

Return of Private Foundation

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

2012Department of the Treasury
Internal Revenue Service

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

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation SCAIFE FAMILY FOUNDATION		A Employer identification number 25-1427015
Number and street (or P O box number if mail is not delivered to street address) PHILLIPS POINT, 777 SOUTH FLAGLER DRIVE WEST TOWER	Room/suite 903	B Telephone number (see instructions) (561) 659-1188
City or town, state, and ZIP code WEST PALM BEACH, FL 33401		C If exemption application is pending, check here ☐
G Check all that apply	☐ Initial return ☐ Final return ☐ Address change	☐ Initial return of a former public charity ☐ Amended return ☐ Name change
H Check type of organization ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		D 1 Foreign organizations, check here ☐ 2 Foreign organizations meeting the 85% test, check here and attach computation ☐
I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 79,224,592.	J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐

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 ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	1,854,055.	1,854,055.		ATCH 1
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	1,325,031.			
	b Gross sales price for all assets on line 6a	7,021,745.			
	7 Capital gain net income (from Part IV, line 2)		1,325,115.		ATCH 19
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss) (attach schedule)				
	11 Other income (attach schedule) ATCH 2	19,210.	143,651.		
	12 Total. Add lines 1 through 11	3,198,296.	3,322,821.		
	13 Compensation of officers, directors, trustees, etc.	296,384.	43,737.		252,647.
	14 Other employee salaries and wages	61,093.			61,093.
	15 Pension plans, employee benefits	87,085.	10,655.		76,430.
	16a Legal fees (attach schedule) ATCH 3	649.			649.
	b Accounting fees (attach schedule) ATCH 4	36,263.	18,131.		18,132.
	c Other professional fees (attach schedule)	318,119.	318,119.		
	17 Interest				
	18 Taxes (attach schedule) (see instructions) ATCH 6	45,000.			
	19 Depreciation (attach schedule) and depletion ATCH 18	1,605.			
	20 Occupancy	125,213.	15,320.		109,893.
	21 Travel, conferences, and meetings	2,957.			2,957.
22 Printing and publications					
23 Other expenses (attach schedule) ATCH 7	29,290.	4,355.		24,935.	
24 Total operating and administrative expenses Add lines 13 through 23	1,003,658.	410,317.		546,736.	
25 Contributions, gifts, grants paid	4,196,000.			2,751,500.	
26 Total expenses and disbursements Add lines 24 and 25	5,199,658.	410,317.	0	3,298,236.	
27 Subtract line 26 from line 12					
a Excess of revenue over expenses and disbursements	-2,001,362.				
b Net investment income (if negative, enter -0-)		2,912,504.			
c Adjusted net income (if negative, enter -0-)					

Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions.)

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	13,860.	5,632.	5,632.
	2 Savings and temporary cash investments	4,040,262.	3,559,685.	3,590,099.
	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 ATCH 8	3,693.	3,725.	3,725.
	10 a Investments - U S and state government obligations (attach schedule)			
	b Investments - corporate stock (attach schedule) ATCH 9	2,670,156.	2,604,741.	4,938,826.
	c Investments - corporate bonds (attach schedule)			
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule) ATCH 10	59,011,993.	59,010,925.	70,683,903.	
14 Land, buildings, and equipment basis ATCH 18 250,586.				
Less accumulated depreciation (attach schedule) ▶ ATCH 18 248,179.	4,013.	2,407.	2,407.	
15 Other assets (describe ▶)				
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	65,743,977.	65,187,115.	79,224,592.	
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable	1,398,500.	2,843,000.	
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	1,398,500.	2,843,000.	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted	64,345,477.	62,344,115.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg. and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
30 Total net assets or fund balances (see instructions)	64,345,477.	62,344,115.		
31 Total liabilities and net assets/fund balances (see instructions)	65,743,977.	65,187,115.		

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	64,345,477.
2 Enter amount from Part I, line 27a	2	-2,001,362.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	62,344,115.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	62,344,115.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs. MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE AND ATTACHMENT 19					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))		
a					
b					
c					
d					
e					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,325,115.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	0	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	2,614,964.	74,248,937.	0.035219
2010	2,858,732.	68,729,538.	0.041594
2009	3,103,076.	60,374,941.	0.051397
2008	3,512,950.	75,287,773.	0.046660
2007	5,408,181.	87,654,081.	0.061699
2 Total of line 1, column (d)			2 0.236569
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.047314
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 74,693,978.
5 Multiply line 4 by line 3			5 3,534,071.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 29,125.
7 Add lines 5 and 6			7 3,563,196.
8 Enter qualifying distributions from Part XII, line 4. If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate. See the Part VI instructions.			8 3,298,236.

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)		1	58,250.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ 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	58,250.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	58,250.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	65,048.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	65,048.	
8 Enter any penalty for underpayment of estimated tax. Check here ☒ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	6,798.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☐ 6,798. Refunded ☐	11		

Part VII-A Statements Regarding Activities

	Yes	No
1 a 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)? 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: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities		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
4 a 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? 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: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	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	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ FL, PA, ☐		
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 WWW.SCAIFEFAMILY.ORG				
14	The books are in care of SCAIFE FAMILY FOUNDATION Telephone no 561-659-1188			
	Located at ATTACHMENT 11 ZIP+4 33401			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here	15		
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes ☒ No	
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes ☒ No	
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes ☒ No	
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? STMT 12 & 22	☒ Yes ☐ No	
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes ☒ No	
(6) Agree to pay money or property to a government official? (Exception Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes ☒ No	
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	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?	☐ Yes ☒ No	
If "Yes," list the years		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here		
3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No	
b If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	3b	
4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	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?	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)?**5b**Organizations relying on a current notice regarding disaster assistance check here ☐**c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?☐ Yes ☐ No

If "Yes," attach the statement required by Regulations section 53.4945-5(d)

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?☐ Yes ☒ No**b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?**6b**

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?☐ Yes ☒ No**b** If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?**7b****Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors**1** List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATCH 12		296,384.	26,440.	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
ATCH 13		61,093.	6,825.	0

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

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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
ATCH 14		242,915.
Total number of others receiving over \$50,000 for professional services ►		

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 NOT APPLICABLE	
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.)

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	75,819,151.
b	Average of monthly cash balances	1b	12,299.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	75,831,450.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	75,831,450.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,137,472.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	74,693,978.
6	Minimum investment return. Enter 5% of line 5	6	3,734,699.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ☐ and do not complete this part)

1	Minimum investment return from Part X, line 6	1	3,734,699.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	58,250.
b	Income tax for 2012. (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	58,250.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	3,676,449.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	3,676,449.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	3,676,449.

Part XII Qualifying Distributions (see instructions)

1	Amounts paid (including administrative expenses) to accomplish charitable, etc., purposes		
a	Expenses, contributions, gifts, etc. - total from Part I, column (d), line 26	1a	3,298,236.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,298,236.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	3,298,236.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				3,676,449.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only				
b Total for prior years 20 <u>10</u> , 20 <u>09</u> , 20 <u>08</u>				
3 Excess distributions carryover, if any, to 2012				
a From 2007 941,887.				
b From 2008				
c From 2009 110,904.				
d From 2010				
e From 2011				
f Total of lines 3a through e	1,052,791.			
4 Qualifying distributions for 2012 from Part XII, line 4 ▶ \$ 3,298,236.				
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions).				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2012 distributable amount				3,298,236.
e Remaining amount distributed out of corpus				
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	378,213.			378,213.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	674,578.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	563,674.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	110,904.			
10 Analysis of line 9				
a Excess from 2008				
b Excess from 2009 110,904.				
c Excess from 2010				
d Excess from 2011				
e Excess from 2012				

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

NOT APPLICABLE

1a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

4942(j)(3) or 4942(j)(5)

2a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years				(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon					
a "Assets" alternative test - enter					
(1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

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

N/A

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

N/A

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ☐ if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d

a The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

ATTACHMENT 20

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

ATTACHMENT 20

c Any submission deadlines:

ATTACHMENT 20

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

ATTACHMENT 20

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

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a Paid during the year ATCH 15				
Total			▶ 3a	2,751,500.
b Approved for future payment ATCH 16				
Total			▶ 3b	2,843,000.

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) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue:						
a _____						
b _____						
c _____						
d _____						
e _____						
f _____						
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities				14	1,854,055.	
5 Net rental income or (loss) from real estate						
a Debt-financed property						
b Not debt-financed property						
6 Net rental income or (loss) from personal property .						
7 Other investment income						
8 Gain or (loss) from sales of assets other than inventory				18	1,325,031.	
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory . .						
11 Other revenue a _____						
b ATCH 17					19,210.	
c _____						
d _____						
e _____						
12 Subtotal. Add columns (b), (d), and (e)					3,198,296.	
13 Total. Add line 12, columns (b), (d), and (e)						3,198,296.

(See worksheet in line 13 instructions to verify calculations)

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

[illegible]

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

- | 1 Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations? | | Yes | No |
|---|-----------|-----|----|
| a Transfers from the reporting foundation to a noncharitable exempt organization of | | | |
| (1) Cash | 1a(1) | | X |
| (2) Other assets | 1a(2) | | X |
| b Other transactions | | | |
| (1) Sales of assets to a noncharitable exempt organization | 1b(1) | | X |
| (2) Purchases of assets from a noncharitable exempt organization | 1b(2) | | X |
| (3) Rental of facilities, equipment, or other assets | 1b(3) | | X |
| (4) Reimbursement arrangements | 1b(4) | | X |
| (5) Loans or loan guarantees | 1b(5) | | X |
| (6) Performance of services or membership or fundraising solicitations | 1b(6) | | X |
| c Sharing of facilities, equipment, mailing lists, other assets, or paid employees | 1c | | X |
| d If the answer to any of the above is "Yes," complete the following schedule. Column (b) should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column (d) the value of the goods, other assets, or services received. | | | |

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527? ☐ Yes ☒ No

b If "Yes," complete the following schedule

[illegible]

**Sign
Here**

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

Signature of officer or trustee

Date _____

11/11/15

Title

President

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

**Paid
Preparer
Use Only**

Print/Type preparer's name.

Frank D. Grader

Preparer's signature

FD

Date

11/2/13

Check ☐ if self-employed

PTIN

P00532355

Firm's name ▶ GRANT THORNTON LLP

Firm's address ► 2001 MARKET STREET, SUITE 3100
PHILADELPHIA, PA

Firm's EIN ▶ 36-6055558

Phone no 215-561-4200

Form **990-PF** (2012)

FORM 990-PF - PART IV
CAPITAL GAINS AND LOSSES FOR TAX ON INVESTMENT INCOME

Kind of Property		Description				P or D	Date acquired	Date sold
Gross sale price less expenses of sale	Depreciation allowed/ allowable	Cost or other basis	FMV as of 12/31/69	Adj basis as of 12/31/69	Excess of FMV over adj basis		Gain or (loss)	
106,509.		ACCOUNT 7000112 PROPERTY TYPE: SECURITIES 164,716.				P	VAR -58,207.	VAR
6,767,408.		ACCOUNT 8089802 PROPERTY TYPE: SECURITIES 5,531,914.				P	VAR 1,235,494.	VAR
84.		PASSTHROUGH GAINS/(LOSS) PROPERTY TYPE: SECURITIES				P	VAR 84.	VAR
147,744.		CAPITAL GAIN DISTRIBUTION PROPERTY TYPE: SECURITIES				P	VAR 147,744.	VAR
TOTAL GAIN (LOSS)							<u>1,325,115.</u>	

ATTACHMENT 1FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
DIVIDEND INCOME	1,853,394.	1,853,394.
INTEREST INCOME	661.	661.
TOTAL	<u>1,854,055.</u>	<u>1,854,055.</u>

ATTACHMENT 2

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
MISCELLANEOUS INCOME	19,210.	19,210.
DISTRIBUTIONS FROM PARTNERSHIPS		124,441.
TOTALS	19,210.	143,651.

ATTACHMENT 3

FORM 990PF, PART I - LEGAL FEES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
LEGAL FEES	649.			649.
TOTALS	<u>649.</u>			<u>649.</u>

ATTACHMENT 4

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
AUDIT, COMPLIANCE AND TAX SERV	36,263.	18,131.		18,132.
TOTALS	<u>36,263.</u>	<u>18,131.</u>		<u>18,132.</u>

ATTACHMENT 5FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
FISCAL AGENTS FEES	75,204.	75,204.
MANAGED ACCOUNT FEES	242,915.	242,915.
TOTALS	<u>318,119.</u>	<u>318,119.</u>

ATTACHMENT 6FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS.</u>
FEDERAL EXCISE TAX	45,000.
TOTALS	<u>45,000.</u>

ATTACHMENT 7FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	CHARITABLE PURPOSES
INSURANCE	8,215.	1,005.	7,210.
OFFICE EXPENSE	9,688.	1,185.	8,503.
TELEPHONE	6,298.	771.	5,527.
UTILITIES	1,137.	1,137.	
POSTAGE	492.		492.
DUES AND SUBSCRIPTIONS	419.		419.
LEASED EQUIPMENT	2,100.	257.	1,843.
COMPUTER MAINTENANCE	941.		941.
TOTALS	<u>29,290.</u>	<u>4,355.</u>	<u>24,935.</u>

ATTACHMENT 8FORM 990PF, PART II - PREPAID EXPENSES AND DEFERRED CHARGES

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INSURANCE	3,725.	3,725.
TOTALS	<u>3,725.</u>	<u>3,725.</u>

ATTACHMENT 9FORM 990PF, PART II - CORPORATE STOCK

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
COMMON STOCK SEE ATTACH 23	2,604,741.	4,938,826.
TOTALS	<u>2,604,741.</u>	<u>4,938,826.</u>

ATTACHMENT 10FORM 990PF, PART II - OTHER INVESTMENTS

<u>DESCRIPTION</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
MUTUAL FUNDS	56,804,839.	68,108,730.
SEE ATTACH 23		
OTHER EQUITY ASSETS	2,206,086.	2,575,173.
SEE ATTACH 23		
TOTALS	<u>59,010,925.</u>	<u>70,683,903.</u>

FORM 990PF, PART VII-A, LINE 14 - LOCATION OF BOOKS

777 SOUTH FLAGLER DR WEST TOWER STE 903 WEST PALM BEACH, FL

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
JENNIE K. SCAIFE 777 SO. FLAGLER DRIVE SUITE 903 WEST WEST PALM BEACH, FL 33401	CHAIRMAN/TRUSTEE 1.00	8,000.	0	0
ELIZABETH H. GENTER 777 SO. FLAGLER DRIVE SUITE 903 WEST WEST PALM BEACH, FL 33401	VP/TRUSTEE 1.00	10,051.	0	0
MARY T. WALTON PHILLIPS POINT, 777 SOUTH FLAGLER D WEST TOWER 903 WEST PALM BEACH, FL 33401	VP/TRUSTEE 1.00	8,000.	0	0
BARBARA M. SLOAN PHILLIPS POINT, 777 SOUTH FLAGLER D WEST TOWER 903 WEST PALM BEACH, FL 33401 BARBARA M. SLOAN SERVED AS PRESIDENT FROM 1/1/12 TO 9/17/12 AND CO-PRESIDENT FROM 9/17/12 TO 12/31/12.	CO - PRESIDENT/SECRETARY 40.00	212,000.	25,440.	0

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 12 (CONT'D)

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
-------------------------	---	---------------------	--	--

DAVID ZYWIEC 777 SO. FLAGLER DRIVE SUITE 903 WEST WEST PALM BEACH, FL 33401	CO-PRESIDENT 40.00	58,333.	1,000.	0
DAVID ZYWIEC SERVED AS CO-PRESIDENT 9/17/12 TO 12/31/12. EFFECTIVE 1/1/13				
DAVID ZYWIEC WILL SERVE AS THE FOUNDATION'S PRESIDENT.				

GRAND TOTALS

296,384.	26,440.	0
----------	---------	---

990PF, PART VIII - COMPENSATION OF THE FIVE HIGHEST PAID EMPLOYEESATTACHMENT 13

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS EXPENSE ACCT TO EMPLOYEE AND OTHER BENEFIT PLANS ALLOWANCES</u>
JEANNETTE BERIAU 777 SO. FLAGLER DRIVE SUITE 903 WEST WEST PALM BEACH, FL 33401	40.00	61,093.	6,825. 0
TOTAL COMPENSATION		<u>61,093.</u>	<u>6,825. 0</u>

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 14

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
HIRTLE CALLAGHAN & CO. 300 BARR HARBOR DRIVE SUITE 500 WEST CONSHOHOCKEN, PA 19428	INVESTMENT	242,915.
TOTAL COMPENSATION		<u>242,915.</u>

FORM 990PF, PART XV - GRANTS AND CONTRIBUTIONS PAID DURING THE YEAR

ATTACHMENT 15

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

2,751,500.

ATTACHMENT 20 & 24

2,751,500.

TOTAL CONTRIBUTIONS PAID

FORM 990PF, PART XV - CONTRIBUTIONS APPROVED FOR FUTURE PAYMENT

ATTACHMENT 16

RELATIONSHIP TO SUBSTANTIAL CONTRIBUTOR

AND

FOUNDATION STATUS OF RECIPIENT

RECIPIENT NAME AND ADDRESS

PURPOSE OF GRANT OR CONTRIBUTION

AMOUNT

ATTACHMENT 20 & 24

2,843,000.

TOTAL CONTRIBUTIONS APPROVED

2,843,000.

FORM 990-PF, PART XVI-A - ANALYSIS OF OTHER REVENUE

ATTACHMENT 17

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME
MISCELLANEOUS INCOME			14	19,210.	
TOTALS				19,210.	

FEDERAL FOOTNOTES

ATTACHMENT 18

PART I, LINE 19- DEPRECIATION
PART II, LINE 14- LAND, BUILDINGS, AND EQUIPMENT
PART II, LINE 14- ACCUMULATED DEPRECIATION

DESCRIPTION	AMOUNT
LEASEHOLD IMPROVEMENTS	71,374
FURNITURE AND EQUIPMENT	179,212

SUBTOTAL FIXED ASSETS	250,586
LESS: ACCUMULATED DEPRECIATION	(248,179)

NET FIXED ASSETS	2,407

DEPRECIATION AND AMORTIZATION EXPENSE FOR 12/31/12 WAS \$1,605

FEDERAL FOOTNOTES

ATTACHMENT 19

SUMMARY OF CAPITAL GAINS/LOSSES
YEAR END 12/31/2012

	ACCOUNT 7000112	FAIR MARKET VALUE ACCOUNT 8089802	PASSTHROUGH GAINS/ (LOSS)	TOTAL:
TOTAL PROCEEDS	106,509	6,767,408	84	6,874,002
LESS: TAX BASIS	(164,716)	(5,531,914)		(5,696,631)
	-----	-----	-----	-----
NET REALIZED GAIN/ (LOSS)	(58,207)	1,235,494	84	1,177,371
CAPITAL GAIN DISTRIBUTION		147,744		147,744

TOTAL GAIN/ (LOSS): 1,325,115

**PLEASE SEE ATTACHED BROKERAGE STATEMENTS FOR ADDITIONAL DETAILS.

FEDERAL FOOTNOTES

ATTACHMENT 20

INFORMATION REGARDING GRANT AND LOAN PROGRAM

SCAIFE FAMILY FOUNDATION GRANT AWARDS WILL SUPPORT AND DEVELOP PROGRAMS THAT STRENGTHEN FAMILIES, ADDRESS ISSUES SURROUNDING THE HEALTH AND WELFARE OF WOMEN AND CHILDREN, PROMOTE ANIMAL WELFARE, AND THAT DEMONSTRATE THE BENEFICIAL INTERACTION BETWEEN HUMANS AND ANIMALS. THE FOUNDATION WILL CONSIDER GRANTS DIRECTED TOWARD EARLY INTERVENTION AND PREVENTION EFFORTS IN THE AREA OF DRUG AND ALCOHOL ADDICTION. CONSIDERATION MAY BE GIVEN TO ORGANIZATIONS THAT ENCOURAGE PRIVATE CONSERVATION. THE FOUNDATION WILL REMAIN FLEXIBLE IN ORDER TO OFFER SUPPORT IN AREAS OF IMPORTANCE AS DETERMINED BY THE TRUSTEES. THE FOUNDATION WILL NOT CONSIDER GRANTS TO INDIVIDUALS. PROPOSALS FOR THE FOLLOWING ARE USUALLY DECLINED: EVENT SPONSORSHIPS, ENDOWMENTS, CAPITAL CAMPAIGNS, RENOVATIONS OR GOVERNMENT AGENCIES.

