Form **990-PF**

Department of the Treasury
Internal Revenue Service

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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning , and ending

Name of foundation: HILARY BOONE FOUNDATION, INC.

A Employer identification number: 61-1249175

Number and street (or P O box number if mail is not delivered to street address): 376 SOUTH BROADWAY

Room/suite:

B Telephone number: (859)259-9600

City or town, state, and ZIP code: LEXINGTON, KY 40508

C If exemption application is pending, check here ☐

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

D 1. Foreign organizations, check here ☐

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

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

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

I Fair market value of all assets at end of year (from Part II, col (c), line 16) ▶$ 4,513,924.

J Accounting method: [X] Cash ☐ Accrual ☐ Other (specify) (Part I, column (d) must be on cash basis.)

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))

	Line	(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			N/A	
	2 Check ▶ [X] if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	71,177.	71,177.		STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	439,835.			STATEMENT 1
	b Gross sales price for all assets on line 6a 2,897,802.				
	7 Capital gain net income (from Part IV, line 2)		957,435.		
	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)				
	11 Other income				
	12 **Total.** Add lines 1 through 11	511,012.	1,028,612.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees STMT 3	3,100.	1,550.		1,550.
	c Other professional fees				
	17 Interest				
	18 Taxes STMT 4	613.	0.		0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses STMT 5	23,108.	22,975.		133.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	26,821.	24,525.		1,683.
	25 Contributions, gifts, grants paid	201,200.			201,200.
	26 **Total expenses and disbursements** Add lines 24 and 25	228,021.	24,525.		202,883.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	282,991.			
	b **Net investment income** (if negative, enter -0-)		1,004,087.		
	c **Adjusted net income** (if negative, enter -0-)			N/A	

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Part II Balance Sheets

Attached schedules and amounts in the description column should be for end-of-year amounts only

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing	100,009.	758,114.	758,114.
	2 Savings and temporary cash investments			
	3 Accounts receivable ▶			
	Less: allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less: allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less: allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations			
	b Investments - corporate stock STMT 6	3,763,629.	3,388,574.	3,755,810.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ▶			
	Less accumulated depreciation ▶			
	12 Investments - mortgage loans			
	13 Investments - other			
	14 Land, buildings, and equipment: basis ▶			
	Less accumulated depreciation ▶			
	15 Other assets (describe ▶)			
	16 **Total assets** (to be completed by all filers)	3,863,638.	4,146,688.	4,513,924.
Liabilities	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶)			
	23 **Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances	**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24 Unrestricted			
	25 Temporarily restricted			
	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	0.	0.	
	28 Paid-in or capital surplus, or land, bldg., and equipment fund	986,679.	986,679.	
	29 Retained earnings, accumulated income, endowment, or other funds	2,876,959.	3,159,950.	
	30 **Total net assets or fund balances**	3,863,638.	4,146,629.	
	31 **Total liabilities and net assets/fund balances**	3,863,638.	4,146,629.	

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	3,863,638.
2	Enter amount from Part I, line 27a	2	282,991.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	4,146,629.
5	Decreases not included in line 2 (itemize) ▶	5	0.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	4,146,629.

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				
b	SEE ATTACHED STATEMENT			
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	2,897,802.		1,940,367.	957,435.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				957,435.

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** 957,435.

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).
If (loss), enter -0- in Part I, line 8 **3** N/A

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 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))
2010	173,117.	3,924,612.	.044111
2009	211,130.	3,296,235.	.064052
2008	234,279.	4,452,648.	.052616
2007	66,616.	5,096,820.	.013070
2006	44,335.	2,519,688.	.017595

2	**Total** of line 1, column (d)	2	.191444
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	.038289
4	Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	4,496,505.
5	Multiply line 4 by line 3	5	172,167.
6	Enter 1% of net investment income (1% of Part I, line 27b)	6	10,041.
7	Add lines 5 and 6	7	182,208.
8	Enter qualifying distributions from Part XII, line 4	8	202,883.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ______ (attach copy of letter if necessary-see instructions)			
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ [X] and enter 1% of Part I, line 27b		1	10,041.
c	All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).			
2	Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3	Add lines 1 and 2		3	10,041.
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	10,041.
6	Credits/Payments:			
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a 600.		
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	600.
8	Enter any **penalty** for underpayment of estimated tax. Check here [X] 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** SEE STATEMENT 7 ▶		9	9,441.
10	**Overpayment** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶	**Refunded** ▶	11	

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. ▶ $ 0. (2) On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		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*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a		X
b	If "Yes," has it filed a tax return on **Form 990-T** for this year? N/A	4b		
5	Was there a liquidation, termination, dissolution, or substantial contraction during the year? *If "Yes," attach the statement required by General Instruction T*	5		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?	6	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*	7	X	
8a	Enter the states to which the foundation reports or with which it is registered (see instructions) ▶ KY			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	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 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9		X
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

		Line	Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		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 ▶ N/A

14 The books are in care of ▶ THE FOUNDATION Telephone no. ▶ (859)259-9600

Located at ▶ 376 SOUTH BROADWAY, LEXINGTON, KY ZIP+4 ▶ 40508

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041** - Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15 N/A

		Line	Yes	No
16	At any time during calendar year 2011, 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		X
	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.

		Line	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? ☐ 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)? N/A	1b		
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	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 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ 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.) N/A	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 2011 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 2011.)* N/A	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 2011?	4b		X

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)?	☐ 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)?	N/A	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? N/A	☐ 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	X
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?	N/A	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.

(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
SAMUEL A.B. BOONE 1725 WALNUT HILL ROAD LEXINGTON, KY 40515	PRESIDENT/TREASURER 0.00	0.	0.	0.
ALYCE B. HOSKINS 1725 WALNUT HILL ROAD LEXINGTON, KY 40515	VICE PRESIDENT 0.00	0.	0.	0.
ANNA STEELE OLIVER 1725 WALNUT HILL ROAD LEXINGTON, KY 40515	SECRETARY 0.00	0.	0.	0.

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

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

Total number of other employees paid over $50,000 ▶ 0

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

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than $50,000	(b) Type of service	(c) Compensation
NONE		
Total number of others receiving over $50,000 for professional services ▶		0

Part IX-A **Summary of Direct Charitable Activities**

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 N/A	
2	
3	
4	

Part IX-B **Summary of Program-Related Investments**

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2.	Amount
1 N/A	0.
2	
All other program-related investments. See instructions. 3	
Total. Add lines 1 through 3 ▶	0.

Form **990-PF** (2011)

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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	4,339,566.
b	Average of monthly cash balances	1b	225,414.
c	Fair market value of all other assets	1c	
d	**Total** (add lines 1a, b, and c)	1d	4,564,980.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e 0.		
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	4,564,980.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	68,475.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4	5	4,496,505.
6	**Minimum investment return.** Enter 5% of line 5	6	224,825.

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	224,825.
2a	Tax on investment income for 2011 from Part VI, line 5 2a 10,041.		
b	Income tax for 2011. (This does not include the tax from Part VI.) 2b		
c	Add lines 2a and 2b	2c	10,041.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	214,784.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	214,784.
6	Deduction from distributable amount (see instructions)	6	0.
7	**Distributable amount** as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	214,784.

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	202,883.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	202,883.
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	5	10,041.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	192,842.

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.

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Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				214,784.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only			194,902.	
b Total for prior years: ______ , ______ , ______		0.		
3 Excess distributions carryover, if any, to 2011:				
a From 2006				
b From 2007				
c From 2008				
d From 2009				
e From 2010				
f Total of lines 3a through e	0.			
4 Qualifying distributions for 2011 from Part XII, line 4: ▶ $ 202,883.				
a Applied to 2010, but not more than line 2a			194,902.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2011 distributable amount				7,981.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0.			0.
6 Enter the net total of each column as indicated below				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	0.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012				206,803.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0.			
10 Analysis of line 9:				
a Excess from 2007				
b Excess from 2008				
c Excess from 2009				
d Excess from 2010				
e Excess from 2011				

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed					
b 85% of line 2a					
c Qualifying distributions from Part XII, line 4 for each year listed					
d Amounts included in line 2c not used directly for active conduct of exempt activities					
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c					
3 Complete 3a, b, or c for the alternative test relied upon: a "Assets" alternative test - enter: (1) Value of all assets					
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					
c "Support" alternative test - enter: (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					
(3) Largest amount of support from an exempt organization					
(4) Gross investment income					

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

1 **Information Regarding Foundation Managers:**

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

NONE

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.

NONE

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

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

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

N/A

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

N/A

c Any submission deadlines:

N/A

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

N/A

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				
ACHIEVEMENT CENTER OF DELRAY 555 NW 4TH STREET DELRAY BEACH, FL 33444	N/A	PUBLIC	SUBSIDY	500.
BABY HEALTH SERVICES 1590 HARRODSBURG RD LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	500.
CARDINAL HILL REHABILITATION HOSPITAL 2050 VERSAILLES RD LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	5,000.
CHRYSALIS HOUSE 1589 HILL RISE DRIVE LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	2,000.
FUND FOR EXCELLENCE - KET 600 COOPER DRIVE LEXINGTON, KY 40502	N/A	PUBLIC	SUBSIDY	2,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	201,200.
b Approved for future payment				
NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income (a) Business code	Unrelated business income (b) Amount	Excluded by section 512, 513, or 514 (c) Exclusion code	Excluded by section 512, 513, or 514 (d) Amount	(e) Related or exempt function income
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	71,177.	
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	439,835.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a					
b					
c					
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		0.		511,012.	0.

13 Total Add line 12, columns (b), (d), and (e) 13 511,012.

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

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

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

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		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.

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		N/A	

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

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship
N/A		

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 11/13/12 — Title Executor

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self- employed	PTIN
DOUGLAS DEAN	Douglas Dean	11/7/12		P00167070
Firm's name ▶ DEAN DORTON ALLEN FORD, PLLC			Firm's EIN ▶ 27-3858252	
Firm's address ▶ 106 W. VINE STREET, SUITE 600 LEXINGTON, KY 40507			Phone no. (859)255-2341	

FORM 990-PF CORPORATE STOCK STATEMENT 6

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
10,000 SHARES HUMANA, INC.	517,600.	876,100.
JP MORGAN BONDS, MUTUAL FUNDS & CORPORATE STOCKS	2,870,974.	2,879,710.
TOTAL TO FORM 990-PF, PART II, LINE 10B	3,388,574.	3,755,810.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
GEORGE WASHINGTON FOUNDATION 1201 WASHINGTON AVENUE FREDERICKSBURG, VA 22405	N/A	PUBLIC	SUBSIDY	500.
GOD'S PANTRY 1685 JAGGIE FOX WAY LEXINGTON, KY 40511	N/A	PUBLIC	SUBSIDY	1,000.
HEADLEY WHITNEY MUSEUM 4435 OLD FRANKFORT PIKE LEXINGTON, KY 40510	N/A	PUBLIC	SUBSIDY	500.
HOLLINS UNIVERSITY 7916 WILLIAMSON ROAD ROANOKE, VA 24109	N/A	PUBLIC	SUBSIDY	2,000.
HOUND WELFARE FUND P.O. BOX 55610 LEXINGTON, KY 40555	N/A	PUBLIC	SUBSIDY	10,000.
KENTUCKY HORSE PARK FOUNDATION 4089 IRON WORKS PARKWAY LEXINGTON, KY 40511	N/A	PUBLIC	SUBSIDY	50,500.
LEXARTS 161 NORTH MILL STREET LEXINGTON, KY 40507	N/A	PUBLIC	SUBSIDY	1,000.
LEXINGTON HUMANE SOCIETY 1600 OLD FRANKFORT PIKE LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	1,000.
LEXINGTON PHILHARMONIC 161 NORTH MILL STREET LEXINGTON, KY 40507	N/A	PUBLIC	SUBSIDY	10,000.
ST. CATHERINE COLLEGE 2735 BARDSTOWN RD SPRINGFIELD , KY 40069	N/A	PUBLIC	SUBSIDY	1,500.
Total from continuation sheets				191,200.

