303M102 | FACEBOOK INC                   | 834 000 | 33,287 73 | 39,206 34    |
| 303250104 | FAIR ISAAC CORP                | 89 000  | 1,814 05  | 5,251 89     |
| 316773100 | FIFTH THIRD BANCORP            | 500 000 | 8,937 28  | 10,160 00    |
| 317485100 | FINANCIAL ENGINES INC          | 203 000 | 5,443 49  | 13,753 25    |
| 31816Q101 | FIREEYE INC                    | 127 000 | 5,038 00  | 4,872 99     |
| 33829M101 | FIVE BELOW INC                 | 75 000  | 2,879 61  | 3,987 00     |
| 345550107 | FOREST CITY ENTERPRISES INC    | 185 000 | 792 81    | 3,607 50     |
| 349853101 | FORWARD AIR CORP               | 190 000 | 3,825 76  | 8,208 00     |
| 35804H106 | FRESH MKT INC                  | 87 000  | 3,434 90  | 3,541 77     |
| 361448103 | GATX CORP                      | 100 000 | 4,766.39  | 5,017 00     |
| 36160B105 | GDF SUEZ                       | 274 000 | 6,157 56  | 6,368.31     |
| 369550108 | GENERAL DYNAMICS CORP          | 60 000  | 4,714 99  | 5,499.60     |
| 371559105 | GENESEE & WYO INC              | 64 000  | 4,765.70  | 6,156.80     |
| 371901109 | GENTEX CORP                    | 249 000 | 3,488.45  | 7,422 69     |
| 375558103 | GILEAD SCIENCES INC            | 799 000 | 45,323.94 | 59,773.19    |
| 37733W105 | GLAXOSMITHKLINE PLC            | 151 000 | 7,110.43  | 7,990 92     |
| 37940X102 | GLOBAL PMTS INC                | 95 000  | 4,533.80  | 5,989 75     |
| 38259P508 | GOOGLE INC                     | 61 000  | 46,174.81 | 64,634 99    |
| 384109104 | GRACO INC                      | 64 000  | 1,926.38  | 4,942 72     |
| 38526M106 | GRAND CANYON ED INC            | 290.000 | 5,810.76  | 13,206 60    |
| 39679B103 | GREENWAY MEDICAL TECHNOLOGIES  | 282.000 | 4,364.82  | 5,738 70     |
| 40412C101 | HCA HLDGS INC                  | 200.000 | 6,350.74  | 9,284 00     |
| 404132102 | HCC INS HLDGS INC              | 74 000  | 1,622.70  | 3,402 52     |

## THE PHILIP AND IRENE TOLL GAGE FOUNDATIO

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## Balance Sheet

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| Cusip     | Asset                            | Units      | Basis      | Market Value |
|-----------|----------------------------------|------------|------------|--------------|
| 40415F101 | HDFC BK LTD                      | 84 000     | 1,302 20   | 2,787 12     |
| 404280406 | HSBC HLDGS PLC                   | 379 000    | 17,036.48  | 21,261 90    |
| 405217100 | HAIN CELESTIAL GROUP INC         | 63 000     | 3,612 61   | 5,209.47     |
| 413086109 | HARMAN INTL INDS INC             | 111 000    | 7,670 69   | 8,995 44     |
| 414585109 | HARRIS TEETER SUPERMARKETS INC   | 45.000     | 763.65     | 2,222 10     |
| 415864107 | HARSCO CORP                      | 133 000    | 3,075 27   | 3,477.95     |
| 422806208 | HEICO CORP NEW                   | 100 000    | 2,516 32   | 4,145 00     |
| 423012301 | HEINEKEN N V                     | 107.000    | 2,945 61   | 3,644.31     |
| 42330P107 | HELIX ENERGY SOLUTIONS GROUP INC | 351.000    | 7,612 48   | 7,795 71     |
| 425883105 | HENNES & MAURITZ AB              | 488.000    | 3,747 54   | 4,151 42     |
| 426281101 | HENRY JACK & ASSOC INC           | 139 000    | 2,763 97   | 7,891.03     |