INITIAL INQUIRIES TO THE FOUNDATION SHOULD BE IN LETTER FORM SIGNED BY THE ORGANIZATION'S PRESIDENT, OR AUTHORIZED REPRESENTATIVE, AND HAVE THE APPROVAL OF THE ORGANIZATION'S BOARD OF DIRECTORS. THE LETTER SHOULD INCLUDE A CONCISE DESCRIPTION OF THE SPECIFIC PROGRAM FOR WHICH FUNDS ARE REQUESTED. ADDITIONAL INFORMATION MUST INCLUDE A BUDGET FOR THE PROGRAM AND FOR THE ORGANIZATION, THE LATEST AUDITED FINANCIAL STATEMENT, ANNUAL REPORT AND BOARD OF DIRECTORS LIST. A COPY OF THE ORGANIZATION'S CURRENT RULING LETTER EVIDENCING TAX EXEMPTION UNDER SECTION 501 (C) (3) OF THE INTERNAL REVENUE SERVICE CODE IS REQUIRED AS IS A COPY OF THE MOST RECENT 990 FILED WITH THE IRS. ADDITIONAL INFORMATION MAY BE REQUESTED IF NEEDED FOR FURTHER EVALUATION.

THE FOUNDATION NORMALLY CONSIDERS GRANTS AT SEMI ANNUAL MEETINGS. HOWEVER, REQUESTS MAY BE SUBMITTED AT ANY TIME AND WILL BE ACTED UPON AS EXPEDITIOUSLY AS POSSIBLE.

GRANT APPLICATION LETTERS SHOULD BE ADDRESSED TO:

MR. DAVID A ZYWIEC, PRESIDENT
SCAIFE FAMILY FOUNDATION
777 SOUTH FLAGLER DRIVE
WEST TOWER, SUITE 903
WEST PALM BEACH, FLORIDA 33401

FEDERAL FOOTNOTES

ATTACHMENT 21

ALL OF THE GRANTEES SHOWN ON THE ATTACHED STATEMENT OF GRANTS ARE EXEMPT UNDER INTERNAL REVENUE CODE (IRC) SECTION 501 (C) (3), AND HAVE THE STATUS OF PUBLIC CHARITIES, WITHIN THE MEANING OF IRC SECTION 509 (A) (1), (2) OR (3).

FEDERAL FOOTNOTES

ATTACHMENT 22

COMPENSATION OF OFFICERS AND EMPLOYEES SALARIES AS WELL AS THE RELATED EMPLOYEE BENEFITS ARE ALLOCATED BASED ON THE TIME SPENT IN CARRYING OUT THE FOUNDATION'S EXEMPT PURPOSE VERSUS TIME SPENT IN THE PRODUCTION OF INCOME. PROFESSIONAL FEES AND OTHER COSTS WHICH CAN BE DIRECTLY ALLOCATED TO A SPECIFIC CATEGORY ARE CLASSIFIED AS SUCH. OTHER COSTS SUCH AS OCCUPANCY EXPENSE ARE ALLOCATED BASED ON THE PERCENTAGE OF TIME SPENT ON EXEMPT FUNCTIONS BY ALL EMPLOYEES VERSUS TIME SPENT ON ALL ACTIVITIES. ACCOUNTING FEES ARE PRORATED 50/50 BASED UPON THE TIME SPENT ON INVESTMENT COMPARED TO PROGRAM BY THE ACCOUNTANTS.

FEDERAL FOOTNOTES

ATTACHMENT 23

SUMMARY OF INVESTMENTS

	ACCOUNT 7000112	ACCOUNT 8089802	TOTAL
CORPORATE STOCK	4,938,826	-	4,938,826
CASH EQUIVALENTS	142,748	3,447,351	3,590,099
MUTUAL FUNDS		68,108,730	68,108,730
OTHER EQUITY ASSETS		2,575,173	2,575,173
	-----	-----	-----
TOTAL OF INVESTMENTS	5,081,574	74,131,253	79,212,828

TOTAL FAIR MARKET VALUE OF INVESTMENTS 79,212,828

**PLEASE SEE ATTACHED BROKERAGE STATEMENTS FOR ADDITIONAL DETAIL.

SCAIFE FAMILY FOUNDATION
Schedule of Grants

Payable December 31, 2011	January 1 to December 31, 2012 Approved	Paid	Payable December 31, 2012
---------------------------------	---	------	---------------------------------

Ability Center of Greater Toledo (The), Sylvania, Ohio Program support	25,000	25,000	0
Achievement Centers for Children and Families, Delray Beach, Florida Program support	20,000	20,000	20,000
All Creatures Sanctuary, Palm Beach Gardens, Florida Operating support	100,000	100,000	0
Allegheny Land Trust, Sewickley, Pennsylvania Operating support	10,000	10,000	0
Angel of Hope Memorial Gardens of the Palm Beaches, West Palm Beach, Florida Capital support	25,000		25,000
Animal adoption Center, Jackson, Wyoming Operating support	15,000	15,000	0
Animal Recovery Mission, Inc. Miami, Florida Operating support	250,000	100,000	150,000
Animal Rescue League of Western Pennsylvania, Pittsburg, Pennsylvania Operating support	125,000	125,000	0
ASPCA. New York, New York Program support	40,000	40,000	0
Bergin University of Canine Studies, Santa Rosa, California Program support	30,000		30,000

SCAIFE FAMILY FOUNDATION
Schedule of Grants

	Payable December 31, 2011	January 1 to December 31, 2012 Approved	Paid	Payable December 31, 2012
Betty Ford Center (The), Palm Desert, California				
Medical student program	100,000	100,000	100,000	100,000
Children's Program Training Academy program support	100,000	100,000	100,000	100,000
Medical and Health Professional Educational Initiative		1,200,000		1,200,000
Big Brothers Big Sisters of Greater Pittsburgh, Pittsburgh, Pennsylvania				
Program support	15,000		15,000	0
Boys & Girls Clubs of Palm Beach County, West Palm Beach, Florida				
Program support	50,000	50,000	50,000	50,000
Busch Wildlife Sanctuary, Jupiter, Florida				
Operating support		20,000	20,000	0
Caring Children Clothing Children, Inc., Stuart, Florida				
Program support		7,000	7,000	0
Carnegie Library of Pittsburgh, Pittsburgh, Pennsylvania				
Program support		15,000	15,000	0
Canine Companions for Independence, Orlando, Florida				
Program support	15,000	20,000	15,000	20,000
CASA of Allegheny County, Pittsburgh, Pennsylvania				
Program support	60,000	60,000	60,000	60,000
Center for Immigration Studies, Washington, D.C.				
Operating support		75,000	75,000	0

SCAIFE FAMILY FOUNDATION

Schedule of Grants

	Payable December 31, 2011	January 1 to December 31, 2012 Approved	Paid	Payable December 31, 2012
Center on Addiction and the Family, New York, New York Program support		150,000	150,000	0
Centro Infantil San Pablo, Inc., Laredo, Texas Operating support	28,000		28,000	0
Children's Home Society of Florida, West Palm Beach, Florida Program support	10,000	10,000	10,000	10,000
Children's Institute, Pittsburgh, Pennsylvania Program support		20,000	20,000	0
Circle Tail, Inc., Pleasant Plain, Ohio Operating support	20,000	20,000	20,000	20,000
Crisis Center North, Pittsburgh, Pennsylvania Operating support	15,000	15,000	15,000	15,000
The Crossroads Club, Inc., Delray Beach, Florida Program support		7,000	7,000	0
Delaware Valley Golden Retriever Rescue, Inc., Reinholds Pennsylvania Operating support	22,000	30,000	22,000	30,000
Dress for Success Pittsburgh, Pittsburgh, Pennsylvania Program support	15,000		15,000	0
Dolphin Research Center Grassy Key, Florida Program support		5,000	5,000	0

SCAIFE FAMILY FOUNDATION

Schedule of Grants

	Payable December 31, 2011	January 1 to December 31, 2012 Approved	Paid	Payable December 31, 2012
Entrepreneurship Youth, Pittsburgh, Pennsylvania Operating support	75,000	75,000	75,000	75,000
Families First of Palm Beach County, Inc., West Palm Beach, Florida Program support		10,000		10,000
Family Resources Pittsburgh, Pennsylvania Program support		26,000	26,000	0
First Step Recovery Home, Inc., McKeesport, Pennsylvania Program support		10,000		10,000
Operating support		10,000		10,000
Friends of the Needy, Inc., West Palm Beach, Florida Elders on the Edge Pet Fund		25,000	25,000	0
Glade Run Foundation, Zelienople, Pennsylvania Program support		15,000	15,000	0
Gratitude House West Palm Beach, Florida Program support		7,000	7,000	0
Hazelden Foundation, Center City, Minnesota Medical student program	80,000	80,000	80,000	80,000
HealthCorps, Inc., New York, New York Operating support		25,000		25,000
The Heart and Soul Animal Foundation, Santa Fe, New Mexico Operating support		50,000	50,000	0

SCAIFE FAMILY FOUNDATION

Schedule of Grants

	Payable December 31, 2011	January 1 to December 31, 2012 Approved	Paid	Payable December 31, 2012
H.O.R.S.E. of CT, Inc., Washington, Connecticut Operating support	5,000	8,000	5,000	8,000
Horse Haven of Tennessee, Inc., Knoxville, Tennessee Operating support		8,500	8,500	0
Horses and the Handicapped of South Florida, Inc., Boca Raton, Florida Program support	6,000	6,000	6,000	6,000
Institute for Research, Education and Training in Addictions (The), Pittsburgh, Pennsylvania Medical student program	56,000	64,000	56,000	64,000
Jack the Bike Man, Inc., West Palm Beach, Florida Program support	10,000	20,000	10,000	20,000
Kelly Anne Dolan Memorial Fund, Ambler, Pennsylvania Program support	5,000	5,000	5,000	5,000
Kody Snodgrass Memorial Foundation, Inc., Inverness, Florida Operating support	5,000		5,000	0
Longhopes Donkey Shelter, Bennett, Colorado Operating support		1,500	1,500	0
Make-A-Wish Foundation of Greater Pennsylvania and Southern West Virginia, Inc., Pittsburgh, Pennsylvania Program support	39,000	39,000	39,000	39,000
Operating support- Inner Circle		10,000		10,000

SCAIFE FAMILY FOUNDATION

Schedule of Grants

	Payable December 31, 2011	January 1 to December 31, 2012 Approved	Paid	Payable December 31, 2012
McCarthy's Wildlife Sanctuary, Inc., West Palm Beach, Florida Program support	5,000		5,000	0
National Alliance on Mental Illness - Palm Beach County, Lake Worth, Florida Operating support		15,000		15,000
National Disaster Search Dog Foundation, Ojai, California Program support		50,000	50,000	0
Capital support		250,000	250,000	0
National Fatherhood Initiative, Germantown, Maryland Operating support	30,000		30,000	0
National Rural Alcohol and Drug Abuse Network, Inc., Tony, Wisconsin Medical student program	35,000	43,000	35,000	43,000
New Horizons Service Dogs, Inc., Orange City, Florida Program support	15,000		15,000	0
New York-Presbyterian Fund, Inc., New York, New York Scaife Family Research Fellow	50,000		50,000	0
Numbers USA, Arlington, Virginia Operating support	75,000	75,000	75,000	75,000
Operation Warm, Chadds Ford, Pennsylvania Program support	8,000	8,000	8,000	8,000

SCAIFE FAMILY FOUNDATION
Schedule of Grants

	Payable December 31, 2011	January 1 to December 31, 2012 Approved	Paid	Payable December 31, 2012
Opportunity, Inc., West Palm Beach, Florida Operating support		5,000		5,000
Palm Beach Island Cats, Inc., Palm Beach, Florida Operating support	7,500		7,500	0
Paws 4 Liberty, Inc., Lake Worth, Florida Operating support	40,000	50,000	40,000	50,000
Pets for the Elderly Foundation (The), Mentor, Ohio Program support	20,000		20,000	0
Philanthropy Roundtable (The), Washington, D. C. Operating support	10,000	10,000	10,000	10,000
Alliance for Charitable Reform support	10,000	10,000	10,000	10,000
Pittsburgh Botanic Garden, Pittsburgh, Pennsylvania Program support		10,000		10,000
Pittsburgh Symphony Orchestra, Pittsburgh, Pennsylvania Program support		10,000	10,000	0
Place of Hope, Palm Beach Gardens, Florida Operating support	25,000	25,000	25,000	25,000
ProEnglish, Arlington, Virginia Program support		25,000	25,000	0
Project LIFT, Inc., Stuart, Florida Operating support		10,000		10,000

SCAIFE FAMILY FOUNDATION
Schedule of Grants

	Payable December 31, 2011	January 1 to December 31, 2012 Approved	Paid	Payable December 31, 2012
Puppies Behind Bars, New York, New York Operating support	100,000	125,000	100,000	125,000
Regents of the University of California (The) La Jolla, California Medical student program	50,000		50,000	0
Rutgers, The State University of New Jersey, Piscataway, New Jersey Medical student program		75,000		75,000
Saltworks Theatre Company, Pittsburgh, Pennsylvania Program support	10,000	10,000	10,000	10,000
Shelter for Abused Women & Children, Inc. (The), Naples, Florida Operating support	10,000	10,000	10,000	10,000
S.O.S. 4 Paws, Inc., West Palm Beach, Florida Operating support	2,000		2,000	0
St. Luke's Roosevelt Hospital Center, New York, New York Operating support		160,000	160,000	0
St. Nicholas Russian Orthodox Church, Duquesne, Pennsylvania Operating support		10,000	10,000	0
University of Pittsburgh, Pittsburgh, Pennsylvania Program support		20,000	20,000	0
University of California - San Diego San Diego, California Medical student program		60,000		60,000

SCAIFE FAMILY FOUNDATION

Schedule of Grants

	Payable December 31, 2011	January 1 to December 31, 2012 Approved	Paid	Payable December 31, 2012
University of Utah, Salt Lake City, Utah Medical student program	25,000	25,000	25,000	25,000
Urban Youth Impact, West Palm Beach, Florida Program support	5,000	5,000	5,000	5,000
Variety, The Children's Charity, Pittsburgh, Pennsylvania Program support		6,000	6,000	0
Vinceremos Therapeutic Riding Center, Inc., Loxahatchee, Florida Program support	50,000	50,000	50,000	50,000
Capital support	20,000		20,000	0
West Palm Beach Library Foundation, West Palm Beach, Florida Program support	20,000		20,000	0
Women's Center & Shelter of Greater Pittsburgh, Pittsburgh, Pennsylvania Operating support		30,000		30,000
	1,398,500	4,196,000	2,751,500	2,843,000



SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT

Account number 12-12-400-7000112
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Total portfolio value

Total portfolio value on December 31	\$5,081,573.35
Total portfolio value on January 1	4,438,390.61
Total change in value	\$643,182.74

Investment policy and market outlook

Investment objective: Nondiscretionary Acct-No Inv Objective

Bulletin board

Beginning in September 2012, Interactive Data is now providing pricing for taxable fixed income securities held in our clients' portfolios. Our previous pricing vendor for these types of securities was Reuters. If you have any questions about this change, please contact your investment advisor.

Enclosed is an insert addressing expense ratios on mutual funds available through PNC Bank, N.A. This enclosure provides important information on fund level compensation paid to PNC and its affiliates. Additional information on these fees is available in each fund's prospectus. To obtain a copy of a prospectus, contact your account officer.

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SCAIFE FAMILY FDN CUSTODY CUSTODY STATEMENT

Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

NOTICE OF LIMITATION OF LIABILITY - Trust Accounts

An action for breach of trust based on matters disclosed in a trust accounting or other written reports of the trustee - such as this statement - may be subject to a statute of limitations, limiting your right to sue, measured as follows, from either the date the trust accounting, statement or written report is mailed or received. If you have questions regarding your rights, please contact your attorney.

DC: 1 year from mailing	IL: 3 years from receipt	OH: 2 years from mailing
DE: 2 years from receipt	MI: 1 year from mailing	PA: 30 months from receipt
FL: 6 months from receipt	MO: 1 year from mailing	VA: 1 year from mailing
		WI: 2 years from mailing

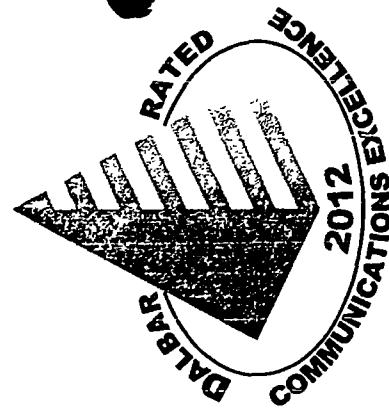
See pnc.com for the latest updates about our investing strategies.

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This statement contains information obtained from sources believed to be reliable. These sources may include other service providers that may also be under contractual obligation to you.

Please contact your PNC Relationship Manager via phone or in writing if there have been any changes in your investment objectives, financial situation, risk tolerance, or specific investment restrictions on the management of your account.

Investments: Not FDIC Insured. No Bank Guarantee. May Lose Value.

Insurance: Not FDIC Insured. No Bank or Federal Government Guarantee. May Lose Value.



SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT
Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

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SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT

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SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT

Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Summary

Portfolio value

Income	Principal	Total
Income on December 31	Principal on December 31	Total portfolio value on December 31
\$600.00	\$5,080,973.35	\$5,081,573.35
Income on January 1	Principal on January 1	Total portfolio value on January 1
600.00	4,437,790.61	4,438,390.61
Change in value	Change in value	Total change in value
-	\$643,182.74	\$643,182.74

Portfolio value by asset class

Income	Value Dec. 31	Value Jan. 1	Change in value	Tax cost*
Cash and cash equivalents	\$600.00	\$600.00	-	\$600.00
Principal	Value Dec. 31	Value Jan. 1	Change in value	Tax cost*
Cash and cash equivalents	\$142,147.84	\$134,915.29	\$7,232.55	\$142,147.84
Equities	4,938,825.51	4,302,875.32	635,950.19	2,840,507.83
Total	\$5,081,573.35	\$4,438,390.61	\$643,182.74	\$2,983,255.67

* We use tax cost to calculate the cost of your portfolio. When this information is not available for all assets, your portfolio's tax cost may be understated. To determine if we have tax cost information for all your assets, call Sharon Vogel, your Account Advisor.





SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT

Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Summary

Change in account value

	This period
Beginning account value	\$4,446,613.76
Additions	
Investment income	\$111,741.32
Other receipts	24.21
Disbursements	
Distributions	-\$106,667.29
Fees and charges	- 5,074.03
Change in value of investments	643,158.53
Net accrued income	- 623.72
Ending account value	\$5,089,172.78

Gain/loss summary

	Net realized gain/loss	Net unrealized gain/loss*
Equities	 - \$58,207.23	Since acquisition \$2,098,317.68
Total	 - \$58,207.23	 \$2,098,317.68

* All unrealized gain/loss information is based on tax cost. When this information is not available for all assets, your portfolio's tax cost may be understated. To determine if we have tax cost information for all your assets, call Sharon Vogel, your Account Advisor

Accrued income summary

Accrued income on December 31	\$7,599.43
Accrued income on January 01	8,223.15
Net accrued income	 - \$623.72

Investment income summary

	This period	Estimated annual income	Accrued income this period
Income-cash and cash equivalents	\$260.68	\$195.75	\$17.97
Dividends-equities	111,480.64	117,767.24	7,581.46
Total	\$111,741.32	\$117,962.99	\$7,599.43



SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT
Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Summary

Transaction summary - measured by cash balance

	Income	
	This period	Principal
Beginning cash balance	\$0.00	
Additions		
Investment income	\$111,741.32	
Sales and maturities	-	
Other receipts	-	
Disbursements		
Distributions	-\$106,667.29	
Purchases	-	
Fees and charges	- 5,074.03	
Ending cash balance	\$0.00	

Change in cash

Transaction summary - measured by tax cost

	This period	
	Beginning tax cost	Ending tax cost
Beginning tax cost		\$3,041,438.69
Additions		
Purchases		\$106,533.49
Securities received		115,102.12
Disbursements		
Sales		-\$164,716.51
Securities delivered		- 115,102.12
Change in cash		
Ending tax cost		\$2,983,255.67

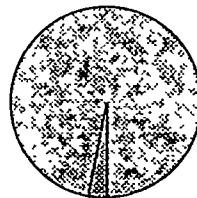
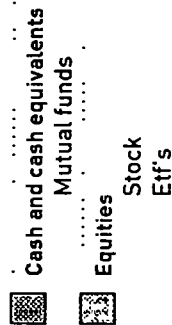


SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT

Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Analysis

Asset allocation



Equity sectors

	Market value	% of equities	% of total portfolio
Industrials	\$116,490.40	2.52 %	2.29 %
Consumer discretionary	441,299.00	9.54 %	8.68 %
Consumer staples	1,354,464.11	29.26 %	26.66 %
Energy	796,860.00	17.22 %	15.68 %
Financial	119,363.00	2.58 %	2.35 %
Information technology	1,331,434.00	28.77 %	26.20 %
Health care	352,560.00	7.62 %	6.94 %
Telecommunication services	115,905.00	2.50 %	2.28 %
Total	\$4,628,375.51	100.00 %	91.08 %



SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT
Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Detail

Portfolio - income

Cash and cash equivalents
Mutual funds - money market

Description	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	Price per unit	Quantity	Price per unit		Avg. tax cost per unit	Total tax cost				
FIDELITY MONEY MARKET INSTITUTIONAL CLASS	600	\$600.00	600	\$600.00	0.02 %	\$600.00	\$600.00		0.14 %	\$0.82	\$1.27
FD #059				\$1.0000			\$1.00				

Portfolio - principal

Cash and cash equivalents
Mutual funds - money market

Description	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	Price per unit	Quantity	Price per unit		Avg. tax cost per unit	Total tax cost				
FIDELITY MONEY MARKET INSTITUTIONAL CLASS	142,147.840	\$142,147.84	142,147.840	\$142,147.84	2.80 %	\$142,147.84	\$142,147.84		0.14 %	\$194.93	\$16.70
FD #059				\$1.0000			\$1.00				





SCAIFE FAMILY FDN CUSTODY CUSTODY STATEMENT

Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Detail

Equities

Stocks

Consumer discretionary

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Quantity	price per unit							
MCDONALD'S CORP (MCD)	\$100,330.00	1,000	\$88.2100	1.74 %	\$52,915.00	\$52.92	\$35,295.00	3.50 %	\$3,080.00	
NIKE INC (NKE)	125,281.00	1,000	\$88.2100	2.65 %	69,863.95	64,296.05	1.63 %	2,184.00		
CLASS B	2,600	51.6000			26.87					
TARGET CORP (TGT)	189,514.00	3,700	218.9290	4.31 %	137,395.04	81,533.96	2.44 %	5,328.00		
Total consumer discretionary			\$441,299.00	8.68 %	\$260,173.99	\$181,125.01	2.40 %	\$10,592.00		

Consumer staples

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Quantity	price per unit							
COCA COLA CO (KO)	\$69,970.00	2,000	\$72.5000	1.43 %	\$38,723.20	\$19.36	\$33,776.80	2.82 %	\$2,040.00	
COSTCO WHOLESALE CORP (COST)	83,320.00	1,000	98.7300	1.95 %	58,526.72	40,203.28	1.12 %	1,100.00		
GENERAL MILLS INC (GIS)	161,640.00	4,000	161.6800	3.19 %	90,563.60	71,116.40	3.27 %	5,280.00		
KRAFT FOODS GROUP INC (KFT)	42,969.15	40,4200	42.9691	0.85 %	19,525.59	23,443.56	4.40 %	1,890.00		472.50
MONDELEZ INTERNATIONAL (MDLZ)	945	45.4700	72.2101	1.43 %	36,402.77	35,807.39	2.05 %	1,475.24		368.81
PHILIP MORRIS INTERNAT-W/I (PM)	549,360.00	2,837	585.4800	11.53 %	290,729.68	294,750.32	4.07 %	23,800.00		5,950.00
PROCTER & GAMBLE CO (PG)	7,000	83.6400	83.6400	1.34 %	59,571.00	8,319.00	3.32 %	2,248.00		
WAL-MART STORES INC (WMT)	179,280.00	1,000	67.8900	4.03 %	154,880.00	49,810.00	2.34 %	4,770.00		
WHOLE FOODS MKT INC (WFM)	3,000	68.2300	48,314.80	0.96 %	49,570.90	-1,256.10	0.88 %	424.00		
Total consumer staples		530	\$1,354,464.11	26.65 %	\$798,493.46	\$555,970.65	3.18 %	\$43,027.24		\$6,791.31



SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT
Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Detail

Energy

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
NOBLE CORPORATION (NE)	Quantity \$90,660.00	price per unit \$104,460.00	2.06 %	\$81,577.40	\$27.19	\$22,882.60	1.56 %	\$1,626.00	
SEDOL: B6579D7	3,000	\$34,8200							
ISIN: CH0033347318									
EXXON MOBIL CORP (XOM)	678,080.00	692,400.00	13.63 %	418,083.99		274,316.01	2.64 %	18,240.00	
	8,000	86,5500		52.26					
Total energy		\$796,860.00	15.68 %	\$499,661.39		\$297,198.61	2.49 %	\$19,866.00	

Financial

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
EQUITY RESIDENTIAL (EQR)	Quantity 900	price per unit \$51,003.00	1.01 %	\$49,730.04	\$55.26	\$1,272.96	5.42 %	\$2,763.00	\$690.75
SH BEN INT REIT	55,120.00	68,360.00	1.35 %	49,538.40		18,821.60	2.58 %	1,760.00	
WELLS FARGO & COMPANY (WFC)	2,000	34,1800		24.77					
Total financial		\$119,363.00	2.35 %	\$99,268.44		\$20,094.56	3.79 %	\$4,523.00	\$690.75

Health care

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
GILEAD SCIENCES INC (GILD)	Quantity \$196,464.00	price per unit \$352,560.00	6.94 %	\$190,421.04	\$39.67	\$162,138.96			
	4,900	\$73,4500							

Industrials

Description (Symbol)	Market value last period	Current market value	% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
CATERPILLAR INC (CAT)	Quantity \$117,780.00	price per unit \$116,490.40	2.30 %	\$58,207.50	\$44.78	\$58,282.90	2.33 %	\$2,704.00	
	1,300	\$89,6080							





SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT

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January 1, 2012 - December 31, 2012

Detail

Information technology

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Current	price per unit							
APPLE INC (AAPL)	Quantity \$810,000.00	\$1,064,344.00	\$532.1720	20.95 %	\$399,505.01	\$199.75	\$664,838.99	2.00 %	\$21,200.00	
MICROSOFT CORP (MSFT)	Quantity 259,600.00	267,090.00		5.26 %	239,850.00	23.99	27,240.00	3.45 %	9,200.00	
	10,000	26,709.00								
Total information technology		\$1,331,434.00		26.20 %	\$639,355.01		\$692,078.99	2.28 %	\$30,400.00	

Telecommunication services

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Current	price per unit							
AMERICAN TOWER CORP (AMT)	Quantity 1,500	\$115,905.00	\$77.2700	2.29 %	\$59,160.00	\$39.44	\$56,745.00	1.25 %	\$1,440.00	
Total stocks		\$4,628,375.51		91.08 %	\$2,604,740.83		\$2,023,634.68	2.43 %	\$112,552.24	\$7,482.06

Etf - equity

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Current	price per unit							
ISHARES TR MSCI EMERGING MKTS (EEM)	Quantity \$265,580.00	\$310,450.00		6.11 %	\$235,767.00	\$33.68	\$74,683.00	1.68 %	\$5,215.00	\$99.40
INDEX FD ETF	Quantity 7,000	\$44,350.00								
Total equities		\$4,938,825.51		97.19 %	\$2,840,507.83		\$2,098,317.68	2.39 %	\$117,767.24	\$7,581.46
Total portfolio		\$5,081,573.35		100.00 %	\$2,983,255.67		\$2,098,317.68	2.32 %	\$117,962.99	\$7,599.43



SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT

Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Detail

Transaction detail

Beginning cash balance

Additions

Investment income

Activity	Description	Payable date	Post date	Quantity	Amount per unit	Income this period	Principal
Dividend	NOBLE CORPORATION SEDOL: B65Z9D7 ISIN: CH00033347318	02/23/12		3,000	\$0 1427	\$428 06	
Dividend		05/16/12		3,000	0.1393	417.87	
Dividend		08/16/12		3,000	0.1300	390.00	
Dividend		11/15/12		3,000	0.1300	390.00	
						\$1,625.93	
Dividend	AMERICAN TOWER CORP	04/25/12		1,500	0.2100	315.00	
Dividend		07/18/12		1,500	0.2200	330.00	
Dividend		10/15/12		1,500	0.2300	345.00	
Dividend		12/31/12		1,500	0.2400	360.00	
						\$1,350.00	
Dividend	APACHE CORPORATION	02/22/12		700	0.1500	105.00	
Dividend		05/22/12		700	0.1700	119.00	
Dividend		08/22/12		700	0.1700	119.00	
Dividend		11/21/12		700	0.1700	119.00	
						\$462.00	
Dividend	APPLE INC	08/16/12		2,000	2.6500	5,300.00	
Dividend		11/15/12		2,000	2.6500	5,300.00	
						\$10,600.00	
Dividend	CATERPILLAR INC	02/18/12	02/21/12	1,300	0.4600	598.00	
Dividend		05/19/12	05/21/12	1,300	0.4600	598.00	
Dividend		08/20/12		1,300	0.5200	676.00	
Dividend		11/20/12		1,300	0.5200	676.00	
Dividend		12/31/12		1,300	0.5200	676.00	
						\$3,224.00	





SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT

Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Detail

Investment income

Activity	Description	Payable date	Post date	Quantity	Amount per unit	Income	Principal
Dividend	COCA COLA CO	04/01/12	04/02/12	1,000	0.5100	510.00	
Dividend		07/01/12	07/02/12	1,000	0.5100	510.00	
Dividend		10/01/12		2,000	0.2550	510.00	
Dividend		12/17/12		2,000	0.2550	510.00	
						\$2,040.00	
Dividend	COSTCO WHOLESALE CORP	02/24/12		1,000	0.2400	240.00	
Dividend		06/08/12		1,000	0.2750	275.00	
Dividend		08/24/12		1,000	0.2750	275.00	
Dividend		11/30/12		1,000	0.2750	275.00	
Dividend		12/18/12		1,000	7.0000	7,000.00	
						\$8,045.00	
Dividend	EXXON MOBIL CORP	03/09/12		8,000	0.4700	3,760.00	
Dividend		06/11/12		8,000	0.5700	4,560.00	
Dividend		09/10/12		8,000	0.5700	4,560.00	
Dividend		12/10/12		8,000	0.5700	4,560.00	
						\$17,440.00	
Dividend	GENERAL ELECTRIC CO	01/25/12		2,500	0.1700	425.00	
Dividend		04/25/12		2,500	0.1700	425.00	
Dividend		07/25/12		2,500	0.1700	425.00	
Dividend		10/25/12		2,500	0.1700	425.00	
						\$1,700.00	
Dividend	GENERAL MILLS INC	02/01/12		4,000	0.3050	1,220.00	
Dividend		05/01/12		4,000	0.3050	1,220.00	
Dividend		08/01/12		4,000	0.3300	1,320.00	
Dividend		11/01/12		4,000	0.3300	1,320.00	
						\$5,080.00	
Dividend	ISHARES TR MSCI EMERGING MKTS INDEX FD	06/28/12		7,000	0.4684	3,278.50	
Dividend		12/27/12		7,000	0.2623	1,836.29	
						\$5,114.79	
Dividend	KRAFT FOODS INC - A	01/13/12		2,837	0.2900	822.73	
	EXCH 10/02/2012 SEE 50076Q106 & 609207105						
Dividend		04/16/12		2,837	0.2900	822.73	



SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT

Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Detail

Investment income

Activity	Description	Payable date	Post date	Quantity	Amount per unit	Income	Principal
Dividend		07/16/12		2,837	0.2900	822.73	
Dividend		10/15/12		2,837	0.2900	822.73	
						\$3,290.92	
Dividend	MCDONALD'S CORP	03/15/12		1,000	0.7000	700.00	
Dividend		06/15/12		1,000	0.7000	700.00	
Dividend		09/18/12		1,000	0.7000	700.00	
Dividend		12/17/12		1,000	0.7700	770.00	
						\$2,870.00	
Dividend	MICROSOFT CORP	03/08/12		10,000	0.2000	2,000.00	
Dividend		06/14/12		10,000	0.2000	2,000.00	
Dividend		09/13/12		10,000	0.2000	2,000.00	
Dividend		12/13/12		10,000	0.2300	2,300.00	
						\$8,300.00	
Dividend	NIKE INC CLASS B	01/03/12		1,300	0.3600	468.00	
Dividend		04/02/12		1,300	0.3600	468.00	
Dividend		07/02/12		1,300	0.3600	468.00	
Dividend		10/01/12		1,300	0.3600	468.00	
Dividend		12/26/12		1,300	0.4200	546.00	
						\$2,418.00	
Dividend	PHILIP MORRIS INTERNAT-W/I	01/10/12		7,000	0.7700	5,390.00	
Dividend		04/12/12		7,000	0.7700	5,390.00	
Dividend		07/12/12		7,000	0.7700	5,390.00	
Dividend		10/11/12		7,000	0.8500	5,950.00	
						\$22,120.00	
Dividend	PROCTER & GAMBLE CO	02/15/12		1,000	0.5250	525.00	
Dividend		05/15/12		1,000	0.5620	562.00	
Dividend		08/15/12		1,000	0.5620	562.00	
Dividend		11/15/12		1,000	0.5620	562.00	
						\$2,211.00	
Dividend	TARGET CORP	03/10/12	03/12/12	3,700	0.3000	1,110.00	
Dividend		06/10/12	06/11/12	3,700	0.3000	1,110.00	
Dividend		09/10/12		3,700	0.3600	1,332.00	
Dividend		12/10/12		3,700	0.3600	1,332.00	
						\$4,884.00	





SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT

Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Detail

Investment income

Activity	Description	Payable date	Post date	Quantity	Amount per unit	Income	Principal
Dividend	WAL-MART STORES INC	01/03/12		3,000	0.3650	1,095.00	
Dividend		04/04/12		3,000	0.3975	1,192.50	
Dividend		06/04/12		3,000	0.3975	1,192.50	
Dividend		09/04/12		3,000	0.3975	1,192.50	
Dividend		12/27/12		3,000	0.3975	1,192.50	
						\$5,865.00	
Dividend	WELLS FARGO & COMPANY	03/01/12		2,000	0.1200	240.00	
Dividend		03/30/12		2,000	0.1000	200.00	
Dividend		06/01/12		2,000	0.2200	440.00	
Dividend		09/01/12	09/04/12	2,000	0.2200	440.00	
Dividend		12/01/12	12/03/12	2,000	0.2200	440.00	
						\$1,760.00	
Dividend	WHOLE FOODS MKT INC	12/21/12		530	2.0000	1,060.00	
Dividend	FIDELITY MONEY MARKET INSTITUTIONAL CLASS FD #059	12/31/11	01/03/12	11,694.710		0.97	
Dividend		12/31/11	01/03/12	134,915.290		21.45	
Dividend		01/31/12	02/01/12	8,453.330		1.17	
Dividend		01/31/12	02/01/12	134,915.290		23.97	
Dividend		02/29/12	03/02/12	3,352.120		0.34	
Dividend		02/29/12	03/02/12	134,915.290		23.26	
Dividend		03/31/12	04/03/12	8,016.710		1.00	
Dividend		03/31/12	04/03/12	134,915.290		24.32	
Dividend		04/30/12	05/01/12	9,317.220		1.01	
Dividend		04/30/12	05/01/12	134,915.290		22.57	
Dividend		05/31/12	06/04/12	3,111.670		0.35	
Dividend		05/31/12	06/04/12	134,915.290		22.46	
Dividend		06/30/12	07/02/12	13,769.880		1.05	
Dividend		06/30/12	07/02/12	134,915.290		20.26	
Dividend		07/31/12	08/01/12	8,146.800		0.85	
Dividend		07/31/12	08/01/12	134,915.290		21.03	
Dividend		08/31/12	09/05/12	8,830.820		0.68	
Dividend		08/31/12	09/05/12	134,915.290		19.27	
Dividend		09/30/12	10/01/12	10,398.970		1.07	
Dividend		09/30/12	10/01/12	134,915.290		18.52	
Dividend		10/31/12	11/01/12	8,686.850		0.75	



SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT
Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Detail

Investment income

Activity	Description	Payable date	Post date	Quantity	Amount per unit	Income	Principal
Dividend		10/31/12	11/01/12	134,945.970		18.11	
Dividend		11/30/12	12/03/12	8,546.500		0.56	
Dividend		11/30/12	12/03/12	134,945.970		15.66	
						\$260.68	
Total investment income						\$111,741.32	

Sales and maturities

Activity	Description	Trade date	Settle date	Quantity	Amount per unit	Charges	Income	Principal	Tax cost
Sale	APACHE CORPORATION BROKER: INSTINET	11/30/12	12/05/12	700	\$76.8500	\$15.21		\$53,779.79	-\$74,529.00
Sale	GENERAL ELECTRIC CO BROKER: INSTINET	11/30/12	12/05/12	2,500	21.1000	51.19		52,698.81	- 90,173.75
Sale	KRAFT FOODS GROUP INC CASH IN LIEU OF .666 FRACTIONAL SHARES/PAR AT 46.0600 PER SHARE/BOND	10/25/12	10/25/12	0.666	46.0600			30.68	- 13.76
Total sales and maturities								\$106,509.28	-\$164,716.51

Other receipts

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Other receipts	BANK OF AMERICA CORP PROCEEDS DUE ON CLASS ACTION SETTLEMENT	11/30/12				\$24.21
Total additions					\$111,741.32	\$106,533.49





SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT

Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Detail

Disbursements

Cash distributions

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTODY ACCOUNT NUMBER - 12-12-400-8089802	01/31/12			-\$7,853 33	
Distribution	TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTODY ACCOUNT NUMBER - 12-12-400-8089802	02/29/12			-2,752 12	
Distribution	TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTODY ACCOUNT NUMBER - 12-12-400-8089802	03/30/12			-7,616 71	
Distribution	TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTODY ACCOUNT NUMBER - 12-12-400-8089802	04/30/12			-8,717 22	
Distribution	TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTODY ACCOUNT NUMBER - 12-12-400-8089802	05/31/12			-2,511 67	
Distribution	TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTODY ACCOUNT NUMBER - 12-12-400-8089802	06/29/12			-13,169 88	
Distribution	TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTODY ACCOUNT NUMBER - 12-12-400-8089802	07/31/12			-7,546 80	
Distribution	TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTODY ACCOUNT NUMBER - 12-12-400-8089802	08/31/12			-8,230 82	
Distribution	TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTODY ACCOUNT NUMBER - 12-12-400-8089802	09/28/12			-9,798 97	
Distribution	TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTODY ACCOUNT NUMBER - 12-12-400-8089802	10/31/12			-8,086 85	
Distribution	TRANSFER 100 0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTODY ACCOUNT NUMBER - 12-12-400-8089802	11/30/12			-8,221 50	



SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT

Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Detail

Cash distributions

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	TRANSFER 100.0000 NET INCOME TO SCAIFE FAMILY FDN H/C CUSTDY	12/31/12			- 22,161.42	
	ACCOUNT NUMBER - 12-12-400-8089802					