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
ST. PAUL'S EPISCOPAL FOR THE BENEFIT PAUL'S PLACE 188 SOUTH SWINTON AVENUE DELRAY BEACH, FL 33444	N/A	PUBLIC	SUBSIDY	500.
THE BLUE GRASS TRUST 253 MARKET STREET LEXINGTON, KY 40507	N/A	PUBLIC	SUBSIDY	1,000.
THE COLONIAL WILLIAMSBURG FOUNDATION P.O. BOX 1776 WILLIAMSBURG, VA 23187	N/A	PUBLIC	SUBSIDY	500.
THE LEARNING CENTER AT LEXINGTON SCHOOL 1050 LANE ALLEN RD LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	5,000.
THE TAFT SCHOOL 110 WOODBURY ROAD WATERTOWN, CT 06795	N/A	PUBLIC	SUBSIDY	1,000.
UNIVERSITY OF KENTUCKY 410 ADMINISTRATION DRIVE LEXINGTON, KY 40506	N/A	PUBLIC	SUBSIDY	50,000.
VANDERBILT SCHOOL OF ENGINEERING 2301 VANDERBILT PLACE PMB 351826 NASHVILLE, TN 37235	N/A	PUBLIC	SUBSIDY	5,000.
WALNUT HILL CHURCH 575 WALNUT HILL RD LEXINGTON, KY 40515	N/A	PUBLIC	SUBSIDY	1,000.
WINTERTHUR 5101 KENNET PIKE WINTERTHUR, DE 19735	N/A	PUBLIC	SUBSIDY	3,000.
CHARITABLE GOLF FOUNDATION 2331 DANBURY LANE FORT MITCHEL, KY 41017	N/A	PUBLIC	SUBSIDY	10,000.
Total from continuation sheets				

Part XV | Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
BLUEGRASS CONSERVANCY 380 SOUTH MILL STREET SUITE 205 LEXINGTON, KY 40508	N/A	PUBLIC	SUBSIDY	6,000.
ADVENTURE SCIENCE CENTER 800 FORT NEGLEY BOULEVARD NASHVILLE, TN 37203	N/A	PUBLIC	SUBSIDY	3,000.
AVIATION MUSEUM 4029 AIRPORT ROAD LEXINGTON, KY 40510	N/A	PUBLIC	SUBSIDY	3,000.
CHURCH OF THE GOOD SHEPHERD 533 EAST MAIN STREET LEXINGTON, KY 40508	N/A	PUBLIC	SUBSIDY	1,000.
FIRST CHURH OF THE NAZARENE 510 WOODLAND STREET NASHVILLE, TN 37206	N/A	PUBLIC	SUBSIDY	1,000.
ART IN BLOOM 405 ROSE STREET LEXINGTON, KY 40506	N/A	PUBLIC	SUBSIDY	1,000.
RIDING FOR HOPE P.O. BOX 13155 LEXINGTON, KY 40511	N/A	PUBLIC	SUBSIDY	1,000.
KENTUCKY EQUINE HUMANE CENTER 1713 CATNIP HILL NICHOLASVILLE, KY 40356	N/A	PUBLIC	SUBSIDY	3,000.
HENRY CLAY CENTER STATESMANSHIP 176 NORTH MILL STREET LEXINGTON, KY 40507	N/A	PUBLIC	SUBSIDY	10,000.
LEXINGTON SCHOOL ANNUAL FUND 1725 WALNUT HILL ROAD LEXINGTON, KY 40515	N/A	PUBLIC	SUBSIDY	5,000.
Total from continuation sheets				

Part XV Supplementary Information

3 Grants and Contributions Paid During the Year (Continuation)

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
WARWICK FOUNDATION P.O. BOX 1183 LEXINGTON, KY 40588	N/A	PUBLIC	SUBSIDY	500.
HOSPICE OF BLUEGRASS 2312 ALEXANDRIA DRIVE LEXINGTON, KY 40504	N/A	PUBLIC	SUBSIDY	500.
SALVATION ARMY 228 EAST NEW CIRCLE ROAD LEXINGTON, KY 40505	N/A	PUBLIC	SUBSIDY	200.
JUNIOR ACHIEVEMENT OF THE BLUEGRASS 1092 DUVAL STREET STE 240 LEXINGTON, KY 40515	N/A	PUBLIC	SUBSIDY	1,000.
Total from continuation sheets				

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	JP MORGAN - SEE ATTACHED	P	VARIOUS	VARIOUS
b	POWERSHARES DB COMMODITY	P	VARIOUS	VARIOUS
c	POWERSHARES DB COMMODITY	P	VARIOUS	VARIOUS
d	POWERSHARES DB COMMODITY	P	VARIOUS	VARIOUS
e	2812 SHS HUMANA INC	D	VARIOUS	04/20/12
f	7,188 SHS HUMANA INC	D	VARIOUS	11/03/11
g	POWERSHARES DB COMMODITY	P	11/19/10	VARIOUS
h	CAPITAL GAINS DIVIDENDS			
i				
j				
k				
l				
m				
n				
o				

	(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	2,052,470.		1,937,729.	114,741.
b	1,105.			1,105.
c			615.	<615.>
d	970.			970.
e	199,986.			199,986.
f	621,226.			621,226.
g			2,023.	<2,023.>
h	22,045.			22,045.
i				
j				
k				
l				
m				
n				
o				

	Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				114,741.
b				1,105.
c				<615.>
d				970.
e				199,986.
f				621,226.
g				<2,023.>
h				22,045.
i				
j				
k				
l				
m				
n				
o				

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	957,435.
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) If (loss), enter "-0-" in Part I, line 8	3	N/A

123591
05-01-11

FORM 990-PF GAIN OR (LOSS) FROM SALE OF ASSETS STATEMENT 1

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
JP MORGAN - SEE ATTACHED	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
2,052,470.	1,937,729.	0.	0.	114,741.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
POWERSHARES DB COMMODITY	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
1,105.	0.	0.	0.	1,105.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
POWERSHARES DB COMMODITY	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	615.	0.	0.	<615.>

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
POWERSHARES DB COMMODITY	PURCHASED	VARIOUS	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
970.	0.	0.	0.	970.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
2812 SHS HUMANA INC	DONATED	VARIOUS	04/20/12

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
199,986.	145,549.	0.	0.	54,437.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
7,188 SHS HUMANA INC	DONATED	VARIOUS	11/03/11

(B) GROSS SALES PRICE	(C) VALUE AT TIME OF ACQ.	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
621,226.	372,051.	0.	0.	249,175.

(A) DESCRIPTION OF PROPERTY	MANNER ACQUIRED	DATE ACQUIRED	DATE SOLD
POWERSHARES DB COMMODITY	PURCHASED	11/19/10	VARIOUS

(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) DEPREC.	(F) GAIN OR LOSS
0.	2,023.	0.	0.	<2,023.>

CAPITAL GAINS DIVIDENDS FROM PART IV	22,045.
TOTAL TO FORM 990-PF, PART I, LINE 6A	439,835.

FORM 990-PF	DIVIDENDS AND INTEREST FROM SECURITIES	STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
JP MORGAN	8,598.	0.	8,598.
JP MORGAN AGENCY ACCT	84,546.	22,045.	62,501.
POWERSHARES DB COMMODITY INDEX TRACKING FUND	78.	0.	78.
TOTAL TO FM 990-PF, PART I, LN 4	93,222.	22,045.	71,177.

FORM 990-PF	ACCOUNTING FEES	STATEMENT 3

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ACCOUNTING FEES	3,100.	1,550.		1,550.
TO FORM 990-PF, PG 1, LN 16B	3,100.	1,550.		1,550.

FORM 990-PF	TAXES	STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	613.	0.		0.
TO FORM 990-PF, PG 1, LN 18	613.	0.		0.

FORM 990-PF	OTHER EXPENSES	STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT FEE	21,917.	21,917.		0.
ADMIN EXPENSES	133.	0.		133.
INVESTMENT EXPENSES	1,058.	1,058.		0.
TO FORM 990-PF, PG 1, LN 23	23,108.	22,975.		133.

Hilary Boone Foundation
JP Morgan Chase a/c 3400108000
Realized Gain/Loss Summary
12/31/2011

	Proceeds	Basis	Net Gain/Loss
January	$ 392,101.62	$ 362,338 22	$ 29,763.40
February	262,068.46	222,281.25	$ 39,787.21
March	11,543.24	7,813.78	$ 3,729.46
April	445,857.74	376,634.94	$ 69,222.80
May	105,467.89	107,153.34	$ (1,685.45)
June	7,987.88	7,762 21	$ 225.67
July	143,830.23	171,117 21	$ (27,286.98)
August	196,847.47	177,914 26	$ 18,933.21
September	18,686.02	20,943.02	$ (2,257.00)
October	299,674.27	297,256.79	$ 2,417.48
November	95,212.62	117,332.46	$ (22,119.84)
December	73,192.48	69,181 68	$ 4,010.80
Totals	**2,052,469.92**	**1,937,729.16**	**114,740.76**

TRADE ACTIVITY

Note: L indicates Long Term Realized Gain/Loss   S indicates Short Term Realized Gain/Loss
* Settled transaction was initiated in prior statement period and settled in current statement period

Trade Date	Settlement Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions								
1/5	1/10	Sale FIFO	**PHILIP MORRIS INTERNATIONAL** @ 58.5257 877.89 BROKERAGE 0.45 TAX &/OR SEC .02 PIPER JAFFRAY & CO. TRADE DATE 01/05/11	(15.000)	58.495	877.42	(763.03)	114 39 L
1/7	1/10	Sale FIFO	**JPMORGAN SMALL CAP EQUITY FUND** SELECT CLASS FUND 367 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 36.66 TRADE DATE 01/07/11	(1,265.867)	36.66	46,406.68	(42,659.73)	3,746.95 L
1/7	1/10	Sale FIFO	**JPMORGAN TOTAL RETURN FUND SELECT** FUND 3218 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 10 36 TRADE DATE 01/07/11	(6,529.792)	10.36	67,648.65	(65,885.60)	1,763.05 L
1/7	1/10	Sale FIFO	**JPMORGAN HIGH YIELD BOND FUND** SELECT CLASS FUND 3580 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 8.23 TRADE DATE 01/07/11	(8,359.785)	8.23	68,801.03	(68,975.48)	(174.45) L