| 427866108 | HERSHEY CO                       | 81 000     | 4,537 81   | 7,848 09     |
| 42805T105 | HERTZ GLOBAL HLDGS INC           | 258 000    | 4,214 94   | 6,259 08     |
| 428236AT0 | HEWLETT PACKARD CO               | 100000 000 | 101,089 26 | 101,299 00   |
| 428291108 | HEXCEL CORP NEW                  | 104 000    | 4,591 95   | 4,568 72     |
| 428567101 | HIBBETT SPORTS INC               | 48 000     | 621.87     | 3,099 36     |
| 432787307 | REMS REAL ESTATE VALUE OPPTY     | 14520 813  | 140,787.39 | 229,283 64   |
| 43365Y104 | HITTITE MICROWAVE CORP           | 30.000     | 1,536.44   | 1,896 90     |
| 437076102 | HOME DEPOT INC                   | 458 000    | 10,608.24  | 36,946 86    |
| 438128308 | HONDA MTR LTD                    | 313 000    | 11,514 27  | 13,258 68    |
| 438516106 | HONEYWELL INTL INC               | 239 000    | 10,698 65  | 21,153 89    |
| 445658107 | HUNT J B TRANS SVCS INC          | 507 000    | 30,900 38  | 38,121 33    |
| 448108100 | HUSSMAN INVT STRATEGIC GROWTH    | 9234 466   | 103,335 42 | 93,360 45    |
| 448415208 | HUTCHISON WHAMPOA LTD            | 414 000    | 7,280.75   | 10,530.92    |
| 44984A105 | IPC THE HOSPITALIST CO           | 108.000    | 2,921 62   | 6,791 04     |
| 450828108 | IBERIABANK CORP                  | 58 000     | 3,148 55   | 3,636 60     |
| 45104G104 | ICICI BK LTD                     | 75 000     | 2,579.13   | 2,689 50     |
| 45662N103 | INFINEON TECHNOLOGIES AG         | 449 000    | 3,751 81   | 4,566 78     |
| 45672B206 | INFORMA PLC                      | 391 000    | 6,517.33   | 7,141 22     |
| 45672H104 | INFOBLOX INC                     | 80.000     | 3,326 47   | 2,542 40     |
| 456837103 | ING GROEP N V                    | 603.000    | 6,700 93   | 7,826 94     |
| 45773Y105 | INNERWORKINGS INC                | 302.000    | 2,072.15   | 2,077.76     |
| 458140100 | INTEL CORP                       | 796.000    | 15,428 42  | 18,976 64    |
| 45822P105 | INTEGRYS ENERGY GROUP INC        | 108 000    | 6,292 62   | 5,803.92     |

## THE PHILIP AND IRENE TOLL GAGE FOUNDATIO

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## Balance Sheet

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| Cusip     | Asset                         | Units    | Basis      | Market Value |
|-----------|-------------------------------|----------|------------|--------------|
| 45866F104 | INTERCONTINENTALEXCHANGE      | 49.000   | 8,770 93   | 10,451.21    |
| 459200101 | INTERNATIONAL BUSINESS MACHS  | 135 000  | 12,692.35  | 24,256 80    |
| 459902102 | INTERNATIONAL GAME TECHNOLOGY | 256 000  | 4,280.50   | 4,477 44     |
| 461202103 | INTUIT                        | 150.000  | 9,064 19   | 11,134 50    |
| 464286665 | ISHARES MSCI PACIFIC EX-JAPAN | 1800 000 | 86,860 50  | 86,544.00    |
| 464287234 | ISHARES MSCI EMERGING MARKETS | 6710 000 | 282,690 80 | 284,168.50   |
| 464287739 | ISHARES U S REAL ESTATE ETF   | 935 000  | 59,939 30  | 58,998.50    |
| 465562106 | ITAU UNIBANCO HLDG SA         | 211.000  | 3,140 39   | 2,968.77     |
| 466032109 | J & J SNACK FOODS CORP        | 45.000   | 1,868 98   | 3,866.40     |
| 46625H100 | J P MORGAN CHASE & CO         | 465.000  | 18,237 39  | 26,607.30    |