Total cash distributions

- \$106,667.29

Purchases

Activity	Description	Trade date	Settle date	Quantity	Amount per unit	Charges	Income	Principal	Tax cost
Purchase	EQUITY RESIDENTIAL SH BEN INT REIT	11/30/12	12/05/12	900	\$55.2356	\$ 18.00		- \$49,730.04	\$49,730.04
Purchase	BROKER: INSTINET								
Purchase	WHOLE FOODS MKT INC	11/30/12	12/05/12	530	93.5100	10.60		- 49,570.90	49,570.90
Purchase	BROKER: INSTINET								
Purchase	FIDELITY MONEY MARKET INSTITUTIONAL CLASS	10/31/12	10/31/12	30.680	1.0000			- 30.68	30.68
Purchase	FD #059								
Purchase	NET INVESTMENT - PURCHASE FIDELITY MONEY MARKET INSTITUTIONAL CLASS	11/30/12	11/30/12	24.210	1.0000			- 24.21	24.21
Purchase	FD #059								
Purchase	NET INVESTMENT - PURCHASE FIDELITY MONEY MARKET INSTITUTIONAL CLASS	12/31/12	12/31/12	7,177.660	1.0000			- 7,177.66	7,177.66
Purchase	FD #059								
Purchase	NET INVESTMENT - PURCHASE							- \$7,232.55	\$7,232.55
Total purchases								- \$106,533.49	\$106,533.49

Fees and charges

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
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SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT

Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Detail

Fees and charges

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 12/30/11	01/05/12			-\$369.82	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 01/31/12	02/03/12			-389.08	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 02/29/12	03/05/12			-416.89	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 03/30/12	04/04/12			-431.33	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 04/30/12	05/03/12			-428.78	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 05/31/12	06/05/12			-408.93	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 06/29/12	07/06/12			-420.24	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 07/31/12	08/06/12			-433.06	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 08/31/12	09/10/12			-445.48	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 09/28/12	10/04/12			-453.47	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 10/31/12	11/06/12			-439.36	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 11/30/12	12/06/12			-437.59	
Total fees and charges					-\$5,074.03	
Total disbursements					-\$111,741.32	-\$106,533.49
Ending cash balance						\$0.00
Change in cash						



SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT

Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Detail

Non-cash transactions

Securities received

Activity	Description	Date	Quantity	Tax cost	Market Value
Asset exchange	AMERICAN TOWER CORP RECEIVED 1,500,000 PAR/SHARES DUE TO MANDATORY EXCHANGE	01/03/12	1,500	\$59,160.00	
Stock split	COCA COLA CO RECD 1,000,000 SHS 2 FOR 1 STK SPLT	08/13/12	1,000		
Asset exchange	KRAFT FOODS GROUP INC RECEIVED 945,666 PAR/SHARES DUE TO MANDATORY EXCHANGE	10/02/12	945,666	19,539.35	
Asset exchange	MONDELEZ INTERNATIONAL RECEIVED 2,837,000 PAR/SHARES DUE TO MANDATORY EXCHANGE	10/02/12	2,837	36,402.77	
Stock split	NIKE INC CLASS B RECD 1,300,000 SHS 2 FOR 1 STK SPLT	12/26/12	1,300		
Total securities received				\$115,102.12	\$0.00

Securities delivered

Activity	Description	Date	Quantity	Tax cost	Market Value
Asset exchange	AMERICAN TOWER CORP CL A EXCH 01/03/12 SEE 03027X100 DELIVERED 1,500,000 PAR/SHARES DUE TO MANDATORY EXCHANGE	01/03/12	1,500	- \$59,160.00	





SCAIFE FAMILY FDN CUSTODY
CUSTODY STATEMENT

Account number 12-12-400-7000112
January 1, 2012 - December 31, 2012

Detail

Securities delivered

Activity	Description	Date	Quantity	Tax cost	Market Value
Asset exchange	KRAFT FOODS INC - A EXCH 10/02/2012 SEE 50076Q106 & 609207105 DELIVERED 2 837 000 PAR/SHARES DUE TO MANDATORY EXCHANGE	10/02/12	2,837	- 55,942.12	
Total securities delivered				- \$115,102.12	\$0.00

Total non-cash transactions	\$0.00
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Realized gain/loss detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
APACHE CORPORATION	700	\$106.47000	- \$74,529.00	11/30/12	\$76.85	\$53,779.79	- \$20,749.21
GENERAL ELECTRIC CO	2,500	36.06950	- 90,173.75	11/30/12	21.10	52,698.81	- 37,474.94
KRAFT FOODS GROUP INC	0.666	20.66066	- 13.76	10/25/12	46.06	30.68	16.92
Total			- \$164,716.51			\$106,509.28	- \$58,207.23

PNC Affiliated Compensation Disclosure Grid

As of September 30, 2012

Commingled investment vehicles, such as mutual funds and exchange traded funds ("Funds"), are among the types of investments that PNC Bank and PNC Delaware Trust Company ("PNC," "we" or "us") use to manage investment portfolios on behalf of our clients. Funds pay fees to various service providers for services rendered to them. This Affiliated Compensation Disclosure Grid is sent to you on a semi-annual basis so that we can inform you of the service fees and other revenue earned by PNC, by members of The PNC Financial Services Group¹, or by others considered to be affiliated with us, and which are paid to us or our affiliates by the Funds that may be held in your account or by the Funds' affiliates².

We and/or our affiliates may earn compensation for providing services to Funds, including but not limited to acting as investment adviser, providing omnibus record keeping and associated shareholder services. Generally, these fees are earned on a percentage-of-assets basis. The total expense ratio for each Fund is also shown on this grid. The expenses paid by the Funds or their affiliates are separate from, and in addition to any account level fees paid by client accounts to PNC. Certain investment vehicles that are included in this grid are not mutual funds or ETFs, but other types of pooled investment vehicles which pay fees to us and/or our affiliates. We also refer to these other types of pooled investment vehicles as "Funds" herein for ease of reference. If your account is an employee benefit plan subject to the Employee Retirement Income Security Act of 1974, as amended (ERISA), or an individual retirement account (IRA) managed by PNC, certain of the fees described herein may not apply or be charged to your account. Please contact your account officer for more information.

The Funds' prospectuses or offering documents provide more comprehensive information regarding the specific services we and/or our affiliates provide the Funds and the compensation we or our affiliates receive in connection with those services. Therefore, this Affiliated Compensation Disclosure Grid should be read in conjunction with, and is supplemented by, the applicable prospectuses and/or other offering documents. Copies of the prospectuses and/or offering documents have been provided to you for the Funds in which your account is invested, additional copies may be obtained by contacting your account officer or by following the instructions set forth in the footnotes following each section of the grid below.

This Affiliated Compensation Disclosure Grid does not constitute an offer for sale of any Fund listed herein.

The Funds are not deposits of or obligations of and are not guaranteed by, PNC or its affiliates or any other bank. Investments in the Funds involve risks, including possible loss of the principal amount invested. The Funds are not insured or guaranteed by the Federal Deposit Insurance Company (FDIC) or by any other governmental agency or government-sponsored agency of the U.S. government or any state.

Section 1. BLACKROCK MUTUAL FUNDS³ INSTITUTIONAL CLASS⁴ EXPENSE RATIOS^{5,7,8}

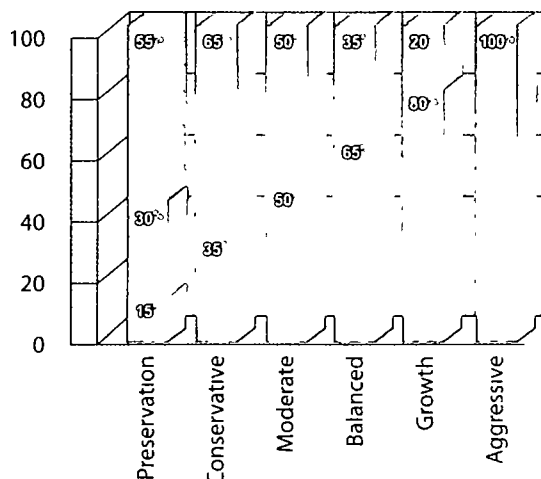
NAME OF FUND	TOTAL EXPENSE RATIO ⁶	TOTAL TO PNC AFFILIATES ^{5,7,8}	NAME OF FUND	TOTAL EXPENSE RATIO ⁶	TOTAL TO PNC AFFILIATES ^{5,7,8}
ACWI ex-U.S. Index Fund	0.34%	0.00%	LifePath 2030 ⁸	0.56%	0.56%
Aggressive Growth Prepared ⁸	0.09%	0.00%	LifePath 2035 ⁸	0.56%	0.16%
All-Cap Energy & Resources	0.94%	0.84%	LifePath 2040 ⁸	0.55%	0.54%
Balanced Capital	0.58%	0.43%	LifePath 2045 ⁸	0.55%	0.00%
Basic Value	0.54%	0.41%	LifePath 2050 ⁸	0.54%	0.51%
Bond Allocation Target Shares Ser. C	0.01%	0.00%	LifePath 2055 ⁸	0.55%	0.00%
Bond Allocation Target Shares Ser. M	0.00%	0.00%	LifePath Index 2020 ⁸	0.06%	0.00%
Bond Allocation Target Shares Ser. S	0.10%	0.00%	LifePath Index 2025 ⁸	0.07%	0.00%
Bond Index	0.25%	0.22%	LifePath Index 2030 ⁸	0.06%	0.00%
California Municipal Bond	0.63%	0.53%	LifePath Index 2035 ⁸	0.08%	0.00%
Capital Appreciation	0.84%	0.62%	LifePath Index 2040 ⁸	0.06%	0.00%
China Fund	1.65%	0.00%	LifePath Index 2045 ⁸	0.09%	0.00%
Commodities Strategies ⁹ (Fund inception 10/03/11)	1.30%	0.63%	LifePath Index 2050 ⁸	0.07%	0.00%
Conservative Prepared ⁸	0.13%	0.00%	LifePath Index 2055 ⁸	0.10%	0.00%
Core Bond	0.56%	0.43%	LifePath Index Retirement ⁸	0.06%	0.00%
CoreAlpha Bond	0.34%	0.32%	LifePath Retirement ⁸	0.59%	0.59%
Emerging Market Local Debt (Formerly "Emerging Market Debt")	0.97%	0.46%	Long-Duration	0.55%	0.42%
Emerging Markets (Formerly "Global Emerging Markets")	1.32%	1.00%	Long-Horizon Equity (Formerly "Global Dynamic Equity")	1.06%	0.80%
Energy and Resources	0.99%	0.83%	Low-Duration Bond	0.45%	0.34%
Equity Dividend	0.68%	0.55%	Managed Account Global Small-Cap	0.00%	0.01%
EuroFund	1.13%	0.75%	Managed Account Mid-Cap Value Opp	0.00%	0.00%
Exchange BlackRock	0.62%	0.53%	Managed Account U.S. Mortgage	0.62%	0.46%
Flexible Equity (Formerly "Mid Cap Value Equity")	0.97%	0.72%	Managed Volatility (Formerly "Asset Allocation")	0.85%	0.60%
Floating Rate Income	0.70%	0.54%	Mid-Cap Value Opportunities	0.84%	0.65%
Focus Growth	1.27%	0.65%	Mid-Cap Growth Equity	1.06%	0.87%
Global Allocation	0.78%	0.67%	Moderate Prepared ⁸	0.09%	0.00%
Global Dividend Income	0.86%	0.68%	Money Market	0.29%	0.26%
Global Long/Short Credit ⁹	1.20%	0.79%	Multi-Asset Income	0.55%	0.28%
Global Opportunities	1.06%	0.79%	Municipal Money Market	0.22%	0.09%
Global Small-Cap	1.09%	0.85%	National Municipal	0.54%	0.43%
GNMA	0.55%	0.41%	Natural Resources	0.86%	0.60%
Growth Prepared ⁸	0.07%	0.00%	NC Municipal Money Market	0.17%	0.02%
Health Sciences Opportunities	0.98%	0.81%	New Jersey Municipal Bond	0.78%	0.52%
High-Yield Bond	0.63%	0.51%	New York Municipal Bond	0.71%	0.55%
High-Yield Municipal	0.64%	0.54%	NJ Municipal Money Market	0.25%	0.07%
Index Equity	0.18%	0.07%	OH Municipal Money Market	0.19%	0.07%
India Fund	1.75%	0.00%	PA Municipal Money Market	0.19%	0.13%
Inflation Protected Bond	0.42%	0.30%	Pacific	0.92%	0.60%
Intermediate Municipal	0.60%	0.50%	Pennsylvania Municipal Bond	0.71%	0.46%
International	1.00%	0.67%	Russell 1000 Index Fund	0.23%	0.00%
International Bond	0.88%	0.71%	S&P 500 Index	0.32%	0.20%
International Index	0.35%	0.14%	S&P 500 Stock Fund	0.18%	0.17%
International Opportunities	1.29%	1.10%	Science and Technology Opportunities	1.39%	0.94%
Large-Cap Core	0.90%	0.73%	Secured Credit (Formerly "Multi Sector Bond")	0.70%	0.00%
Large-Cap Core Plus	1.50%	0.94%	Short-Term Municipal	0.41%	0.24%
Large-Cap Growth	1.23%	0.95%	Small-Cap Growth Equity	0.82%	0.64%
Large-Cap Value	0.95%	0.74%	Small-Cap Growth II	1.58%	0.90%
Latin America	1.31%	1.00%	Small-Cap Index	0.29%	0.00%
Lifecycle Prepared 2015 ⁸	0.00%	0.00%	Strategic Income Opportunities ⁸	0.63%	0.50%
Lifecycle Prepared 2020 ⁸	0.00%	0.00%	Total Return	0.52%	0.33%
Lifecycle Prepared 2025 ⁸	0.00%	0.00%	U.S. Government Bond	0.62%	0.49%
Lifecycle Prepared 2030 ⁸	0.00%	0.00%	U.S. Opportunities	1.03%	0.87%
Lifecycle Prepared 2035 ⁸	0.00%	0.00%	U.S. Treasury Money Market	0.12%	0.06%
Lifecycle Prepared 2040 ⁸	0.00%	0.00%	VA Municipal Money Market	0.20%	0.00%
Lifecycle Prepared 2045 ⁸	0.00%	0.00%	Value Opportunities	1.10%	0.75%
Lifecycle Prepared 2050 ⁸	0.00%	0.00%	World Gold	1.24%	0.00%
LifePath 2020 ⁸	0.58%	0.57%	World Income	1.06%	0.55%
LifePath 2025 ⁸	0.57%	0.29%			

As of market close, Friday, December 14, 2012

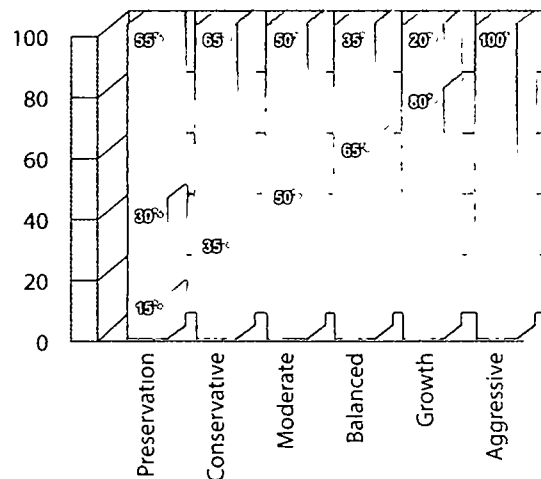
S&P 500®	DJIA	90-DAY T-BILL	10-YEAR T-NOTE
1413.56	13135.01	0.025%	7.017%

Asset Allocation Recommendations

Current Tactical



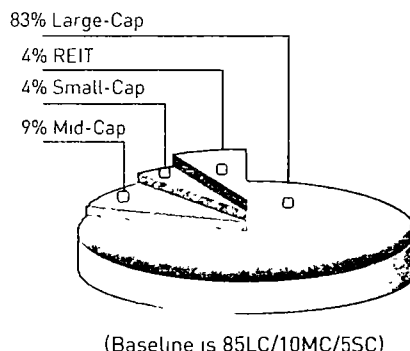
Baseline



Stocks Bonds Cash

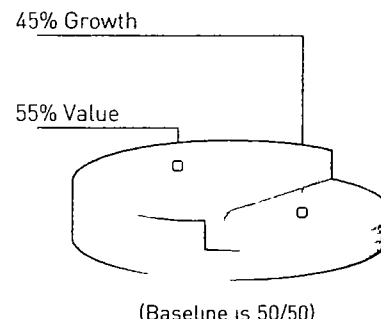
Equity Allocation

Capitalization: Baseline
Plus Dividend Focus within Large-Cap



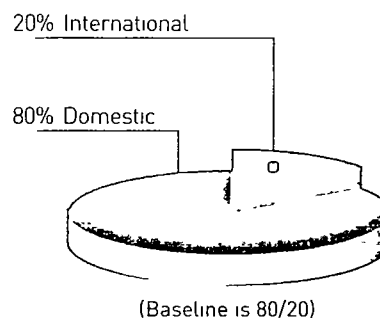
(Baseline is 85LC/10MC/5SC)

Style: Overweight Value
within U.S. Large Cap



(Baseline is 50/50)

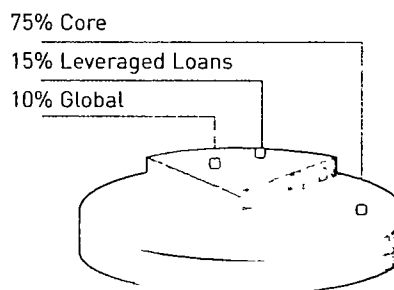
Global Positioning: Baseline



(Baseline is 80/20)

Fixed Income Allocation

Credit Positioning: Core, Leveraged Loans, and Global



(Baseline is 100% Core)

For qualified investors, we recommend an allotment to alternative assets of 20% of a balanced allocation to complement the traditional allocation

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Investment Outlook

January 2013

Henry Ford (1863-1947) — was an American industrialist who developed the assembly line technique, which revolutionized mass production. Ford was the founder of Ford Motor Company and introduced the Model T automobile, which transformed the U.S. transportation system. Ford believed in producing inexpensive goods while paying workers fair wages.

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Searching for the Clutch: 2013 Outlook Part II

"There is only one thing in business that is certain and that's change. I don't know what tomorrow is going to be like, but I do know this—it's bound to be different from yesterday and today."

—Henry Ford

Executive Summary

Given a number of indicators, the economy, in our view, can feel like it is on stall speed. Our title, *Searching for the Clutch*, is an allusion to an economy looking for clarity, which could enable growth to shift into a higher gear. Given the news coming from all corners of the globe in the final weeks of 2012, it is likely the market is pricing in a certain level of fiscal negotiation in the United States and reduced tail risks from the Eurozone and China. Valuations in the United States and the Eurozone also provide some support.

Our annual review of historical trends for stocks versus bonds does not predict when stocks will move higher but points to the high probability that stocks will outperform bonds and cash in the coming years. The current 10-year trailing returns of stocks relative to bonds and cash remain at relatively extreme levels on the downside. Any reversion to more normal levels would portend positive returns for stocks.

We are pleased with the success of our 2012 themes. Our six themes for 2013 are:

- final countdown—the fiscal cliff, debt ceiling, and policy making,
- thirst for yield,
- housing expansion,
- stall speed,
- year of business investment, and
- China and global GDP

PNC's 2013 outlook is for the economy and corporate earnings to provide stability as a backdrop for the markets in the wake of continued risks threatening to derail the sustainability of the recovery. PNC projects that the recovery will continue in 2013, but it is likely the recovery will feel like stall speed for the next few quarters.

We anticipate a continued trend of rolling crises to roil the markets from time to time—the ongoing Eurozone sovereign debt crisis and U.S. fiscal debates to name two. Economic growth continues to pedal along, with the major bump being the stubborn unemployment rate, which is not expected to improve materially in 2013. Based on this environment and current valuations, future expected long-term real returns from stocks remain attractive, in our opinion, when compared with other assets, such as cash or Treasury bonds.

PNC asset allocations currently reflect a baseline allocation in terms of stocks versus bonds and cash while incorporating a number of tactical allocations. PNC's six traditional asset allocation profiles are shown on the back page of this outlook.



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Total portfolio value

Total portfolio value on December 31	\$74,131,254.30
Total portfolio value on January 1	67,428,386.95
Total change in value	\$6,702,867.35

Investment policy and market outlook

Investment objective: Nondiscretionary Acct-No Inv Objective

Bulletin board

Beginning in September 2012, Interactive Data is now providing pricing for taxable fixed income securities held in our clients' portfolios. Our previous pricing vendor for these types of securities was Reuters. If you have any questions about this change, please contact your investment advisor.

Enclosed is an insert addressing expense ratios on mutual funds available through PNC Bank, N.A. This enclosure provides important information on fund level compensation paid to PNC and its affiliates. Additional information on these fees is available in each fund's prospectus. To obtain a copy of a prospectus, contact your account officer.