03440738880290058515
03540730590010058515

Trade Date	Settlement Date	Type Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions								
1/7	1/10	Sale FIFO	**JPMORGAN RESEARCH MARKET NEUTRAL** FUND - SEL JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 15.56 TRADE DATE 01/07/11	(2,873 829)	15.56	44,716.78	(45,119.12)	(402.34) S
1/7	1/10	Sale FIFO	**AMERICAN CENTURY INFLATION ADJUSTED** BOND FUND	(2,002 479)	11.83	23,689.33	(21,066.08)	2,623 25 L
1/7	1/10	Sale FIFO	**VANGUARD FIXED INCOME SECS F** INTR TRM CP PT (FUND 71)	(5,442.000)	9.93	54,039.06	(46,964.46)	7,074.60 L
1/7	1/10	Sale FIFO	**ARTISAN INTL VALUE FUND - INV**	(1,217.000)	26.74	32,542.58	(29,974.71)	2,567 87 S
1/10	1/13	Sale FIFO	**PHILIP MORRIS INTERNATIONAL** @ 56.4059 2,256.24 BROKERAGE 1.20 TAX &/OR SEC .04 CITATION GROUP/BCC CLRG TRADE DATE 01/10/11	(40 000)	56.375	2,255 00	(1,614.77)	640 23 L
1/10	1/13	Sale FIFO	**PARKER-HANNIFIN CORP** @ 86.7816 1,301.72 BROKERAGE 0.30 TAX &/OR SEC 03 UBS SECURITIES LLC TRADE DATE 01/10/11	(15.000)	86 759	1,301.39	(604.51)	696 88 L
1/11	1/14	Sale FIFO	**STARWOOD HOTELS & RESORTS** @ 61.1399 917.10 BROKERAGE 0.45 TAX &/OR SEC .02 LAZARD FRERES & CO. TRADE DATE 01/11/11	(15 000)	61.109	916.63	(326.57)	590.06 L

Trade Date	Settlement Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions								
1/13	1/14	Sale FIFO	**JPMORGAN STRATEGIC INCOME** OPPORTUNITIES FUND 3844 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 11.90 TRADE DATE 01/13/11	(1,594 264)	11.90	18,971.74	(15,990.47)	2,981.27 L
1/13	1/14	Sale FIFO	**EATON VANCE MUT FDS TR** FLT RT CL I	(2,581 188)	9.03	23,308.13	(17,087.46)	6,220.67 L
1/12	1/18	Sale FIFO	**HEWLETT-PACKARD CO** @ 45.6304 2,965.98 BROKERAGE 1.30 TAX &/OR SEC .05 SANFORD C. BERNSTEIN & CO.INC.(SCB TRADE DATE 01/12/11	(65 000)	45.61	2,964 63	(1,886 72)	1,077.91 L
1/14	1/20	Sale FIFO	**MERCK AND CO INC** @ 34.1977 1,025.93 BROKERAGE 0.60 TAX &/OR SEC .02 UBS SECURITIES LLC TRADE DATE 01/14/11	(30 000)	34.177	1,025.31	(986 83)	38.48 L
1/25	1/28	Sale FIFO	**MICROSOFT CORP** @ 28.2286 705.72 BROKERAGE 0.75 TAX &/OR SEC .02 CREDIT LYONNAIS SECURITIES (USA) I TRADE DATE 01/25/11	(25.000)	28.198	704.95	(728.75)	(23.80) L

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Trade Date	Settlement Date	Type Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions								
1/25	1/28	Sale FIFO	**QUALCOMM INC** @ 50 8424 762 64 BROKERAGE 0.45 TAX &/OR SEC .02 CREDIT LYONNAIS SECURITIES (USA) I TRADE DATE 01/25/11	(15 000)	50.811	762.17	(601.04)	161 13 L
1/25	1/28	Sale FIFO	**TD AMERITRADE HOLDING CORPORATION** @ 20.0816 502.04 BROKERAGE 0.75 TAX &/OR SEC .01 MERRILL LYNCH PROF. CLEARING CORP. TRADE DATE 01/25/11	(25.000)	20 051	501.28	(445.00)	56.28 L
1/25	1/31	Sale FIFO	**MERCK AND CO INC** @ 33.4742 669.48 BROKERAGE 0.60 TAX &/OR SEC .02 BEAL MR & COMPANY TRADE DATE 01/25/11	(20.000)	33.443	668.86	(657 89)	10.97 L
Total Settled Sales/Maturities/Redemptions						**$392,101.62**	**($362,338.22)**	**$27,597.87 L** **$2,165.53 S**

TRADE ACTIVITY

Note: L indicates Long Term Realized Gain/Loss S indicates Short Term Realized Gain/Loss
* Settled transaction was initiated in prior statement period and settled in current statement period

Trade Date	Settlement Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions								
1/27	2/1	Sale FIFO	**QUALCOMM INC** @ 54 6984 1,093.97 BROKERAGE 0 60 TAX &/OR SEC .03 MERRILL LYNCH PIERCE FENNER & SMIT TRADE DATE 01/27/11	(20 000)	54.667	1,093 34	(802 58)	290.76 L*
1/27	2/1	Sale FIFO	**APACHE CORP** @ 117.25 1,993.25 BROKERAGE 0.51 TAX &/OR SEC .04 RBC CAPITAL MARKETS CORPORATION TRADE DATE 01/27/11	(17.000)	117 218	1,992.70	(1,837.70)	155 00 L*

HILARY BOONE FOUNDATION INC NP PCIAA ACCT. V35932009
For the Period 2/1/11 to 2/28/11

Trade Date	Settlement Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions								
1/28	2/2	Sale FIFO	**ALEXION PHARMACEUTICALS INC** @ 83 2122 416.06 BROKERAGE 0 15 TAX &/OR SEC .01 DEUTSCHE BANC ALEX BROWN INC TRADE DATE 01/28/11	(5 000)	83.18	415.90	(280 70)	135.20 S*
1/28	2/2	Sale FIFO	**ABBOTT LABORATORIES** @ 45 6198 456.20 BROKERAGE 0.30 TAX &/OR SEC .01 DEUTSCHE BANC ALEX BROWN INC TRADE DATE 01/28/11	(10.000)	45 589	455.89	(516.19)	(60 30) L*
1/28	2/2	Sale FIFO	**CELGENE CORPORATION** @ 52.4295 524.29 BROKERAGE 0.30 TAX &/OR SEC .02 DEUTSCHE BANC ALEX BROWN INC TRADE DATE 01/28/11	(10.000)	52.397	523.97	(499.70)	24 27 L*
1/28	2/2	Sale FIFO	**STARWOOD HOTELS & RESORTS** @ 58.6494 1,466.24 BROKERAGE 0.75 TAX &/OR SEC .03 GOLDMAN SACHS & CO. TRADE DATE 01/28/11	(25.000)	58.618	1,465.46	(535.42)	930.04 L*
2/3	2/8	Sale FIFO	**INTERNATIONAL BUSINESS MACHINES CORP** @ 163 5702 1,635.70 BROKERAGE 0 20 TAX &/OR SEC .04 SANFORD C. BERNSTEIN & CO.INC.(SCB TRADE DATE 02/03/11	(10.000)	163.546	1,635 46	(1,020.70)	614.76 L

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Trade Date	Settlement Date	Type Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions								
2/8	2/11	Sale FIFO	**SPDR S&P 500 ETF TRUST** @ 132.0557 73,290.91 BROKERAGE 11.10 TAX &/OR SEC 1.41 CREDIT SUISSE FIRST BOSTON LLC TRADE DATE 02/08/11	(555.000)	132 033	73,278 40	(61,476 85)	11,801.55 L
2/10	2/11	Sale FIFO	**JPM ASIA EQUITY FD - SEL** FUND 1134 JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 34 91 TRADE DATE 02/10/11	(4,425 414)	34.91	154,491.20	(133,164 17)	21,327 03 L
2/10	2/15	Sale FIFO	**ISHARES MSCI ALL COUNTRY ASIA** EX JAPAN INDEX FUND @ 59 72 16,303.56 BROKERAGE 8.19 TAX &/OR SEC .32 GOLDMAN SACHS & CO. TRADE DATE 02/10/11	(273.000)	59.689	16,295.05	(12,329 22)	3,965.83 L
2/14	2/17	Sale FIFO	**CISCO SYSTEMS INC** @ 18.8068 2,350 85 BROKERAGE 2.50 TAX &/OR SEC .05 UBS SECURITIES LLC TRADE DATE 02/14/11	(125.000)	18.786	2,348.30	(2,944.25)	(595.95) L
2/14	2/17	Sale FIFO	**CELGENE CORPORATION** @ 52 1421 521 42 BROKERAGE 0 20 TAX &/OR SEC 02 UBS SECURITIES LLC TRADE DATE 02/14/11	(10 000)	52.12	521 20	(499 70)	21 50 L

Trade Date	Settlement Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions								
2/17	2/24	Sale FIFO	**INTERNATIONAL BUSINESS MACHINES CORP** @ 163.3637 5,717.73 BROKERAGE 1.05 TAX &/OR SEC .11 DEUTSCHE BANC ALEX BROWN INC TRADE DATE 02/17/11	(35.000)	163 331	5,716.57	(4,309 91)	612.61 L 794 05 S
2/23	2/28	Sale FIFO	**SYSCO CORP** @ 28 2617 1,837.01 BROKERAGE 1.95 TAX &/OR SEC .04 BARCLAYS CAPITAL LE TRADE DATE 02/23/11	(65 000)	28.231	1,835.02	(2,064.16)	(51.74) L (177.40) S
Total Settled Sales/Maturities/Redemptions						**$262,068.46**	**($222,281.25)**	**$39,035.36 L** **$751.85 S**

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TRADE ACTIVITY

Note: L indicates Long Term Realized Gain/Loss S indicates Short Term Realized Gain/Loss
* Settled transaction was initiated in prior statement period and settled in current statement period

Trade Date	Settlement Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions								
3/3	3/8	Sale FIFO	**JUNIPER NETWORKS INC** @ 43.7556 1,312 67 BROKERAGE 0.90 TAX &/OR SEC .03 GOLDMAN SACHS & CO. TRADE DATE 03/03/11	(30.000)	43 725	1,311.74	(491.63)	820.11 L
3/7	3/10	Sale FIFO	**MORGAN STANLEY** @ 28.2101 1,551.56 BROKERAGE 1.65 TAX &/OR SEC .03 JEFFERIES & COMPANY TRADE DATE 03/07/11	(55.000)	28 18	1,549.88	(1,318.62)	231.26 L
3/11	3/16	Sale FIFO	**SOUTHERN CO** @ 38.2994 2,872.46 BROKERAGE 1.50 TAX &/OR SEC .06 UBS SECURITIES LLC TRADE DATE 03/11/11	(75.000)	38.279	2,870.90	(2,207.12)	663.78 L
3/16	3/21	Sale FIFO	**QUALCOMM INC** @ 51.077 510.77 BROKERAGE 0.30 TAX &/OR SEC .01 IVY SECURITIES, INC. TRADE DATE 03/16/11	(10.000)	51.046	510.46	(401.49)	108 97 L

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Trade Date	Settlement Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions								
3/16	3/21	Sale FIFO	**NOVELLUS SYSTEMS INC** @ 34.9393 698.79 BROKERAGE 0.60 TAX &/OR SEC .02 UBS SECURITIES LLC TRADE DATE 03/16/11	(20.000)	34.909	698.17	(496.71)	201 46 S
3/18	3/23	Sale FIFO	**OCCIDENTAL PETROLEUM CORP** @ 98 4835 1,772.70 BROKERAGE 0.54 TAX &/OR SEC .04 CREDIT SUISSE FIRST BOSTON LLC TRADE DATE 03/18/11	(18 000)	98 451	1,772 12	(911.35)	860.77 L
3/23	3/28	Sale FIFO	**NOVELLUS SYSTEMS INC** @ 35.4054 2,832.43 BROKERAGE 2 40 TAX &/OR SEC 06 CREDIT SUISSE FIRST BOSTON LLC TRADE DATE 03/23/11	(80 000)	35 375	2,829 97	(1,986.86)	843.11 S
Total Settled Sales/Maturities/Redemptions						**$11,543.24**	**($7,813.78)**	**$2,684.89 L** **$1,044.57 S**