| 478160104 | JOHNSON & JOHNSON             | 372.000  | 24,582 13  | 35,213.52    |
| 481165108 | JOY GLOBAL INC                | 118 000  | 5,857 77   | 6,674.08     |
| 4812A2439 | HIGHBRIDGE STATISTICAL MKT    | 6997 266 | 104,255 77 | 101,600 30   |
| 482480100 | KLA-TENCOR CORP               | 194 000  | 10,963.19  | 12,390.78    |
| 48273U102 | K12 INC                       | 183 000  | 4,266 83   | 3,850 32     |
| 48667L106 | KDDI CORP                     | 855 000  | 8,702.70   | 13,426 92    |
| 493267108 | KEYCORP NEW                   | 542 000  | 5,939.83   | 6,910 50     |
| 494368103 | KIMBERLY CLARK CORP           | 175 000  | 12,431 17  | 19,103 00    |
| 497266106 | KIRBY CORP                    | 82.000   | 2,339 03   | 7,744 90     |
| 499064103 | KNIGHT TRANSN INC             | 164 000  | 3,112 70   | 2,930 68     |
| 500458401 | KOMATSU LTD                   | 210.000  | 4,991.49   | 4,367 58     |
| 501797104 | L BRANDS INC                  | 122.000  | 5,905 01   | 7,928 78     |
| 501889208 | LKQ CORP                      | 176.000  | 1,161.44   | 5,834 40     |
| 501897102 | LI & FUNG LTD                 | 2091.000 | 7,017.48   | 5,695.88     |
| 502441306 | LVMH MOET HENNESSY LOUIS      | 155.000  | 2,783.24   | 5,856 36     |
| 505730101 | LADBROKES PLC                 | 772.000  | 2,346.40   | 2,210.24     |
| 53578A108 | LINKEDIN CORP                 | 154.000  | 17,931 82  | 34,500.62    |
| 53635B107 | LIQUIDITY SVCS INC            | 58 000   | 1,218 85   | 1,343.86     |
| 53931R103 | LIXIL GROUP CORP              | 110 000  | 4,879 34   | 5,697.45     |
| 539439109 | LLOYDS BANKING GROUP PLC      | 1516 000 | 7,157 55   | 7,731 60     |
| 55402X105 | MWI VETERINARY SUPPLY INC     | 18 000   | 2,260.05   | 3,279.06     |
| 55616P104 | MACYS INC                     | 281.000  | 12,436.31  | 14,966 06    |
| 55973B102 | MAGNUM HUNTER RES CORP DEL    | 790.000  | 5,240.17   | 5,719.60     |
| 560877300 | MAKITA CORP                   | 110.000  | 5,540.18   | 5,491 09     |

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| Cusip     | Asset                         | Units    | Basis     | Market Value |
|-----------|-------------------------------|----------|-----------|--------------|
| 562750109 | MANHATTAN ASSOCS INC          | 73 000   | 1,621 44  | 8,778.98     |
| 56418H100 | MANPOWERGROUP INC             | 60.000   | 4,474.79  | 4,795.80     |
| 571748102 | MARSH & MCLENNAN COS INC      | 302.000  | 10,380 16 | 14,329 90    |
| 577933104 | MAXIMUS INC                   | 260.000  | 2,136 05  | 11,830 00    |
| 580135101 | MCDONALDS CORP                | 204.000  | 12,784 70 | 19,863 48    |
| 58501N101 | MEDIVATION INC                | 72.000   | 2,883.02  | 4,536.72     |
| 58502B106 | MEDNAX INC                    | 135.000  | 7,974.61  | 14,958.00    |
| 58502L104 | MEDIOLANUM SPA                | 242.000  | 3,950.36  | 4,309.78     |
| 58933Y105 | MERCK & CO INC                | 520.000  | 18,786.45 | 25,911 60    |
| 589584101 | MERIDIAN BIOSCIENCE INC       | 142.000  | 2,924.72  | 3,490 36     |
| 59156R108 | METLIFE INC                   | 127.000  | 4,095 73  | 6,628 13     |