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NOTICE OF LIMITATION OF LIABILITY - Trust Accounts

An action for breach of trust based on matters disclosed in a trust accounting or other written reports of the trustee - such as this statement - may be subject to a statute of limitations, limiting your right to sue, measured as follows, from either the date the trust accounting, statement or written report is mailed or received. If you have questions regarding your rights, please contact your attorney.

DC: 1 year from mailing	IL: 3 years from receipt	OH: 2 years from mailing
DE: 2 years from receipt	MI: 1 year from mailing	PA: 30 months from receipt
FL: 6 months from receipt	MO: 1 year from mailing	VA: 1 year from mailing
		WI: 2 years from mailing

➤ See pnc.com for the latest updates about our investing strategies.

About your account

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In addition, the shares of any mutual fund in this account are not obligations of any bank, nor are they issued or endorsed by any bank or guaranteed by the FDIC or any other government agency or government-sponsored agency of the federal government or any state.

This statement contains information obtained from sources believed to be reliable. These sources may include other service providers that may also be under contractual obligation to you.

Please contact your PNC Relationship Manager via phone or in writing if there have been any changes in your investment objectives, financial situation, risk tolerance, or specific investment restrictions on the management of your account.

Investments: Not FDIC Insured. No Bank Guarantee. May Lose Value.

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Summary

Portfolio value

Income		Principal		Total	
Income on December 31	\$883,915.02	Principal on December 31	\$73,247,339.28	Total portfolio value on December 31	\$74,131,254.30
Income on January 1	753,916.75	Principal on January 1	66,674,470.20	Total portfolio value on January 1	67,428,386.95
Change in value	\$129,998.27	Change in value	\$6,572,869.08	Total change in value	\$6,702,867.35

Portfolio value by asset class

Income		Principal		Total	
Cash and cash equivalents	\$883,915.02	Value Dec. 31	\$753,916.75	Change in value	\$883,915.02
Fixed income	\$2,563,435.57	Value Jan. 1	\$3,150,831.48	Change in value	\$2,563,435.57
Equities	8,635,336.89	Value Dec. 31	8,597,037.11	Change in value	8,492,988.12
Alternative investments	59,473,392.94	Value Jan. 1	53,149,152.07	Change in value	48,076,084.12
Total	2,575,173.88	Value Dec. 31	1,777,449.54	Change in value	2,206,086.36
	\$74,131,254.30	Value Jan. 1	\$67,428,386.95	Change in value	\$6,702,867.35

* We use tax cost to calculate the cost of your portfolio. When this information is not available for all assets, your portfolio's tax cost may be understated. To determine if we have tax cost information for all your assets, call Sharon Vogel your Account Advisor





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Summary

Change in account value

	This period
Beginning account value	\$67,454,005.40
Additions	
Contributions	\$547.22
Investment income	1,890,060.39
Other receipts	304,301.44
Disbursements	
Distributions	-\$3,670,701.85
Fees and charges	-70,130.43
Other disbursements	-75,793.03
Account to account transfers	106,667.29
Change in value of investments	8,460,339.13
Net accrued income	-3,145.37
Value of non cash transactions	-242,422.81
Ending account value	\$74,153,727.38

Investment income summary

	This period
Income-cash and cash equivalents	\$114.78
Interest-fixed income	388,211.24
Dividends-equities	1,501,734.37
Total	\$1,890,060.39

Gain/loss summary

	Net realized gain/loss	Net unrealized gain/loss*
	This period	Since acquisition
Fixed income	\$26,741.68	\$142,348.77
Equities	1,208,752.20	11,397,308.82
Alternative inv	-	369,087.52
Total	\$1,235,493.88	\$11,908,745.11

* All unrealized gain/loss information is based on tax cost. When this information is not available for all assets, your portfolio's tax cost may be understated. To determine if we have tax cost information for all your assets, call Sharon Vogel your Account Advisor.

Accrued income summary

Accrued income on December 31	\$22,473.08
Accrued income on January 01	25,618.45
Net accrued income	\$3,145.37

	Estimated annual income	Accrued income this period
	\$1.26	\$27.79
	234,364.03	22,445.29
	1,181,190.47	-
	\$1,415,555.76	\$22,473.08



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Summary

Transaction summary - measured by cash balance

	Income	Principal
	This period	This period
Beginning cash balance	\$0.00	-\$30,413.32
Additions		
Contributions	\$547.22	-
Investment income	1,742,314.45	147,745.94
Sales and maturities	1,114,086.87	8,725,161.39
Transfers within account	2,127,968.88	-
Other receipts	-	304,301.44
Disbursements		
Distributions	-\$3,670,701.85	-
Purchases	-1,244,085.14	-7,049,700.83
Transfers within account	-	-2,127,968.88
Fees and charges	-70,130.43	-
Other disbursements	-	-75,793.03
Account to account transfers	-	106,667.29
Ending cash balance	\$0.00	\$0.00
Change in cash	-	\$30,413.32

Transaction summary - measured by tax cost

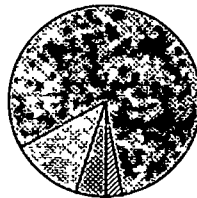
Beginning tax cost	\$62,680,974.37
Additions	
Purchases	\$8,293,785.97
Securities received	119,999.41
Disbursements	
Sales	-\$8,603,754.38
Securities delivered	-298,909.50
Change in cash	30,413.32
Ending tax cost	\$62,222,509.19



Analysis

Asset allocation

	Dec. 31, 2012
Cash and cash equivalents	4.65 %
Mutual funds	4.65 %
Fixed income	11.65 %
Mutual funds	11.65 %
Equities	80.23 %
Mutual funds	80.23 %
Alternative investments	3.47 %
Private equity	2.83 %
Hedge fund	0.65 %





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Detail

Portfolio - income

Cash and cash equivalents Mutual funds - money market

Description	Market value last period	Current market value		% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Current	price per unit							
BLACKROCK LIQUIDITY FUNDS	Quantity			1.20 %						
TREASURY TRUST FUND	\$753,916.75	\$883,915.02	\$883.915 02			\$883,915.02			\$0.32	\$4.05
INSTITUTIONAL SHARES #62	983,915.020	\$1.0000				\$1.00				

Portfolio - principal

Cash and cash equivalents Mutual funds - money market

Description	Market value last period	Current market value		% of total portfolio	Avg. tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Current	price per unit							
BLACKROCK LIQUIDITY FUNDS	Quantity			3.46 %						
TREASURY TRUST FUND	\$3,181,244.80	\$2,563,435.57	\$2,563.435 57			\$2,563,435.57			\$0.94	\$23.74
INSTITUTIONAL SHARES #62	2,563,435.570	\$1.0000				\$1.00				



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Detail

Fixed income

Mutual funds - fixed income

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Quantity	price per unit							
HC CAPITAL TRUST (HCASX)	2,870,710.17	\$2,860.413.21	2,527,811.34	\$10,560.00	3.86 %	\$2,861,737.02	\$10.16	- \$1,323.81	3.58 %	\$102,298.52	\$9,835.31
US MORTGAGE/ASSET BACKED FIXED INCOME SECURITIES	281,814.109	\$10,150.00									
HC CAPITAL TRUST (HCXSI)	2,767,514.30	2,527,811.34	2,527,811.34	10,560.00	3.41 %	2,419,943.31	10.11	107,868.03	3.37 %	84,978.51	9,072.35
CORPORATE FIXED INCOME SECURITIES	239,376.074										
HC CAPITAL TRUST (HCUSX)	2,958,812.64	2,954,794.13	2,954,794.13	10,190.00	3.99 %	2,911,307.79	10.04	43,486.34	1.34 %	39,435.92	3,537.63
US GOVERNMENT FIXED INCOME	289,969.983	10,190.00									
VANGUARD INFLATION PROTECTED (VAIPX)		292,318.21	292,318.21	28,540.00	0.40 %	300,000.00	29.29	- 7,681.79	2.62 %	7,651.08	
SECURITIES FUND ADMIRAL SHS FD # 5119	10,242.404										
Total mutual funds - fixed income		\$8,635,336.89			11.65 %	\$8,492,988.12		\$142,348.77	2.71 %	\$234,364.03	\$22,445.29

Total fixed income

Total fixed income		\$8,635,336.89			11.65 %	\$8,492,988.12		\$142,348.77	2.71 %	\$234,364.03	\$22,445.29
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Equities

Mutual funds - equity

Description (Symbol)	Market value last period		Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Quantity	price per unit							
HC CAPITAL TRUST (HCEMX)	2,478,828.16	\$4,620,080.73			6.24 %	\$4,200,000.00	\$18.03	\$420,080.73	0.84 %	\$38,442.43	
EMERGING MARKETS PORTFOLIO	232,984.404	\$19,830.00									
HC CAPITAL TRUST (HCHYX)	3,177,832.66	3,653,562.78	3,653,562.78	7,540.00	4.93 %	3,395,946.89	7.01	257,615.89	6.61 %	241,309.58	
FIXED INCOME OPPORTUNITY PORTFOLIO	484,557.398										
HCCT COMMODITY SECURITIES (HCCSX)	2,515,927.99	3,689,106.31	3,689,106.31	10,870.00	4.98 %	3,700,000.00	10.90	- 10,893.69	0.81 %	29,526.43	
HC CAPITAL TRUST (HCVEX)	339,384.205	10,870.00									
THE VALUE EQUITY PORTFOLIO	10,304,412.99	10,790,134.45	10,790,134.45	12,870.00	14.56 %	7,382,242.93	8.81	3,407,891.52	2.40 %	258,225.44	
	838,394.285										



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Detail

Equities

Mutual funds - equity

Mutual funds - equity											
Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	price per unit	Current			Avg tax cost per unit					
HC CAPITAL TRUST (HCCEX)	1,935,341.69	2,034,489.88			2.75 %	1,777,300.07		257,189.81	0.56 %	11,318.25	
THE SMALL CAP EQUITY PORTFOLIO	139,731,448	14,5600				12.72					
HC CAPITAL TRUST (HCIEX)	18,689,355.18	21,810,383.96			29.43 %	20,462,329.90		1,348,054.06	2.05 %	446,480.69	
THE INTERNATIONAL EQUITY PORTFOLIO	1,975,578.257	11.0400				10.36					
HC CAPITAL TRUST (HCEGX)	12,139,235.45	10,679,703.31			14.41 %	5,820,095.00		4,859,608.31	1.13 %	119,817.68	
THE GROWTH EQUITY PORTFOLIO	692,587.763	15.4200				8.40					
SSGA EMERGING MARKETS FUND (SEMSX)	1,908,217.95	2,195,931.52			2.97 %	1,338,169.33		857,762.19	1.65 %	36,069.97	
CL S FND #1510	105,777.048	20.7600				12.65					
Total mutual funds - equity			\$59,473,392.94		80.23 %	\$48,076,084.12		\$11,397,308.82	1.99 %	\$1,181,190.47	
Total equities			\$59,473,392.94		80.23 %	\$48,076,084.12		\$11,397,308.82	1.99 %	\$1,181,190.47	

Alternative investments

Private equity

Private equity											
Description (Symbol)	Market value last period		Current market value		% of total portfolio	Total tax cost		Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
	Quantity	Current price per unit	Current price per unit	Avg. tax cost per unit		Avg. tax cost per unit					
HIRTLE CALLAGHAN (I)		\$1,556,304.98	\$2,094,057.41	\$1,711,206.20	2.83 %	\$893.94	\$382,851.21				
PRIVATE EQUITY OFFSHORE FUND VII LP	1,914,222		\$1,093,9470								
(MARKET VALUE AS OF 09/30/12)											





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Hedge funds

Description (Symbol)	Market value last period	Current market value		% of total portfolio	Avg tax cost per unit	Total tax cost	Unrealized gain/loss	Current yield	Estimated annual income	Accrued income
		Current	price per unit							
HIRTLE CALLAGHAN PRIVATE EQUITY (I)	Quantity		\$481,116.47	0.65 %		\$494,880.16	-\$13,763.69			
OFFSHORE FUND VIII LTD	551,049		\$873,092.0			\$898.07				
(MARKET VALUE AS OF 03/31/12)										
Total alternative investments		\$2,575,173.88		3.47 %		\$2,206,086.36	\$369,087.52			
Total portfolio		\$74,131,256.30		100.00 %		\$62,222,508.19	\$11,908,745.11	1.91 %	\$1,415,555.76	\$22,473.08



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Transaction detail

Beginning cash balance Income this period Principal this period
- \$30,413.32

Additions

Cash contributions

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Addition to trust	CHECK #209434 FROM MODULAR DOCUMENT SOLUTIONS LLC DTD. 07/12/2012. REFUND FOR OVER PAYMENT; DEPOSIT PER CLIENT REQUEST	08/06/12			\$175.00	
Addition to trust	CHECK #109054 DTD. 07/19/2012 FROM UNITED HEALTH CARE INSURANCE CO MED LOSS RATIO PREMIUM REBATE CHECK DEP. PER CLIENT REQ	08/09/12			372.22	

Total cash contributions \$547.22

Investment income

Activity	Description	Payable date	Post date	Quantity	Amount per unit	Income	Principal
Dividend	HC CAPITAL TRUST EMERGING MARKETS PORTFOLIO	12/28/12	12/31/12	232,984.404	\$0.2570	\$59,879.79	
Dividend	HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO	03/15/12	03/16/12	457,242.109	0.0888	40,588.92	
Dividend		06/15/12	06/18/12	484,557.398	0.1318	63,840.44	
Dividend		09/14/12	09/17/12	484,557.398	0.1212	58,750.16	
Dividend		12/28/12	12/31/12	484,557.398	0.1555	75,356.43	
						\$238,535.95	





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Investment income

Activity	Description	Payable date	Post date	Quantity	Amount per unit	Income	Principal
Dividend	HC CAPITAL TRUST	01/03/12	01/04/12	281,718.368	0.0406	11,424.81	
	US MORTGAGE/ASSET BACKED FIXED INCOME SECURITIES						
Dividend		02/01/12	02/02/12	281,718.368	0.0221	6,222.60	
Dividend		03/01/12	03/02/12	281,718.368	0.0276	7,767.82	
Dividend		04/02/12	04/03/12	306,228.172	0.0312	9,553.09	
Dividend		05/01/12	05/02/12	306,228.172	0.0278	8,518.96	
Dividend		06/01/12	06/04/12	306,228.172	0.0290	8,868.67	
Dividend		07/02/12	07/03/12	281,814.109	0.0341	9,612.96	
Dividend		08/01/12	08/02/12	281,814.109	0.0248	6,988.14	
Dividend		09/04/12	09/05/12	281,814.109	0.0395	11,143.21	
Dividend		10/01/12	10/02/12	281,814.109	0.0271	7,638.85	
Dividend		11/01/12	11/02/12	281,814.109	0.0292	8,224.18	
Dividend		12/03/12	12/04/12	281,814.109	0.0303	8,526.00	
						\$104,489.29	
Dividend	HC CAPITAL TRUST	01/03/12	01/04/12	267,651.286	0.0365	9,769.27	
	CORPORATE FIXED INCOME SECURITIES						
Dividend		02/01/12	02/02/12	267,651.286	0.0222	5,928.48	
Dividend		03/01/12	03/02/12	267,651.286	0.0256	6,856.96	
Dividend		04/02/12	04/03/12	267,651.286	0.0302	8,087.35	
Dividend		05/01/12	05/02/12	267,651.286	0.0280	7,483.26	
Dividend		06/01/12	06/04/12	267,651.286	0.0282	7,545.09	
Dividend		07/02/12	07/03/12	239,376.074	0.0305	7,296.18	
Dividend		08/01/12	08/02/12	239,376.074	0.0235	5,616.00	
Dividend		09/04/12	09/05/12	239,376.074	0.0369	8,837.53	
Dividend		10/01/12	10/02/12	239,376.074	0.0333	7,967.15	
Dividend		11/01/12	11/02/12	239,376.074	0.0315	7,529.57	
Dividend		12/03/12	12/04/12	239,376.074	0.0289	6,928.26	
Capital gain distribution	HC CAPITAL TRUST	12/14/12	12/17/12	239,376.074	0.0928		22,210.99
	CORPORATE FIXED INCOME SECURITIES						
Capital gain distribution	SHORT TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/14/12 AT .0927 PER SHARE						
Capital gain distribution	HC CAPITAL TRUST	12/14/12	12/17/12	239,376.074	0.1814		43,419.95
	CORPORATE FIXED INCOME SECURITIES						
Capital gain distribution	LONG TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/14/12 AT .1813 PER SHARE						



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Investment income

Activity	Description	Payable date	Post date	Quantity	Amount per unit	Income	Principal
Dividend	HC CAPITAL TRUST	01/03/12	01/04/12	284,501.215	0.0155	\$89,845.10	\$65,630.94
	US GOVERNMENT FIXED INCOME					4,398.96	
Dividend		02/01/12	02/02/12	284,501.215	0.0092	2,623.10	
Dividend		03/01/12	03/02/12	284,501.215	0.0106	3,010.31	
Dividend		04/02/12	04/03/12	308,891.459	0.0126	3,896.05	
Dividend		05/01/12	05/02/12	308,891.459	0.0111	3,439.51	
Dividend		06/01/12	06/04/12	308,891.459	0.0115	3,545.77	
Dividend		07/02/12	07/03/12	289,969.983	0.0121	3,503.13	
Dividend		08/01/12	08/02/12	289,969.983	0.0084	2,448.22	
Dividend		09/04/12	09/05/12	289,969.983	0.0134	3,892.85	
Dividend		10/01/12	10/02/12	289,969.983	0.0097	2,817.93	
Dividend		11/01/12	11/02/12	289,969.983	0.0108	3,142.69	
Dividend		12/03/12	12/04/12	289,969.983	0.0111	3,227.08	
Capital gain distribution	HC CAPITAL TRUST	12/14/12	12/17/12	289,969.983	0.0545		15,796.98
	US GOVERNMENT FIXED INCOME						
	SHORT TERM CAPITAL GAINS DISTRIBUTION						
	PAYABLE 12/14/12 AT .0544 PER SHARE						
Capital gain distribution	HC CAPITAL TRUST	12/14/12	12/17/12	289,969.983	0.2171		62,957.41
	US GOVERNMENT FIXED INCOME						
	LONG TERM CAPITAL GAINS DISTRIBUTION						
	PAYABLE 12/14/12 AT .2171 PER SHARE						
Dividend	HCCT COMMODITY SECURITIES	03/15/12	03/16/12	239,384.205	0.0312	\$39,945.60	\$78,754.39
Dividend		06/15/12	06/18/12	339,384.205	0.0238	7,459.45	
Dividend		09/14/12	09/17/12	339,384.205	0.0313	8,085.83	
Dividend		12/28/12	12/31/12	339,384.205	0.0313	10,613.56	
						10,611.53	
						\$36,770.37	
Dividend	HC CAPITAL TRUST	03/15/12	03/16/12	889,077.911	0.1078	95,829.26	
	THE VALUE EQUITY PORTFOLIO						
Dividend		06/15/12	06/18/12	838,394.285	0.1302	109,166.48	
Dividend		09/14/12	09/17/12	838,394.285	0.0705	59,106.80	
Dividend		12/28/12	12/31/12	838,394.285	0.1219	102,191.04	
						\$366,293.58	
						1,632.14	
Dividend	HC CAPITAL TRUST	03/15/12	03/16/12	153,598.547	0.0106		
	THE SMALL CAP EQUITY PORTFOLIO						
Dividend		06/15/12	06/18/12	146,576.075	0.0213	3,122.80	
Dividend		09/14/12	09/17/12	146,576.075	0.0265	3,890.28	





