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Form **990-PF**Department of the Treasury
Internal Revenue Service**Return of Private Foundation**
or Section 4947(a)(1) Nonexempt Charitable Trust

Treated as a Private Foundation

OMB No 1545-0052

2011

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

For calendar year 2011 or tax year beginning

07/01, 2011, and ending

06/30, 2012

Name of foundation THE OFFIELD FAMILY FOUNDATION		A Employer identification number 36-6066240
Number and street (or P O box number if mail is not delivered to street address)	Room/suite	B Telephone number (see instructions) (312) 444-3854
400 NORTH MICHIGAN AVENUE	407	
City or town, state, and ZIP code CHICAGO, IL 60611		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 ☐ 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 ☒ Section 501(c)(3) exempt private foundation ☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation	I Fair market value of all assets at end of year (from Part II, col (c), line 16) \$ 82,199,450.	E If private foundation status was terminated under section 507(b)(1)(A), check here ☐ F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
J Accounting method ☒ Cash ☐ Accrual ☐ Other (specify) _____ (Part I, column (d) must be on cash basis)		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1	Contributions, gifts, grants, etc., received (attach schedule)	1,547,808.			
2	Check ☐ if the foundation is not required to attach Sch B				
3	Interest on savings and temporary cash investments	734.	734.		
4	Dividends and interest from securities	2,119,770.	2,119,770.		
5a	Gross rents				
b	Net rental income or (loss)				
6a	Net gain or (loss) from sale of assets not on line 10	1,991,640.			
b	Gross sales price for all assets on line 6a	40,364,841.			
7	Capital gain net income (from Part IV, line 2)		1,991,640.		
8	Net short-term capital gain				
9	Income modifications				
10a	Gross sales less returns and allowances				
b	Less Cost of goods sold				
c	Gross profit or (loss) (attach schedule)				
11	Other income (attach schedule)	5,079.	5,079.		ATCH 1
12	Total. Add lines 1 through 11	5,665,031.	4,117,223.		
13	Compensation of officers, directors, trustees, etc.	18,000.			18,000.
14	Other employee salaries and wages				
15	Pension plans, employee benefits				
16a	Legal fees (attach schedule) ATCH 2	36,489.			36,489.
b	Accounting fees (attach schedule) ATCH 3	90,000.			90,000.
c	Other professional fees (attach schedule) *	361,567.	361,567.		
17	Interest				
18	Taxes (attach schedule) (see instructions) *	66,446.	46,446.		
19	Depreciation (attach schedule) and depletion	6,726.			
20	Occupancy	28,356.			28,356.
21	Travel, conferences, and meetings	2,057.			2,057.
22	Printing and publications				
23	Other expenses (attach schedule) ATCH 6	47,644.			47,644.
24	Total operating and administrative expenses. Add lines 13 through 23	657,285.	408,013.		222,546.
25	Contributions, gifts, grants paid	5,887,500.			5,727,500.
26	Total expenses and disbursements. Add lines 24 and 25	6,544,785.	408,013.	0	5,950,046.
27	Subtract line 26 from line 12				
a	Excess of revenue over expenses and disbursements	-879,754.			
b	Net investment income (if negative, enter -0-)		3,709,210.		
c	Adjusted net income (if negative, enter -0-)				

For Paperwork Reduction Act Notice, see instructions.

*ATCH 4 JSA ** ATCH 5

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SCANNED MAY 21 2013

Operating and Administrative Expenses

Revenue

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MAY 20 2013

OFFICE OF THE COMPTROLLER OF THE CURRENCY

WASHINGTON, D.C.

ATCH 2

ATCH 3

ATCH 6

12

Part II Balance Sheets

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

		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1 Cash - non-interest-bearing			
	2 Savings and temporary cash investments	5,224,088.	5,521,821.	5,521,821.
	3 Accounts receivable ▶ 552,265.			
	Less allowance for doubtful accounts ▶	51.	552,265.	552,265.
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)			
	7 Other notes and loans receivable (attach schedule) ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10 a Investments - U S and state government obligations (attach schedule)	5,695,990.	5,182,590.	5,249,946.
	b Investments - corporate stock (attach schedule)	36,623,181.	37,346,831.	44,744,881.
	c Investments - corporate bonds (attach schedule)	6,351,789.	7,620,474.	7,746,699.
	11 Investments - land, buildings, and equipment basis			
Less accumulated depreciation (attach schedule) ▶				
12 Investments - mortgage loans				
13 Investments - other (attach schedule)	19,895,180.	17,303,323.	18,145,533.	
14 Land, buildings, and equipment basis	262,310.			
Less accumulated depreciation (attach schedule) ▶	26,904.	235,406.	ATCH 7 235,406.	
15 Other assets (describe ▶ ATCH 8)	700.	2,899.	2,899.	
16 Total assets (to be completed by all filers - see the instructions Also, see page 1, item I)	74,033,111.	73,765,609.	82,199,450.	
Liabilities	17 Accounts payable and accrued expenses	735,350.	1,347,602.	
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable (attach schedule)			
	22 Other liabilities (describe ▶)			
	23 Total liabilities (add lines 17 through 22)	735,350.	1,347,602.	
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	73,297,761.	72,418,007.	
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☐			
	27 Capital stock, trust principal, or current funds			
	28 Paid-in or capital surplus, or land, bldg, and equipment fund			
	29 Retained earnings, accumulated income, endowment, or other funds			
	30 Total net assets or fund balances (see instructions)	73,297,761.	72,418,007.	
	31 Total liabilities and net assets/fund balances (see instructions)	74,033,111.	73,765,609.	

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	73,297,761.
2 Enter amount from Part I, line 27a	2	-879,754.
3 Other increases not included in line 2 (itemize) ▶	3	
4 Add lines 1, 2, and 3	4	72,418,007.
5 Decreases not included in line 2 (itemize) ▶	5	
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	72,418,007.

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Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P-Purchase D-Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE PART IV SCHEDULE					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e					
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69					
(i) 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					
2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }			2	1,991,640.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8			3	-655,623.	

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	6,565,330.	86,108,558.	0.076245
2009	7,034,235.	78,180,453.	0.089974
2008	5,916,503.	78,002,982.	0.075850
2007	7,033,406.	110,178,797.	0.063836
2006	6,920,309.	108,223,611.	0.063945
2 Total of line 1, column (d)			2 0.369850
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.073970
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5			4 81,930,494.
5 Multiply line 4 by line 3			5 6,060,399.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 37,092.
7 Add lines 5 and 6			7 6,097,491.
8 Enter qualifying distributions from Part XII, line 4 If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate See the Part VI instructions			8 5,950,046.

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

1a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1			
Date of ruling or determination letter _____ (attach copy of letter if necessary - see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	74,184.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	
3 Add lines 1 and 2		3	74,184.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4	0
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	74,184.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	84,470.	
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	84,470.	
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	10,286.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax ☐ 10,286. 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?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)?		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?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year		
(1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS?		X
If "Yes," attach a detailed description of the activities		
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year?		X
If "Yes," attach the statement required by General Instruction T		
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either		
• By language in the governing instrument, or		
• By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ IL, _____		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses		X

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Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address N/A				
14	The books are in care of BRUCE E. HUEY Telephone no (708) 799-6800			
Located at 1313 W. 175TH STREET, HOMEWOOD, IL ZIP + 4 60430				
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			
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? See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country 16	Yes	No	

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☐ Yes ☒ No		
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No		
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☐ Yes ☒ No		
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No		
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No		
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days). ☐ Yes ☒ No		
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? ☐ 1b		X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 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 2a		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions) 2b		
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here 2c		
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) 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

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

5a During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☒ Yes ☐ No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ No

5b

X

Organizations relying on a current notice regarding disaster assistance check here ☐c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☒ Yes ☐ No

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

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

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

7b

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? ☐ Yes ☒ No**Part VIII** Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation (see instructions).

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
ATTACHMENT 9		18,000.	0	0

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

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

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

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
ATTACHMENT 10		400,679.
Total number of others receiving over \$50,000 for professional services ▶		

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments (see instructions)

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	
Total. Add lines 1 through 3 ▶	

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes		
a	Average monthly fair market value of securities	1a	76,197,089.
b	Average of monthly cash balances	1b	6,981,078.
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	83,178,167.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	83,178,167.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	1,247,673.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	81,930,494.
6	Minimum investment return. Enter 5% of line 5	6	4,096,525.

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

1	Minimum investment return from Part X, line 6	1	4,096,525.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	74,184.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	74,184.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	4,022,341.
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	4,022,341.
6	Deduction from distributable amount (see instructions)	6	
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	4,022,341.

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	5,950,046.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	5,950,046.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	5,950,046.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
1 Distributable amount for 2011 from Part XI, line 7				4,022,341.
2 Undistributed income, if any, as of the end of 2011				
a Enter amount for 2010 only				
b Total for prior years 20 09, 20 08, 20 07				
3 Excess distributions carryover, if any, to 2011				
a From 2006 1,638,304.				
b From 2007 1,652,814.				
c From 2008 2,037,814.				
d From 2009 3,222,742.				
e From 2010 2,386,032.				
f Total of lines 3a through e	10,937,706.			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 5,950,046.				
a Applied to 2010, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)				
c Treated as distributions out of corpus (Election required - see instructions)				
d Applied to 2011 distributable amount				4,022,341.
e Remaining amount distributed out of corpus	1,927,705.			
5 Excess distributions carryover applied to 2011. (If an amount appears in column (d), the same amount must be shown in column (a))				
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	12,865,411.			
b Prior years' undistributed income Subtract line 4b from line 2b				
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b Taxable amount - see instructions				
e Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instructions				
f Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8 Excess distributions carryover from 2006 not applied on line 5 or line 7 (see instructions)	1,638,304.			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	11,227,107.			
10 Analysis of line 9.				
a Excess from 2007 1,652,814.				
b Excess from 2008 2,037,814.				
c Excess from 2009 3,222,742.				
d Excess from 2010 2,386,032.				
e Excess from 2011 1,927,705.				

Form 990-PF (2011)

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

NOT APPLICABLE

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)

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

Tax year	Prior 3 years				(e) Total
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	
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))

SEE SCHEDULE B INFORMATION

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

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

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

c Any submission deadlines

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

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

Recipient 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 <i>Paid during the year</i> SEE ATTACHED SCHEDULE				5,887,500.
Total			3a	5,887,500.
b <i>Approved for future payment</i>				
Total			3b	

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated

Enter gross amounts unless otherwise indicated		Unrelated business income	Excluded by section 512, 513, or 514		(e) Related or exempt function income (See instructions)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue					
a _____					
b _____					
c _____					
d _____					
e _____					
f _____					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	734.	
4 Dividends and interest from securities			14	2,119,770.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property .					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	1,991,640.	
9 Net income or (loss) from special events . . .					
10 Gross profit or (loss) from sales of inventory . .					
11 Other revenue a _____					
b ATTACHMENT 11				5,079.	
c _____					
d _____					
e _____					
12 Subtotal Add columns (b), (d), and (e)				4,117,223.	
13 Total. Add line 12, columns (b), (d), and (e)				4,117,223.	

(See worksheet in line 13 instructions to verify calculations)

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

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

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

OMB No 1545-0047

2011

Name of the organization

THE OFFIELD FAMILY FOUNDATION

Employer identification number

36-6066240

Organization type (check one)

Filers of:

Section:

Form 990 or 990-EZ

☐ 501(c)() (enter number) organization☐ 4947(a)(1) nonexempt charitable trust **not** treated as a private foundation☐ 527 political organization

Form 990-PF

☒ 501(c)(3) exempt private foundation☐ 4947(a)(1) nonexempt charitable trust treated as a private foundation☐ 501(c)(3) taxable private foundationCheck if your organization is covered by the **General Rule** or a **Special Rule**.**Note.** Only a section 501(c)(7), (8), or (10) organization can check boxes for both the General Rule and a Special Rule. See instructions.**General Rule**

- ☒ For an organization filing Form 990, 990-EZ, or 990-PF that received, during the year, \$5,000 or more (in money or property) from any one contributor. Complete Parts I and II.

Special Rules

- ☐ For a section 501(c)(3) organization filing Form 990 or 990-EZ that met the 33 1/3 % support test of the regulations under sections 509(a)(1) and 170(b)(1)(A)(vi) and received from any one contributor, during the year, a contribution of the greater of (1) \$5,000 or (2) 2% of the amount on (i) Form 990, Part VIII, line 1h, or (ii) Form 990-EZ, line 1. Complete Parts I and II.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, total contributions of more than \$1,000 for use *exclusively* for religious, charitable, scientific, literary, or educational purposes, or the prevention of cruelty to children or animals. Complete Parts I, II, and III.
- ☐ For a section 501(c)(7), (8), or (10) organization filing Form 990 or 990-EZ that received from any one contributor, during the year, contributions for use *exclusively* for religious, charitable, etc., purposes, but these contributions did not total to more than \$1,000. If this box is checked, enter here the total contributions that were received during the year for an *exclusively* religious, charitable, etc., purpose. Do not complete any of the parts unless the **General Rule** applies to this organization because it received nonexclusively religious, charitable, etc., contributions of \$5,000 or more during the year. ▶ \$ _____

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

For Paperwork Reduction Act Notice, see the Instructions for Form 990, 990-EZ, or 990-PF.