| 594918104 | MICROSOFT CORP                | 914 000  | 24,691 47 | 34,850.82    |
| 596278101 | MIDDLEBY CORP                 | 17.000   | 1,761 83  | 3,754.28     |
| 606769305 | MITSUBISHI CORP               | 119 000  | 4,500 87  | 4,684 91     |
| 606822104 | MITSUBISHI UFJ FINL GROUP INC | 1301 000 | 6,629 54  | 8,443 49     |
| 60740F105 | MOBILE MINI INC               | 212 000  | 3,632 51  | 8,564 80     |
| 608190104 | MOHAWK INDS INC               | 213.000  | 28,417 10 | 29,824 26    |
| 610236101 | MONRO MUFFLER BRAKE INC       | 95 000   | 3,001 88  | 5,040.70     |
| 61166W101 | MONSANTO CO                   | 586.000  | 39,567 48 | 66,411.38    |
| 615394202 | MOOG INC                      | 81.000   | 3,167.60  | 5,562.27     |
| 617700109 | MORNINGSTAR INC               | 113.000  | 4,112 19  | 9,425 33     |
| 626717102 | MURPHY OIL CORP               | 71.000   | 3,760 05  | 4,610.03     |
| 626755102 | MURPHY USA INC                | 17.000   | 580 88    | 769.25       |
| 636518102 | NATIONAL INSTRS CORP          | 443.000  | 8,605 65  | 13,848 18    |
| 640491106 | NEOGEN CORP                   | 201.000  | 2,266 25  | 10,224 87    |
| 641069406 | NESTLE S A                    | 187.000  | 7,273 99  | 13,699 43    |
| 651290108 | NEWFIELD EXPL CO              | 133.000  | 3,182 78  | 3,737 30     |
| 65339F101 | NEXTERA ENERGY INC            | 108.000  | 5,658 77  | 9,135 72     |
| 655664100 | NORDSTROM INC                 | 86.000   | 4,976 67  | 5,350 06     |
| 66987V109 | NOVARTIS A G                  | 337.000  | 17,145 10 | 26,663.44    |
| 670100205 | NOVO-NORDISK A S              | 62.000   | 10,697.81 | 11,081.26    |
| 674599105 | OCCIDENTAL PETE CORP DEL      | 79.000   | 3,706 36  | 7,501.84     |
| 682680103 | ONEOK INC NEW                 | 143.000  | 5,954 05  | 8,304.01     |
| 693475105 | PNC FINL SVCS GROUP INC       | 213.000  | 11,112 03 | 16,390.35    |

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| Cusip     | Asset                          | Units     | Basis      | Market Value |
|-----------|--------------------------------|-----------|------------|--------------|
| 693506107 | PPG INDS INC                   | 46.000    | 5,766 33   | 8,466 76     |
| 698354107 | PANDORA MEDIA INC              | 157.000   | 2,951 70   | 4,458.80     |
| 701094104 | PARKER HANNIFIN CORP           | 79.000    | 3,390 65   | 9,309.36     |
| 705573103 | PEGASYSTEMS INC                | 91 000    | 4,207 74   | 4,581.85     |
| 714264207 | PERNOD RICARD S A              | 257 000   | 6,236 13   | 5,838 78     |
| 714290103 | PERRIGO CO                     | 54 000    | 5,106 39   | 8,418 06     |
| 716473103 | PETROFAC LTD                   | 255.000   | 2,608 95   | 2,644.09     |
| 71654V408 | PETROLEO BRASILEIRO SA PETROBR | 374 000   | 9,841 49   | 5,961.56     |
| 716599105 | PETROLEUM GEO-SVCS ASA NEW     | 238 000   | 3,236.88   | 2,856.24     |
| 717081103 | PFIZER INC                     | 1129 000  | 17,981.83  | 35,823.17    |
| 718172109 | PHILIP MORRIS INTL INC         | 432 000   | 20,243 74  | 36,953.28    |
| 718546104 | PHILLIPS 66                    | 143 000   | 8,881 83   | 9,954.23     |
| 722005667 | PIMCO COMMODITY REALRETURN     | 53254 140 | 400,000 00 | 297,158.10   |