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Activity	Description	Payable date	Post date	Quantity	Amount per unit	Income	Principal
Dividend	HC CAPITAL TRUST THE INTERNATIONAL EQUITY PORTFOLIO	12/28/12	12/31/12	139,731.448	0.0836	11,687.00	
Dividend		06/15/12	06/18/12	1,994,182.908	0.2021	\$20,332.22	
Dividend						403,054.28	
Dividend	HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO	12/28/12	12/31/12	1,975,578.257	0.0905	178,849.10	
Dividend		03/15/12	03/16/12	832,951.950	0.0237	\$581,903.38	
Dividend						19,749.29	
Dividend		06/15/12	06/18/12	738,071.224	0.0518	38,201.09	
Dividend		09/14/12	09/17/12	692,587.763	0.0482	33,375.80	
Dividend		12/28/12	12/31/12	692,587.763	0.0918	63,578.17	
Dividend	SSGA EMERGING MARKETS FUND CL S FND #1510	10/31/12		105,777.048	0.3451	\$154,904.35	
Dividend		12/27/12		105,777.048	0.0625	36,503.66	
Dividend	VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL SHS FD # 5119	09/28/12	10/01/12	10,242.404	0.1320	6,611.07	
Dividend						\$43,114.73	
Dividend	VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL SHS FD # 5119	12/20/12	12/21/12	10,242.404	0.4720	1,352.00	2,837.15
Dividend		12/20/12	12/21/12	10,242.404	0.2770	4,834.41	
Capital gain distribution	VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL SHS FD # 5119	12/20/12	12/21/12	10,242.404	0.0510		522.36
Capital gain distribution	LONG TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/20/12 AT .2770 PER SHARE						
Capital gain distribution	VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL SHS FD # 5119						
Capital gain distribution	SHORT TERM CAPITAL GAINS DISTRIBUTION PAYABLE 12/20/12 AT .0510 PER SHARE						
Dividend	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62	12/31/11	01/04/12	561,947.700		\$6,186.41	\$3,359.51
Dividend						9.55	
Dividend		12/31/11	01/04/12	150.090		48.72	
Dividend		01/31/12	02/02/12	988,772.280		0.09	
Dividend		02/29/12	03/02/12	846,735.130		0.08	



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Activity	Description	Payable date	Post date	Quantity	Amount per unit	Income	Principal
Dividend	BLACKROCK LIQUIDITY FUNDS	03/31/12	04/02/12	428,505.090		0.09	
Dividend	TREASURY TRUST FUND	04/30/12	05/01/12	381,737.930		0.09	
Dividend	INSTITUTIONAL SHARES #62	05/31/12	06/01/12	240,328.770		0.07	
Capital gain distribution	BLACKROCK LIQUIDITY FUNDS	06/21/12	06/25/12	625,470.920			0.27
Capital gain distribution	INSTITUTIONAL SHARES #62	06/21/12	06/25/12	1,935,576.190			0.83
Dividend	SHORT TERM CAPITAL GAINS DISTRIBUTION	06/30/12	07/02/12	603,022.150		0.01	
Dividend	PAYABLE 06/21/12 AT .0000 PER SHARE	06/30/12	07/02/12	1,935,577.290		0.06	
Dividend	BLACKROCK LIQUIDITY FUNDS	07/31/12	08/01/12	548,691.720		0.03	
Dividend	TREASURY TRUST FUND	07/31/12	08/01/12	1,948,786.550		0.06	
Dividend	INSTITUTIONAL SHARES #62	08/31/12	09/04/12	485,429.930		0.02	
Dividend	SHORT TERM CAPITAL GAINS DISTRIBUTION	08/31/12	09/04/12	1,858,336.530		0.06	
Dividend	PAYABLE 06/21/12 AT .0000 PER SHARE	09/30/12	10/01/12	581,904.960		0.01	
Dividend	BLACKROCK LIQUIDITY FUNDS	09/30/12	10/01/12	1,122,581,567.350		0.08	
Dividend	TREASURY TRUST FUND	10/31/12	11/01/12	498,560.390		3.03	
Dividend	INSTITUTIONAL SHARES #62	10/31/12	11/01/12	1,122,591,435.220		15.13	
Dividend	SHORT TERM CAPITAL GAINS DISTRIBUTION	11/30/12	12/03/12	463,276.620		5.95	
Dividend	PAYABLE 06/21/12 AT .0000 PER SHARE	11/30/12	12/03/12	542,445.790		30.55	
						\$113.68	\$1.10

Total investment income

\$1,742,314.45 \$147,745.94

Sales and maturities

Activity	Description	Trade date	Settle date	Quantity	Amount per unit	Charges	Income	Principal	Tax cost
Sale	HC CAPITAL TRUST	06/01/12	06/04/12	41,841.004	\$7.1700			\$300,000.00	-\$289,958.16
	FIXED INCOME OPPORTUNITY								
	PORTFOLIO								
	BROKER: MUTUAL FUND AGENT								





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Sales and maturities

Activity	Description	Trade date	Settle date	Quantity	Amount per unit	Charges	Income	Principal	Tax cost
Sale	HC CAPITAL TRUST US MORTGAGE/ASSET BACKED FIXED INCOME SECURITIES BROKER: MUTUAL FUND AGENT	06/01/12	06/04/12	24,414.063	10 2400			250,000 00	- 247,802 74
Sale	HC CAPITAL TRUST CORPORATE FIXED INCOME SECURITIES BROKER: MUTUAL FUND AGENT	06/01/12	06/04/12	28,275 212	10 6100			300,000 00	- 285,862 39
Sale	HC CAPITAL TRUST US GOVERNMENT FIXED INCOME SECURITIES BROKER: MUTUAL FUND AGENT	06/01/12	06/04/12	18,921 476	10 5700			200,000 00	- 189,593 19
Sale	HC CAPITAL TRUST THE VALUE EQUITY PORTFOLIO BROKER: MUTUAL FUND AGENT	05/14/12	05/15/12	24,732 069	12 1300			300,000 00	- 327,699 91
Sale	HC CAPITAL TRUST THE SMALL CAP EQUITY PORTFOLIO BROKER: MUTUAL FUND AGENT	06/01/12	06/04/12	25,951 557	11 5600			300,000 00	- 343,858 13
Sale	HC CAPITAL TRUST THE INTERNATIONAL EQUITY PORTFOLIO BROKER: MUTUAL FUND AGENT	03/23/12	03/26/12	7,022 472	14 2400			\$600,000 00 100,000 00	- \$671,558 04 - 89,325 84
Sale	HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO BROKER: MUTUAL FUND AGENT	09/19/12	09/20/12	6,844 627	14 6100			100,000 00 \$200,000 00 1,000,000 00	- 87,063 66 - \$176,389 50 - 1,170,476 19
Sale	HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO BROKER: MUTUAL FUND AGENT	03/23/12	03/26/12	95,238 095	10 5000			200,000 00 \$1,200,000 00 1,000,000 00	- 228,651 16 - \$1,399,127 35 - 574,374 08
Sale	HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO BROKER: MUTUAL FUND AGENT	09/19/12	09/20/12	18,604 651	10 7500			500,000 00 500,000 00 400,000 00 715,000 00 \$3,115,000 00	- 255,905 51 - 263,513 52 - 220,650 64 - 354,771 00 - \$1,669,214 75



SCAIFE FAMILY FDN H/C CUSTODY
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Sales and maturities

Activity	Description	Trade date	Settle date	Quantity	Amount per unit	Charges	Income	Principal	Tax cost
Sale	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE	01/31/12	01/31/12	753,916.750	1.0000		753,916.75		- 753,916.75
Sale	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE	01/31/12	01/31/12	186,528.190	1.0000			186,528.19	- 186,528.19
Sale	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE	02/29/12	02/29/12	145,229.360	1.0000			145,229.36	- 145,229.36
Sale	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE	04/30/12	04/30/12	45,666.650	1.0000			45,666.65	- 45,666.65
Sale	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE	04/30/12	04/30/12	54,063.520	1.0000		54,063.52		- 54,063.52
Sale	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE	05/31/12	05/31/12	1,147,614.710	1.0000			1,147,614.71	- 1,147,614.71
Sale	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE	05/31/12	05/31/12	57,886.040	1.0000		57,886.04		- 57,886.04
Sale	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE	06/30/12	06/30/12	294,093.270	1.0000			294,093.27	- 294,093.27
Sale	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE	07/31/12	07/31/12	54,330.430	1.0000		54,330.43		- 54,330.43





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Sales and maturities

Activity	Description	Trade date	Settle date	Quantity	Amount per unit	Charges	Income	Principal	Tax cost
Sale	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE	08/31/12	08/31/12	63,261.790	1.0000		63,261.79		- 63,261.79
Sale	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE	08/31/12	08/31/12	89,766	1.0000			89,766.00	- 89,766.00
Sale	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE	10/31/12	10/31/12	50,240.910	1.0000		50,240.91		- 50,240.91
Sale	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE	11/30/12	11/30/12	80,387.430	1.0000		80,387.43		- 80,387.43
Sale	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - SALE	11/30/12	11/30/12	48,854.780	1.0000			48,854.78	- 48,854.78
Sale	TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CANCEL ENTRY DTD 2/1/12 HC PRIVATE EQUITY OFFSHORE FUND VII LP TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CANCEL ENTRY DTD 2/1/12 HC CALLAGHAN PRIVATE EQUITY FUND VII LTD OFFSHORE TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CANCEL ENTRY DTD 05/22/12 HIRTLE CALLAGHAN PRIV EQU OFFSHORE FD VII LP	02/03/12	02/03/12	161,788.710	1.0000		\$1,114,086.87	\$1,957,752.96	- \$3,071,839.83
Sale								161,788.71	- 161,788.71
Sale		02/06/12	02/06/12	132,613.700	1.0000			132,613.70	- 132,613.70
Sale		05/22/12	05/22/12	79,140.440	1.0000			79,140.44	- 79,140.44



HAWTHORN

PNC Family Wealth

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Sales and maturities

Activity	Description	Trade date	Settle date	Quantity	Amount per unit	Charges	Income	Principal	Tax cost
Sale	TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT	08/20/12	08/23/12	85,557.230	1.0000			85,557.23	- 85,557.23
Sale	CANCEL ENTRY DTD 8/20/12 HIRTLE CALLAGHAN PRVT EQUITY OFFSHORE FD VII LP TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT	11/19/12	11/20/12	40,639.680	1.0000			40,639.68	- 40,639.68
Sale	CANCEL ENTRY DTD 11/19/12 HIRTLE CALLAGHAN PRVT EQUITY OFFSHORE FUND VII TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT	12/17/12	12/18/12	102,668.670	1.0000			102,668.67	- 102,668.67
	CANCEL ENTRY DTD 12/17/12 HIRTLE CALLAGHAN PRVT EQUITY OFFSHORE FD VII							\$602,408.43	- \$602,408.43
Total sales and maturities							\$1,114,086.87	\$8,725,161.39	- \$8,603,754.38

Transfers between income and principal

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER GRANT DISBURSEMENTS	01/03/12			\$644,514.36	
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME OVERDRAFT AND H/C FEES	01/10/12			21,120.74	
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT AND CASH DISBURSEMENT REQUEST	01/24/12			16,900.00	
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT	01/27/12			10,548.77	
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST	01/31/12			1,909.00	
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENTS AND OVERDRAFT DUE TO AUTO PAYROLL DISBURSEMENT	02/10/12			24,280.83	





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Transfers between income and principal

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST	02/21/12			5,000.00	
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER PAYROLL DISBURSEMENT	02/27/12			11,900.00	
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT	02/28/12			10,548.77	
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST	03/08/12			9,082.16	
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT FROM DISTRIBUTION FOR MONTHLY EXPENSES AND PAYROLL	03/12/12			11,900.00	
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER GRANTS CHECK REQUEST	05/14/12			1,353,000.00	
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST	06/11/12			2,264.25	
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST	06/14/12			5,000.00	
Total transfers between income and principal					\$2,127,968.88	

Other receipts

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Other receipts	AOL TIME WARNER INC NAME CHG 10/16/03 SEE 887317105 PROCEEDS DUE ON CLASS ACTION SETTLEMENT FROM ACCT. 12124007000104	04/19/12				\$85.44
Other receipts	AOL TIME WARNER INC NAME CHG 10/16/03 SEE 887317105 PROCEEDS DUE ON CLASS ACTION SETTLEMENT FROM ACCT. 12124007000104	10/17/12				31.39
Other receipts	ENRON CORP PROCEEDS DUE ON CLASS ACTION SETTLEMENT FROM ACCT. 12124007000104	08/08/12				18,379.93



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Other receipts

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Other receipts	ROYAL DUTCH PETE CO MERGED 12/21/05 @ \$61.8585 P/S PROCEEDS DUE ON CLASS ACTION SETTLEMENT FROM ACCT: 12124007000104	07/18/12				39.38
Other receipts	SUNRISE SENIOR LIVING INC PROCEEDS DUE ON CLASS ACTION SETTLEMENT FROM ACCT: 12126907000104	01/05/12				611.35
Other receipts	VERITAS SOFTWARE CORP MERGED 07/01/05 SEE 871503108 PROCEEDS DUE ON CLASS ACTION SETTLEMENT FROM ACCT: 12124007000104	10/17/12				37.51
Other receipts	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP	02/17/12				36,361.82
Other receipts	RETURN OF CAPITAL DTD 2/17/12 HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP	05/22/12				38,500.75
Other receipts	RETURN OF CAPITAL DTD 05/22/12 HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP	08/22/12				25,667.17
Other receipts	RETURN OF CAPITAL DTD 08/20/12 HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP	11/19/12				21,389.31
Other receipt	RETURN OF CAPITAL DTD 11/19/12 HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD 6,884.00 CREDIT CANCEL CASH PORTION OF SALE POSTED 10/26/11	05/25/12				6,884.00
Other receipt	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD CREDIT TO OFFSET ENTRIES POSTED 5/28/12	05/29/12				42,835.66





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Other receipts

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Other receipt	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD CASH OFFSET FOR PURCHASES POSTED 5/30/12	05/30/12				110,956 00
Other receipts	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD CAPITAL CALL DTD 11/16/12	11/16/12				2,521 73
Total other receipts						\$304,301.44

Total additions

\$4,984,917.42 \$9,177,208.77

Disbursements

Account to account transfers

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Trust transfer	TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112	01/31/12				\$7,853 33
Trust transfer	TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112	02/29/12				2,752 12
Trust transfer	TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112	03/30/12				7,616 71
Trust transfer	TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112	04/30/12				8,717 22
Trust transfer	TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112	05/31/12				2,511 67



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Account to account transfers

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Trust transfer	TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112	06/29/12				13,169 88
Trust transfer	TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112	07/31/12				7,546 80
Trust transfer	TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112	08/31/12				8,230 82
Trust transfer	TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112	09/28/12				9,798.97
Trust transfer	TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112	10/31/12				8,086 85
Trust transfer	TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112	11/30/12				8,221.50
Trust transfer	TRANSFER 100 0000 NET INCOME FROM SCAIFE FAMILY FDN CUSTODY ACCOUNT NUMBER - 12-12-400-7000112	12/31/12				22,161 42
Total account to account transfers						\$106,667.29

Cash distributions

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	CHILDREN'S HOME SOCIETY GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			-\$10,000 00	





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Cash distributions

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	CIRCLE TAIL, INC GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF OPERATING SUPPORT	01/03/12			- 20,000 00	
Distribution	CRISIS CENTER NORTH GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 15,000 00	
Distribution	DELAWARE VALLEY GOLDEN GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR CAPITAL SUPPORT	01/03/12			- 22,000 00	
Distribution	DRESS FOR SUCCESS PITTSBURGH GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 15,000 00	
Distribution	ENTREPRENEURING YOUTH GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 75,000 00	
Distribution	HAZELDEN FOUNDATION GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR MEDICAL STUDENT PROGRAM	01/03/12			- 80,000 00	
Distribution	H. O. R. S. E. OF CT, INC. GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 5,000 00	
Distribution	INSTITUTE FOR RESEARCH, GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR MEDICAL STUDENT PROGRAM	01/03/12			- 56,000 00	
Distribution	JACK THE BIKE MAN, INC. GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 10,000 00	



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Cash distributions

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	KELLY ANNE DOLAN GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 5,000.00	
Distribution	KODY SNODGRASS MEMORIAL GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 5,000.00	
Distribution	MAKE-A-WISH FOUNDATION OF GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 39,000.00	
Distribution	MCCARTHY'S WILDLIFE GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 5,000.00	
Distribution	NATIONAL FATHERHOOD INITIATIVE GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 30,000.00	
Distribution	NEW HORIZONS SERVICE GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 15,000.00	
Distribution	NEW YORK-PRESBYTERIAN FUND, INC. GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT - SCAIFE RESEARCH FELLOW	01/03/12			- 50,000.00	
Distribution	NUMBERSUSA GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 75,000.00	
Distribution	OPERATION WARM GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 8,000.00	





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Distribution	PALM BEACH ISLAND CATS, INC GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 7,500 00	
Distribution	PAWS 4 LIBERTY, INC GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 40,000 00	
Distribution	PETS FOR THE ELDERLY FOUNDATION GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 20,000 00	
Distribution	PHILANTHROPY ROUNDTABLE GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 10,000 00	
Distribution	PHILANTHROPY ROUNDTABLE GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR SUPPORT OF ALLIANCE FOR CHARITABLE REFORM	01/03/12			- 10,000 00	
Distribution	PLACE OF HOPE GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 25,000 00	
Distribution	PUPPIES BEHIND BARS GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 100,000 00	
Distribution	SALTWORKS THEATRE COMPANY GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 10,000 00	
Distribution	ABILITY CENTER OF GREATER TOLEDO GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR ASSISTANCE DOGS PROGRAMS	01/03/12			- 25,000 00	



PNC Family Wealth

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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	ACHIEVEMENT CENTER FOR CHILDREN GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 20,000.00	
Distribution	BETTY FORD CENTER FOUNDATION GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR CHILDREN'S PROGRAM TRAINING ACADEMY	01/03/12			- 100,000.00	
Distribution	BETTY FORD CENTER FOUNDATION GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR MEDICAL STUDENT PROGRAM	01/03/12			- 100,000.00	
Distribution	BIG BROTHERS BIG SISTERS OF GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 15,000.00	
Distribution	BOYS AND GIRLS CLUBS OF GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 50,000.00	
Distribution	CENTRO INFANTIL SAN PABLO, INC. GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 28,000.00	
Distribution	SHELTER FOR ABUSED WOMEN & GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 10,000.00	
Distribution	S. O. S. 4 PAWS, INC GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	01/03/12			- 2,000.00	
Distribution	THE REGENTS OF THE GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR MEDICAL STUDENT PROGRAM	01/03/12			- 50,000.00	





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Distribution	UNIVERSITY OF UTAH GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR MEDICAL STUDENT PROGRAM	01/03/12			- 25,000 00	
Distribution	URBAN YOUTH IMPACT GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 5,000 00	
Distribution	VINCEREMOS THERAPEUTIC RIDING GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 50,000 00	
Distribution	VINCEREMOS THERAPEUTIC RIDING GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR CAPITAL SUPPORT	01/03/12			- 20,000 00	
Distribution	WEST PALM BEACH GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 20,000 00	
Distribution	HORSES AND THE HANDICAPPED GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 6,000 00	
Distribution	NATIONAL RURAL ALCOHOL AND GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR MEDICAL STUDENT PROGRAM	01/03/12			- 35,000 00	
Distribution	CANINE COMPANIONS GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 15,000 00	
Distribution	CASA OF ALLEGHENY COUNTY GRANT APPROVED AT ANNUAL MTG OF 11/17/11 FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	01/03/12			- 60,000 00	



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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Wire transfer out	CHARLES SCHWAB WIRE CITIBANK NA ABA #021000089 A/C 4055-3953 SCHWAB & CO F/C/C JEANNETTE BERIAU A/C 3096-3294 4TH QTR 2011 PENSION CONTRIBUTION REPEAT CODE IN90733	01/04/12			- 1,684.17	
Wire transfer out	CHARLES SCHWAB WIRE CITIBANK NA ABA #021000089 A/C 4055-3953 CHARLES SCHWAB & CO F/F/C BARBARA SLOAN A/C 1133-9467 4TH QTR 2011 PENSION CONTRIBUTION REPEAT CODE IN90734	01/04/12			- 6,360.00	
Distribution	GRANT THORNTON LLP PREPARATION AND REVIEW OF 4TH QTR ESTIMATED EXCISE TAX FOR Y/E 12/31/11	01/05/12 ✓			- 1,000.00	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT# 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	01/09/12			- 11,900.00	
Wire transfer out	HIRTLE CALLAGHAN & CO LLC HIRTLE CALLAGHAN & CO LLC, WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC, AC #383008583916: DEC 2011 MNGT FEES AS PROVIDED BY H/C; REPEAT CODE IN90294	01/10/12 ✓			- 20,202.48	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	01/23/12			- 11,900.00	
Distribution	FUNDS TRANSFERRED TO SCAIFE FAMILY FDN EXPENSE CHECKING ACCOUNT #1014816961 FOR GENERAL OFFICE EXPENSES	01/24/12			- 5,000.00	