Schedule B (Form 990, 990-EZ, or 990-PF) (2011)

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number
36-6066240**Part I** Contributors (see instructions) Use duplicate copies of Part I if additional space is needed.

(a) No.	(b) Name, address, and ZIP + 4	(c) Total contributions	(d) Type of contribution
1	CHARITABLE LEAD UNITR FBO JAMES OFFIELD NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 381,780.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
2	CHARITABLE LEAD UNITR FBO PAXSON OFFIELD NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 383,576.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
3	OFFIELD CHARITABLE LEAD UNITRUST NORTHERN TRUST COMPANY, 50 S. LASALLE ST CHICAGO, IL 60675	\$ 782,452.	Person ☒ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)
		\$	Person ☐ Payroll ☐ Noncash ☐ (Complete Part II if there is a noncash contribution)

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number	
--------------------------------	--

36-6066240

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

(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____
(a) No. from Part I	(b) Description of noncash property given	(c) FMV (or estimate) (see instructions)	(d) Date received
_____	_____ _____ _____ _____	\$ _____	_____

Name of organization THE OFFIELD FAMILY FOUNDATION

Employer identification number

36-6066240

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

For organizations completing Part III, enter the total of exclusively religious, charitable, etc., contributions of \$1,000 or less for the year (Enter this information once. See instructions) ▶ \$

Use duplicate copies of Part III if additional space is needed

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

ATTACHMENT 1

FORM 990PF, PART I - OTHER INCOME

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
OTHER INCOME	3,613.	3,613.
SECURITIES LITIGATION SETTLEMENT	1,466.	1,466.
TOTALS	<u>5,079.</u>	<u>5,079.</u>

ATTACHMENT 2

FORM 990PF, PART I - LEGAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
K&L GATES LLP	36,489.			36,489.
TOTALS	<u>36,489.</u>			<u>36,489.</u>

ATTACHMENT 3

FORM 990PF, PART I - ACCOUNTING FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>	<u>ADJUSTED NET INCOME</u>	<u>CHARITABLE PURPOSES</u>
FRIEDMAN & HUEY ASSOCIATES LLP	90,000.			90,000.
TOTALS	<u>90,000.</u>			<u>90,000.</u>

ATTACHMENT 4FORM 990PF, PART I - OTHER PROFESSIONAL FEES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
NORTHERN TRUST COMPANY	248,296.	248,296.
THORNBURG INVESTMENT FEES	62,383.	62,383.
WENTWORTH, HAUSER, & VIOLICH	42,026.	42,026.
BAHL & GAYNOR	4,211.	4,211.
SCHAFER CULLEN CAPITAL	4,651.	4,651.
TOTALS	<u>361,567.</u>	<u>361,567.</u>

ATTACHMENT 5

FORM 990PF, PART I - TAXES

<u>DESCRIPTION</u>	<u>REVENUE AND EXPENSES PER BOOKS</u>	<u>NET INVESTMENT INCOME</u>
EXCISE TAXES	20,000.	
FOREIGN TAXES WITHHELD	46,446.	46,446.
TOTALS	<u>66,446.</u>	<u>46,446.</u>

ATTACHMENT 6

FORM 990PF, PART I - OTHER EXPENSES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	CHARITABLE PURPOSES
RETIREMENT BENEFITS-FORMER EMP	18,000.	18,000.
LIFE INSURANCE	21,611.	21,611.
LIABILITY INSURANCE	605.	605.
ANNUAL REPORT	15.	15.
TELEPHONE	1,405.	1,405.
HEALTH INSURANCE	4,740.	4,740.
MISCELLANEOUS EXPENSE	65.	65.
UTILITIES	1,203.	1,203.
TOTALS	<u>47,644.</u>	<u>47,644.</u>

LAND, BUILDINGS, EQUIPMENT NOT HELD FOR INVESTMENTATTACHMENT 7

FIXED ASSET DETAIL

ACCUMULATED DEPRECIATION DETAIL

ASSET DESCRIPTION	METHOD/ CLASS	FIXED ASSET DETAIL			ACCUMULATED DEPRECIATION DETAIL				
		BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE	BEGINNING BALANCE	ADDITIONS	DISPOSALS	ENDING BALANCE
LEASEHOLD IMPROVE	M39	262,310.			262,310	20,178	6,726		26,904.
TOTALS		<u>262,310.</u>			<u>262,310.</u>	<u>20,178</u>			<u>26,904.</u>

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2012

PART II, LINE 10A - INVESTMENTS, U.S. GOVERNMENT OBLIGATIONS

<u>BEGINNING SHARES</u>	<u>ENDING SHARES</u>	<u>DESCRIPTION</u>		<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
310,000	310,000	FHLMC PREASIGN 00049	3 750%	320,047	320,047	358,060
-	260,000	FHLMC PREASIGN 00068	1 000%	-	263,994	263,533
-	325,000	FHLMC	1 000%	-	323,404	326,758
225,000	-	FNMA	2 375%	232,803	-	-
-	330,000	FNMA	1 625%	-	340,187	341,818
-	400,000	FNMA	0 375%	-	398,348	398,833
140,000	-	FNMA 1.00% BDS 31/12/13	0 750%	138,684	-	-
780,000	-	FNMA FNMABOND	1 125%	785,374	-	-
62,881	57,641	FNMA POOL	AJUSTABLE	65,730	60,253	61,424
255,000	-	FNMA SINGLE FAMILY MORTGAGES	4 000%	257,789	-	-
-	455,000	FNMA SINGLE FAMILY MORTGAGES	3 500%	-	476,044	478,248
302,000	302,000	FNMA SINGLE FAMILY MORTGAGES	5 000%	322,479	326,160	326,821
-	220,000	USA TREASURY NTS 1 125% TIPS	1 183%	-	258,691	266,233
-	265,000	U S. TREASURY NOTES	0 250%	-	264,866	264,679
815,000	-	U.S. TREASURY NOTES	0 625%	818,194	-	-
1,095,000	-	U S TREASURY NOTES	1 000%	1,103,216	-	-
-	320,000	U.S. TREASURY NOTES	1 000%	-	323,701	324,875
-	115,000	U S TREASURY NOTES	1 000%	-	116,532	116,581
305,000	-	U S. TREASURY NOTES	1 375%	295,958	-	-
150,000	-	U S. TREASURY NOTES	2 250%	151,897	-	-
250,000	-	U.S. TREASURY NOTES	2 500%	247,638	-	-
-	465,000	U.S. TREASURY NOTES	2 625%	-	504,472	509,611
385,000	-	U.S. TREASURY NOTES	3 500%	401,127	-	-
-	670,000	U.S. TREASURY NOTES	3 125%	-	756,030	762,753
520,000	-	U S TREASURY NTS INFLX IX	Various	555,054	-	-
-	450,000	UTD STATE TREAS	0 375%	-	449,861	449,719
TOTAL				5,695,990	5,182,590	5,249,946

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2012

PART II, LINE 10B - INVESTMENTS, CORPORATE STOCK

<u>BEGINNING</u> <u>SHARES</u>	<u>ENDING</u> <u>SHARES</u>	<u>DESCRIPTION</u>	<u>BEGINNING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>FMV</u>
-	560	#REORG/WRIGHT EXPRESS NM CHG WEX INC	-	26,258	34,563
4,190	4,775	5TH 3RD BANCORP COM	50,260	58,870	63,985
1,507	1,375	AAON INC	25,593	23,479	25,919
1,485	1,485	AARONS INC	27,154	27,154	42,040
-	1,350	ABB LTD SPONSORED ADR	-	26,852	22,032
-	882	ABBOTT LAB COM	-	44,018	56,863
4,820	6,653	ACCENTURE PLC SHS CL A NEW	246,770	315,054	341,098
895	-	ACME PACKET INC COM STK	71,896	-	-
1,660	-	ACTUANT CORP CL A NEW	44,652	-	-
965	1,090	ACUITY BRANDS INC	39,889	45,769	55,492
3,733	4,446	ADIDAS AG	140,165	163,854	159,434
-	272	ADR TOTAL SA	-	13,003	12,226
800	514	ADVISORY BRD CO	12,865	4,133	25,489
315	486	AFFILIATED MANAGERS GROUP INC	21,677	39,972	53,193
5,915	-	AGILENT TECHNOLOGIES INC COM	214,600	-	-
-	600	AGRIUM INC COM	-	39,467	53,082
-	1,322	ALEXANDER NAME CHANGE - MATSON INC	-	65,151	70,397
-	1,729	ALEXION PHARMACEUTICALS INC COM	-	124,287	171,690
2,845	3,070	ALLERGAN INC COM	204,331	224,658	284,190
6,330	5,558	ALLSTATE CORP COM	228,596	184,369	195,030
-	1,026	ALTRIA GROUP INC COM	-	26,702	35,448
1,774	-	AMAZON COM INC	153,328	-	-
310	671	AMERCO COM	13,478	44,165	60,370
13,410	10,212	AMERICAN EXPRESS CO	553,072	428,719	594,441
9,390	8,330	AMERISOURCEBERGEN CORP COM	176,664	156,721	327,786
820	-	AMERON INTL CORP DEL COM	57,141	-	-
-	904	ANALOG DEVICES INC COM	-	35,037	34,054
6,203	3,433	APACHE CORP	567,875	259,594	301,726
1,971	1,577	APPLE INC.	297,157	282,223	920,968
1,425	1,330	APTARGROUP INC	41,489	38,980	67,897
5,278	-	ARCELORMITTAL SA LUXEMBOURG N Y	189,914	-	-
3,935	3,205	ARM HLDG PLC SPONS ADR	24,830	20,224	76,247
2,430	3,910	ASSISTED LIVING CONCEPTS INC NEV NEW C	17,085	37,378	55,600
-	405	ASTRAZENECA PLC SPONS ADR	-	18,545	18,124
14,415	22,958	AT&T INC	459,996	743,830	818,682
-	2,029	ATLAS AIR WORLDWIDE HLDGS INC	-	87,528	88,282
-	485	AUTOMATIC DATA PROCESSING INC COM	-	23,312	26,995
-	4,090	AVAGO TECHNOLOGIES LTD	-	138,665	146,831
2,925	2,905	AVNET INC COM	69,805	70,010	89,648
1,500	1,600	AXA SA ADR	33,375	34,892	21,328
-	1,430	BAE SYS PLC SPONS ADR	-	24,344	25,997
-	759	BAIDU INC SPONSORED ADR	-	97,354	87,270
790	931	BALCHEM CORP	10,680	14,542	30,360
-	1,263	BANK N S HALIFAX COM STK	-	66,456	65,411
27,425	-	BANK OF AMERICA CORP	389,314	-	-
10,665	9,152	BANK OF NEW YORK MELLON	308,397	253,332	200,886
1,350	1,425	BASF AKTIENGESELLSCHAFT ADR	88,343	94,239	98,895
6,325	5,547	BAXTER INTL INC COM	316,669	274,413	294,823