| 72201P175 | PIMCO COMMODITIESPLUS STRATEGY | 14734 028 | 160,000 00 | 155,296.66   |
| 731068102 | POLARIS INDS INC               | 98 000    | 5,964 15   | 13,080.06    |
| 73640Q105 | PORTFOLIO RECOVERY ASSOCS INC  | 216 000   | 2,734 92   | 12,614 40    |
| 739276103 | POWER INTEGRATIONS INC         | 174 000   | 3,848 55   | 9,302 04     |
| 73935X575 | POWERSHARES WATER RESOURCES    | 5000 000  | 100,600 00 | 126,800 00   |
| 74144T108 | PRICE T ROWE GROUP INC         | 131 000   | 4,968 86   | 10,540 26    |
| 741503403 | PRICELINE COM INC              | 72 000    | 29,496 81  | 85,847 76    |
| 742718109 | PROCTER & GAMBLE CO            | 280.000   | 18,493 63  | 23,581 60    |
| 743315103 | PROGRESSIVE CORP OHIO          | 216 000   | 5,430 28   | 6,032 88     |
| 743606105 | PROSPERITY BANCSHARES INC      | 66 000    | 2,951 86   | 4,232 58     |
| 743713109 | PROTO LABS INC                 | 84 000    | 4,280 72   | 6,241.20     |
| 74435K204 | PRUDENTIAL PLC                 | 299 000   | 11,318.45  | 12,779 26    |
| 74460D109 | PUBLIC STORAGE INC             | 49 000    | 5,511.07   | 7,482 30     |
| 74463M106 | PUBLICIS S A NEW               | 273 000   | 3,921.56   | 6,045 86     |
| 74733T105 | QLIK TECHNOLOGIES INC          | 92 000    | 3,396.06   | 2,307 36     |
| 74733V100 | QEP RES INC                    | 223.000   | 7,042.99   | 7,140 46     |
| 747525103 | QUALCOMM INC                   | 519 000   | 30,043.67  | 38,188 02    |
| 749607107 | RLI CORP                       | 40 000    | 1,510.47   | 4,035 60     |
| 749685103 | RPM INTL INC                   | 296 000   | 6,559.91   | 11,721 60    |
| 754212108 | RAVEN INDS INC                 | 88 000    | 1,159.45   | 3,533 20     |
| 754730109 | RAYMOND JAMES FINL INC         | 157.000   | 5,614 72   | 7,564 26     |

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| Cusip     | Asset                            | Units    | Basis     | Market Value |
|-----------|----------------------------------|----------|-----------|--------------|
| 755111507 | RAYTHEON CO                      | 222 000  | 9,596 12  | 19,686.96    |
| 756255204 | RECKITT BENCKISER PLC            | 405 000  | 3,944 89  | 6,513 21     |
| 756568101 | RED ELECTRICA CORPORACION SA     | 475 000  | 5,460 68  | 6,102.80     |
| 759351604 | REINSURANCE GROUP AMER INC       | 83 000   | 5,066 88  | 6,223 34     |
| 760759100 | REPUBLIC SVCS INC                | 247 000  | 8,357 94  | 8,622 77     |
| 761655505 | REXAM PLC                        | 192 000  | 7,673 58  | 7,856 45     |
| 767204100 | RIO TINTO PLC                    | 294 000  | 15,932 06 | 15,596.70    |
| 767744105 | RITCHIE BROS AUCTIONEERS INC     | 334 000  | 6,962.83  | 6,897.10     |
| 771195104 | ROCHE HLDG LTD                   | 154.000  | 5,342.99  | 10,766.29    |
| 775109200 | ROGERS COMMUNICATIONS INC        | 110.000  | 4,390 84  | 4,931.30     |
| 775711104 | ROLLINS INC                      | 349.000  | 3,781 68  | 9,817.37     |
| 776696106 | ROPER INDS INC NEW               | 70.000   | 5,394 96  | 9,079.00     |
| 780259206 | ROYAL DUTCH SHELL PLC            | 511.000  | 29,431 02 | 34,083.70    |
| 783513104 | RYANAIR HLDGS PLC                | 125.000  | 6,497 58  | 6,003.13     |