TRADE ACTIVITY

Note: L indicates Long Term Realized Gain/Loss S indicates Short Term Realized Gain/Loss
* Settled transaction was initiated in prior statement period and settled in current statement period

Trade Date	Settlement Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions								
3/31	4/5	Sale FIFO	**MOTOROLA MOBILITY HOLDINGS INC** @ 24.2946 1,457.68 BROKERAGE 1 80 TAX &/OR SEC .03 DEUTSCHE BANC ALEX BROWN INC	(60 000)	24 264	1,455.85	(1,768.76)	(312.91) S*
4/1	4/6	Sale FIFO	**ALEXION PHARMACEUTICALS INC** @ 98.3993 983.99 BROKERAGE 0.30 TAX &/OR SEC .02 LEERINK SWANN AND COMPANY	(10.000)	98.367	983 67	(561.40)	422.27 S
4/8	4/13	Sale FIFO	**WELLPOINT INC** @ 68 7959 1,375.92 BROKERAGE 0.60 TAX &/OR SEC .03 JEFFERIES & COMPANY	(20.000)	68.765	1,375.29	(1,106.08)	269.21 S
4/8	4/13	Sale FIFO	**APACHE CORP** @ 131.5649 657.82 BROKERAGE 0.15 TAX &/OR SEC 02 MILLER TABAK HIRSCH & COMPANY	(5.000)	131.53	657.65	(476.75)	180.90 L
4/11	4/14	Sale FIFO	**FREEPORT-MCMORAN COPPER & GOLD INC** CL B @ 55.2681 829.02 BROKERAGE 0 45 TAX &/OR SEC .02 DEUTSCHE BANC ALEX BROWN INC	(15.000)	55.237	828.55	(223 98)	604 57 L

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Trade Date	Settlement Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions								
4/11	4/14	Sale FIFO	**APACHE CORP** @ 126.0986 1,260.99 BROKERAGE 0.30 TAX &/OR SEC .03 CREDIT LYONNAIS SECURITIES (USA) I	(10.000)	126 066	1,260 66	(953.50)	307 16 L
4/11	4/14	Sale FIFO	**EOG RESOURCES INC** @ 112.2357 561.18 BROKERAGE 0 15 TAX &/OR SEC .02 CREDIT LYONNAIS SECURITIES (USA) I	(5.000)	112.202	561.01	(338.39)	222.62 L
4/13	4/18	Sale FIFO	**NATIONAL-OILWELL VARCO INC** @ 74.3073 2,229.22 BROKERAGE 0 90 TAX &/OR SEC .05 BAYPOINT TRADING LLC	(30.000)	74.276	2,228.27	(1,884 24)	344 03 S
4/13	4/18	Sale FIFO	**FREEPORT-MCMORAN COPPER & GOLD INC** CL B @ 52.1384 521.38 BROKERAGE 0.30 TAX &/OR SEC 02 DEUTSCHE BANC ALEX BROWN INC	(10.000)	52.106	521 06	(149.32)	371.74 L
4/15	4/20	Sale FIFO	**ALEXION PHARMACEUTICALS INC** @ 100 8396 1,512.59 BROKERAGE 0.45 TAX &/OR SEC .03 COLLINS STEWART LLC	(15.000)	100.807	1,512 11	(890.40)	621 71 S

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Trade Date	Settlement Date	Type Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions								
4/18	4/21	Sale FIFO	**GOOGLE INC** CL A @ 522.3744 3,656 62 BROKERAGE 0.21 TAX &/OR SEC .08 GOLDMAN SACHS & CO	(7.000)	522.333	3,656 33	(2,063.78)	1,592 55 L
4/25	4/26	Sale FIFO	**JPM TOTAL RETURN FD - SEL** JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 10 47	(9,385.607)	10.47	98,267.31	(94,700.78)	3,566.53 L
4/25	4/26	Sale FIFO	**JPM SHORT DURATION BOND FD - SEL** JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 10.99	(4,622.943)	10.99	50,806 14	(49,457.69)	1,348 45 L
4/25	4/26	Sale FIFO	**AMERICAN CENTURY INFLATION ADJUSTED** BOND FUND	(5,468.953)	12.23	66,885 30	(60,592.52)	6,292.78 L
4/25	4/26	Sale FIFO	**ARBITRAGE FUNDS - I** CL I	(5,023.311)	12.97	65,152 34	(65,580 77)	(428.43) S
4/25	4/26	Sale FIFO	**NUVEEN NWQ VALUE OPPORTUNITIES FUND**	(3,994 691)	36 42	145,486 65	(92,448.85)	53,037.80 L
4/26	4/29	Sale FIFO	**PROCTER & GAMBLE CO** @ 63.9345 1,598.36 BROKERAGE 0.75 TAX &/OR SEC .04 MERRILL LYNCH PROF. CLEARING CORP.	(25.000)	63 903	1,597 57	(1,576 22)	21 35 L

Trade Date	Settlement Date	Type / Selection Method	Description		Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions									
4/26	4/29	Sale	**PFIZER INC**		(130.000)	20.169	2,621.98	(1,861 51)	760.47 L
		FIFO	@ 20 1995	2,625.94					
			BROKERAGE	3.90					
			TAX &/OR SEC	.06					
			S G COWEN & CO						
Total Settled Sales/Maturities/Redemptions							**$445,857.74**	**($376,634.94)**	**$68,306.92 L**
									$915.88 S

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TRADE ACTIVITY

Note: L indicates Long Term Realized Gain/Loss S indicates Short Term Realized Gain/Loss
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Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
5/3 5/6	Sale FIFO	DEVON ENERGY CORP @ 87.6311 1,840.25 BROKERAGE 0.42 TAX &/OR SEC 04 GFI SECURITIES LLC (ID: 25179M-10-3)	(21.000)	87.609	1,839.79	(1,459.34)	380.45 S
5/4 5/9	Sale FIFO	SCHLUMBERGER LTD @ 85.0788 1,786.65 BROKERAGE 0.63 TAX &/OR SEC .04 COLLINS STEWART LLC (ID. 806857-10-8)	(21.000)	85.047	1,785.98	(1,810.77)	(24.79) S
5/5 5/10	Sale FIFO	EXXON MOBIL CORP @ 82.4085 2,307.44 BROKERAGE 0.84 TAX &/OR SEC .05 MERRILL LYNCH PROF. CLEARING CORP. (ID· 30231G-10-2)	(28 000)	82 377	2,306.55	(2,279.76)	26.79 L
5/13 5/16	Sale FIFO	JPM US REAL ESTATE FD - SEL JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 16 89 (ID 4812C0-61-3)	(613.673)	16 89	10,364.93	(15,274.32)	(4,909 39) L
5/13 5/16	Sale FIFO	JPM SHORT DURATION BOND FD - SEL JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 11.01 (ID: 4812C1-33-0)	(1,286.382)	11.01	14,163.07	(13,751 42)	411 65 L
5/13 5/16	Sale FIFO	JPM MID CAP GROWTH - SEL JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 25.17 (ID: 4812C1-71-0)	(767 167)	25 17	19,309 59	(17,407 02)	1,902.57 L
5/13 5/16	Sale FIFO	HIGHBRIDGE DYNAMIC COMM STRG FD -SEL JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 20 39 (ID: 48121A-67-0)	(212.135)	20 39	4,325.44	(3,947 83)	377.61 S
5/13 5/16	Sale FIFO	EATON VANCE MUT FDS TR GLOBAL MACRO - I (ID: 277923-72-8)	(2,849.767)	10 20	29,067.62	(29,580 58)	(512.96) L

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
5/12 5/17	Sale FIFO	APACHE CORP @ 123.2666 1,109.40 BROKERAGE 0.18 TAX &/OR SEC 03 CITIGROUP GLOBAL MKTS INC (ID· 037411-10-5)	(9 000)	123 243	1,109 19	(825 81)	283 38 L
5/12 5/17	Sale FIFO	BAKER HUGHES INC @ 69 6353 1,462.34 BROKERAGE 0.42 TAX &/OR SEC 03 BARCLAYS CAPITAL LE (ID: 057224-10-7)	(21 000)	69 614	1,461 89	(1,062 91)	398 98 S
5/12 5/17	Sale FIFO	ANADARKO PETROLEUM CORP @ 73.6233 1,472 47 BROKERAGE 0 60 TAX &/OR SEC 03 UBS SECURITIES LLC (ID. 032511-10-7)	(20 000)	73.592	1,471 84	(1,499.01)	(27 17) S
5/12 5/17	Sale FIFO	EXXON MOBIL CORP @ 80.2445 4,814.67 BROKERAGE 1 80 TAX &/OR SEC .10 UBS SECURITIES LLC (ID: 30231G-10-2)	(60 000)	80.213	4,812.77	(4,993 19)	(180 42) L
5/13 5/18	Sale FIFO	POWERSHARES DB COMMODITY INDEX TRACKING FUND @ 28.86 3,867.24 BROKERAGE 2 68 TAX &/OR SEC .08 J P. MORGAN SECURITIES LLC (ID· 73935S-10-5)	(134 000)	28 839	3,864.48	(3,306 62)	557 86 S
5/17 5/20	Sale FIFO	DOW CHEMICAL CO @ 36.5937 2,378.59 BROKERAGE 1 95 TAX &/OR SEC .05 DEUTSCHE BANC ALEX BROWN INC (ID. 260543-10-3)	(65.000)	36.563	2,376.59	(1,747.50)	629.09 S
5/18 5/23	Sale FIFO	DOW CHEMICAL CO @ 36.9031 3,136 76 BROKERAGE 2.55 TAX &/OR SEC .08 DEUTSCHE BANC ALEX BROWN INC (ID: 260543-10-3)	(85.000)	36 872	3,134.13	(2,642.11)	492 02 S
5/23 5/26	Sale FIFO	STAPLES INC @ 16.7782 1,258 36 BROKERAGE 1 50 TAX &/OR SEC .03 CREDIT SUISSE FIRST BOSTON LLC (ID: 855030-10-2)	(75 000)	16 758	1,256.83	(1,724.90)	(468 07) L
5/25 5/31	Sale FIFO	CISCO SYSTEMS INC @ 16.1286 2,822.51 BROKERAGE 5.25 TAX &/OR SEC .06 BARCLAYS CAPITAL LE (ID· 17275R-10-2)	(175 000)	16.098	2,817 20	(3,840.25)	(1,023 05) L
Total Settled Sales/Maturities/Redemptions					**$105,467.89**	**($107,153.34)**	**($4,469.50) L** **$2,784.05 S**