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2012

PART II, LINE 10B - INVESTMENTS, CORPORATE STOCK

<u>BEGINNING</u> <u>SHARES</u>	<u>ENDING</u> <u>SHARES</u>	<u>DESCRIPTION</u>	<u>BEGINNING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>FMV</u>
-	490	BAYER A G SPONSORED ADR	-	31,029	35,015
-	1,951	BCE INC COM NEW	-	76,645	80,381
-	3,321	BEAM INC	-	91,415	207,529
5,375	1,923	BED BATH BEYOND INC COM	192,769	78,867	118,841
1,860	1,735	BERKLEY W R CORP COM	49,927	47,195	67,526
8,140	-	BEST BUY INC COM STK	286,113	-	-
1,947	8,728	BG PLC ADR FINAL INSTMT	167,763	150,457	179,273
2,650	3,135	BHP BILLITON LTD	202,571	241,073	204,716
735	880	BIO RAD LABS CL A	44,893	59,222	88,009
-	1,013	BIOGEN IDEC INC COM STK	-	117,645	146,257
3,015	2,855	BLACKBAUD INC	33,564	31,830	73,288
-	94	BLACKROCK INC COM STK	-	15,043	15,963
7,711	-	BNP PARIBAS SPONS ADR	268,072	-	-
-	600	BOC HONG KONG HLDGS LTD SPONS ADR	-	31,860	36,654
-	2,875	BORG WARNER INC	-	181,411	188,571
1,460	1,415	BRADY CORP CL A	25,889	26,567	38,927
-	1,215	BRISTOL MYERS SQUIBB CO COM	-	34,634	43,679
1,225	1,764	BRITISH AMN TOBACO SPADR	86,419	133,942	180,140
1,600	1,700	BROOKFIELD ASSET MGMT INC	40,989	44,008	56,270
5,030	5,280	CABOT OIL & GAS CORP COM	237,851	168,744	210,379
4,776	5,673	CANADIAN NAT RES LTD COM	155,952	185,131	152,320
5,063	4,136	CANADIAN NATL RY CO COM	250,458	212,833	348,996
2,600	2,750	CANADIAN PACIFIC RAILWAY	149,236	159,983	201,465
5,056	5,056	CANON INC. ADR	203,256	203,256	201,937
2,555	5,764	CAP 1 FNCL COM	136,921	299,307	315,060
685	880	CARLISLE COMPANIES INC	24,177	30,829	46,658
7,128	6,212	CARNIVAL CORP COM PAIRED	198,715	174,412	212,885
2,100	1,973	CASEYS GEN STORE INC	64,525	61,330	116,387
3,704	3,538	CATERPILLAR INC COM	245,656	242,305	300,412
-	5,418	CBS CORP NEW CL B	-	175,617	177,602
-	304	CDN IMPERIAL BK COMM TORONTO ONT COM	-	22,140	21,383
-	2,529	CHECK PT SOFTWARE TECHNOLOGIES	-	139,849	125,413
5,190	4,846	CHEVRON CORP	370,187	360,362	511,253
4,370	-	CHINA MERCHANTS HLDGS INTL CO LTD ADR	149,019	-	-
-	167	CHIPOTLE MEXICAN GRILL INC COM STK	-	62,533	63,452
1,150	1,400	CHOICE HOTELS INTL INC	28,106	35,363	55,902
-	209	CHUNGHWA TELECOM CO LTD SPONS ADR	-	7,237	6,569
2,630	2,440	CIT GROUP INC NEW COM	102,688	95,300	86,962
-	2,050	CITRIX SYS INC COM	-	160,061	172,077
590	701	CITY NATL CORP	20,789	26,018	34,055
1,175	1,353	CLARCOR INC	45,430	56,028	65,160
976	-	CNOOC LTD SPONS ADR	141,098	-	-
-	940	CNOOC LTD SPONSORED ADR	-	142,734	189,175
-	5,391	COCA COLA CO COM	-	343,415	421,522
4,170	-	COCA-COLA HELLENIC BOTTLING CO S A	241,580	-	-
3,830	-	COGNIZANT TECHNOLOGY SOLUTIONS CORP	195,188	-	-
630	786	COLUMBIA SPORTSWEAR CO	25,345	32,729	42,145
-	3,219	COMCAST CORP NEW-CL A	-	98,903	102,911
-	1,670	COMERICA INC COM	-	48,168	51,286

THE OFFIELD FAMILY FOUNDATION
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PART II, LINE 10B - INVESTMENTS, CORPORATE STOCK

<u>BEGINNING SHARES</u>	<u>ENDING SHARES</u>	<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
2,365	2,180	COMMONWEALTH REIT	65,086	59,097	41,682
-	1,381	COMPANHIA ENERGETICA DE MINAS GER	-	19,364	25,438
-	1,844	COMPANHIA SIDERURGICA NACIONAL SPON	-	17,062	10,455
7,745	4,433	CONOCOPHILLIPS COM	413,719	130,510	247,716
2,650	2,800	COOPER INDUSTRIES PLC NEW	121,289	130,219	190,904
950	1,000	CORE LABORATORIES NV	69,977	75,392	115,900
3,225	2,765	COVANCE INC	158,407	135,812	132,305
4,829	5,335	CREDIT SUISSE GROUP SPONSORED ADR	220,977	210,428	97,791
-	389	CRESCENT POINT ENERGY CORP COM	-	16,813	14,464
598	2,140	CUMMINS INC	70,735	231,342	207,387
3,287	3,126	DAKTRONICS INC	28,339	27,145	21,601
-	608	DARDEN RESTAURANTS INC COM	-	26,501	30,783
1,713	1,137	DASSAULT SYS S A SPONS ADR	74,070	49,164	106,992
4,226	3,236	DEERE & CO COM	263,449	206,595	261,695
4,864	2,946	DENBURY RES INC HLDG CO COM NEW	51,606	32,031	44,514
-	1,270	DEUTSCHE POST AG SPONSORED ADR	-	18,605	22,390
1,325	1,782	DIAGEO PLC SPSD ADR NEW	92,338	128,210	183,671
770	-	DIAMOND FOODS INC	31,799	-	-
-	529	DIGITAL RLTY TR INC COM	-	30,001	39,712
2,805	-	DIRECTV COM CL A COM CL A	130,687	-	-
9,880	11,511	DISCOVER FINL SVCS COM STK	195,709	258,528	398,050
870	1,568	DORMAN PRODS INC COM	33,571	30,176	39,341
6,225	5,310	DOVER CORP	209,218	178,465	284,669
3,375	-	DOW CHEMICAL CO COM	138,253	-	-
1,235	1,172	DRIL-QUIP INC	38,562	37,276	76,871
2,625	-	DU PONT E I DE NEMOURS & CO COM STK	146,698	-	-
7,090	11,054	EBAY INC COM	165,394	311,062	464,379
5,567	6,657	EMBRAER S A SPONSORED ADR REPSTG 4	95,060	119,232	176,610
-	14,185	EMC CORP COM	-	327,494	363,562
5,020	5,039	EMERSON ELECTRIC CO	169,992	181,119	234,717
-	623	ENBRIDGE INC COM	-	20,080	24,870
2,660	2,465	ENCORE WIRE CORP COM	57,416	53,168	66,013
3,305	-	ENSCO PLC SPON ADR	194,282	-	-
2,905	2,276	ESTEE LAUDER COMPANIES INC CL A	86,179	40,896	123,177
1,395	1,308	EXPONENT INC	28,238	26,540	69,102
-	4,438	EXPRESS SCRIPTS HLDG CO COM	-	233,283	247,774
1,985	1,830	FAIR ISAAC CORPORATION	26,031	26,582	77,372
1,790	840	FAMILY DLR STORES INC COM	71,396	35,237	55,843
7,813	6,625	FANUC LTD	105,476	89,842	181,525
2,250	2,631	FEDEX CORP COM	197,656	234,879	241,026
325	350	FINNING INTL INC COM NEW	8,952	9,631	8,040
16,334	16,334	FLSMIDTH & CO A/S ADR	99,741	99,741	88,530
-	1,629	FMC TECHNOLOGIES INC COM	-	79,592	63,906
6,090	3,154	FOOT LOCKER INC COM	67,690	36,273	96,449
28,835	20,035	FORD MR CO DEL COM	259,598	197,571	192,136
5,175	3,365	FOREST CY ENTERPRISES INC CL A	33,447	26,438	49,129
3,750	-	FORTUNE BRANDS INC COM	133,658	-	-
1,900	1,835	FORWARD AIR CORP	39,463	38,345	59,215
-	479	FRANCE TELECOM ADR	-	8,399	6,280

THE OFFIELD FAMILY FOUNDATION
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PART II, LINE 10B - INVESTMENTS, CORPORATE STOCK

<u>BEGINNING SHARES</u>	<u>ENDING SHARES</u>	<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
7,520	9,752	FREEPORT-MCMRAN CPR & GLD	209,911	293,254	332,251
3,517	-	FRESENIUS MED CARE AG	156,259	-	-
-	3,104	FRESENIUS MED CARE AG & CO KGAA	-	138,446	219,111
-	270	GDF SUEZ S A SPONS ADR ADR	-	8,024	6,423
14,437	14,228	GDR ASSA ABLOY AB ADR	199,015	193,254	197,769
27,800	25,670	GENERAL ELECTRIC CO	599,023	529,687	534,963
-	434	GENUINE PARTS CO COM	-	22,435	26,149
3,270	3,651	GILEAD SCIENCES INC	137,412	160,016	187,223
-	591	GLAXOSMITHKLINE PLC SPONSORED ADR	-	24,747	26,932
-	1,800	GOLDMAN SACHS GROUP INC	-	237,345	172,548
-	397	GOOGLE INC CL A	-	239,078	230,288
1,000	1,143	GRACO INC	28,181	35,991	52,669
-	741	H J HEINZ	-	37,829	40,296
-	6,575	HALLIBURTON CO COM	-	241,479	186,664
5,793	5,793	HANG LUNG PPTYS LTD SPONS ADR	96,222	96,222	98,481
-	755	HARRIS TEETER SUPERMARKETS INC COM	-	17,011	30,947
1,255	1,360	HCC INS HOLDINGS INC	28,079	31,363	42,704
-	717	HCP INC COM REIT	-	25,011	31,656
-	572	HEALTH CARE REIT INC COM	-	27,322	33,348
-	987	HEICO CORP NEW CL A	-	32,340	31,841
36,178	32,583	HENNES & MAURITZ AB ADR	187,169	168,781	232,643
2,685	2,455	HENRY JACK & ASSOC INC	42,802	39,136	84,747
1,495	-	HERSHEY COMPANY	82,335	-	-
-	5,679	HESS CORP COM STK	-	315,771	246,753
1,005	1,005	HIBBETT SPORTS INC	26,960	26,960	57,999
525	605	HITTITE MICROWAVE CORP COM STK	30,407	34,360	30,928
7,220	5,944	HOME DEPOT INC	184,565	153,290	314,973
4,950	4,460	HONEYWELL INTL INC COM STK	160,416	144,537	249,046
7,539	7,539	HONG KONG EXCHANGES & CLEARING LTD	122,358	122,358	106,978
-	5,146	HSBC HLDGS PLC SPONS ADR	-	228,966	227,093
5,450	1,554	HUMANA INC COM	158,678	45,245	120,342
2,055	2,395	HYATT HOTELS CORP COM CL A	83,680	95,184	88,998
570	610	IBERIABANK CORP COM	33,932	35,970	30,775
1,440	2,142	II-VI INC COM	33,209	48,262	35,707
3,030	-	ILLUMINA INC COM	151,789	-	-
12,445	12,445	IND & COMM BK OF UNSPON ADR	178,122	178,122	139,135
6,490	3,000	INGERSOLL RAND CO LTD A	183,428	110,353	126,540
17,260	16,500	INTEL CORP CAP	304,211	287,631	439,725
-	2,838	INTREPID POTASH INC COM	-	57,654	64,593
-	180	INTUITIVE SURGICAL INC	-	95,208	99,682
3,880	3,610	INVESTORS BANCORP INC COM STK	38,060	35,412	54,475
8,794	12,722	ITAU UNIBANCO HOLDINGS S A	170,346	242,065	177,090
810	695	J & J SNACK FOODS CORP COM STK NPV	37,241	32,264	41,075
6,900	-	JDS UNIPHASE CORP COM PAR \$0 001 COM	161,104	-	-
2,895	-	JEFFERIES GROUP INC NEW COM	60,021	-	-
-	372	JOHNSON & JOHNSON COM	-	24,735	25,132
-	-	JONES LANG LASALLE INC	-	-	-
9,950	8,468	JPMORGAN CHASE & CO	365,622	304,917	302,562
3,895	-	JUNIPER NETWORKS INC COM	129,815	-	-

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PART II, LINE 10B - INVESTMENTS, CORPORATE STOCK

<u>BEGINNING</u> <u>SHARES</u>	<u>ENDING</u> <u>SHARES</u>	<u>DESCRIPTION</u>	<u>BEGINNING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>FMV</u>
1,985	1,880	KAISER ALUM CORP COM	82,917	79,657	97,459
-	6,444	KDDI CORP ADR	-	110,430	104,393
6,270	7,885	KEYCORP NEW COM	53,017	66,084	61,030
1,611	-	KIDDY CORP ADR	110,430	-	-
-	500	KIMBERLY-CLARK CORP COM	-	33,648	41,885
-	1,338	KINDER MORGAN INC DEL COM	-	37,301	43,110
26,704	26,704	KINGFISHER PLC SPONSORED ADR	182,711	182,711	238,734
1,610	1,405	KIRBY CORP	37,135	32,586	66,147
2,900	3,013	KNIGHT TRANSN INC	58,493	60,363	48,178
3,875	3,437	KOHL'S CORP COM	214,088	189,889	156,349
7,680	6,841	KOMATSU LTD SPONS ISIN	115,930	103,265	162,200
2,560	2,236	LABORATORY CORP AMERICAN HLDGS COM	169,435	149,751	207,076
555	596	LANDAUER INC	28,632	30,638	34,169
6,893	7,426	LAS VEGAS SANDS CORP	153,364	243,357	322,957
3,105	2,860	LEUCADIA NATL CORP COM	64,108	59,152	60,832
-	30,188	LI & FUNG LTD ADR	-	111,464	115,922
-	538	LINKEDIN CORP CL A	-	61,552	57,173
1,550	1,375	LIQUIDITY SVCS INC COM STK	32,856	31,043	70,386
3,125	2,805	LKQ CROP	42,481	38,830	93,687
9,841	-	LOGITECH INTERNATIONAL SA	152,158	-	-
2,650	2,970	LTD BRANDS	101,114	114,914	126,314
-	1,345	LULULEMON ATHLETICA INC COM	-	86,314	80,202
9,589	9,599	LVMH MOET HENNESSY LOUIS VUITTON ADR	169,166	179,817	290,274
-	3,125	LYONDELLBASELL INDU-CL-W/I	-	130,302	125,844
-	2,031	M D C HOLDINGS INC COM	-	56,233	66,353
26,136	-	MAN GROUP PLC	94,612	-	-
1,630	1,505	MANHATTAN ASSOCS INC	24,331	22,495	68,794
1,700	1,800	MANULIFE FINL CORP COM	33,297	34,463	19,602
8,680	-	MARATHON OIL CORP	262,795	-	-
-	4,560	MASCO CORP COM	-	56,820	63,247
2,319	1,872	MASTERCARD INC CL A	454,751	428,488	805,166
-	1,002	MATTEL INC COM	-	25,154	32,505
-	681	MCDONALDS CORP COM	-	60,452	60,289
2,710	2,515	MENS WEARHOUSE INC	55,350	51,479	70,772
-	1,386	MERCADOLIBRE INC COM	-	88,286	105,059
-	378	MERCK & CO INC NEW COM	-	13,365	15,782
2,480	2,343	MERIDIAN BIOSCIENCE INC	58,369	55,536	47,938
6,595	-	METROPCS COMMUNICATIONS INC COM	118,024	-	-
4,830	4,215	MFC HANCOCK JOHN BK & THRIFT OPPORTU	59,240	51,697	69,252
-	9,747	MGM RESORTS INTERNATIONAL COM	-	130,192	108,777
-	2,702	MICHAEL KORS HOLDINGS LTD	-	115,810	113,052
-	7,021	MICHELIN COMPAGNE GENERALE DES ADR	-	100,238	91,764
12,725	11,110	MICROSOFT CORP	280,688	236,259	339,855
-	309	MIDDLEBY CORP COM	-	31,020	30,779
33,546	28,818	MITSUBISHI UFJ FINL GROUP INC	187,139	159,882	136,886
3,770	3,505	MOLEX INC	66,000	61,712	70,906
1,800	1,480	MONRO MUFFLER BRAKE INC COM	56,332	45,732	49,195
2,850	2,985	MONSANTO CO NEW COM	185,377	200,950	247,098
3,425	-	MOODYS CORP COM	133,906	-	-