| 78388J106 | SBA COMMUNICATIONS CORP          | 62.000   | 4,634 70  | 5,280.54     |
| 78463M107 | SPS COMM INC                     | 134.000  | 2,348 13  | 8,813.18     |
| 78467J100 | SS&C TECHNOLOGIES HLDGS INC      | 110.000  | 3,444 91  | 4,742 10     |
| 79546E104 | SALLY BEAUTY HLDGS INC           | 222 000  | 2,811 36  | 6,247 08     |
| 79588J102 | SAMPO OYJ                        | 345 000  | 7,571.91  | 8,060 58     |
| 80007R105 | SANDS CHINA LTD                  | 118 000  | 6,870 26  | 8,926 94     |
| 80105N105 | SANOFI                           | 117 000  | 3,582.01  | 6,181.11     |
| 803054204 | SAP AG                           | 136.000  | 7,259.63  | 11,249 92    |
| 806037107 | SCANSOURCE INC                   | 80 000   | 2,038.78  | 3,359.20     |
| 806857108 | SCHLUMBERGER LTD                 | 104.000  | 8,879.69  | 9,195.68     |
| 808513105 | SCHWAB CHARLES CORP NEW          | 1719.000 | 33,517 22 | 42,081.12    |
| 80908T101 | SCIQUEST INC                     | 202 000  | 3,086 42  | 5,647 92     |
| 810186106 | SCOTTS MIRACLE GRO CO            | 89 000   | 4,284 37  | 5,213.62     |
| 811065101 | SCRIPPS NETWORKS INTERACTIVE INC | 110 000  | 6,616 69  | 8,204 90     |
| 81211K100 | SEALED AIR CORP NEW              | 273 000  | 6,521 40  | 8,766 03     |
| 816850101 | SEMTECH CORP                     | 401 000  | 7,693.36  | 11,917 72    |
| 816851109 | SEMPRA ENERGY                    | 87.000   | 4,536.41  | 7,694 28     |
| 81762P102 | SERVICENOW INC                   | 127.000  | 3,981 61  | 6,744 97     |
| 81783H105 | SEVEN & I HLDGS CO LTD           | 165.000  | 11,398 79 | 12,153 57    |
| 824348106 | SHERWIN WILLIAMS CO              | 116 000  | 9,742 20  | 21,231 48    |



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| Cusip     | Asset                          | Units      | Basis      | Market Value |
|-----------|--------------------------------|------------|------------|--------------|
| 826197501 | SIEMENS A G                    | 108 000    | 10,357.32  | 14,268.96    |
| 828806109 | SIMON PPTY GROUP INC NEW       | 54 000     | 8,616.66   | 8,091.90     |
| 83088M102 | SKYWORKS SOLUTIONS INC         | 200 000    | 4,824.98   | 5,318.00     |
| 833034101 | SNAP ON INC                    | 101 000    | 9,007.02   | 10,721.15    |
| 855244109 | STARBUCKS CORP                 | 723 000    | 31,897.40  | 58,895.58    |
| 856190103 | STATE BK FINL CORP             | 145 000    | 2,303.72   | 2,549.10     |
| 858586100 | STEPAN CO                      | 40 000     | 2,335.50   | 2,538.40     |
| 858912108 | STERICYCLE INC                 | 49.000     | 4,068.84   | 5,756.52     |
| 86562M209 | SUMITOMO MITSUI FINL GROUP INC | 2158.000   | 17,486.42  | 21,601.58    |
| 86562X106 | SUMITOMO MITSUI TR HLDGS INC   | 663.000    | 3,405.37   | 3,257.98     |
| 870123106 | SWATCH GROUP AG                | 131.000    | 4,029.07   | 4,305.58     |
| 870195104 | SWEDBANK A B                   | 175.000    | 4,273.02   | 4,484.90     |
| 87155N109 | SYMRISE AG                     | 400.000    | 2,333.59   | 4,438.80     |
| 871607107 | SYNOPSYS INC                   | 142.000    | 5,052.02   | 5,201.46     |