TRADE ACTIVITY

Note: L indicates Long Term Realized Gain/Loss S indicates Short Term Realized Gain/Loss
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Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
6/1 6/1	Cash In Lieu	CITIGROUP INC NEW CASH IN LIEU OF FRACTIONAL SHARES (ID: 172967-42-4)	0.500	40 24	20.12		20.12 L
5/27 6/2	Sale FIFO	ABBOTT LABORATORIES @ 51.4835 1,801.92 BROKERAGE 1.05 TAX &/OR SEC .04 CREDIT SUISSE FIRST BOSTON LLC (ID: 002824-10-0)	(35.000)	51.452	1,800.83	(1,804.11)	(3.28) L*
6/14 6/17	Sale FIFO	ADVANCED AUTO PARTS INC @ 57.2744 2,290.98 BROKERAGE 1.20 TAX &/OR SEC .05 CITATION GROUP/BCC CLRG (ID: 00751Y-10-6)	(40.000)	57.243	2,289.73	(1,280.28)	1,009.45 L
6/14 6/17	Sale FIFO	MARVELL TECHNOLOGY GROUP LTD @ 14 3174 1,718 09 BROKERAGE 3.60 TAX &/OR SEC .04 UBS SECURITIES LLC (ID: G5876H-10-5)	(120.000)	14.287	1,714 45	(2,463.21)	(748 76) L
6/14 6/17	Sale FIFO	SANDISK CORP @ 43.286 2,164.30 BROKERAGE 1 50 TAX &/OR SEC .05 UBS SECURITIES LLC (ID. 80004C-10-1)	(50 000)	43.255	2,162.75	(2,214 61)	(51 86) S
Total Settled Sales/Maturities/Redemptions					**$7,987.88**	**($7,762.21)**	**$277.53 L** **($51.86) S**

TRADE ACTIVITY

Note: L indicates Long Term Realized Gain/Loss S indicates Short Term Realized Gain/Loss
* Settled transaction was initiated in prior statement period and settled in current statement period

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
7/7 7/12	Sale FIFO	LAM RESEARCH CORP @ 44 4744 266.85 BROKERAGE 0 18 TAX &/OR SEC .01 UBS SECURITIES LLC (ID: 512807-10-8)	(6.000)	44 443	266 66	(315 79)	(49 13) S
7/7 7/12	Sale FIFO	LAM RESEARCH CORP @ 44.9524 269 71 BROKERAGE 0.18 TAX &/OR SEC .01 UBS SECURITIES LLC (ID. 512807-10-8)	(6 000)	44 92	269 52	(315.79)	(46.27) S
7/8 7/13	Sale FIFO	LAM RESEARCH CORP @ 44.1976 44 20 BROKERAGE 0.02 TAX &/OR SEC 01 UBS SECURITIES LLC (ID· 512807-10-8)	(1.000)	44.17	44.17	(52 63)	(8.46) S
7/8 7/13	Sale FIFO	LAM RESEARCH CORP @ 44.21 44.21 BROKERAGE 0.03 TAX &/OR SEC .01 UBS SECURITIES LLC (ID: 512807-10-8)	(1.000)	44 17	44 17	(52 63)	(8 46) S
7/8 7/13	Sale FIFO	LAM RESEARCH CORP @ 44.1565 88.31 BROKERAGE 0.06 TAX &/OR SEC .01 UBS SECURITIES LLC (ID: 512807-10-8)	(2.000)	44.12	88.24	(105.26)	(17.02) S
7/12 7/13	Sale FIFO	JPM US REAL ESTATE FD - SEL JP MORGAN CHASE BANK AS SHAREHOLDER SERVICING AGENT @ 17.31 (ID. 4812C0-61-3)	(3,963.306)	17.31	68,604 83	(94,838.03)	(27,152.00) L 918 80 S
7/11 7/14	Sale FIFO	CITRIX SYSTEMS INC @ 79.1255 1,978 14 BROKERAGE 0.75 TAX &/OR SEC .04 CITATION GROUP/BCC CLRG (ID: 177376-10-0)	(25.000)	79 094	1,977.35	(1,717.31)	260 04 S
7/12 7/15	Sale FIFO	GENERAL ELECTRIC CO @ 18.6188 3,258.29 BROKERAGE 3.50 TAX &/OR SEC .08 UBS SECURITIES LLC (ID: 369604-10-3)	(175.000)	18.598	3,254.71	(2,677.75)	576.96 L

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Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
7/12 7/15	Sale FIFO	VANGUARD MSCI EUROPE ETF @ 50.6076 62,551.00 BROKERAGE 24.72 TAX &/OR SEC 1.20 CITIGROUP GLOBAL MKTS INC (ID· 922042-87-4)	(1,236.000)	50.587	62,525.08	(65,506 02)	(2,980.94) S
7/15 7/20	Sale FIFO	DEVON ENERGY CORP @ 79 1655 1,899.97 BROKERAGE 0.72 TAX &/OR SEC .04 BARCLAYS CAPITAL LE (ID· 25179M-10-3)	(24 000)	79.134	1,899.21	(1,538.00)	213.68 L 147.53 S
7/15 7/20	Sale FIFO	EOG RESOURCES INC @ 101.0583 2,627.52 BROKERAGE 0.78 TAX &/OR SEC .06 GOLDMAN SACHS & CO. (ID: 26875P-10-1)	(26.000)	101.026	2,626.68	(2,016 58)	610.10 L
7/21 7/26	Sale FIFO	ABBOTT LABORATORIES @ 52.7904 739.07 BROKERAGE 0.42 TAX &/OR SEC .02 CITATION GROUP/BCC CLRG (ID: 002824-10-0)	(14 000)	52.759	738.63	(756 68)	(18 05) L
7/21 7/26	Sale FIFO	QUALCOMM INC @ 56.5767 848.65 BROKERAGE 0.30 TAX &/OR SEC .02 RBC CAPITAL MARKETS CORPORATION (ID: 747525-10-3)	(15.000)	56.555	848.33	(602.24)	246 09 L
7/25 7/28	Sale FIFO	PEPSICO INC @ 64.2869 642.87 BROKERAGE 0.20 TAX &/OR SEC .02 CITIGROUP GLOBAL MKTS INC (ID: 713448-10-8)	(10.000)	64 265	642.65	(622.50)	20.15 L
Total Settled Sales/Maturities/Redemptions					**$143,830.23**	**($171,117.21)**	**($25,503.07) L** **($1,783.91) S**

TRADE ACTIVITY

Note: L indicates Long Term Realized Gain/Loss S indicates Short Term Realized Gain/Loss
* Settled transaction was initiated in prior statement period and settled in current statement period

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
7/27 8/1	Sale FIFO	ABBOTT LABORATORIES @ 51.87 778.05 BROKERAGE 0.45 TAX &/OR SEC .02 S G COWEN & CO (ID: 002824-10-0)	(15.000)	51 839	777.58	(908.24)	(130.66) L*
7/27 8/1	Sale FIFO	XILINX CORP @ 32.3249 711 15 BROKERAGE 0 44 TAX &/OR SEC .01 UBS SECURITIES LLC (ID: 983919-10-1)	(22 000)	32.305	710 70	(622.66)	88.04 S*
7/27 8/1	Sale FIFO	XILINX CORP @ 32.2251 161.13 BROKERAGE 0.15 TAX &/OR SEC .01 UBS SECURITIES LLC (ID: 983919-10-1)	(5.000)	32.194	160.97	(141.51)	19.46 S*
7/27 8/1	Sale FIFO	PFIZER INC @ 19.45 875.25 BROKERAGE 1.35 TAX &/OR SEC .02 S G COWEN & CO (ID: 717081-10-3)	(45.000)	19 42	873.88	(644.66)	229 22 L*
7/27 8/1	Sale FIFO	HONEYWELL INTERNATIONAL INC @ 54.1188 865.90 BROKERAGE 0.48 TAX &/OR SEC .02 GOLDMAN SACHS & CO. (ID: 438516-10-6)	(16.000)	54.088	865.40	(660.28)	205.12 L*
8/1 8/4	Sale FIFO	VANGUARD MSCI EMERGING MARKETS ETF @ 47.9838 61,899.10 BROKERAGE 25.80 TAX &/OR SEC 1.19 SANFORD C BERNSTEIN & CO.INC.(SCB (ID: 922042-85-8)	(1,290.000)	47.963	61,872.11	(56,321.01)	5,551.10 S
8/1 8/4	Sale FIFO	ISHARES RUSSELL 1000 GROWTH INDEX FUND @ 59.3542 58,938.72 BROKERAGE 19.86 TAX &/OR SEC 1.14 CREDIT SUISSE FIRST BOSTON LLC (ID: 464287-61-4)	(993.000)	59.333	58,917.72	(55,578.21)	3,339.51 L

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
8/1 8/4	Sale FIFO	POWERSHARES DB COMMODITY INDEX TRACKING FUND @ 30.144 15,102.14 BROKERAGE 10.02 TAX &/OR SEC .29 CREDIT SUISSE FIRST BOSTON LLC (ID: 73935S-10-5)	(501.000)	30 123	15,091 83	(12,362.83)	2,729.00 S
8/1 8/4	Sale FIFO	ISHARES S&P MIDCAP 400 INDEX FUND @ 92.99 24,363.38 BROKERAGE 5.24 TAX &/OR SEC .47 INVESTMENT TECHNOLOGY GROUP (ITG) (ID: 464287-50-7)	(262 000)	92.968	24,357 67	(17,744.29)	6,613 38 L
8/3 8/8	Sale FIFO	FREEPORT-MCMORAN COPPER & GOLD INC CL B @ 50.1921 1,003.84 BROKERAGE 0.60 TAX &/OR SEC .02 GOLDMAN SACHS & CO. (ID: 35671D-85-7)	(20 000)	50 161	1,003.22	(298.65)	704 57 L
8/3 8/8	Sale FIFO	BAKER HUGHES INC @ 71.5907 930.68 BROKERAGE 0.26 TAX &/OR SEC .02 UBS SECURITIES LLC (ID: 057224-10-7)	(13.000)	71 569	930.40	(657.99)	272 41 S
8/3 8/8	Sale FIFO	TIME WARNER INC NEW @ 32.6243 1,304 97 BROKERAGE 0.80 TAX &/OR SEC .03 UBS SECURITIES LLC (ID: 887317-30-3)	(40.000)	32.604	1,304.14	(1,162.67)	141.47 L
8/4 8/9	Sale FIFO	LENNAR CORP @ 15.9244 1,194.33 BROKERAGE 2.25 TAX &/OR SEC .02 CITIGROUP GLOBAL MKTS INC (ID: 526057-10-4)	(75 000)	15.894	1,192.06	(1,281.65)	(89.59) S
8/4 8/9	Sale FIFO	BAKER HUGHES INC @ 66.3139 1,193.65 BROKERAGE 0.54 TAX &/OR SEC .02 GOLDMAN SACHS & CO. (ID: 057224-10-7)	(18.000)	66.283	1,193.09	(911.06)	282.03 S
8/5 8/10	Sale FIFO	FREEPORT-MCMORAN COPPER & GOLD INC CL B @ 46.666 839.99 BROKERAGE 0.54 TAX &/OR SEC .02 GOLDMAN SACHS & CO. (ID: 35671D-85-7)	(18.000)	46.635	839.43	(268.78)	570.65 L
8/5 8/10	Sale FIFO	BAKER HUGHES INC @ 65.709 1,182.76 BROKERAGE 0.54 TAX &/OR SEC .02 GOLDMAN SACHS & CO. (ID: 057224-10-7)	(18.000)	65.678	1,182.20	(973 81)	208 39 S