THE OFFIELD FAMILY FOUNDATION
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PART II, LINE 10B - INVESTMENTS, CORPORATE STOCK

<u>BEGINNING SHARES</u>	<u>ENDING SHARES</u>	<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
1,610	1,405	MOOG INC CL A	65,510	57,454	58,097
1,925	1,785	MORNINGSTAR INC	56,858	52,910	103,244
-	2,150	MTN GROUP LTD SPONS ADR	-	40,521	36,959
-	2,699	MUNICH RE GROUP ADR	-	35,508	38,137
8,700	9,225	NABORS INDUSTRIES COM	194,949	204,616	132,840
3,545	2,195	NATIONAL OILWELL VARCO COM STK	207,244	140,884	141,446
-	693	NATIONAL RETAIL PPTYS INC COM STK	-	17,634	19,605
1,142	1,198	NATL INSTRS CORP	13,574	15,021	32,178
7,224	7,322	NESTLE S A REP	289,451	318,662	437,416
5,575	-	NETAPP INC COM	188,135	-	-
1,537	-	NEW ORIENTAL ED & TECHNOLOGY GROUP I	119,901	-	-
5,010	4,673	NEXTERA ENERGY INC COM	266,204	239,564	321,549
-	2,536	NIKE INC CL B	-	240,820	222,610
-	608	NITTO DENKO CORP ADR	-	23,058	26,016
5,875	7,621	NOBLE CORPORATION (SWITZERLAND) COM	232,095	385,160	320,908
143	143	NORTEL NETWORKS CORP NEW COM	8	8	2
6,060	6,444	NOVARTIS ADR	275,991	315,491	360,220
2,101	2,101	NOVO-NORDISK A S ADR	101,285	101,285	305,359
12,500	-	OAO GAZPROM LEVEL 1 ADR	130,510	-	-
1,276	-	OCCIDENTAL PETROLEUM CORP	134,711	-	-
1,395	983	ONEOK INC COM STK	42,677	33,177	41,591
11,930	7,024	ORACLE CORP COM	351,506	225,434	208,613
1,200	1,061	OWENS & MINOR INC	36,163	32,626	32,498
475	500	PARTNERRE HLDG LTD COM STK	35,486	37,079	37,835
-	7,533	PEARSON PLC SPONSORED ADR	-	141,932	149,530
630	382	PEETS COFFEE & TEA INC	17,394	10,547	22,935
2,220	-	PENNEY J C CO INC COM	71,873	-	-
-	954	PERUSAHAAN PERSEROAN PERSERO P T	-	31,619	33,228
-	278	PETROCHINA CO LTD SPONS ADR	-	33,788	35,901
2,940	-	PETROHAWK ENERGY CORP COM	73,013	-	-
14,830	16,273	PFIZER INC COM STK \$ 11 1/9 PAR	291,233	328,584	374,279
3,200	3,213	PHILIP MORRIS INTL INC	111,873	130,204	280,366
-	2,209	PHILLIPS 66 COM	-	40,965	73,427
-	945	PIONEER NAT RES CO COM STK	-	93,104	83,358
-	1,018	PLEXUS CORP COM	-	30,074	28,708
2,570	3,160	PLUM CREEK TIMBER CO INC COM	76,528	100,328	125,452
315	-	POLARIS INDS INC	9,324	-	-
11,725	8,966	POTASH CORP SASKATCHEWAN	465,555	360,874	391,725
1,135	1,135	POWER INTEGRATIONS INC	21,452	21,452	42,336
-	282	PRAXAIR INC COM	-	26,091	30,662
740	359	PRICELINE COM INC	85,763	41,607	238,563
6,290	4,001	PROCTER & GAMBLE CO	329,960	212,335	245,061
760	760	PROSPERITY BANCSHARES INC COM	33,709	33,709	31,943
1,140	-	PSS WORLD MEDICAL INC	17,157	-	-
9,515	8,126	PUBLIC SERVICE ENTERPRISE GRP	319,231	256,948	264,095
6,112	6,112	PUBLICIS S A NEW SPONS ADR	136,084	136,084	140,209
-	515	QBE INS GROUP LTD SPONS ADR	-	7,735	7,092
7,830	6,308	QUALCOMM INC COM	370,804	329,332	351,229
2,630	2,259	QUEST DIAGNOSTICS INC	146,681	125,989	135,314

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PART II, LINE 10B - INVESTMENTS, CORPORATE STOCK

<u>BEGINNING</u> <u>SHARES</u>	<u>ENDING</u> <u>SHARES</u>	<u>DESCRIPTION</u>	<u>BEGINNING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>FMV</u>
1,310	773	RANGE RES CORP COM	65,313	38,046	47,826
750	750	RAVEN INDS INC	14,950	14,950	52,193
1,825	1,695	RAYMOND JAMES FINANCIAL INC	41,925	38,939	58,037
25,638	27,880	RECKITT BENCKISER GROUP PLC	245,616	269,688	293,576
4,150	4,150	RIO TINTO PLC SPNSRD ADR	213,853	213,853	198,412
2,090	-	RIVERBED TECHNOLOGY INC COM	82,507	-	-
825	715	RLI CORP	42,986	37,459	48,763
-	574	RLTY INC CORP COM	-	19,079	23,976
-	895	ROCHE HLDG LTD SPONSORED ADR	-	38,106	38,682
1,295	-	ROCKWELL AUTOMATION	120,830	-	-
1,150	-	ROFIN SINAR TECHNOLOGIES INC	27,622	-	-
-	535	ROYAL DUTCH SHELL PLC SPONS ADR	-	34,087	37,413
-	1,666	RPM INTL INC	-	31,926	45,315
755	-	RUDDICK CORP	17,011	-	-
3,999	2,524	SABMILLER PLC SPONS ADR	85,779	54,140	102,272
1,532	1,372	SALESFORCE COM INC COM STK	212,588	184,818	189,693
-	3,690	SALLY BEAUTY HLDNGS INC COM STK	39,886	40,238	94,981
9,020	4,933	SANDISK CORP COM	438,035	244,794	179,956
-	1,035	SANOFI SPONSORED ADR	-	36,904	39,102
5,052	4,253	SAP AG SPONS ADR	230,005	200,107	252,458
-	12,081	SBERBANK RUSSIA SPONSORED ADR	-	130,583	130,716
965	890	SCANSOURCE INC	15,621	14,407	27,270
6,216	6,732	SCHLUMBERGER LTD	369,747	404,130	436,974
1,250	1,629	SCHNITZER STEEL INDS A	62,457	76,245	45,645
-	687	SEACOR HLDGS INC COM	-	66,514	61,404
-	615	SHERWIN-WILLIAMS CO COM	-	58,088	81,395
1,529	2,325	SIEMENS AG COM DM50 (NEW) ADR	188,526	268,343	195,463
900	-	SIMPSON MFG INC	14,019	-	-
-	1,545	SINGAPORE TELECOMMUNICATIONS LTD SP	-	38,056	40,464
885	825	SL GREEN REALTY CORP REIT	19,075	17,782	66,198
-	2,055	SMITHS GROUP PLC ADR	-	30,391	32,942
-	826	SOUTHERN CO COM STK	-	33,745	38,244
-	1,451	SOUTHN COPPER CORP DEL COM	-	45,222	45,721
4,550	5,230	SPIRIT AEROSYSTEMS HLDGS INC CL A	91,298	100,442	124,631
2,600	-	ST JUDE MED INC COM	135,198	-	-
8,325	-	STAPLES INC COM	191,386	-	-
9,770	6,598	STARBUCKS CORP COM	184,908	139,050	351,805
1,455	1,913	STATE BK FINL CORP COM	24,552	30,724	29,001
-	1,537	STATOIL ASA	-	37,623	36,673
2,118	-	STRYKER CORP	136,890	-	-
5,225	5,550	SUNCOR ENERGY INC NEW COM	199,669	210,801	160,673
-	5,725	SWATCH GROUP AG ADR	-	108,361	113,012
-	1,130	SYNGENTA AG SPONSORED ADR	-	76,404	77,337
-	2,910	TAIWAN SEMICONDUCTOR MFG CO LTD	-	33,324	40,624
2,075	2,200	TALISMAN ENERGY INC ADR	41,003	42,512	25,212
1,980	962	TECH DATA CORP COM	75,489	37,037	46,340
610	672	TECHNE CORP	37,803	41,838	49,862
9,276	-	TELEFONICA S A SPONS ADR	183,758	-	-
4,375	4,650	TENARIS S A SPONSORED ADR	164,608	175,381	162,611

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2012

PART II, LINE 10B - INVESTMENTS, CORPORATE STOCK

<u>BEGINNING</u> <u>SHARES</u>	<u>ENDING</u> <u>SHARES</u>	<u>DESCRIPTION</u>	<u>BEGINNING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>BOOK VALUE</u>	<u>ENDING</u> <u>FMV</u>
6,257	6,782	TENCENT HLDGS LTD ADR	129,968	139,419	199,526
-	2,360	TERADATA CORP DEL COM STK	-	126,607	169,944
14,074	10,511	TESCO PLC SPONS ADR	278,662	207,385	153,461
6,368	5,325	TEVA PHARMACEUTICALS INDS ADR	309,223	262,609	210,018
4,750	-	THERMO FISHER CORP	228,884	-	-
3,345	2,858	TIME WARNER CABLE INC COM	178,797	152,766	234,642
3,157	2,853	TOYOTA MOTOR CORP ADR	253,871	231,029	229,609
-	715	TRACTOR SUPPLY CO COM	-	52,026	59,388
7,300	3,050	TRANSOCEAN LTD	539,400	239,294	136,427
-	10,135	TREASURY WINE ESTATES LTD SPONS ADR	-	39,768	45,506
3,215	2,975	TRINITY IND INC COM	46,982	43,475	74,316
36,973	24,893	TURKIYE GARANTI BANKASI A S	166,956	114,595	100,319
3,825	4,050	UBS AG	70,179	73,233	47,426
600	895	ULTA SALON COSMETICS & FRAGRANCE INC	13,757	64,565	83,575
1,010	-	ULTRA PETE CORP	53,375	-	-
765	-	UMB FINL CORP COM STK	30,773	-	-
4,185	3,570	UMPQUA HOLDINGS CORP	53,675	45,176	46,981
2,725	4,100	UNILEVER NV NY ADR	79,858	125,573	136,735
-	1,550	UNION PAC CORP COM	-	173,253	184,931
2,785	-	UNITED HEALTHCARE	134,123	-	-
-	1,155	UNITED OVERSEAS BK LTD SPONS ADR	-	33,804	34,442
4,085	3,982	UNITED TECHNOLOGIES CORP	221,807	211,686	300,760
775	797	UNIVERSAL HEALTH REALTY INCOME	23,486	24,841	33,099
-	4,275	UNIVERSAL AMERICAN CORP COM STK	-	47,886	45,016
7,540	6,700	US BANCORP	136,617	121,397	215,472
1,940	2,371	VAIL RESORTS INC COM	58,199	77,593	118,740
6,075	6,425	VALE S A ADR	158,894	167,518	127,536
1,325	2,767	VALEANT PHARMACEUTICALS INTERNATIONAL	63,562	138,930	123,934
-	3,228	VERIFONE SYSTEMS INC COM	-	165,196	106,815
-	338	VERMILION ENERGY INC COM	-	14,436	15,211
-	1,576	VMWARE INC CL A COM	-	150,118	143,479
-	5,152	VODAFONE GROUP PLC NEW SPONS ADR	-	137,901	145,183
4,080	-	VOLKSWAGEN A G SPONSORED ADR REPST	88,409	-	-
12	12	VORNADO REALTY TRUST COM	399	399	1,008
6,124	4,639	WAL-MART DE MEX SAB DE CV	94,364	71,482	123,583
6,670	5,835	WAL-MART STORES INC	341,913	300,422	406,816
-	1,022	WASTE MGMT INC DEL COM STK	-	33,230	34,135
9,940	4,659	WATSON PHARMACEUTICALS INC COM	420,728	154,609	344,719
8,450	8,850	WEATHERFORD INTL LTD	176,960	183,698	111,776
16,495	14,453	WELLS FARGO & CO	480,318	420,857	483,308
990	1,070	WESTAMERICA BANCORPORATION	43,215	46,752	50,493
233	218	WHITE MOUNTAINS INSURANCE GROUP	55,709	52,122	113,742
3,805	2,357	WHOLE FOODS MKT INC COM	103,008	71,687	224,669
-	1,108	WILLIAMS CO INC COM	-	32,825	31,933
1,060	1,060	WOLVERINE WORLD WIDE	21,987	21,987	41,107
3,432	4,713	YANDEX N V COM USD0 01 CL 'A	108,744	133,876	89,783
200	200	YARA INTL ASA SPONS ADR	7,405	7,405	8,702
870	746	YOUNG INNOVATIONS INC	19,187	17,282	25,730
-	5,880	YUM BRANDS INC COM	-	399,324	378,790