| 87236Y108 | TD AMERITRADE HLDG CORP        | 224 000    | 3,375.44   | 6,446.72     |
| 872540109 | TJX COS INC NEW                | 411.000    | 16,833.61  | 25,843.68    |
| 874039100 | TAIWAN SEMICONDUCTOR MFG LTD   | 320 000    | 3,156.56   | 5,673.60     |
| 87612EAN6 | TARGET CORP                    | 100000.000 | 102,404.19 | 113,513.00   |
| 878377100 | TECHNE CORP                    | 111 000    | 7,253.40   | 9,494.94     |
| 87927Y102 | TELECOM ITALIA S P A           | 121.000    | 1,449.14   | 1,166.44     |
| 880779103 | TEREX CORP NEW                 | 142.000    | 4,501.40   | 5,157.44     |
| 882508104 | TEXAS INSTRS INC               | 336 000    | 10,795.36  | 14,448.00    |
| 885175307 | THORATEC CORP                  | 131.000    | 4,206.06   | 5,157.47     |
| 88632Q103 | TIBCO SOFTWARE INC             | 183.000    | 5,185.02   | 4,423.11     |
| 88706P205 | TIM PARTICIPACOES S A          | 84.000     | 2,262.86   | 2,081.52     |
| 887317303 | TIME WARNER INC                | 326.000    | 11,072.67  | 21,421.46    |
| 889094108 | TOKIO MARINE HLDGS INC         | 99.000     | 2,826.34   | 3,288.28     |
| 892356106 | TRACTOR SUPPLY CO              | 763.000    | 32,711.74  | 55,859.23    |
| 896818101 | TRIUMPH GROUP INC NEW          | 97.000     | 5,022.65   | 7,172.18     |
| 899415202 | TULLOW OIL PLC                 | 352.000    | 2,888.95   | 2,506.59     |
| 8EQO29993 | EXCELSIOR MULTI-STRATEGY HEDGE | 485.973    | 781,708.65 | 860,593.06   |
| 90130A101 | TWENTY-FIRST CENTY FOX INC     | 803.000    | 28,189.48  | 26,892.47    |
| 902104108 | II VI INC                      | 107 000    | 2,196.42   | 1,749.45     |
| 902973304 | US BANCORP DEL                 | 532.000    | 11,738.05  | 20,865.04    |

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| Cusip     | Asset                         | Units    | Basis     | Market Value |
|-----------|-------------------------------|----------|-----------|--------------|
| 903236107 | URS CORP NEW                  | 94.000   | 3,531.22  | 4,885.18     |
| 90385D107 | ULTIMATE SOFTWARE GROUP INC   | 91.000   | 1,775 55  | 14,258.79    |
| 904214103 | UMPQUA HLDGS CORP             | 215.000  | 2,777 26  | 3,958.15     |
| 904767704 | UNILEVER PLC                  | 204.000  | 4,609.85  | 8,262.00     |
| 911163103 | UNITED NAT FOODS INC          | 141.000  | 3,046 35  | 9,707 85     |
| 911312106 | UNITED PARCEL SVC INC         | 171.000  | 14,707 52 | 17,506.98    |
| 913017109 | UNITED TECHNOLOGIES CORP      | 65 000   | 3,211 78  | 7,205.90     |
| 91359E105 | UNIVERSAL HEALTH RLTY INCM TR | 45 000   | 1,393 62  | 1,907.10     |
| 918204108 | V F CORP                      | 31 000   | 5,238 60  | 7,271 98     |
| 919134304 | VALEO                         | 155.000  | 6,291.78  | 8,257 93     |
| 920355104 | VALSPAR CORP                  | 137.000  | 8,877 41  | 9,673 57     |
| 92343V104 | VERIZON COMMUNICATIONS INC    | 808 000  | 25,934 23 | 40,092 96    |
| 92343X100 | VERINT SYS INC                | 123 000  | 1,772 43  | 4,664 16     |
| 92532F100 | VERTEX PHARMACEUTICALS INC    | 74 000   | 6,061.59  | 5,137 08     |
| 92826C839 | VISA INC                      | 256 000  | 23,074.91 | 52,085 76    |