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Trade Date Settle Date	Type Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
8/9 8/12	Sale FIFO	STAPLES INC @ 12.4907 1,686.24 BROKERAGE 4.05 TAX &/OR SEC .04 CREDIT SUISSE FIRST BOSTON LLC (ID· 855030-10-2)	(135 000)	12.46	1,682.15	(2,790.70)	(1,108 55) L
8/9 8/12	Sale FIFO	FIFTH THIRD BANCORP @ 10 1519 1,522.79 BROKERAGE 3.00 TAX &/OR SEC .03 MORGAN STANLEY & CO. INCORPORATED (ID: 316773-10-0)	(150.000)	10.132	1,519.76	(2,207.16)	(687.40) S
8/10 8/15	Sale FIFO	WALT DISNEY CO @ 30.8935 2,008.08 BROKERAGE 1.95 TAX &/OR SEC .04 CREDIT SUISSE FIRST BOSTON LLC (ID: 254687-10-6)	(65.000)	30.863	2,006 09	(1,215.50)	790.59 L
8/10 8/15	Sale FIFO	APACHE CORP @ 99.3262 1,489.89 BROKERAGE 0.45 TAX &/OR SEC .03 GOLDMAN SACHS & CO. (ID. 037411-10-5)	(15.000)	99.294	1,489.41	(1,178.50)	310.91 L
8/10 8/15	Sale FIFO	CME GROUP INC CLASS A COMMON STOCK @ 251.1239 3,013 49 BROKERAGE 0.24 TAX &/OR SEC .06 UBS SECURITIES LLC (ID: 12572Q-10-5)	(12.000)	251.099	3,013.19	(3,278.64)	(297.15) L 31.70 S
8/11 8/16	Sale FIFO	ADOBE SYSTEMS INC @ 23.1203 2,196.43 BROKERAGE 2.85 TAX &/OR SEC .04 MORGAN STANLEY & CO. INCORPORATED (ID: 00724F-10-1)	(95.000)	23.09	2,193.54	(3,282.29)	(1,088.75) S
8/12 8/17	Sale FIFO	WALT DISNEY CO @ 33.1537 563.61 BROKERAGE 0.34 TAX &/OR SEC .01 SANFORD C. BERNSTEIN & CO.INC.(SCB (ID· 254687-10-6)	(17.000)	33.133	563.26	(305.83)	257.43 L
8/12 8/17	Sale FIFO	CONSTELLATION ENERGY GROUP INC @ 35 734 285.87 BROKERAGE 0.24 TAX &/OR SEC 01 BAYPOINT TRADING LLC (ID: 210371-10-0)	(8 000)	35.703	285.62	(264.65)	20.97 S
8/12 8/17	Sale FIFO	STATE STREET CORP @ 35.9086 71.82 BROKERAGE 0 06 TAX &/OR SEC .01 MORGAN STANLEY & CO INCORPORATED (ID: 857477-10-3)	(2.000)	35 875	71.75	(79 53)	(7.78) S

Trade Date Settle Date	Type Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
8/12 8/17	Sale FIFO	STATE STREET CORP @ 35.3081 141.23 BROKERAGE 0.08 TAX &/OR SEC .01 MORGAN STANLEY & CO. INCORPORATED (ID: 857477-10-3)	(4 000)	35.285	141.14	(159.07)	(17 93) S
8/12 8/17	Sale FIFO	STATE STREET CORP @ 35.2205 140.88 BROKERAGE 0.12 TAX &/OR SEC .01 CREDIT SUISSE FIRST BOSTON LLC (ID: 857477-10-3)	(4 000)	35.188	140.75	(159.07)	(18 32) S
8/12 8/17	Sale FIFO	STATE STREET CORP @ 35 0305 35.03 BROKERAGE 0.03 TAX &/OR SEC .01 CREDIT SUISSE FIRST BOSTON LLC (ID: 857477-10-3)	(1.000)	34.99	34.99	(39.77)	(4 78) S
8/12 8/17	Sale FIFO	STATE STREET CORP @ 34.8365 174.18 BROKERAGE 0 10 TAX &/OR SEC 01 CITIGROUP GLOBAL MKTS INC (ID: 857477-10-3)	(5 000)	34.814	174.07	(198.83)	(24.76) S
8/15 8/18	Sale FIFO	CONSTELLATION ENERGY GROUP INC @ 36.8579 479.15 BROKERAGE 0.39 TAX &/OR SEC .01 BAYPOINT TRADING LLC (ID: 210371-10-0)	(13.000)	36.827	478.75	(430.05)	48.70 S
8/15 8/18	Sale FIFO	STATE STREET CORP @ 34 9082 1,535.96 BROKERAGE 1 32 TAX &/OR SEC .03 CITIGROUP GLOBAL MKTS INC (ID. 857477-10-3)	(44.000)	34.878	1,534 61	(1,847 87)	(313.26) S
8/16 8/19	Sale FIFO	BB & T CORP @ 20 9331 732.66 BROKERAGE 0.70 TAX &/OR SEC .02 MERRILL LYNCH PIERCE FENNER & SMIT (ID· 054937-10-7)	(35.000)	20.913	731.94	(663 61)	68 33 L
8/16 8/19	Sale FIFO	BB & T CORP @ 20 7726 830.90 BROKERAGE 1 20 TAX &/OR SEC .02 MERRILL LYNCH PIERCE FENNER & SMIT (ID: 054937-10-7)	(40.000)	20 742	829.69	(836.62)	(6 93) L
8/16 8/19	Sale FIFO	APACHE CORP @ 104 0713 1,977.35 BROKERAGE 0.38 TAX &/OR SEC .04 UBS SECURITIES LLC (ID: 037411-10-5)	(19.000)	104.049	1,976 93	(1,902.12)	69.24 L 5 57 S

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Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
8/16 8/19	Sale FIFO	WALT DISNEY CO @ 33.3774 2,269.66 BROKERAGE 2.04 TAX &/OR SEC .04 MORGAN STANLEY & CO. INCORPORATED (ID: 254687-10-6)	(68.000)	33 347	2,267.58	(1,210 39)	1,057.19 L
8/16 8/19	Sale FIFO	CONSTELLATION ENERGY GROUP INC @ 36.9508 369.51 BROKERAGE 0.30 TAX &/OR SEC .01 BAYPOINT TRADING LLC (ID: 210371-10-0)	(10.000)	36.92	369.20	(330 80)	38.40 S
8/17 8/22	Sale FIFO	CONSTELLATION ENERGY GROUP INC @ 37.4857 374.86 BROKERAGE 0.30 TAX &/OR SEC .01 BAYPOINT TRADING LLC (ID: 210371-10-0)	(10.000)	37.455	374.55	(330.81)	43.74 S
8/18 8/23	Sale FIFO	CONSTELLATION ENERGY GROUP INC @ 36.433 145 73 BROKERAGE 0 12 TAX &/OR SEC .01 BAYPOINT TRADING LLC (ID: 210371-10-0)	(4.000)	36.40	145.60	(132.32)	13.28 S
8/18 8/23	Sale FIFO	FLUOR CORP @ 56.3395 563.39 BROKERAGE 0.20 TAX &/OR SEC .02 CITATION GROUP/BCC CLRG (ID: 343412-10-2)	(10.000)	56.317	563 17	(705.40)	(142.23) S
8/18 8/23	Sale FIFO	LAM RESEARCH CORP @ 36.5635 365.64 BROKERAGE 0.30 TAX &/OR SEC .01 CREDIT SUISSE FIRST BOSTON LLC (ID: 512807-10-8)	(10.000)	36.533	365.33	(525.50)	(160.17) S
8/18 8/23	Sale FIFO	3M CO @ 77.6378 388.19 BROKERAGE 0.10 TAX &/OR SEC .01 CITATION GROUP/BCC CLRG (ID: 88579Y-10-1)	(5.000)	77.616	388.08	(431.81)	(43 73) S
8/19 8/24	Sale FIFO	HOLLYFRONTIER CORPORATION @ 67.3322 807.99 BROKERAGE 0.24 TAX &/OR SEC .02 UBS SECURITIES LLC (ID: 436106-10-8)	(12 000)	67.311	807.73	(858.92)	(51.19) S
8/25 8/30	Sale FIFO	LAM RESEARCH CORP @ 36.5998 1,427.39 BROKERAGE 1.17 TAX &/OR SEC .03 CITATION GROUP/BCC CLRG (ID: 512807-10-8)	(39.000)	36.569	1,426.19	(2,010.20)	(584 01) S
Total Settled Sales/Maturities/Redemptions					**$196,847.47**	**($177,914.26)**	**$12,814.32 L** **$6,118.89 S**

TRADE ACTIVITY

Note: L indicates Long Term Realized Gain/Loss S indicates Short Term Realized Gain/Loss

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
9/9 9/14	Sale FIFO	PEPSICO INC @ 59.9967 1,499.92 BROKERAGE 0 75 TAX &/OR SEC .03 BMO NESBITT BURNS CORP (ID: 713448-10-8)	(25.000)	59 966	1,499 14	(1,350.50)	148 64 L
9/16 9/16	LT Capital Gain Distribution	MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 09/15/11 LONG TERM CAPITAL GAINS @ 0 019 PER SHARE AS OF 09/15/11 (ID: 563821-54-5)	17,942.923	0 019	333 74		
9/16 9/21	Sale FIFO	BECTON DICKINSON & CO @ 77.3679 1,934 20 BROKERAGE 0.75 TAX &/OR SEC .04 CITATION GROUP/BCC CLRG (ID: 075887-10-9)	(25 000)	77.336	1,933 41	(2,099 50)	(166 09) S
9/16 9/21	Sale FIFO	3M CO @ 80.3935 3,617.71 BROKERAGE 0.90 TAX &/OR SEC .08 GARDNER RICH & COMPANY (ID: 88579Y-10-1)	(45 000)	80 372	3,616 73	(4,003 57)	(386.84) S
9/19 9/22	Sale FIFO	PEPSICO INC @ 60.6182 3,637.09 BROKERAGE 1.80 TAX &/OR SEC .08 CREDIT SUISSE FIRST BOSTON LLC (ID: 713448-10-8)	(60 000)	60.587	3,635.21	(3,618.43)	245 81 L (229 03) S
9/20 9/23	Sale FIFO	CAMERON INTERNATIONAL CORPORATION @ 51.7997 777.00 BROKERAGE 0.45 TAX &/OR SEC .02 CITATION GROUP/BCC CLRG (ID: 13342B-10-5)	(15.000)	51 769	776 53	(876.13)	(99 60) S
9/20 9/23	Sale FIFO	BROADCOM CORP CL A @ 36.3186 726 37 BROKERAGE 0.60 TAX &/OR SEC .02 CREDIT SUISSE FIRST BOSTON LLC (ID: 111320-10-7)	(20 000)	36 288	725 75	(795.79)	(70.04) S
9/20 9/23	Sale FIFO	FREEPORT-MCMORAN COPPER & GOLD INC CL B @ 39.6032 792.07 BROKERAGE 0.40 TAX &/OR SEC 02 CREDIT SUISSE FIRST BOSTON LLC (ID: 35671D-85-7)	(20 000)	39 583	791.65	(336.34)	455.31 L