THE OFFIELD FAMILY FOUNDATION
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PART II, LINE 10B - INVESTMENTS, CORPORATE STOCK

<u>BEGINNING SHARES</u>	<u>ENDING SHARES</u>	<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
-	1,633	ZURICH INS GROUP LTD ADR	-	35,954	36,873
		TOTALS	<u>36,623,181</u>	<u>37,346,831</u>	<u>44,744,881</u>

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2012

PART II, LINE 10C - INVESTMENTS, CORPORATE BONDS

BEGINNING SHARES	ENDING SHARES	DESCRIPTION			BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
60,000	60,000	1ST HORIZON NATL	5 375%	12/15/2015	63,198	63,198	63,312
70,000	70,000	ALABAMA POWER CO	4 850%	12/15/2012	75,859	75,859	71,352
65,000	-	ALCOA	5 400%	4/15/2021	65,244	-	-
-	105,000	ALLY AUTO	0 700%	1/15/2015	-	104,995	105,098
-	120,000	ALLY AUTO	0 710%	9/15/2014	-	119,999	120,151
-	100,000	ALLY MASTER OWNER	1 440%	2/15/2017	-	99,992	100,598
70,000	70,000	AMB PPTY LP	7 500%	08/30/2018	77,618	77,618	83,046
-	95,000	APACHE CORP	3 250%	1/15/2022	-	99,301	99,200
55,000	55,000	ARCELORMITTAL SA LUXEMBOURG NT	9 000%	2/15/2015	65,700	65,700	61,812
60,000	60,000	ARCELORMITTAL SA NT	9 850%	6/1/2019	77,078	77,078	71,402
105,000	-	AT&T INC	5 500%	02/01/2018	110,314	-	-
160,000	-	BA CR CARD TR 2008-14 NT CL A FLTG	Various	4/15/2016	158,669	-	-
115,000	115,000	BANK AMERICA FDG CORP	7 625%	06/01/2019	131,122	131,122	135,226
135,000	135,000	BANK AMERICA FDG CORP	7 375%	05/15/2014	150,894	150,894	145,184
31,441	-	BANK AMERICA AUTO TRUST	0 910%	10/15/2012	31,439	-	-
70,000	65,000	BARRICK GOLD	6 125%	09/15/2013	76,686	66,221	68,182
110,000	110,000	BB&T CORP	3 950%	04/29/2016	109,866	109,866	119,741
110,000	110,000	BEAR STEARNS COS INC	6 400%	10/2/2017	125,286	125,286	126,850
-	135,000	BHP BILLITON FIN	1 000%	2/24/2015	-	135,285	135,231
70,000	70,000	BOARDWALK PIPELINES LP	5 875%	11/15/2016	79,586	79,586	77,650
70,000	-	BOEING CAP CORP	6 500%	02/15/2012	77,181	-	-
-	60,000	BOEING CO SR NT	3 500%	2/15/2015	-	64,841	64,252
5,000	-	BOEING CO	1 875%	11/20/2012	5,091	-	-
65,000	65,000	BUNGE LTD FIN CORP	4 100%	3/15/2016	65,305	65,305	67,779
21,990	-	CAP AUTO	4 680%	10/15/2012	22,906	-	-
140,000	-	CAPITAL ONE MULTI-ASSET EXECUTION	Various	12/15/2016	139,475	-	-
-	135,000	CARMAX AUTO OWNER	0 590%	3/16/2015	-	134,991	135,068
-	110,000	CARMAX AUTO OWNER	0 840%	3/15/2017	-	109,977	110,098
-	65,000	CATERPILLR FINL SVCS CORP MED	1 375%	5/14/2020	-	65,600	65,796
-	70,691	CHRYSLER FINANCIAL AUTO	0 910%	8/8/2013	-	70,882	70,750
89,653	11,881	CHRYSLER FINANCIAL AUTO	2 820%	01/15/2016	91,747	12,159	11,916
83,000	83,000	COLBS SOUTHERN POWER	5 500%	03/01/2013	88,698	88,698	85,560
-	50,000	COMM 2012-LC4 MTG TR CTF	3 288%	12/10/2044	-	50,605	50,590
-	80,000	COMCAST CORP NEW	6 300%	11/15/2017	-	96,450	96,180
70,000	70,000	CONAGRA FOODS INC	5 875%	04/15/2014	75,975	75,975	75,588
115,000	-	CONOCOPHILLIPS GTD	5 625%	10/15/2016	123,842	-	-
-	50,000	CORN PRODUCTS INTL NT	3 200%	11/1/2015	-	52,326	52,158
60,000	60,000	CMO B STEARNS COML MTG SECS TR : Various	Various	10/12/2041	64,973	64,973	68,559
-	55,000	CMO BEAR STEARNS COML MTG	4 933%	2/13/2042	-	60,266	59,897
-	60,000	CMO BANC AMER COML MTG INC	Various	7/10/2043	-	65,709	65,288
-	51,511	CMO CR SUISSE 1ST BSTN MTG SECX	3 936%	5/15/2038	-	53,211	52,279
80,000	-	CMO J P MORGAN CHASE	Various	12/12/2043	85,850	-	-
60,000	60,000	CMO LB-UBS COML MTG TR	Various	11/15/2038	65,159	65,159	67,549
145,000	145,000	CMO WACHOVIA BK PASS-TH	Various	11/15/2038	152,907	152,907	163,187
-	95,218	CMO WACHOVIA COML MTG TR	4 748%	2/15/2015	-	100,507	99,884
80,000	-	CVS CAREMARK CORP	6 125%	08/15/2016	88,034	-	-
-	100,000	CVS CAREMARK CORP	4 125%	2/15/2021	-	102,383	109,427
1,008	-	DAIMLERCHRYSLER	4 710%	09/08/2012	1,035	-	-
-	60,000	DEERE JOHN CAP CORP MED TERM	1 875%	6/17/2013	-	61,412	60,797
-	65,000	DEERE JOHN CAP CORP MED TERM	95 000%	6/29/2015	-	64,982	65,107
65,000	110,000	DIRECTV HLDG/FIN	5 000%	3/1/2021	65,183	114,212	120,845
70,000	70,000	DOMINION RES INC	5 000%	03/15/2013	74,397	74,397	72,069
55,000	55,000	DOW CHEM CO	7 600%	5/15/2014	63,922	63,922	61,224
90,000	90,000	ELECT DATA SYSTEMS	6 000%	08/01/2013	99,464	99,464	94,453
60,000	60,000	ENTERPRISE PRODUCTS	6 500%	01/31/2019	66,110	66,110	72,316
-	50,000	EQTY RESDNTL	5 125%	3/15/2016	-	54,485	55,121
-	40,000	ERP OPER LTD	4 750%	4/15/2020	-	43,248	44,002
-	135,000	FORD CR AUTO LEASE TR	0 630%	4/15/2014	-	134,986	135,015
135,000	135,000	GENERAL ELECTRIC CAP CORP	5 400%	02/15/2017	139,473	139,473	153,581
115,000	115,000	GENERAL ELECTRIC CAP CORP	4 375%	9/16/2020	112,161	112,161	124,412
-	110,000	GE CAP CR CARD	0 950%	6/15/2018	-	109,971	109,971
90,000	-	GENERAL MILLS INC	6 000%	02/15/2012	97,490	-	-
-	60,000	GEORGIA PWR CO	3 000%	4/15/2016	-	63,643	64,158
70,000	70,000	GOLDMAN SACHS	5 750%	10/01/2016	74,292	74,292	74,810
110,000	110,000	GOLDMAN SACHS	5 375%	3/15/2020	114,497	114,497	113,237

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2012

PART II, LINE 10C - INVESTMENTS, CORPORATE BONDS

BEGINNING SHARES	ENDING SHARES	DESCRIPTION			BEGINNING BOOK VALUE	ENDING BOOK VALUE	ENDING FMV
-	75,000	GS MTG SECS TR	3 482%	1/10/2045	-	76,122	77,311
75,000	75,000	HCP INC 5 375%	5 375%	2/1/2021	75,091	75,091	82,935
70,000	-	HEINZ HJ FINANCIAL CO	5 350%	7/15/2013	77,461	-	-
110,000	110,000	HSBC FINANCIAL CORP	5 000%	06/30/2015	114,825	114,825	117,166
115,000	21,999	HONDA AUTO	0 650%	6/17/2013	114,996	21,998	22,004
90,000	-	HONDA AUTO	0 940%	6/17/2013	89,838	-	-
-	90,000	HONDA AUTO	0 940%	9/22/2014	-	89,838	90,298
75,000	-	HONDA AUTO RECEIVABLES	0 940%	6/17/2013	74,997	-	-
-	75,000	HONDA AUTO RECEIVABLES	0 940%	3/15/2018	-	74,997	75,245
63,978	5,153	HYUNDAI AUTO	2 029%	08/15/2013	63,976	5,153	5,159
65,000	65,000	JEFFERIES GROUP	5 125%	4/13/2018	64,774	64,774	63,050
16,000	-	KRAFT FOODS INC	5 625%	11/01/2011	17,059	-	-
70,000	65,000	KROGER CO	7 500%	01/15/2014	80,385	66,441	65,726
80,000	-	MBNA MASTER CR CARD TRUST II	Various	08/15/2014	79,672	-	-
-	70,000	MERCEDES-BENZ AUTO RECEIVABLES	0 850%	2/15/2013	-	69,998	70,209
100,000	100,000	METLIFE INC	6 817%	08/15/2018	111,853	111,853	121,969
45,789	-	NISSAN AUTO LEASE	2 070%	01/15/2015	45,781	-	-
100,000	79,777	NISSAN AUTO	0 870%	7/15/2014	99,987	79,766	79,907
-	60,000	NORDSTROM INC	4 750%	5/1/2020	-	64,779	69,121
-	60,000	PECO ENTERGY CO	4 750%	10/1/2012	-	62,982	60,600
-	60,000	PFIZER	5 350%	3/15/2015	-	68,347	67,084
85,000	85,000	PRUDENTIAL FINANCIAL INC	5 150%	1/15/2013	89,251	89,251	86,974
100,000	-	PVTPL CMO WF-RBS COML MTG	Various	12/31/2040	101,992	-	-
-	60,000	ROYAL BK CDA	2 875%	4/19/2016	-	63,331	63,093
85,000	85,000	SAFEWAY INC	6 350%	8/15/2017	99,147	99,147	95,310
90,000	90,000	SCHWAB CHARLES	4 950%	6/1/2014	94,648	94,648	96,522
70,000	70,000	SEMPRA ENERGY	6 500%	6/1/2016	75,274	75,274	82,350
60,000	60,000	SHELL INTL FIN B V	4 000%	3/21/2014	64,007	64,007	63,524
65,000	65,000	STARBUCKS CORP	6 250%	8/15/2017	75,384	75,384	78,213
-	65,000	SYMANTEC CORP	2 750%	5/15/2017	-	65,092	65,292
-	70,000	TARGET CORP	1 125%	7/18/2014	-	70,402	70,649
-	65,000	TIME WARNER CABLE	4 000%	9/1/2021	-	68,172	68,305
-	70,000	TOYOTA MTR CR CORP MED TERM	3 200%	6/17/2015	-	74,772	74,352
-	105,963	TOYOTA AUTO	0 530%	4/15/2014	-	105,961	105,979
-	65,000	TOYOTA AUTO	0 980%	10/14/2015	-	65,396	65,175
85,000	85,000	U S BANCORP MEDIUM TERM	3 150%	03/04/2015	84,984	84,984	89,759
75,000	75,000	UNITEDHEALTH GROUP	4 700%	2/15/2021	75,113	75,113	86,454
75,000	70,000	UNITEDHEALTH GROUP	4 875%	4/1/2013	75,422	75,422	72,157
63,879	-	USAA AUTO OWNER TRUST	1 530%	10/15/2012	63,538	-	-
-	3,968	USAA AUTO OWNER TRUST	1 540%	2/18/2014	-	3,968	3,970
75,000	-	VALE OVERSEAS LTD	5 625%	09/15/2019	78,522	-	-
65,000	65,000	VALERO ENERGY CORP	9 375%	03/15/2019	77,240	77,240	85,425
115,000	115,000	VERIZON COMMUNICATIONS INC	5 500%	02/15/2018	125,054	125,054	136,120
140,000	140,000	VODAFONE GROUP PLC	5 000%	12/16/2013	151,969	151,969	148,410
75,000	75,000	VORNADO REALTY LP	4 250%	04/01/2015	73,224	73,224	79,096
70,000	70,000	WACHOVIA CORP	5 750%	06/15/2017	72,251	72,251	81,506
110,000	110,000	WELLS FARGO & CO	4 375%	01/31/2013	124,161	124,161	128,450
-	80,000	WFRBS COML MTG TR	3 667%	11/15/2044	-	63,113	63,308
110,000	110,000	WORLD OMNI AUTO	2 210%	05/15/2015	109,997	109,997	111,564
70,000	-	WYETH	5 500%	2/1/2014	76,193	-	-
TOTALS					6,351,789	7,620,474	7,746,699