| 92857W209 | VODAFONE GROUP PLC            | 538 000  | 18,377 44 | 19,954 42    |
| 929740108 | WABTEC CORP                   | 48 000   | 3,162 29  | 3,312 00     |
| 931142103 | WAL-MART STORES INC           | 132 000  | 7,665 20  | 10,693 32    |
| 94106L109 | WASTE MGMT INC DEL            | 174.000  | 5,373.45  | 7,948.32     |
| 94946T106 | WELLCARE GROUP INC            | 65.000   | 3,711 17  | 4,829 50     |
| 949746101 | WELLS FARGO & CO              | 666 000  | 21,267.63 | 29,317 32    |
| 955306105 | WEST PHARMACEUTICAL SVSC INC  | 55 000   | 2,498 32  | 2,745 60     |
| 957090103 | WESTAMERICA BANCORPORATION    | 56.000   | 2,494.74  | 3,101 28     |
| 95709T100 | WESTAR ENERGY INC             | 239.000  | 6,989.58  | 7,495 04     |
| 961214301 | WESTPAC BKG CORP              | 255 000  | 5,889 37  | 7,655.10     |
| 96208T104 | WEX INC                       | 34 000   | 1,647 50  | 3,374 84     |
| 966387102 | WHITING PETE CORP             | 96 000   | 4,303.74  | 5,798 40     |
| 969904101 | WILLIAMS SONOMA INC           | 143.000  | 8,353.04  | 8,454 16     |
| 976657106 | WISCONSIN ENERGY CORP         | 139 000  | 4,763 72  | 5,806.03     |
| 97717W851 | WISDOMTREE JAPAN HEDGED       | 1495.000 | 63,112 79 | 75,213 45    |
| 977868207 | WOLSELEY PLC                  | 1041.000 | 5,329.03  | 5,622.44     |
| 978097103 | WOLVERINE WORLD WIDE INC      | 130.000  | 1,688.78  | 4,278 30     |
| 98310W108 | WYNDHAM WORLDWIDE CORP        | 67 000   | 3,861 07  | 4,804 57     |
| 983919101 | XILINX INC                    | 177.000  | 6,976 68  | 7,864 11     |

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| Cusip     | Asset                           | Units      | Basis        | Market Value |
|-----------|---------------------------------|------------|--------------|--------------|
| 98433V102 | YAHOO JAPAN CORP                | 666 000    | 6,784 51     | 6,428.23     |
| 98978V103 | ZOETIS INC                      | 349 000    | 11,003.55    | 10,871.35    |
| 99Z198261 | BA PARTNERS FUND V-PE BLEND LTD | 465415 940 | 390,000.00   | 465,415 94   |
| G0457F107 | ARCOS DORADOS HLDGS INC         | 311.000    | 3,934 63     | 3,794.20     |
| G1151C101 | ACCENTURE PLC                   | 236.000    | 12,236.77    | 18,282.92    |
| G60754101 | MICHAEL KORS HLDGS LTD          | 720.000    | 43,889 78    | 58,716 00    |
| G6359F103 | NABORS INDS INC                 | 284.000    | 4,417 96     | 4,700.20     |
| G81276100 | SIGNET JEWELERS LTD             | 90 000     | 6,765 50     | 6,915.60     |
| H0023R105 | ACE LTD                         | 109 000    | 8,416.10     | 11,203 02    |
| H6169Q108 | PENTAIR LTD                     | 89 000     | 5,200.44     | 6,294.08     |
| H89231338 | UBS AG                          | 352.000    | 6,108.02     | 6,688 00     |
| M51363113 | MELLANOX TECHNOLOGIES LTD       | 116.000    | 4,410 29     | 4,517 04     |
| M85548101 | STRATASYS LTD                   | 55 000     | 4,015.55     | 6,477.35     |
| N53745100 | LYONDELLBASELL INDUSTRIES NV    | 131 000    | 8,329.25     | 10,110.58    |
| N7902X106 | SENSATA TECH HLDG NV            | 146 000    | 5,729.74     | 5,691 08     |
|           |                                 | Totals:    | 6,844,134 63 | 8,441,795 23 |