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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC	01/25/12			- 10,548 77	
Distribution	JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT	01/31/12			- 649 00	
Distribution	CT CORPORATION FL #9200163983 - \$284 PA #9200166337 \$365 03/01/2012 - 02/28/2013	01/31/12 ✓			- 1,260 00	
Distribution	GEORGIA HUCKA PAYMENT FOR SERVICES RENDERED PREPARATION OF DECEMBER 2011 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS	02/08/12			- 11,900 00	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT # 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	02/10/12 ✓			- 20,383 70	
Distribution	HIRTLE CALLAGHAN CO LLC HIRTLE CALLAGHAN & CO LLC WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/C HIRTLE CALLAGHAN & CO LLC AC #383008583916; JAN 2012 MNGT FEES AS PROVIDED BY H/C. REPEAT CODE IN90294	02/10/12 ✓			- 1,000 00	
Transfer to checking	GRANT THORNTON LLP PREPARATION AND REVIEW OF FORMS 1099-MISC AND FORM 1096 FOR YEAR ENDING 12/31/11	02/21/12			- 5,000 00	
Distribution	FUNDS TRANSFERRED TO SCAIFE FAMILY FDN EXPENSE CHECKING ACCOUNT #1014816961 FOR GENERAL OFFICE EXPENSES	02/23/12			- 11,900 00	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES					



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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT GEORGIA HUCKA PAYMENT FOR SERVICES RENDERED PREPARATION OF DECEMBER 2011 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS	02/27/12			- 10,548.77	
Distribution	HIRTLE CALLAGHAN & CO LLC HIRTLE CALLAGHAN & CO LLC; WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC; AC #383008583916; FEB 2012 MNGT FEES	03/06/12 ✓			- 1,260.00	
Wire transfer out	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT# 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	03/08/12 ✓			- 19,450.99	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT # 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	03/08/12			- 11,900.00	
Distribution	COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT GEORGIA HUCKA PAYMENT FOR SERVICES RENDERED PREPARATION OF FEBRUARY 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS	03/23/12			- 11,900.00	
Distribution	COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT GEORGIA HUCKA PAYMENT FOR SERVICES RENDERED PREPARATION OF FEBRUARY 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS	03/26/12			- 10,548.77	
Distribution	WIRE CITIBANK NA ABA #021000089 A/C 4055-3953 SCHWAB & CO F/F/C JEANNETTE BERIAU A/C 3096-3294 1ST QTR 2012 PENSION CONTRIBUTION REPEAT CODE IN90733	03/27/12 ✓			- 1,260.00	
Distribution	WIRE CITIBANK NA ABA #021000089 A/C 4055-3953 SCHWAB & CO F/F/C JEANNETTE BERIAU A/C 3096-3294 1ST QTR 2012 PENSION CONTRIBUTION REPEAT CODE IN90733	04/02/12			- 1,684.17	





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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	WIRE CITIBANK NA ABA #021000089 A/C 4055-3953 SCHWAB & CO F/F/C BARBARA SLOAN A/C 1133-9467 1ST QTR 2012 PENSION CONTRIBUTION REPEAT CODE IN90734	04/02/12			- 6,360 00	
Wire transfer out	HIRTLE CALLAGHAN CO LLC HIRTLE CALLAGHAN & CO LLC, WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC; AC #383008583916, JAN 2012 MNGT FEES AS PROVIDED BY H/C, REPEAT CODE IN90294	04/05/12 ✓			- 20,904 71	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT# 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	04/09/12			- 11,900 00	
Transfer to checking	FUNDS TRANSFERRED TO SCAIFE FAMILY FDN EXPENSE CHECKING ACCOUNT #1014816961 FOR GENERAL OFFICE EXPENSES	04/19/12			- 5,000.00	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	04/23/12			- 11,900 00	
Distribution	GEORGIA HUCKA PAYMENT FOR SERVICES RENDERED PREPARATION OF MARCH 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS	04/24/12 ✓			- 1,260 00	
Distribution	COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT	04/25/12			- 10,548 77	



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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Wire transfer out	HIRTLE CALLAGHAN CO LLC HIRTLE CALLAGHAN & CO LLC, WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC; AC #383008983916; APRIL 2012 MNGT FEES AS PROVIDED BY H/C; REPEAT CODE IN90294	05/04/12 ✓			- 20,167.36	
Transfer to checking	FIRST QUARTER 2012 FEDERAL INVESTMENT INCOME EXCISE PAYMENT	05/07/12			- 5,000.00	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT# 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	05/08/12			- 11,900.00	
Wire transfer out	JENNIE K. SCAIFE ATTENDANCE FEE FOR BOARD MEETING HELD 05/10/12	05/11/12 ✓			- 4,000.00	
Distribution	MARY T. WALTON ATTENDANCE FEE FOR BOARD MEETING HELD 05/10/12	05/11/12 ✓			- 4,000.00	
Distribution	ELIZABETH H. GENTER ATTENDANCE FEE FOR BOARD MEETING HELD 05/10/12	05/11/12 ✓			- 4,000.00	
Distribution	ALL CREATURES SANCTUARY FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	05/14/12			- 100,000.00	
Distribution	ALLEGHENY LAND TRUST FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	05/14/12			- 10,000.00	
Distribution	ANIMAL ADOPTION CENTER FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	05/14/12			- 15,000.00	
Distribution	ANIMAL RESCUE LEAGUE OF FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	05/14/12			- 125,000.00	
Distribution	BUSCH WILDLIFE SANCTUARY FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	05/14/12			- 20,000.00	





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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	CARING CHILDREN CLOTHING FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	05/14/12			- 7,000 00	
Distribution	CENTER FOR IMMIGRATION STUDIES FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	05/14/12			- 75,000 00	
Distribution	CENTER ON ADDICTION AND FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	05/14/12			- 150,000 00	
Distribution	THE CHILDREN'S INSTITUTE FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	05/14/12			- 20,000 00	
Distribution	THE CROSSROADS CLUB INC. FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	05/14/12			- 7,000 00	
Distribution	DOLPHIN RESEARCH CENTER FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	05/14/12			- 5,000 00	
Distribution	FAMILY RESOURCES FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	05/14/12			- 26,000 00	
Distribution	FRIENDS OF THE NEEDY, INC FULL PAYMENT OF GRANT FOR ELDER ON THE EDGE PET FUND	05/14/12			- 25,000 00	
Distribution	GLADE RUN FOUNDATION FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	05/14/12			- 15,000 00	
Distribution	GRATITUDE HOUSE FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	05/14/12			- 7,000 00	
Distribution	THE HEART AND SOUL FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	05/14/12			- 50,000 00	
Distribution	HORSE HAVEN OF TENNESSEE, INC FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	05/14/12			- 8,500 00	



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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	LONGHOPE DONKEY SHELTER, INC. FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	05/14/12			- 1,500.00	
Distribution	NATIONAL DISASTER SEARCH FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	05/14/12			- 50,000.00	
Distribution	NATIONAL DISASTER SEARCH FULL PAYMENT OF GRANT FOR CAPITAL SUPPORT	05/14/12			- 250,000.00	
Distribution	PITTSBURGH SYMPHONY ORCHESTRA FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	05/14/12			- 10,000.00	
Distribution	PROENGLISH FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	05/14/12			- 25,000.00	
Distribution	ST LUKE'S ROOSEVELT HOSPITAL FULL PAYMENT OF GRANT FOR OPERATING SUPPORT	05/14/12			- 160,000.00	
Distribution	ANIMAL RECOVERY MISSION, INC FIRST PAYMENT OF A TWO-YEAR \$250,000 GRANT FOR OPERATING SUPPORT	05/14/12			- 100,000.00	
Distribution	UNIVERSITY OF PITTSBURGH FULL PAYMENT OF GRANT FOR STANDING FIRM PROGRAM	05/14/12			- 20,000.00	
Distribution	ST NICHOLAS RUSSIAN FULL PAYMENT OF GRANT OF OPERATING SUPPORT	05/14/12			- 10,000.00	
Distribution	VARIETY, THE CHILDREN'S CHARITY FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	05/14/12			- 6,000.00	
Distribution	CARNEGIE LIBRARY OF PITTSBURGH FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	05/15/12			- 15,000.00	
Distribution	AMERICAN SOCIETY FOR THE FULL PAYMENT OF GRANT FOR PROGRAM SUPPORT	05/15/12			- 40,000.00	





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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	ELIZABETH H GENTER TRAVEL EXPENSES FOR BOARD MEETING HELD 05/10/12 IN WEST PALM BEACH	05/21/12			- 1,173.19	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	05/23/12			- 11,900.00	
Distribution	COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC	05/25/12			- 9,176.58	
Distribution	JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT SIMPSON & MCCRADY LLC FOR CHUBB GROUP POLICY #7170-92-96 WORKERS' COMPENSATION POLICY 6/1/12 - 6/1/13	06/01/12 ✓			- 712.00	
Distribution	SIMPSON & MCCRADY LLC FOR CHUBB GROUP POLICY #353-22-78 ECE COMMERCIAL PACKAGE 6/1/12 - 6/1/13	06/01/12 ✓			- 3,948.91	
Distribution	GEORGIA HUCKA PAYMENT FOR SERVICES RENDERED PREPARATION OF APRIL 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS	06/05/12 ✓			- 1,260.00	
Wire transfer out	HIRTLE CALLAGHAN CO LLC HIRTLE CALLAGHAN & CO LLC; WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC; AC #383008583916, MAY 2012 MNGT FEES AS PROVIDED BY H/C; REPEAT CODE IN90294	06/06/12 ✓			- 19,920.57	
Distribution	SIMPSON & MCCRADY LLC CHUBB GROUP POLICY #6800-9628 D&O POLICY 7/01/12 - 7/01/13	06/06/12 ✓			- 3,565.77	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT # 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	06/08/12			- 11,900.00	



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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Transfer to checking	SECOND QUARTER 2012 FEDERAL INVESTMENT INCOME EXCISE PAYMENT	06/11/12			- 5,000.00	
Transfer to checking	FUNDS TRANSFERRED TO SCAIFE FAMILY FDN EXPENSE CHECKING ACCOUNT #1014816961 FOR GENERAL OFFICE EXPENSES	06/14/12			- 5,000.00	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	06/25/12			- 11,900.00	
Distribution	COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC	06/25/12			- 10,548.77	
Wire transfer out	JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT	07/02/12			- 1,684.17	
Wire transfer out	CHARLES SCHWAB WIRE CITIBANK NA ABA #021000089 A/C 4055-3953 SCHWAB & CO F/F/C JEANNETTE BERIAU A/C 3096-3294 2ND QTR 2012 PENSION CONTRIBUTION REPEAT CODE IN90733	07/02/12			- 6,360.00	
Distribution	GRANT THORNTON LLP PREP AND REVIEW OF 1ST AND 2ND QTR 2012 ESTIMATED FEDERAL EXCISE TAX PAYMENTS	07/03/12			- 2,000.00	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	07/09/12			- 11,900.00	



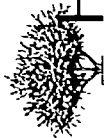


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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Wire transfer out	HIRTLE CALLAGHAN & CO LLC HIRTLE CALLAGHAN & CO LLC WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC AC #383008583916, JUNE 2012 MNGT FEES AS PROVIDED BY H/C, REPEAT CODE IN90294	07/11/12			-19,662 99	
Transfer to checking	FUNDS TRANSFERRED TO SCAIFE FAMILY FDN EXPENSE CHECKING ACCOUNT #1014816961 FOR GENERAL OFFICE EXPENSES	07/18/12			-5,000 00	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	07/23/12			-11,900 00	
Distribution	COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT	07/25/12			-10,548 77	
Wire transfer out	HIRTLE CALLAGHAN & CO LLC HIRTLE CALLAGHAN & CO LLC WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC AC #383008583916, JULY 2012 MNGT FEES AS PROVIDED BY H/C, REPEAT CODE IN90294	08/03/12 ✓			-20,415 40	
Wire transfer out	GEORGIA L HUCKA PAYMENT FOR SERVICES RENDERED PREPARATION OF MAY AND JUNE 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS	08/07/12 ✓			-2,520 00	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT# 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	08/08/12			-11,900 00	



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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	SIMPSON & MCCRADY LLC ADDITIONAL PREMIUM FOR CHUBB GROUP POLICY #71709296 WORKERS' COMPENSATION AUDIT 6/1/11 - 6/01/12	08/09/12 ✓			- 20.00	
Distribution	CALER, DONTEN, LEVINE, COHEN, INTERIM BILLING THRU 8/31/12 - AUDIT OF SFF FINANCIAL STATEMENTS FOR Y/E 12/31/11	08/17/12 ✓			- 9,105.00	
Distribution	ALL-STATE INTERNATIONAL, INC ENVELOPES AND LETTERHEAD - TWO BOXES EACH	08/21/12			- 444.00	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	08/23/12			- 11,900.00	
Distribution	FUNDS TRANSFERRED TO SCAIFE FAMILY FDN EXPENSE CHECKING ACCOUNT #1014814961 FOR GENERAL OFFICE EXPENSES	08/24/12			- 5,000.00	
Distribution	COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT GEORGIA L. HUCKA PREPARATION OF JULY 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS	08/27/12			- 10,548.77	
Wire transfer out	THIRD QUARTER 2012 FEDERAL ESTIMATED EXCISE TAX PAYMENT	08/29/12 ✓			- 1,260.00	
Transfer to checking	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT# 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	09/10/12			- 23,000.00	
Distribution		09/10/12			- 11,900.00	





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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Wire transfer out	HIRTLE CALLAGHAN & CO LLC HIRTLE CALLAGHAN & CO LLC; WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC; AC #383008583916, AUGUST 2012 MNGT FEES AS PROVIDED BY H/C. REPEAT CODE IN90294	09/11/12 ✓			- 20,577 84	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	09/24/12			- 20,000 00	
Distribution	COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT	09/25/12			- 10,548 77	
Wire transfer out	GEORGIA L HUCKA PREPARATION OF AUGUST 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS	09/28/12			- 1,260 00	
Wire transfer out	CHARLES SCHWAB WIRE CITIBANK NA ABA #021000089 A/C 4055-3953 SCHWAB & CO F/F/C JEANNETTE BERIAU A/C 3096-3294 3RD QTR 2012 PENSION CONTRIBUTION REPEAT CODE IN90733	10/01/12 ✓			- 1,772.78	
Wire transfer out	CHARLES SCHWAB WIRE CITIBANK NA ABA #021000089 A/C 4055-3953 SCHWAB & CO F/F/C BARBARA SLOAN A/C 1133-9467 3RD QTR 2012 PENSION CONTRIBUTION REPEAT CODE IN90734	10/01/12			- 6,360 00	
Wire transfer out	CHARLES SCHWAB WIRE CITIBANK NA ABA #021000089 A/C 4055-3953 SCHWAB & CO F/F/C DAVID Z ZYWIEC A/C 3887-2935 3RD QTR 2012 PENSION CONTRIBUTION	10/01/12			- 1,000 00	



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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Wire transfer out	HIRTLE CALLAGHAN & CO LLC, WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC; AC #383008583916; SEPT 2012 MNGT FEES AS PROVIDED BY H/C; REPEAT CODE IN90294	10/05/12 ✓			-20,198.28	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT # 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	10/09/12			-20,000.00	
Distribution	GRANT THORNTON LLP PREPARATION AND REVIEW OF 3RD QUARTER 2012 ESTIMATED FEDERAL EXCISE TAX PAYMENTS FOR Y/E 12/31/12	10/10/12 ✓			-1,000.00	
Distribution	TRANSFER TO SCAIFE FAMILY FOUNDATION C/A #1014816961 FOR GENERAL OFFICE EXPENSES	10/16/12			-15,000.00	
Wire transfer out	GEORGIA L. HUCKA PREPARATION OF SEPTEMBER 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENT	10/23/12 ✓			-1,260.00	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT # 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	10/23/12			-20,000.00	
Distribution	COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT	10/25/12			-10,548.77	
Distribution	GRANT THORNTON LLP FIRST PROGRESS BILLING FOR PREPARATION AND REVIEW OF 2011 FORM 990-PF	10/31/12 ✓			-3,400.00	
Wire transfer out	HIRTLE CALLAGHAN & CO LLC HIRTLE CALLAGHAN & CO LLC; WIRE FUNDS TO BANK OF AMERICA ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC; AC #383008583916; OCTOBER 2012 MNGT FEES AS PROVIDED BY H/C; REPEAT CODE IN90294	11/07/12 ✓			-20,801.05	





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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT # 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	11/08/12			- 20,000 00	
Distribution	ALL-STATE INTERNATIONAL, INC BUSINESS CARDS FOR DAZ - PRESIDENT AND JB - OFFICE MANAGER	11/14/12			- 108 25	
Transfer to checking	FUNDS TRANSFERRED TO SCAIFE FAMILY FDN EXPENSE CHECKING ACCOUNT #1014816961 FOR GENERAL OFFICE EXPENSES	11/15/12			- 5,000 00	
Wire transfer out	GEORGIA L HUCKA PREPARATION OF OCTOBER 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENT	11/20/12			- 1,260.00	
Distribution	SCAIFE FAMILY FDN C/O B SLOAN SCAIFE FAMILY FDN C/O B SLOAN TRANSFER TO PNC ACCOUNT #1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	11/23/12			- 20,000 00	
Distribution	COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT	11/26/12			- 10,548 77	
Distribution	GRANT THORNTON LLP FINAL BILLING FOR PREPARATION AND REVIEW OF 2011 FORM 990-PF AND 990-T SCAIFE FAMILY FDN C/O B SLOAN	11/29/12			- 3,638 00	
Wire transfer out	JENNIE K SCAIFE ATTENDANCE FEE FOR ANNUAL BOARD MEETING HELD 11/29/12 SCAIFE FAMILY FDN C/O B SLOAN	11/30/12			- 4,000.00	
Distribution	MARY T. WALTON ATTENDANCE FEE FOR ANNUAL BOARD MEETING HELD 11/29/12 SCAIFE FAMILY FDN C/O B SLOAN	11/30/12			- 4,000 00	



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Cash distributions

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	ELIZABETH H. GENTER ATTENDANCE FEE FOR ANNUAL BOARD MEETING HELD 11/29/12 SCAIFE FAMILY FDN C/O B SLOAN	11/30/12 ✓			- 4,000.00	
Distribution	ELIZABETH H. GENTER TRAVEL EXPENSES FOR BOARD MEETING HELD 11/29/12 IN WEST PALM BEACH, FL SCAIFE FAMILY FDN C/O D. ZYWIEC	12/05/12 ✓			- 878.07	
Distribution	ELIZABETH H. GENTER REIMBURSEMENT OF BRACELET PURCHASED FOR BMS RETIREMENT GIFT FROM SFF SCAIFE FAMILY FDN C/O D. ZYWIEC	12/05/12			- 3,638.00	
Wire transfer out	HIRTLE CALLAGHAN & CO LLC HIRTLE CALLAGHAN & CO LLC, WIRE FUNDS TO BANK OF ABA 026009593 I/N/O HIRTLE CALLAGHAN & CO LLC; AC #383008583916 NOV 2012 MNGT FEES, REPEAT CODE IN9029 SCAIFE FAMILY FDN C/O D. ZYWIEC	12/07/12 ✓			- 20,229.70	
Transfer to checking	4TH QUARTER 2012 FEDERAL INVESTMENT INCOME EXCISE TAX PAYMENT SCAIFE FAMILY FDN C/O D. ZYWIEC	12/10/12			- 12,000.00	
Distribution	SCAIFE FAMILY FDN C/O D. ZYWIEC SCAIFE FAMILY FDN C/O D. ZYWIEC TRANSFER TO PNC ACCOUNT# 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	12/10/12			- 20,000.00	
Distribution	ALL-STATE INTERNATIONAL, INC OUTSTANDING BALANCE FOR DAZ BUSINESS CARDS - INVOICE 355833 SCAIFE FAMILY FDN C/O D. ZYWIEC	12/11/12			- 108.25	
Transfer to checking	FUNDS TRANSFERRED TO SCAIFE FAMILY FDN EXPENSE CHECKING ACCOUNT #1014816961 FOR GENERAL OFFICE SCAIFE FAMILY FDN C/O D. ZYWIEC	12/13/12			- 5,000.00	
Wire transfer out	GEORGIA L. HUCKA PREPARATION OF NOVEMBER 2012 ACCOUNTING RECORDS AND FINANCIAL STATEMENTS SCAIFE FAMILY FDN C/O D. ZYWIEC	12/20/12 ✓			- 1,260.00	