THE OFFIELD FAMILY FOUNDATION
FORM 990-PF
YEAR ENDED JUNE 30, 2012

PART II, LINE 13 - INVESTMENTS, OTHER

<u>BEGINNING SHARES</u>	<u>ENDING SHARES</u>	<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
488,797 00	314,501 86	COAST ACCESS II LTD CL I	697,122	448,545	321,798
2,123 52	64 32	CF Lyster Watson Conservative	3,300,000	102,769	101,761
23,082 48	23,082.48	CF PINE GROVE OFFSHORE LTD	4,900,000	4,900,000	5,375,910
160,202 06	160,202 06	MFO DFA EMERGING MARKETS VALUE	4,100,000	4,100,000	4,299,823
178,862 50	178,862 50	MFO PIMCO FDS PAC INVT MGMT	2,098,058	2,098,058	2,144,561
382,081 69	471,969 33	MFO PIMCO FDS PAC INVT MGMT	2,900,000	3,700,000	4,379,875
228,976 69	237,041 16	MFO PIMCO FDS PAC INVT MGMT	1,900,000	1,953,951	1,521,804
TOTAL			19,895,180	17,303,323	18,145,533

FORM 990PF, PART II - OTHER ASSETS

ATTACHMENT 8

<u>DESCRIPTION</u>	<u>BEGINNING BOOK VALUE</u>	<u>ENDING BOOK VALUE</u>	<u>ENDING FMV</u>
PREPAID INTEREST	700.	2,899.	2,899.
TOTALS	<u>700.</u>	<u>2,899.</u>	<u>2,899.</u>

THE OFFIELD FAMILY FOUNDATION
CAPITAL GAIN/LOSS REPORT
FOR THE PERIOD ENDING JUNE 30, 2012

<u>Account</u>	<u>Shares</u>	<u>Description</u>	<u>Purchase Date</u>	<u>Trade Date</u>	<u>Proceeds</u>	<u>Cost</u>	<u>Gain/Loss</u>
<u>Short-Term Sales:</u>							
2674560	7	ABBOTT LAB COM	8/25/2011	3/19/2012	421.60	349.35	72.25
2674560	11	ABBOTT LAB COM	8/25/2011	6/25/2012	683.85	548.98	134.87
2674560	360	ADR GLAXOSMITHKLINE PLC SPONSORED ADR	8/25/2011	12/14/2011	16,028.98	15,074.46	954.52
2674560	9	ADR GLAXOSMITHKLINE PLC SPONSORED ADR	8/25/2011	6/25/2012	412.36	376.86	35.50
2674560	7	ADR NOVARTIS AG	8/25/2011	6/25/2012	378.75	392.60	(13.85)
2674560	510	AGL RES INC COM	8/25/2011	9/16/2011	20,799.75	20,389.14	410.61
2674560	19	ALTRIA GROUP INC COM	8/25/2011	6/25/2012	640.85	494.48	146.37
2674560	8	ANALOG DEVICES INC COM	3/19/2012	6/25/2012	295.34	319.91	(24.57)
2674560	399	AT&T INC COM	8/25/2011	3/19/2012	12,601.18	11,588.95	1,012.23
2674560	10	AUTOMATIC DATA PROCESSING INC COM	8/25/2011	6/25/2012	539.18	480.67	58.51
2674560	8	BANK N S HALIFAX COM STK	8/25/2011	3/19/2012	450.71	420.95	29.76
2674560	9	BANK N S HALIFAX COM STK	8/25/2011	6/25/2012	456.73	473.57	(16.84)
2674560	11	BCE INC COM NEW	8/25/2011	3/19/2012	443.29	432.02	11.27
2674560	8	BCE INC COM NEW	8/25/2011	6/25/2012	320.54	314.20	6.34
2674560	2	BLACKROCK INC COM STK	9/16/2011	6/25/2012	334.50	320.06	14.44
2674560	300	BRISTOL MYERS SQUIBB CO COM	8/25/2011	10/26/2011	9,623.22	8,551.56	1,071.66
2674560	13	BRISTOL MYERS SQUIBB CO COM	8/25/2011	3/19/2012	430.16	370.57	59.59
2674560	12	BRISTOL MYERS SQUIBB CO COM	8/25/2011	6/25/2012	409.66	342.06	67.60
2674560	6	CDN IMPERIAL BK COMM TORONTO ONT COM STK	8/25/2011	6/25/2012	418.36	436.98	(18.62)
2674560	6	COCA COLA CO COM	8/25/2011	3/19/2012	421.61	407.69	13.92
2674560	124	CONOCOPHILLIPS COM	8/25/2011	11/14/2011	8,874.88	8,056.73	818.15
2674560	151	CONOCOPHILLIPS COM	8/25/2011	11/15/2011	10,845.76	9,811.01	1,034.75
2674560	260	CONOCOPHILLIPS COM	8/25/2011	5/9/2012	13,775.22	12,843.39	931.83
2674560	42	CRESCENT POINT ENERGY CORP COM	8/25/2011	11/14/2011	1,694.93	1,815.24	(120.31)
2674560	53	CRESCENT POINT ENERGY CORP COM	8/25/2011	11/15/2011	2,125.15	2,290.66	(165.51)
2674560	10	CRESCENT POINT ENERGY CORP COM	8/25/2011	3/19/2012	449.18	432.20	16.98
2674560	43	CRESCENT POINT ENERGY CORP COM	8/25/2011	6/25/2012	1,511.60	1,858.46	(346.86)
2674560	18	CRESCENT POINT ENERGY CORP COM	8/25/2011	6/26/2012	636.91	777.96	(141.05)
2674560	7	DARDEN RESTAURANTS INC COM	12/14/2011	6/25/2012	346.69	302.45	44.24
2674560	6	DIGITAL RLTY TR INC COM	8/25/2011	3/19/2012	433.76	340.27	93.49

2674560	5 DIGITAL RLTY TR INC COM	8/25/2011	6/25/2012	367.14	283.56	83.58
2674560	8 EMERSON ELECTRIC CO COM	8/25/2011	6/25/2012	356.16	356.15	0.01
2674560	12 ENBRIDGE INC COM	8/25/2011	6/25/2012	465.58	386.77	78.81
2674560	120 GENUINE PARTS CO COM	8/25/2011	2/3/2012	7,699.03	6,203.21	1,495.82
2674560	6 GENUINE PARTS CO COM	8/25/2011	6/25/2012	362.56	310.16	52.40
2674560	8 H J HEINZ	8/25/2011	3/19/2012	425.91	405.97	19.94
2674560	6 H J HEINZ	8/25/2011	6/25/2012	319.18	304.48	14.70
2674560	13 HCP INC COM REIT	8/25/2011	6/25/2012	554.30	453.47	100.83
2674560	8 HEALTH CARE REIT INC COM	8/25/2011	3/19/2012	439.83	382.12	57.71
2674560	5 HEALTH CARE REIT INC COM	8/25/2011	6/25/2012	282.33	238.82	43.51
2674560	400 HEALTHCARE SVCS GROUP INC COM	8/25/2011	10/26/2011	6,849.71	5,501.92	1,347.79
2674560	91 HEALTHCARE SVCS GROUP INC COM	8/25/2011	12/14/2011	1,629.12	1,251.69	377.43
2674560	250 HEALTHCARE SVCS GROUP INC COM	8/25/2011	12/15/2011	4,363.00	3,438.70	924.30
2674560	196 HEALTHCARE SVCS GROUP INC COM	8/25/2011	12/16/2011	3,426.72	2,695.94	730.78
2674560	413 HEALTHCARE SVCS GROUP INC COM	8/25/2011	12/19/2011	6,975.44	5,680.73	1,294.71
2674560	12 HEALTHCARE SVCS GROUP INC COM	8/25/2011	5/9/2012	243.12	165.06	78.06
2674560	37 HEALTHCARE SVCS GROUP INC COM	8/25/2011	5/10/2012	749.76	508.93	240.83
2674560	30 HEALTHCARE SVCS GROUP INC COM	8/25/2011	5/11/2012	611.13	412.64	198.49
2674560	20 HEALTHCARE SVCS GROUP INC COM	8/25/2011	5/11/2012	408.98	275.10	133.88
2674560	16 HEALTHCARE SVCS GROUP INC COM	8/25/2011	5/14/2012	323.40	220.08	103.32
2674560	31 HEALTHCARE SVCS GROUP INC COM	8/25/2011	5/15/2012	629.49	426.40	203.09
2674560	43 HEALTHCARE SVCS GROUP INC COM	8/25/2011	5/16/2012	871.88	591.46	280.42
2674560	12 HEALTHCARE SVCS GROUP INC COM	8/25/2011	5/17/2012	238.08	165.06	73.02
2674560	13 HEALTHCARE SVCS GROUP INC COM	8/25/2011	5/18/2012	255.25	178.81	76.44
2674560	25 HEALTHCARE SVCS GROUP INC COM	8/25/2011	5/21/2012	487.41	343.87	143.54
2674560	11 HEALTHCARE SVCS GROUP INC COM	8/25/2011	5/22/2012	212.80	151.30	61.50
2674560	274 HEALTHCARE SVCS GROUP INC COM	8/25/2011	6/25/2012	4,986.14	3,768.81	1,217.33
2674560	367 HEALTHCARE SVCS GROUP INC COM	8/25/2011	6/26/2012	6,581.04	5,048.01	1,533.03
2674560	49 HEALTHCARE SVCS GROUP INC COM	8/25/2011	6/27/2012	905.65	673.98	231.67
2674560	16 INTEL CORP COM	8/25/2011	3/19/2012	442.10	312.37	129.73
2674560	339 INTEL CORP COM	8/25/2011	5/9/2012	9,145.20	6,618.40	2,526.80
2674560	11 INTEL CORP COM	8/25/2011	6/25/2012	285.87	214.76	71.11
2674560	6 KIMBERLY-CLARK CORP COM	8/25/2011	3/19/2012	437.27	403.78	33.49
2674560	4 KIMBERLY-CLARK CORP COM	8/25/2011	6/25/2012	323.71	269.19	54.52
2674560	12 KINDER MORGAN INC DEL COM	11/14/2011	3/19/2012	444.21	332.42	111.79
2674560	15 KINDER MORGAN INC DEL COM	11/14/2011	6/25/2012	462.28	415.52	46.76