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Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
9/20 9/23	Sale FIFO	XILINX CORP @ 30.4001 608.00 BROKERAGE 0.60 TAX &/OR SEC 02 CREDIT SUISSE FIRST BOSTON LLC (ID: 983919-10-1)	(20.000)	30 369	607.38	(566.05)	41 33 S
9/21 9/26	Sale FIFO	CITIGROUP INC NEW @ 27.4589 1,372.95 BROKERAGE 1.00 TAX &/OR SEC .03 GARDNER RICH & COMPANY (ID: 172967-42-4)	(50.000)	27.438	1,371.92	(2,038.83)	(666 91) L
9/22 9/27	Sale FIFO	CITIGROUP INC NEW @ 23.9459 598.65 BROKERAGE 0 50 TAX &/OR SEC .02 GOLDMAN SACHS EXECUTION & CLEARING (ID· 172967-42-4)	(25 000)	23.925	598.13	(1,125.42)	(527 29) L
9/22 9/27	Sale FIFO	GOLDMAN SACHS GROUP INC @ 92.5421 462 71 BROKERAGE 0.15 TAX &/OR SEC .01 CITATION GROUP/BCC CLRG (ID: 38141G-10-4)	(5.000)	92 51	462.55	(583 23)	(120.68) L
9/22 9/27	Sale FIFO	CARNIVAL CORPORATION @ 31.2124 936.37 BROKERAGE 0 90 TAX &/OR SEC .02 MORGAN STANLEY & CO. INCORPORATED (ID: 143658-30-0)	(30.000)	31.182	935.45	(1,040 69)	(105.24) L
9/22 9/27	Sale FIFO	FLUOR CORP @ 48 9673 1,713.86 BROKERAGE 1 05 TAX &/OR SEC .04 BARCLAYS CAPITAL LE (ID: 343412-10-2)	(35 000)	48 936	1,712.77	(2,508.54)	(795 77) S
9/29 9/29	Litigation Proc	BANK OF AMERICA CORP REPRESENTS PRO RATA SHARE OF THE NET SETTLEMENT FROM THE BANK OF AMERICA CORP CLASS ACTION DUE V35932009 HILARY BOONE FOUNDATION INC NP PCIAA FUTURE DISBURSEMENTS MAY OCCUR, PENDING NOTICE FROM PAYING AGENT (ID: 060505-10-4)			19 40		19.40 L
Total Settled Sales/Maturities/Redemptions					**$19,019.76**	**($20,943.02)**	**($550.96) L** **($1,706.04) S**

TRADE ACTIVITY

Note. L indicates Long Term Realized Gain/Loss   S indicates Short Term Realized Gain/Loss
* Settled transaction was initiated in prior statement period and settled in current statement period

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
9/28 10/3	Sale FIFO	FREEPORT-MCMORAN COPPER & GOLD INC CL B @ 32.8566 492.85 BROKERAGE 0.30 TAX &/OR SEC .01 CITIGROUP GLOBAL MKTS INC (ID: 35671D-85-7)	(15.000)	32 836	492.54	(412 43)	80 11 L*
9/28 10/3	Sale FIFO	E I DU PONT DE NEMOURS & CO @ 41.756 835.12 BROKERAGE 0.40 TAX &/OR SEC .02 CREDIT SUISSE FIRST BOSTON LLC (ID. 263534-10-9)	(20.000)	41 735	834.70	(811.46)	23 24 L*
9/28 10/3	Sale FIFO	CVS CAREMARK CORPORATION @ 34.3893 1,031.68 BROKERAGE 0 90 TAX &/OR SEC 02 FIRST UNION CAPITAL MARKETS (ID: 126650-10-0)	(30.000)	34.359	1,030.76	(1,039 59)	(8 83) L*
9/29 10/4	Sale FIFO	FREEPORT-MCMORAN COPPER & GOLD INC CL B @ 31.6823 792.06 BROKERAGE 0 50 TAX &/OR SEC .02 SANFORD C. BERNSTEIN & CO.INC.(SCB (ID: 35671D-85-7)	(25 000)	31 662	791 54	(719.73)	71 81 L*
9/29 10/4	Sale FIFO	E I DU PONT DE NEMOURS & CO @ 41.317 1,032.93 BROKERAGE 0.75 TAX &/OR SEC 02 BMO NESBITT BURNS CORP (ID 263534-10-9)	(25 000)	41 286	1,032 16	(1,014.33)	17.83 L*
9/29 10/4	Sale FIFO	HOLLYFRONTIER CORPORATION @ 24 9492 898.17 BROKERAGE 1.08 TAX &/OR SEC .02 BMO NESBITT BURNS CORP (ID: 436106-10-8)	(36 000)	24 919	897 07	(1,289 87)	(392 80) S*
9/29 10/4	Sale FIFO	BAIDU INC SPONS ADR @ 109 5273 876.22 BROKERAGE 0.24 TAX &/OR SEC .02 CSI US INSTITUTIONAL DESK (ID. 056752-10-8)	(8 000)	109 495	875 96	(737.47)	138 49 L*
9/29 10/4	Sale FIFO	SPRINT NEXTEL CORP @ 3.1554 552.20 BROKERAGE 1 75 TAX &/OR SEC .02 GARDNER RICH & COMPANY (ID. 852061-10-0)	(175.000)	3.145	550 43	(708.68)	(158 25) L*

Trade Date Settle Date	Type Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
9/30 10/5	Sale FIFO	COACH INC @ 51.579 1,547.37 BROKERAGE 0 90 TAX &/OR SEC .03 MORGAN STANLEY & CO. INCORPORATED (ID: 189754-10-4)	(30.000)	51 548	1,546.44	(1,001.32)	545.12 L*
10/5 10/11	Sale FIFO	MASTERCARD INC - CLASS A @ 307.0364 614 07 BROKERAGE 0 04 TAX &/OR SEC .02 MORGAN STANLEY & CO. INCORPORATED (ID· 57636Q-10-4)	(2 000)	307.005	614 01	(365.62)	248 39 L
10/5 10/11	Sale FIFO	COACH INC @ 52.5671 1,839.85 BROKERAGE 1.05 TAX &/OR SEC .04 PIPER JAFFRAY & CO. (ID: 189754-10-4)	(35 000)	52.536	1,838.76	(1,438.85)	399.91 L
10/6 10/12	Sale FIFO	CONOCOPHILLIPS @ 63.6272 2,226.95 BROKERAGE 1.05 TAX &/OR SEC .05 MORGAN STANLEY & CO. INCORPORATED (ID: 20825C-10-4)	(35.000)	63 596	2,225.85	(1,641.05)	584 80 L
10/11 10/12	Sale FIFO	ARTIO INTERNATIONAL EQUITY II - I (ID: 04315J-83-7)	(5,507 457)	10 03	55,239 79	(41,801.60)	13,438 19 L
10/11 10/14	Sale FIFO	SPDR S&P 500 ETF TRUST @ 119.5708 38,980 08 BROKERAGE 6.52 TAX &/OR SEC .75 J.P. MORGAN SECURITIES LLC (ID: 78462F-10-3)	(326.000)	119.548	38,972 81	(35,610.80)	3,362 01 L
10/14 10/19	Sale FIFO	EOG RESOURCES INC @ 82.6722 909.39 BROKERAGE 0.33 TAX &/OR SEC .02 BAYPOINT TRADING LLC (ID: 26875P-10-1)	(11.000)	82.64	909 04	(1,122.04)	(213 00) L
10/14 10/20	Sale FIFO	NEXTERA ENERGY INC @ 54.7353 1,915.74 BROKERAGE 1.05 TAX &/OR SEC .04 BAYPOINT TRADING LLC (ID: 65339F-10-1)	(35 000)	54.704	1,914 65	(1,777.38)	137 27 L
10/17 10/20	Sale FIFO	MORGAN STANLEY @ 15.1795 1,517.95 BROKERAGE 3.00 TAX &/OR SEC .03 GOLDMAN SACHS & CO. (ID: 617446-44-8)	(100.000)	15.149	1,514.92	(2,172.28)	(713.50) L 56.14 S
10/17 10/20	Sale FIFO	MORGAN STANLEY @ 15 135 378 38 BROKERAGE 0 75 TAX &/OR SEC .01 GOLDMAN SACHS & CO. (ID. 617446-44-8)	(25 000)	15 105	377 62	(322.58)	55.04 S

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
10/20 10/21	Sale FIFO	DELAWARE EMERGING MARKETS FUND (ID: 245914-81-7)	(1,292.156)	12.87	16,630.05	(20,764.95)	(4,134 90) S
10/20 10/21	Sale FIFO	DREYFUS/LAUREL FDS TR PRM EMRGN MK I (ID: 261980-49-4)	(2,353 555)	13 76	32,384.91	(34,173 62)	(1,788.71) S
10/20 10/21	Sale FIFO	MANNING & NAPIER FUND INC EQUITY SERIES (ID: 563821-60-2)	(4,286 424)	17.77	76,169 75	(86,414.31)	(10,244 56) S
10/20 10/21	Sale FIFO	MATTHEWS PACIFIC TIGER INSTL FUND (ID: 577130-83-4)	(816 102)	20.77	16,950.44	(12,717 18)	4,233 26 L
10/20 10/25	Sale FIFO	VANGUARD MSCI EMERGING MARKETS ETF @ 38.37 22,868.52 BROKERAGE 11.92 TAX &/OR SEC .44 SANFORD C BERNSTEIN & CO.INC (SCB (ID: 922042-85-8)	(596 000)	38 349	22,856.16	(26,021.19)	(3,165.03) L
10/20 10/25	Sale FIFO	SPRINT NEXTEL CORP @ 2 7327 819.81 BROKERAGE 3.00 TAX &/OR SEC .02 UBS SECURITIES LLC (ID: 852061-10-0)	(300.000)	2 723	816.79	(1,281 30)	(464 51) L
10/21 10/26	Sale FIFO	SPRINT NEXTEL CORP @ 2 7597 275.97 BROKERAGE 1.00 TAX &/OR SEC .01 UBS SECURITIES LLC (ID. 852061-10-0)	(100 000)	2.75	274 96	(455 88)	(180 92) L
10/24 10/27	Sale FIFO	ISHARES RUSSELL 1000 GROWTH INDEX FUND @ 58.42 20,739 10 BROKERAGE 7 10 TAX &/OR SEC 40 J P. MORGAN SECURITIES LLC (ID: 464287-61-4)	(355 000)	58.399	20,731.60	(19,869.35)	862.25 L
10/25 10/28	Sale FIFO	VERIFONE SYSTEMS, INC. @ 40 0495 1,201.49 BROKERAGE 0 90 TAX &/OR SEC .03 UBS SECURITIES LLC (ID: 92342Y-10-9)	(30.000)	40 019	1,200.56	(1,571.93)	(371 37) S
Total Settled Sales/Maturities/Redemptions					**$299,674.27**	**($297,256.79)**	**$19,238.64 L** **($16,821.16) S**

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TRADE ACTIVITY

Note L indicates Long Term Realized Gain/Loss S indicates Short Term Realized Gain/Loss
* Settled transaction was initiated in prior statement period and settled in current statement period

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
10/28 11/2	Sale FIFO	VERIZON COMMUNICATIONS INC @ 37.5405 1,501 62 BROKERAGE 1.20 TAX &/OR SEC .03 CREDIT SUISSE FIRST BOSTON LLC (ID: 92343V-10-4)	(40.000)	37.51	1,500 39	(1,405 45)	94.94 L*
10/28 11/2	Sale FIFO	PUBLIC SERVICE ENTERPRISE GROUP @ 34.0113 1,734.58 BROKERAGE 1.53 TAX &/OR SEC .04 BARCLAYS CAPITAL LE (ID: 744573-10-6)	(51.000)	33.981	1,733.01	(1,632 31)	100 70 S*
10/31 11/3	Sale FIFO	CVS CAREMARK CORPORATION @ 36.43 1,821.50 BROKERAGE 1.00 TAX &/OR SEC .04 GOLDMAN SACHS EXECUTION & CLEARING (ID: 126650-10-0)	(50.000)	36 409	1,820.46	(1,333 42)	487.04 L*
11/1 11/4	Sale FIFO	NOVELLUS SYSTEMS INC @ 33.5974 1,175.91 BROKERAGE 0 70 TAX &/OR SEC .03 UBS SECURITIES LLC (ID. 670008-10-1)	(35.000)	33 577	1,175.18	(1,193 08)	(17 90) S
11/1 11/4	Sale FIFO	BROADCOM CORP CL A @ 34.6731 1,213.56 BROKERAGE 1.05 TAX &/OR SEC .03 CITATION GROUP/BCC CLRG (ID: 111320-10-7)	(35 000)	34 642	1,212 48	(1,327 12)	(114 64) S
11/2 11/7	Sale FIFO	MONSANTO CO @ 71 4023 1,071 03 BROKERAGE 0.45 TAX &/OR SEC .03 UBS SECURITIES LLC (ID: 61166W-10-1)	(15 000)	71 37	1,070 55	(1,112 65)	(42 10) S
11/3 11/8	Sale FIFO	DENDREON CORP @ 6.8256 443.66 BROKERAGE 1.95 TAX &/OR SEC 01 COLLINS STEWART LLC (ID: 24823Q-10-7)	(65 000)	6 795	441.70	(2,288.33)	(1,846 63) S
11/8 11/14	Sale FIFO	E I DU PONT DE NEMOURS & CO @ 49.0837 981.67 BROKERAGE 0.60 TAX &/OR SEC .02 CITIGROUP GLOBAL MKTS INC (ID· 263534-10-9)	(20 000)	49.053	981 05	(774 23)	206 82 L