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Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Distribution	SCAIFE FAMILY FDN C/O D ZYWIEC TRANSFER TO PNC ACCOUNT # 1015805447 FOR PAYMENT OF BI-MONTHLY PAYROLL AND RELATED EXPENSES	12/24/12			-20,000.00	
Distribution	COLONNADE PHILLIPS POINT LLC FUNDS TRANSFERRED TO COLONNADE PHILLIPS POINT LLC JP MORGAN PRIVATE BANK #021000021 A/C #695-233-528 FOR PMT OF MONTHLY RENT	12/26/12			-10,548.77	

Total cash distributions

- \$3,670,701.85

Purchases

Activity	Description	Trade date	Settle date	Quantity	Amount per unit	Charges	Income	Principal	Tax cost
Purchase	HC CAPITAL TRUST EMERGING MARKETS PORTFOLIO BROKER: MUTUAL FUND AGENT	01/03/12	01/04/12	28,216.704	\$17.7200			- \$500,000.00	\$500,000.00
Purchase	BROKER: MUTUAL FUND AGENT	05/14/12	05/15/12	28,074.116	17.8100			- 500,000.00	500,000.00
Purchase	BROKER: MUTUAL FUND AGENT	06/01/12	06/04/12	32,993.401	16.6700			- 550,000.00	550,000.00
Purchase	HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO BROKER: MUTUAL FUND AGENT	03/23/12	03/26/12	69,156.293	7.2300			- \$1,550,000.00	\$1,550,000.00
Purchase	HC CAPITAL TRUST US MORTGAGE/ASSET BACKED FIXED INCOME SECURITIES BROKER: MUTUAL FUND AGENT	03/23/12	03/26/12	24,509.804	10.2000			- 250,000.00	250,000.00
Purchase	HC CAPITAL TRUST US GOVERNMENT FIXED INCOME BROKER: MUTUAL FUND AGENT	03/23/12	03/26/12	24,390.244	10.2500			- 250,000.00	250,000.00
Purchase	HCCT COMMODITY SECURITIES BROKER: MUTUAL FUND AGENT	06/01/12	06/04/12	100,000	9.5000			- 950,000.00	950,000.00



HAWTHORN

PNC Family Wealth

SCAIFE FAMILY FDN H/C CUSTDY
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Detail

Purchases

Activity	Description	Trade date	Settle date	Quantity	Amount per unit	Charges	Income	Principal	Tax cost
Purchase	HC CAPITAL TRUST THE INTERNATIONAL EQUITY PORTFOLIO	06/01/12	06/04/12	60,175.055	9.1400			-550,000.00	550,000.00
Purchase	BROKER: MUTUAL FUND AGENT VANGUARD INFLATION PROTECTED SECURITIES FUND ADMIRAL SHS FD # 5119	09/19/12	09/20/12	10,242.404	29.2900			-300,000.00	300,000.00
Purchase	BROKER: MUTUAL FUND AGENT BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND	03/31/12	03/31/12	141,550.290	1.0000		-141,550.29		141,550.29
Purchase	INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND	03/31/12	03/31/12	586,634.550	1.0000			-586,634.55	586,634.55
Purchase	INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND	06/30/12	06/30/12	573,421.420	1.0000		-573,421.42		573,421.42
Purchase	INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND	07/31/12	07/31/12	7,586.180	1.0000			-7,586.18	7,586.18
Purchase	INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND	09/30/12	09/30/12	724,798.970	1.0000			-724,798.97	724,798.97
Purchase	INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND	09/30/12	09/30/12	96,475.030	1.0000		-96,475.03		96,475.03
Purchase	INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND	10/31/12	10/31/12	8,155.750	1.0000			-8,155.75	8,155.75





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Purchases

Activity	Description	Trade date	Settle date	Quantity	Amount per unit	Charges	Income	Principal	Tax cost	
Purchase	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE	12/31/12	12/31/12	12,768.280	1.0000			- 12,768.28	12,768.28	
Purchase	BLACKROCK LIQUIDITY FUNDS TREASURY TRUST FUND INSTITUTIONAL SHARES #62 NET INVESTMENT - PURCHASE	12/31/12	12/31/12	432,638.400	1.0000		- 432,638.40		432,638.40	
Purchase	TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CAPITAL CALL DTD 2/1/12 HC PRIVATE EQUITY OFFSHORE FUND VII LP TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CAPITAL CALL DTD 2/1/12 HC CALLAGHAN PRIVATE EQUITY FUND VII LTD OFFSHORE TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CAPITAL CALL DTD 05/22/12 HIRTLE CALLAGHAN EQUITY VII OFFSHORE TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CAPITAL CALL DTD 08/20/12 HIRTLE CALLAGHAN PVT EQ OFFSHORE FUND VII LP TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CAPITAL CALL DTD 11/19/12 HIRTLE CALLAGHAN PVT EQ OFFSHORE FD VII LP TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS BROKER - COMPANY/AGENT CAPITAL CALL DTD 12/17/12 HIRTLE CALLAGHAN PVT EQ OFFSHORE FUND VII LP	02/01/12	02/01/12	161,788.710	1.0000		- \$1,244,085.14	- \$1,339,943.73	- 161,788.71	\$2,584,028.87 161,788.71
Purchase		02/01/12	02/03/12	132,613.700	1.0000			- 132,613.70	132,613.70	
Purchase		05/22/12	05/22/12	79,140.440	1.0000			- 79,140.44	79,140.44	
Purchase		08/20/12	08/22/12	85,557.230	1.0000			- 85,557.23	85,557.23	
Purchase		11/19/12	11/19/12	40,639.680	1.0000			- 40,639.68	40,639.68	
Purchase		12/17/12	12/17/12	102,668.670	1.0000			- 102,668.67	102,668.67	



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Detail

Purchases

Activity	Description	Trade date	Settle date	Quantity	Amount per unit	Charges	Income	Principal	Tax cost
Purchase	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP	02/01/12	02/06/12	129.465	1,024.3209			- \$602,408.43	\$602,408.43
Purchase	BROKER - COMPANY/AGENT 129.465 UNITS PURCHASED 2/1/12 @ \$1024.32086 PER UNIT	05/22/12	05/23/12	78.423	1,009.1484			- 79,140.44	79,140.44
Purchase	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP	08/20/12	08/23/12	79.099	1,081.6474			- 85,557.23	85,557.23
Purchase	BROKER - COMPANY/AGENT 79.099 UNITS PURCHASED 8/20/12 @ \$1081.64743 PER UNIT	11/19/12	11/20/12	37.806	1,074.9532			- 40,639.68	40,639.68
Purchase	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP	12/17/12	12/18/12	95.566	1,074.3221			- 102,668.67	102,668.67
Purchase	BROKER - COMPANY/AGENT 95.566 UNITS PURCHASED 12/17/12 @ \$1,74.32214 PER UNIT	04/19/12	04/19/12	62.538	870.9794			- \$440,619.72	\$440,619.72
Purchase	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD PURCH 62.538 SHARES ON 04/19/12 @ 870.9794							- 54,469.31	54,469.31





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Detail

Purchases

Activity	Description	Trade date	Settle date	Quantity	Amount per unit	Charges	Income	Principal	Tax cost
Purchase	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD BROKER - COMPANY/AGENT PURCH 62 538 SHARES ON 04/19/12 @ 870.9794	04/19/12	05/30/12	62 538	870 9794			- 54,469 31	54,469 31
Purchase	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD BROKER - COMPANY/AGENT PURCH 64 855 SHARES ON 05/11/12 @ 870 9689	05/11/12	05/30/12	64 855	870 9689			- 56,486 69	56,486 69
Purchase	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD PURCH 64 697 SHARES ON 08/16/12 @ 873 0960	08/16/12	08/16/12	64 697	873 0960			- 56,486 69	56,486 69
Purchase	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD PURCH 46 466 SHARES ON 11/16/12 @ 868 3261	11/16/12	11/16/12	46 466	868 3261			- 40,347 64	40,347 64
Purchase	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD PURCH 63 105 SHARES ON 12/07/12 @ 863 1564	12/07/12	12/07/12	63 105	863 1564			- 54,469 31	54,469 31
Total purchases						- \$316,728.95	- \$1,244,085.14	- \$7,049,700.83	\$8,293,785.97

Transfers between income and principal

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER GRANT DISBURSEMENTS 12-12-400-8089802	01/03/12				- \$644,514.36
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME OVERDRAFT AND H/C FEES 12-12-400-8089802	01/10/12				- 21,120.74

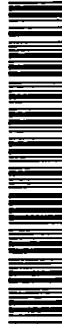


SCAIFE FAMILY FDN H/C CUSTDY
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Transfers between income and principal

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT AND CASH DISBURSEMENT REQUEST	01/24/12				- 16,900 00
Cash transfer	12-12-400-8089802 TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT	01/27/12				- 10,548 77
Cash transfer	12-12-400-8089802 TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST	01/31/12				- 1,909 00
Cash transfer	12-12-400-8089802 TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENTS AND OVERDRAFT DUE TO AUTO PAYROLL DISBURSEMENT	02/10/12				- 24,280 83
Cash transfer	12-12-400-8089802 TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST	02/21/12				- 5,000 00
Cash transfer	12-12-400-8089802 TRANSFER FROM PRINCIPAL TO INCOME TO COVER PAYROLL DISBURSEMENT	02/27/12				- 11,900 00
Cash transfer	12-12-400-8089802 TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT	02/28/12				- 10,548 77
Cash transfer	12-12-400-8089802 TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST	03/08/12				- 9,082 16
Cash transfer	12-12-400-8089802 TRANSFER FROM PRINCIPAL TO INCOME TO COVER OVERDRAFT FROM DISTRIBUTION FOR MONTHLY EXPENSES AND PAYROLL	03/12/12				- 11,900 00
Cash transfer	12-12-400-8089802 TRANSFER FROM PRINCIPAL TO INCOME TO COVER GRANTS CHECK REQUEST	05/14/12				- 1,353,000 00
Cash transfer	12-12-400-8089802 TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST	06/11/12				- 2,264 25





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Transfers between income and principal

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Cash transfer	TRANSFER FROM PRINCIPAL TO INCOME TO COVER DISBURSEMENT REQUEST 12-12-400-8089802	06/14/12				- 5,000 00

Total transfers between income and principal

- \$2,127,968.88

Fees and charges

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 12/30/11	01/05/12			- \$5,556 51	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 01/31/12	02/03/12			- 5,771 40	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 02/29/12	03/05/12			- 6,006 34	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 03/30/12	04/04/12			- 6,042 45	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 04/30/12	05/03/12			- 6,010 73	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 05/31/12	06/05/12			- 5,517 33	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 06/29/12	07/06/12			- 5,686 84	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 07/31/12	08/06/12			- 5,748 29	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 08/31/12	09/10/12			- 5,848 63	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 09/28/12	10/04/12			- 5,980 76	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 10/31/12	11/06/12			- 5,945 96	
Asset value fee	HAWTHORN PRINCIPAL COMPENSATION THRU 11/30/12	12/06/12			- 6,015 19	



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Fees and charges

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Total fees and charges						
					- \$70,130.43	

Other disbursements

Activity	Description	Post date	Quantity	Amount per unit	Income	Principal
Other disbursement	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD	05/14/12				- \$56,486.69
	CAPITAL CALL DTD 5-11-12					
Other receipt	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD	05/23/12				- 19,306.34
	OFFSET CORRECTING ENTRY POSTED 5/22/12					

Total other disbursements

- \$75,793.03

Total disbursements

- \$4,984,917.42 - \$9,146,795.45

Ending cash balance

\$0.00

Change in cash

- \$30,413.32

Non-cash transactions





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Securities received

Activity	Description	Date	Quantity	Tax cost	Market Value
Cost adjustment	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD COST BASIS ADJUSTMENT	12/31/12		\$119,999.41	

Securities delivered

Adjustment	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP REDUCE CARRYING VALUE DUE TO RETURN OF CAPITAL	02/17/12		-\$36,361.82	-\$36,361.82
Adjustment	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP REDUCE CARRYING VALUE DUE TO RETURN OF CAPITAL	05/22/12		-38,500.75	-38,500.75
Adjustment	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP REDUCE CARRYING VALUE DUE TO RETURN OF CAPITAL	08/22/12		-25,667.17	-25,667.17
Adjustment	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VII LP REDUCE CARRYING VALUE DUE TO RETURN OF CAPITAL	11/19/12		-21,389.31	-21,389.31
Adjustment	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD 54,469.31 CARRYING VALUE & TAX DECREASE TO CANCEL PORTION OF PURCHASE 4/19/12	05/25/12		-54,469.31	-54,469.31



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Securities delivered

Activity	Description	Date	Quantity	Tax cost	Market Value
Adjustment	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD	05/25/12		- 56,486.69	- 56,486.69
	56,486.69 CARRYING VALUE & TAX DECREASE TO CANCEL ENTRIES POSTED 5/11/12				
Adjustment	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD	05/25/12		- 7,026.03	- 7,026.03
	7,026.03 CARRYING VALUE DECREASE				
Adjustment	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD	11/16/12		- 2,521.73	- 2,521.73
	REDUCE CARRYING VALUE DUE TO RETURN OF CAPITAL				
Cost adjustment	HIRTLE CALLAGHAN PRIVATE EQUITY OFFSHORE FUND VIII LTD	12/31/12		- 56,486.69	
	COST BASIS ADJUSTMENT				
Total securities delivered				- \$298,909.50	- \$242,422.81

Total non-cash transactions - \$178,910.09 - \$242,422.81

Realized gain/loss detail

Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
HC CAPITAL TRUST FIXED INCOME OPPORTUNITY PORTFOLIO	41,841.004	\$6.93000	- \$289,958.16	06/01/12	\$7.17	\$300,000.00	\$10,041.84
HC CAPITAL TRUST US MORTGAGE/ASSET BACKED FIXED INCOME SECURITIES	24,414.063	10.15000	- 247,802.74	06/01/12	10.24	250,000.00	2,197.26
HC CAPITAL TRUST CORPORATE FIXED INCOME SECURITIES	28,275.212	10.11000	- 285,862.39	06/01/12	10.61	300,000.00	14,137.61
HC CAPITAL TRUST US GOVERNMENT FIXED INCOME	18,921.476	10.02000	- 189,593.19	06/01/12	10.57	200,000.00	10,406.81





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Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
HC CAPITAL TRUST THE VALUE EQUITY PORTFOLIO	24,732.069	13.25000	-327,699.91	05/14/12	12.13	300,000.00	-27,699.91
HC CAPITAL TRUST THE VALUE EQUITY PORTFOLIO	25,951.557	13.25000	-343,858.13	06/01/12	11.56	300,000.00	-43,858.13
HC CAPITAL TRUST THE SMALL CAP EQUITY PORTFOLIO	7,022.472	12.72000	-89,325.84	03/23/12	14.24	100,000.00	10,674.16
HC CAPITAL TRUST THE SMALL CAP EQUITY PORTFOLIO	6,844.627	12.72000	-87,063.66	09/19/12	14.61	100,000.00	12,936.34
HC CAPITAL TRUST THE INTERNATIONAL EQUITY PORTFOLIO	95,238.095	12.29000	-1,170,476.19	03/23/12	10.50	1,000,000.00	-170,476.19
HC CAPITAL TRUST THE INTERNATIONAL EQUITY PORTFOLIO	18,604.651	12.29000	-228,651.16	09/19/12	10.75	200,000.00	-28,651.16
HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO	73,637.703	7.80000	-574,374.08	01/03/12	13.58	1,000,000.00	425,625.92
HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO	32,808.399	7.80000	-255,905.51	03/23/12	15.24	500,000.00	244,094.49
HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO	33,783.784	7.80000	-263,513.52	05/14/12	14.80	500,000.00	236,486.48
HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO	28,288.543	7.80000	-220,650.64	06/01/12	14.14	400,000.00	179,349.36
HC CAPITAL TRUST THE GROWTH EQUITY PORTFOLIO	45,483.461	7.80000	-354,771.00	09/07/12	15.72	715,000.00	360,229.00
TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS	161,788.710	1.00000	-161,788.71	02/03/12	1.00	161,788.71	
TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS	132,613.700	1.00000	-132,613.70	02/06/12	1.00	132,613.70	
TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS	79,140.440	1.00000	-79,140.44	05/22/12	1.00	79,140.44	
TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS	85,557.230	1.00000	-85,557.23	08/20/12	1.00	85,557.23	



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Description	Quantity	Average tax cost per unit	Total tax cost	Sale date	Sale price per unit	Total proceeds	Net realized gain/loss
TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS	40,639.680	1.00000	- 40,639.68	11/19/12	1.00	40,639.68	
TEMPORARY ASSET FOR LP/LLC FUNDS PENDING UNIT/PRICE AND CUSIPS	102,668.670	1.00000	- 102,668.67	12/17/12	1.00	102,668.67	
Total			- \$5,531,914.55			\$6,767,408.43	\$1,235,493.88





**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

► **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box ☒ **X**
- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)

Do not complete Part II unless you have already been granted an automatic 3-month extension on a previously filed Form 8868

Electronic filing (e-file). You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions). For more details on the electronic filing of this form, visit www.irs.gov/efile and click on *e-file for Charities & Nonprofits*

Part I Automatic 3-Month Extension of Time. Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension - check this box and complete

Part I only ☐

All other corporations (including 1120-C filers), partnerships, REMICs, and trusts must use Form 7004 to request an extension of time to file income tax returns

Enter filer's identifying number, see instructions

**Type or
print**File by the
due date for
filing your
return. See
instructions

Name of exempt organization or other filer, see instructions

SCAIFE FAMILY FOUNDATION

Employer identification number (EIN) or

25-1427015

Number, street, and room or suite no. If a P.O. box, see instructions

PHILLIPS POINT, 777 SOUTH FLAGLER DRIVE

Social security number (SSN)

City, town or post office, state, and ZIP code. For a foreign address, see instructions

WEST PALM BEACH, FL 33401

Enter the Return code for the return that this application is for (file a separate application for each return)

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► SCAIFE FAMILY FOUNDATION

Telephone No ► 561 659-1188

FAX No ► _____

- If the organization does not have an office or place of business in the United States, check this box ☐

- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☒ calendar year 2012 or
- ☐ tax year beginning _____, 20____, and ending _____, 20____

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
- ☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	3a \$	55,760.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	3b \$	65,048.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions

Form **8868** (Rev. 1-2013)

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

Part II Additional (Not Automatic) 3-Month Extension of Time. Only file the original (no copies needed).

Type or print File by the due date for filing your return. See instructions.	Enter filer's identifying number, see instructions	
	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	SCAIFE FAMILY FOUNDATION	25-1427015
	Number, street, and room or suite no. If a P.O. box, see instructions	Social security number (SSN)
	PHILLIPS POINT, 777 SOUTH FLAGLER DRIVE	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions	
	WEST PALM BEACH, FL 33401	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of ☒ SCAIFE FAMILY FOUNDATION
Telephone No ☒ 561 659-1188 FAX No ☐
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) _____ If this is for the whole group, check this box ☐ If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 4 I request an additional 3-month extension of time until 11/15, 20 13
- 5 For calendar year 2012, or other tax year beginning _____, 20 _____, and ending _____, 20 _____
- 6 If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return
☐ Change in accounting period
- 7 State in detail why you need the extension ADDITIONAL TIME NEEDED TO FILE A COMPLETE AND ACCURATE RETURN.

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	55,760.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	65,048.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature ☒ [Signature] Title ☒ Tax Preparer Date ☒ 8/12/13

Form 8868 (Rev. 1-2013)