2674560	18	MATTEL INC COM	8/25/2011	6/25/2012	569.36	451.87	117.49
2674560	6	MC DONALDS CORP COM	8/25/2011	3/19/2012	585.41	532.62	52.79
2674560	8	MC DONALDS CORP COM	8/25/2011	6/25/2012	705.33	710.16	(4.83)
2674560	7	MERCK & CO INC NEW COM	12/14/2011	6/25/2012	278.30	247.50	30.80
2674560	12	NATIONAL RETAIL PPTYS INC COM STK	8/25/2011	6/25/2012	325.54	305.35	20.19
2674560	110	NEXTERA ENERGY INC COM	8/25/2011	9/16/2011	6,062.43	6,074.60	(12.17)
2674560	7	NEXTERA ENERGY INC COM	8/25/2011	6/25/2012	468.84	386.57	82.27
2674560	17	ONEOK INC COM STK	8/25/2011	6/25/2012	707.00	573.76	133.24
2674560	90	PHILIP MORRIS INTL COM STK NPV	8/25/2011	12/14/2011	6,814.60	6,193.56	621.04
2674560	5	PHILIP MORRIS INTL COM STK NPV	8/25/2011	3/19/2012	430.23	344.09	86.14
2674560	108	PHILIP MORRIS INTL COM STK NPV	8/25/2011	6/25/2012	9,093.97	7,432.28	1,661.69
2674560	34	PHILIP MORRIS INTL COM STK NPV	8/25/2011	6/26/2012	2,860.76	2,339.79	520.97
2674560	130	PHILLIPS 66 COM	8/25/2011	5/9/2012	3,906.90	4,049.74	(142.84)
2674560	4	PRAXAIR INC COM	8/25/2011	3/19/2012	444.92	370.08	74.84
2674560	4	PRAXAIR INC COM	8/25/2011	6/25/2012	416.26	370.08	46.18
2674560	195	PROCTER & GAMBLE COM NPV	8/25/2011	9/16/2011	12,388.79	12,179.50	209.29
2674560	10	PROCTER & GAMBLE COM NPV	8/25/2011	6/25/2012	593.08	624.59	(31.51)
2674560	11	RLTY INC CORP COM	8/25/2011	3/19/2012	417.77	365.63	52.14
2674560	17	RPM INTL INC	8/25/2011	3/19/2012	430.07	325.78	104.29
2674560	12	RPM INTL INC	8/25/2011	6/25/2012	309.10	229.96	79.14
2674560	14	SOUTHERN CO COM STK	8/25/2011	6/25/2012	647.76	571.96	75.80
2674560	870	SPECTRA ENERGY CORP COM STK	9/16/2011	2/3/2012	26,484.64	21,981.23	4,503.41
2674560	350	SPECTRA ENERGY CORP COM STK	9/16/2011	2/6/2012	10,735.24	9,160.54	1,574.70
2674560	5	UNITED TECHNOLOGIES CORP COM	8/25/2011	3/19/2012	424.89	353.67	71.22
2674560	49	UNITED TECHNOLOGIES CORP COM	8/25/2011	3/19/2012	4,167.70	3,465.96	701.74
2674560	138	VERMILION ENERGY INC COM	8/25/2011	11/14/2011	6,472.49	5,893.98	578.51
2674560	162	VERMILION ENERGY INC COM	8/25/2011	11/15/2011	7,607.87	6,919.02	688.85
2674560	9	VERMILION ENERGY INC COM	8/25/2011	3/19/2012	443.91	384.39	59.52
2674560	75	VERMILION ENERGY INC COM	8/25/2011	6/25/2012	3,079.86	3,203.25	(123.39)
2674560	33	VERMILION ENERGY INC COM	8/25/2011	6/26/2012	1,378.55	1,409.43	(30.88)
2674560	18	WASTE MGMT INC DEL COM STK	8/25/2011	6/25/2012	578.32	585.27	(6.95)
2674560	12	WILLIAMS CO INC COM	2/3/2012	6/25/2012	328.18	355.53	(27.35)
2674561	55	ADR BHP BILLITON LTD SPONSORED ADR	8/25/2011	10/24/2011	4,353.45	4,371.95	(18.50)
2674561	501	ADR ASAHI GLASS CO ADR ASAHI GLASS	8/25/2011	11/10/2011	3,847.61	4,681.39	(833.78)
2674561	1144	ADR ASAHI GLASS CO ADR ASAHI GLASS	8/25/2011	11/11/2011	8,835.17	10,689.65	(1,854.48)
2674561	785	ADR ASAHI GLASS CO ADR ASAHI GLASS	8/25/2011	12/14/2011	6,585.08	7,335.12	(750.04)
2674561	170	ADR ASTRAZENECA PLC SPONSORED ADR UK	8/25/2011	1/11/2012	7,954.42	7,784.30	170.12

2674561	210	ADR BNP PARIBAS SPONSORED ADR REPSTG	8/25/2011	10/20/2011	4,294.42	5,130.30	(835.88)
2674561	285	ADR BNP PARIBAS SPONSORED ADR REPSTG	8/25/2011	10/24/2011	6,304.08	6,962.55	(658.47)
2674561	280	ADR BNP PARIBAS SPONSORED ADR REPSTG	8/25/2011	11/10/2011	5,804.29	6,840.40	(1,036.11)
2674561	300	ADR BNP PARIBAS SPONSORED ADR REPSTG	8/25/2011	1/11/2012	5,678.89	7,329.00	(1,650.11)
2674561	306	ADR CHUNGHWA TELECOM CO LTD SPONSORED ADR	8/25/2011	4/16/2012	9,268.53	10,634.75	(1,366.22)
2674561	0.25	ADR COMPANHIA ENERGETICA DE MINAS GERAIS SPON	8/25/2011	5/14/2012	4.12	3.49	0.63
2674561	1581	ADR COMPANHIA SIDERURGICA NACIONAL SPONSO	8/25/2011	5/25/2012	10,256.35	14,520.70	(4,264.35)
2674561	336	ADR FRANCE TELECOM	8/25/2011	4/16/2012	4,441.99	6,209.28	(1,767.29)
2674561	385	ADR GDF SUEZ S A SPONSORED ADR	8/25/2011	4/16/2012	9,319.45	11,480.70	(2,161.25)
2674561	362	ADR NITTO DENKO CORP ADR	8/25/2011	5/29/2012	14,287.96	13,705.32	582.64
2674561	1845	ADR QBE INS GROUP LTD SPONSORED	8/25/2011	1/20/2012	21,549.19	27,711.90	(6,162.71)
2674561	30	ADR SIEMENS AG COM DM50 (NEW)	2/9/2012	10/24/2011	3,154.13	3,014.70	139.43
2674561	3015	ADR SILICONWARE PRECISION INDS LTD SPONSORE	8/25/2011	9/12/2011	13,688.44	12,547.23	1,141.21
2674561	216	ADR SILICONWARE PRECISION INDS LTD SPONSORE	8/25/2011	4/16/2012	1,266.13	898.91	367.22
2674561	1084	ADR SILICONWARE PRECISION INDS LTD SPONSORE	8/25/2011	5/25/2012	5,229.75	4,555.52	674.23
2674561	350	ADR SINGAPORE AIRLS LTD ADR	8/25/2011	12/14/2011	5,318.75	6,198.50	(879.75)
2674561	405	ADR TELEFONICA S A SPONSORED	8/25/2011	12/19/2011	6,734.21	8,140.50	(1,406.29)
2674561	535	ADR TELEFONICA S A SPONSORED	8/25/2011	4/16/2012	7,870.46	10,753.50	(2,883.04)
2674561	550	ADR TESCO PLC SPONSORED ADR	8/25/2011	1/5/2012	10,138.73	9,960.50	178.23
2674561	455	ADR TESCO PLC SPONSORED ADR	8/25/2011	1/20/2012	7,041.99	8,240.05	(1,198.06)
2674561	400	ADR TESCO PLC SPONSORED ADR	8/25/2011	5/25/2012	5,809.15	7,244.00	(1,434.85)
2674561	526	ADR TOTAL SA	8/25/2011	4/16/2012	25,419.59	24,653.99	765.60
2674561	515	ALLIANZ SE ADR EACH REP 1/10 ORD SHS	8/25/2011	11/16/2011	5,052.05	5,016.10	35.95
2674561	190	BCE INC COM NEW	8/25/2011	9/12/2011	7,365.57	7,462.19	(96.62)
2674561	13	DEUTSCHE POST AG SPONSORED ADR	8/25/2011	10/24/2011	200.45	189.54	10.91
2674561	727	DEUTSCHE POST AG SPONSORED ADR	8/25/2011	10/25/2011	11,049.10	10,599.66	449.44
2674561	58	DIAGEO PLC SPONSORED ADR NEW	8/25/2011	5/25/2012	5,481.10	4,408.13	1,072.97
2674561	1120	ENERPLUS CORP COM	8/25/2011	12/7/2011	29,056.15	30,465.79	(1,409.64)
2674561	0	#REORG/ZURICH FINL NAME CHANGE ZURICH INS		4/16/2012	2,627.74	0	2,627.74
2674561	5,070	REORG/FOSTERS GROUP MANDATORY EXCHANGE	8/25/2011	12/27/2011	26,864.41	26,262.60	601.81
2678471	815	ACCENTURE PLC SHS CL A NEW	12/20/2010	7/8/2011	51,128.43	39,672.73	11,455.70
2678471	370	CONOCOPHILLIPS COM	3/4/2011	7/8/2011	27,850.97	29,887.60	(2,036.63)
2678471	425	NATIONAL OILWELL VARCO COM STK	10/28/2010	7/8/2011	33,768.35	22,884.17	10,884.18
2678471	550	ST JUDE MED INC COM	3/23/2011	7/8/2011	25,924.89	28,135.25	(2,210.36)
2678471	620	WATSON PHARMACEUTICALS INC COM	11/12/2010	7/8/2011	43,055.11	31,588.07	11,467.04
2678471	1365	DOW CHEMICAL CO COM	4/29/2011	7/13/2011	46,715.27	56,012.06	(9,296.79)
2678471	580	ST JUDE MED INC COM	3/31/2011	7/13/2011	26,968.64	29,756.42	(2,787.78)

2678471	2010 DOW CHEMICAL CO COM	5/3/2011	7/14/2011	69,272.52	82,241.21	(12,968.69)
2678471	1470 ST JUDE MED INC COM	4/7/2011	7/14/2011	67,616.96	77,306.28	(9,689.32)
2678471	625 CONOCOPHILLIPS COM	3/11/2011	7/20/2011	47,011.59	49,003.98	(1,992.39)
2678471	680 STRYKER CORP	3/8/2011	7/21/2011	38,829.16	44,182.75	(5,353.59)
2678471	3010 IDS UNIPHASE CORP COM PAR \$0.001 COM PAR\$0.001	3/2/2011	7/22/2011	44,331.65	74,023.44	(29,691.79)
2678471	470 STRYKER CORP	3/9/2011	7/22/2011	26,731.15	30,473.15	(3,742.00)
2678471	1825 CONOCOPHILLIPS COM	3/30/2011	7/25/2011	136,245.66	141,680.58	(5,434.92)
2678471	3890 IDS UNIPHASE CORP COM PAR \$0.001 COM PAR\$0.001	4/28/2011	7/25/2011	57,959.87	87,080.52	(29,120.65)
2678471	968 STRYKER CORP	3/9/2011	7/25/2011	54,204.26	62,233.79	(8,029.53)
2678471	640 AGILENT TECHNOLOGIES INC COM	10/1/2010	7/27/2011	27,670.35	21,735.49	5,934.86
2678471	850 ILLUMINA INC COM	8/12/2010	7/28/2011	50,088.18	39,055.51	11,032.67
2678471	1870 JUNIPER NETWORKS INC COM	10/6/2010	7/28/2011	45,120.31	60,079.17	(14,958.86)
2678471	6595 METROPCS COMMUNICATIONS INC COM COM	5/26/2011	8/3/2011	66,671.52	118,023.66	(51,352.14)
2678471	2025 JUNIPER NETWORKS INC COM	12/22/2010	8/8/2011	42,310.33	69,735.97	(27,425.64)
2678471	1295 ROCKWELL AUTOMATION	4/4/2011	8/8/2011	76,714.34	120,830.02	(44,115.68)
2678471	760 AGILENT TECHNOLOGIES INC COM	10/4/2010	8/19/2011	24,082.72	25,535.16	(1,452.44)
2678471	3425 MOODYS CORP COM	6/13/2011	8/19/2011	94,255.54	133,905.58	(39,650.04)
2678471	242 SALESFORCE COM INC COM STK	11/23/2010	8/19/2011	27,475.54	34,433.69	(6,958.15)
2678471	135 ILLUMINA INC COM	9/22/2010	9/21/2011	5,655.04	6,715.66	(1,060.62)
2678471	920 ORACLE CORP COM	10/7/2010	9/21/2011	27,371.57	25,602.77	1,768.80
2678471	1210 FREEPORT-MCMORAN COPPER & GOLD INC	7/22/2011	9/22/2011	39,628.43	67,072.58	(27,444.15)
2678471	515 ILLUMINA INC COM	9/22/2010	9/22/2011	21,624.93	25,618.98	(3,994.05)
2678471	335 ILLUMINA INC COM	5/10/2011	9/26/2011	13,531.89	24,798.09	(11,266.20)
2678471	855 AGILENT TECHNOLOGIES INC COM	10/4/2010	9/29/2011	27,219.16	28,075.04	(855.88)
2678471	825 ORACLE CORP COM	10/7/2010	9/29/2011	24,771.20	22,959.01	1,812.19
2678471	945 ACME PACKET INC COM STK	8/10/2011	10/7/2011	36,929.33	74,302.54	(37,373.21)
2678471	125 AGILENT TECHNOLOGIES INC COM	11/15/2010	10/17/2011	4,124.67	4,510.11	(385.44)
2678471	910 AGILENT TECHNOLOGIES INC COM	10/4/2010	10/19/2011	30,324.53	32,873.48	(2,548.95)
2678471	895 ACME PACKET INC COM STK	9/16/2011	10/27/2011	30,882.53	45,049.84	(14,167.31)
2678471	740 AVAGO TECHNOLOGIES LTD	9/29/2011	10/31/2011	25,068.96	24,418.74	650.22
2678471	2785 UNITEDHEALTH GROUP INC COM	5/13/2011	11/2/2011	128,708.51	134,123.06	(5,414.55)
2678471	1865 AGILENT TECHNOLOGIES INC COM	12/8/2010	11/17/2011	70,534.62	76,914.88	(6,380.26)
2678471	3050 DU PONT E I DE NEMOURS & CO COM STK	7/8/2011	12/12/2011	133,860.08	170,103.01	(36,242.93)
2678471	1025 THERMO FISHER CORP	12/16/2010	12/12/2011	46,288.93	57,158.55	(10,869.62)
2678471	1685 HALLIBURTON CO COM	7/14/2011	12/15/2011	52,689.45	89,881.40	(37,191.95)
2678471	2065 HALLIBURTON CO COM	7/22/2011	12/23/2011	69,369.87	115,393.80	(46,023.93)
2678471	700 #REORG/ENSCO PLC SPON ADR MANDATORY EXCHENS	4/4/2011	1/9/2012	33,287.81	41,783.70	(8,495.89)