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Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
11/8 11/14	Sale FIFO	NORFOLK SOUTHERN CORP @ 73.3597 2,567.59 BROKERAGE 1.05 TAX &/OR SEC .05 CITIGROUP GLOBAL MKTS INC (ID: 655844-10-8)	(35 000)	73.328	2,566 49	(1,852.70)	713.79 L
11/9 11/15	Sale FIFO	COLGATE PALMOLIVE CO @ 87.804 1,404.86 BROKERAGE 0.32 TAX &/OR SEC .03 GOLDMAN SACHS EXECUTION & CLEARING (ID: 194162-10-3)	(16.000)	87.782	1,404 51	(1,260.65)	143.86 L
11/28 11/29	Sale FIFO	MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND (ID: 563821-54-5)	(8,042 711)	7.09	57,022 82	(72,437 29)	(15,414.47) S
11/28 11/29	Sale FIFO	JOHN HANCOCK II-EMG MKTS-I (ID: 47804B-19-5)	(2,668 569)	9.10	24,283.98	(30,715.23)	(6,431.25) S
Total Settled Sales/Maturities/Redemptions					**$95,212.62**	**($117,332.46)**	**$1,646.45 L** **($23,766.29) S**

TRADE ACTIVITY

Note: L indicates Long Term Realized Gain/Loss S indicates Short Term Realized Gain/Loss
* Settled transaction was initiated in prior statement period and settled in current statement period

Trade Date / Settle Date	Type / Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
11/28 12/1	Sale FIFO	KELLOGG CO @ 48 55 1,456.50 BROKERAGE 0.90 TAX &/OR SEC .03 BMO NESBITT BURNS CORP (ID 487836-10-8)	(30.000)	48.519	1,455 57	(1,464.29)	(8.72) L*
11/28 12/1	Sale FIFO	SPDR S&P 500 ETF TRUST @ 119 53 60,123.59 BROKERAGE 10.06 TAX &/OR SEC 1.16 J.P. MORGAN SECURITIES LLC (ID: 78462F-10-3)	(503.000)	119 508	60,112.37	(56,478 43)	4,853.20 L* (1,219.26) S
12/5 12/8	Sale FIFO	AMERICAN EXPRESS CO @ 48.9516 2,447.58 BROKERAGE 1.00 TAX &/OR SEC .05 GOLDMAN SACHS EXECUTION & CLEARING (ID: 025816-10-9)	(50.000)	48.931	2,446.53	(2,113 88)	332.65 L
12/5 12/8	Sale FIFO	TE CONNECTIVITY LTD @ 32.1136 1,445.11 BROKERAGE 1.35 TAX &/OR SEC .03 GOLDMAN SACHS & CO. (ID: H84989-10-4)	(45.000)	32.083	1,443 73	(1,549 35)	(105.62) S
12/9 12/9	LT Capital Gain Distribution	MATTHEWS PACIFIC TIGER INSTL FUND 12/08/11 LONG TERM CAPITAL GAINS @ 0.331 PER SHARE AS OF 12/08/11 (ID: 577130-83-4)	5,303 853	0.331	1,753 72		
12/9 12/14	Sale FIFO	SPECTRA ENERGY CORPORATION W/I @ 29 4811 2,948.11 BROKERAGE 3.00 TAX &/OR SEC .06 BARCLAYS CAPITAL LE (ID: 847560-10-9)	(100 000)	29.451	2,945.05	(2,493.99)	451.06 S
12/9 12/14	Sale FIFO	SEMPRA ENERGY @ 52.618 1,841.63 BROKERAGE 0.70 TAX &/OR SEC .04 CREDIT SUISSE FIRST BOSTON LLC (ID: 816851-10-9)	(35 000)	52.597	1,840.89	(1,833.44)	7 45 S
12/16 12/16	LT Capital Gain Distribution	JPM INTL CURRENCY INCOME FD LONG TERM CAPITAL GAINS @ 0.00022 (ID. 4812A3-29-6)	8,533.621		1.88		
12/16 12/16	LT Capital Gain Distribution	JPM STR INC OPP FD LONG TERM CAPITAL GAINS @ 0.01338 (ID: 4812A4-35-1)	5,460 736	0 013	73.06		

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Trade Date Settle Date	Type Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
12/16 12/16	LT Capital Gain Distribution	JPM HIGH YIELD FD - SEL LONG TERM CAPITAL GAINS @ 0.09686 (ID: 4812C0-80-3)	14,307.575	0.097	1,385.83		
12/16 12/16	LT Capital Gain Distribution	JPM SHORT DURATION BOND FD - SEL LONG TERM CAPITAL GAINS @ 0.01414 (ID: 4812C1-33-0)	9,089.567	0.014	128.53		
12/16 12/16	LT Capital Gain Distribution	MANNING & NAPIER FUND INC WORLD OPPORTUNITIES SERIES FUND 12/15/11 LONG TERM CAPITAL GAINS @ 0.288 PER SHARE AS OF 12/15/11 (ID: 563821-54-5)	9,900.212	0.288	2,852.25		
12/16 12/16	LT Capital Gain Distribution	MANNING & NAPIER FUND INC EQUITY SERIES 12/15/11 LONG TERM CAPITAL GAINS @ 0.650 PER SHARE AS OF 12/15/11 (ID: 563821-60-2)	2,035 360	0 65	1,322.98		
12/16 12/16	LT Capital Gain Distribution	JPM MARKET EXPANSION INDEX FD - SEL LONG TERM CAPITAL GAINS @ 0 78151 (ID: 4812C1-63-7)	4,602.000	0.782	3,596.51		
12/16 12/16	LT Capital Gain Distribution	JPM MID CAP GROWTH - SEL LONG TERM CAPITAL GAINS @ 2 01023 (ID: 4812C1-71-0)	3,538.772	2 01	7,113.75		
12/16 12/16	LT Capital Gain Distribution	HIGHBRIDGE DYNAMIC COMM STRG FD -SEL LONG TERM CAPITAL GAINS @ 0 06183 (ID: 48121A-67-0)	3,248 308	0 062	200.84		
12/19 12/19	LT Capital Gain Distribution	ARTISAN INTL VALUE FUND - INV 12/15/11 LONG TERM CAPITAL GAINS @ 0.068 PER SHARE AS OF 12/15/11 (ID: 04314H-88-1)	3,511.634	0.068	239 14		
12/15 12/20	Sale FIFO	NOVELLUS SYSTEMS INC @ 41.2028 1,442 10 BROKERAGE 1.05 TAX &/OR SEC .03 UBS SECURITIES LLC (ID: 670008-10-1)	(35 000)	41.172	1,441.02	(1,019 78)	421.24 S
12/20 12/20	LT Capital Gain Distribution	T ROWE PRICE INTERNATIONAL FUNDS INC NEW ASIA FUND 12/19/11 LONG TERM CAPITAL GAINS @ 2.730 PER SHARE AS OF 12/19/11 (ID: 77956H-50-0)	870 000	2.73	2,375.10		
12/23 12/23	LT Capital Gain Distribution	DELAWARE EMERGING MARKETS FUND 12/22/11 LONG TERM CAPITAL GAINS @ 0.114 PER SHARE AS OF 12/22/11 (ID: 245914-81-7)	2,722.405	0 114	310.35		

Trade Date Settle Date	Type Selection Method	Description	Quantity	Per Unit Amount	Proceeds	Tax Cost	Realized Gain/Loss
Settled Sales/Maturities/Redemptions							
12/23 12/23	LT Capital Gain Distribution	DREYFUS/LAUREL FDS TR PRM EMRGN MK I 12/21/11 LONG TERM CAPITAL GAINS @ 0 065 PER SHARE AS OF 12/21/11 (ID. 261980-49-4)	2,116.983	0.065	137.60		
12/21 12/27	Sale FIFO	ST JUDE MEDICAL INC @ 33.5168 1,508.26 BROKERAGE 0 90 TAX &/OR SEC .04 BLOOMBERG TRADEBOOK LLC (ID: 790849-10-3)	(45 000)	33 496	1,507.32	(2,228.52)	(721 20) S
12/30 12/30	LT Capital Gain Distribution	ASTON OPTIMUM MID CAP FUND I 12/29/11 LONG TERM CAPITAL GAINS @ 0.207 PER SHARE AS OF 12/29/11 (ID: 00078H-15-8)	1,062.005	0.207	219.94		
Total Settled Sales/Maturities/Redemptions					**$94,903.96**	**($69,181.68)**	**$5,177.13 L** **($1,166.33) S**

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Form **8868** (Rev. January 2012) Department of the Treasury Internal Revenue Service

Application for Extension of Time To File an Exempt Organization Return

▶ File a separate application for each return.

OMB No 1545-1709

- 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

Type or print	Name of exempt organization or other filer, see instructions. HILARY BOONE FOUNDATION, INC.	Employer identification number (EIN) or [X] 61-1249175
File by the due date for filing your return See instructions	Number, street, and room or suite no. If a P.O. box, see instructions. 1725 WALNUT HILL ROAD	Social security number (SSN) [ ]
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. LEXINGTON, KY 40515	

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	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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 ▶ ANNA STEELE OLIVER 1725 WALNUT HILL ROAD - LEXINGTON, KY 40515

Telephone No. ▶ 859-272-0636 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 AUGUST 15, 2012 , to file the exempt organization return for the organization named above. The extension is for the organization's return for:

▶ [X] calendar year 2011 or

▶ [ ] tax year beginning ____________ , and ending ____________ .

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	$ 600.
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	$ 600.
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	$ 0.

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.

• 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).

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: HILARY BOONE FOUNDATION, INC.

Employer identification number (EIN) or [X] 61-1249175

Number, street, and room or suite no. If a P.O. box, see instructions: 1725 WALNUT HILL ROAD

Social security number (SSN) [ ]

City, town or post office, state, and ZIP code. For a foreign address, see instructions: LEXINGTON, KY 40515

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	01		
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	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 ▶ ANNA STEELE OLIVER 1725 WALNUT HILL ROAD - LEXINGTON, KY 40515

Telephone No. ▶ 859-272-0636 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 NOVEMBER 15, 2012.

5 For calendar year 2011 , or other tax year beginning ______ , and ending ______ .

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 IS NEEDED TO GATHER INFORMATION NECESSARY TO PREPARE 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	$ 600.
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	$ 600.
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	$ 0.

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 ▶ Aimee Carter Title ▶ CPA Date ▶ 8/14/12

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