2678471	527 ZYNGA INC	12/19/2011	1/9/2012	4,207.51	4,746.86	(539.35)
2678471	272 MC DONALDS CORP COM	7/25/2011	1/12/2012	27,312.01	24,190.67	3,121.34
2678471	271 NIKE INC CL B	9/26/2011	1/12/2012	26,506.81	23,762.62	2,744.19
2678471	2805 #REORG/DIRECTV NAME,CUSIP CHANGE DIRECTV C	5/6/2011	1/19/2012	119,196.14	130,687.36	(11,491.22)
2678471	1285 WATSON PHARMACEUTICALS INC COM	8/8/2011	1/19/2012	75,275.77	74,439.20	836.57
2678471	355 SANDISK CORP COM	1/24/2012	1/27/2012	16,605.13	18,198.27	(1,593.14)
2678471	895 SANDISK CORP COM	9/16/2011	1/27/2012	41,863.63	42,227.92	(364.29)
2678471	395 #REORG/ENSCO PLC SPON ADR MANDATORY EXCHENS	4/4/2011	1/30/2012	20,450.68	23,577.95	(3,127.27)
2678471	2580 RIVERBED TECHNOLOGY INC COM	11/11/2011	1/30/2012	61,328.79	86,711.91	(25,383.12)
2678471	2140 ELECTR ARTS COM	7/14/2011	2/2/2012	42,137.07	50,498.01	(8,360.94)
2678471	3645 ELECTR ARTS COM	9/26/2011	2/10/2012	62,182.49	77,541.83	(15,359.34)
2678471	1030 HERSHEY CO FORMERLY HERSHEY FOODS CORP TO 04/	3/30/2011	2/15/2012	62,473.30	56,110.81	6,362.49
2678471	625 HERSHEY CO FORMERLY HERSHEY FOODS CORP TO 04/	7/25/2011	2/16/2012	37,851.34	35,642.03	2,209.31
2678471	440 HERSHEY CO FORMERLY HERSHEY FOODS CORP TO 04/	7/27/2011	2/17/2012	26,555.43	25,776.89	778.54
2678471	270 HERSHEY CO FORMERLY HERSHEY FOODS CORP TO 04/	7/27/2011	2/21/2012	16,328.63	15,680.70	647.93
2678471	250 #REORG/ENSCO PLC SPON ADR MANDATORY EXCHENS	4/4/2011	2/24/2012	14,849.73	14,922.75	(73.02)
2678471	60 ALEXION PHARMACEUTICALS INC COM	11/2/2011	2/24/2012	5,074.70	3,911.45	1,163.25
2678471	385 AVAGO TECHNOLOGIES LTD	9/29/2011	2/24/2012	13,990.64	12,704.34	1,286.30
2678471	112 BIOGEN IDEC INC COM STK	10/25/2011	2/24/2012	13,054.48	12,190.78	863.70
2678471	625 CABOT OIL & GAS CORP COM	5/10/2011	2/24/2012	22,254.59	17,542.84	4,711.75
2678471	455 CAP 1 FNCL COM	5/9/2011	2/24/2012	22,385.59	24,435.11	(2,049.52)
2678471	18 CHIPOTLE MEXICAN GRILL INC COM STK	2/9/2012	2/24/2012	6,972.71	6,749.24	223.47
2678471	214 CUMMINS INC	4/27/2011	2/24/2012	26,060.45	25,255.93	804.52
2678471	975 DISCOVER FINL SVCS COM STK	3/28/2011	2/24/2012	29,373.58	23,933.95	5,439.63
2678471	420 EBAY INC COM USD0.001	9/16/2011	2/24/2012	15,233.13	13,822.49	1,410.64
2678471	420 EMC CORP COM	2/13/2012	2/24/2012	11,558.32	11,082.41	475.91
2678471	130 FMC TECHNOLOGIES INC COM	1/26/2012	2/24/2012	6,784.57	7,069.62	(285.05)
2678471	345 FREEPORT-MCMORAN COPPER & GOLD INC	1/27/2012	2/24/2012	15,172.83	16,079.55	(906.72)
2678471	295 GILEAD SCIENCES INC	3/24/2011	2/24/2012	13,334.69	12,382.98	951.71
2678471	40 GOOGLE INC CL A CL A	10/17/2011	2/24/2012	24,404.35	23,344.77	1,059.58
2678471	335 LTD BRANDS	4/11/2011	2/24/2012	15,503.52	12,605.49	2,898.03
2678471	150 LULULEMON ATHLETICA INC COM	1/27/2012	2/24/2012	9,982.33	9,553.92	428.41
2678471	305 LYONDELBASELL INDU-CL A-W/I	1/19/2012	2/24/2012	13,438.05	12,361.22	1,076.83
2678471	400 MASCO CORP COM	1/12/2012	2/24/2012	4,623.91	4,778.88	(154.97)
2678471	245 MC DONALDS CORP COM	7/25/2011	2/24/2012	24,580.40	21,789.39	2,791.01
2678471	575 MGM RESORTS INTERNATIONAL COM	1/12/2012	2/24/2012	8,021.10	6,835.54	1,185.56
2678471	90 MICHAEL KORS HOLDINGS LTD COM NPV	2/9/2012	2/24/2012	3,719.63	3,038.72	680.91

2678471	100 MICHAEL KORS HOLDINGS LTD COM NPV	12/16/2011	2/24/2012	4,132.92	2,375.25	1,757.67
2678471	236 NIKE INC CL B	9/26/2011	2/24/2012	25,084.00	20,693.65	4,390.35
2678471	132 NOBLE ENERGY INC COM	1/24/2012	2/24/2012	13,788.47	13,303.51	484.96
2678471	192 OCCIDENTAL PETROLEUM CORP	5/26/2011	2/24/2012	19,929.24	19,895.48	33.76
2678471	70 SHERWIN-WILLIAMS CO COM	1/11/2012	2/24/2012	7,048.17	6,611.68	436.49
2678471	225 TERADATA CORP DEL COM STK	8/5/2011	2/24/2012	14,705.01	12,118.00	2,587.01
2678471	80 TRACTOR SUPPLY CO COM	11/2/2011	2/24/2012	6,743.07	5,798.51	944.56
2678471	100 ULTA SALON COSMETICS & FRAGRANCE INC COMSTK	11/2/2011	2/24/2012	8,171.85	7,091.85	1,080.00
2678471	125 UNION PAC CORP COM	1/19/2012	2/24/2012	14,079.48	14,124.70	(45.22)
2678471	130 VALEANT PHARMACEUTICALS INTERNATIONAL INCCO	5/3/2011	2/24/2012	6,206.08	6,236.29	(30.21)
2678471	152 VMWARE INC CL A COM CL A COM	8/8/2011	2/24/2012	15,271.16	12,832.17	2,438.99
2678471	160 YUM BRANDS INC COM	2/9/2012	2/24/2012	10,497.41	10,340.14	157.27
2678471	283 MC DONALDS CORP COM	7/25/2011	3/5/2012	28,117.33	25,168.97	2,948.36
2678471	2870 FREPORT-MCMORAN COPPER & GOLD INC	2/17/2012	3/6/2012	111,597.65	132,203.55	(20,605.90)
2678471	628 MC DONALDS CORP COM	7/27/2011	3/12/2012	60,934.31	55,688.25	5,246.06
2678471	705 ORACLE CORP COM	3/28/2011	3/12/2012	20,804.67	23,027.36	(2,222.69)
2678471	1320 MC DONALDS CORP COM	12/12/2011	3/22/2012	126,609.22	118,462.20	8,147.02
2678471	564 APACHE CORP COM	4/21/2011	3/27/2012	56,937.32	70,937.70	(14,000.38)
2678471	40 #REORG/ENSCO PLC SPON ADR	4/28/2011	4/16/2012	2,055.80	2,318.81	(263.01)
2678471	1731 OCCIDENTAL PETROLEUM CORP	11/17/2011	4/16/2012	152,498.01	181,828.50	(29,330.49)
2678471	1255 #REORG/ENSCO PLC SPON ADR MANDATORY EXCHENS	11/17/2011	4/19/2012	66,756.59	69,817.49	(3,060.90)
2678471	1477 CABOT OIL & GAS CORP COM	5/12/2011	4/30/2012	49,968.28	40,945.32	9,022.96
2678471	1537 BORG WARNER INC COM	3/30/2012	6/4/2012	99,361.59	128,980.68	(29,619.09)
2678471	3669 LSI CORP COM STK	3/15/2012	6/15/2012	23,006.66	33,533.93	(10,527.27)
2678471	3770 LSI CORP COM STK	3/27/2012	6/22/2012	23,601.54	34,413.32	(10,811.78)
2678471	741 FMC TECHNOLOGIES INC COM	1/30/2012	6/27/2012	27,851.18	39,640.30	(11,789.12)
2678471	3756 LSI CORP COM STK	3/30/2012	6/29/2012	23,205.91	32,651.89	(9,445.98)
2678472	8325 STAPLES INC COM	12/29/2010	7/14/2011	126,374.42	191,385.92	(65,011.50)
2678472	230 AMERICAN EXPRESS CO	3/16/2011	9/28/2011	10,707.70	9,787.14	920.56
2678472	3860 BEST BUY INC COM STK	12/29/2010	12/15/2011	89,835.92	132,801.76	(42,965.84)
2678472	5 BANK OF AMERICA CORP	12/30/2011	1/10/2012	32.68	27.43	5.25
2678472	22370 BANK OF AMERICA CORP	12/30/2011	1/23/2012	160,105.69	122,706.15	37,399.54
2678472	435 #REORG/EXPRESS SCRIPTS INC STOCK MERGER EXPRES:	1/25/2012	2/24/2012	22,758.79	22,865.69	(106.90)
2678472	510 AMERICAN EXPRESS CO	3/16/2011	2/24/2012	27,174.71	21,701.93	5,472.78
2678472	330 BORG WARNER INC COM	12/15/2011	2/24/2012	27,181.61	20,822.87	6,358.74
2678472	1125 EMC CORP COM	8/25/2011	2/24/2012	30,959.77	23,959.46	7,000.31
2678472	144 GOLDMAN SACHS GROUP INC COM	7/11/2011	2/24/2012	16,646.10	18,987.57	(2,341.47)

2678472	650 HALLIBURTON CO COM	9/27/2011	2/24/2012	25,057.05	23,065.64	1,991.41
2678472	190 HESS CORP COM STK	7/15/2011	2/24/2012	12,718.37	13,780.87	(1,062.50)
2678472	365 KOHLS CORP COM	5/16/2011	2/24/2012	18,070.82	20,165.74	(2,094.92)
2678472	770 ORACLE CORP COM	7/14/2011	2/24/2012	22,553.05	24,713.00	(2,159.95)
2678472	1600 WELLS FARGO & CO NEW COM STK	5/2/2011	2/24/2012	48,287.12	46,590.40	1,696.72
2678472	145 EMC CORP COM	8/25/2011	6/29/2012	3,674.21	3,088.11	586.10
2678472	107 EXPRESS SCRIPTS HLDG CO COM	1/25/2012	6/29/2012	5,933.66	5,624.43	309.23
2678472	151 GOLDMAN SACHS GROUP INC COM	7/11/2011	6/29/2012	14,380.25	19,910.57	(5,530.32)
2678472	65 HALLIBURTON CO COM	9/27/2011	6/29/2012	1,846.64	2,306.56	(459.92)
2678472	406 ORACLE CORP COM	7/14/2011	6/29/2012	11,964.56	13,030.49	(1,065.93)
2678473	1200 #REORG/PETROHAWK ENERGY CORP COM	7/14/2011	8/10/2011	46,016.11	27,346.14	18,669.97
2678473	1035 JEFFERIES GROUP INC NEW COM	8/12/2011	11/3/2011	12,148.08	16,611.75	(4,463.67)
2678473	770 CABOT OIL & GAS CORP COM	3/15/2011	1/27/2012	24,997.11	18,323.45	6,673.66
2678473	165 ATLAS AIR WORLDWIDE HLDGS INC COM NEW STK	7/17/2009	2/24/2012	6,986.61	7,093.84	(107.23)
2678473	130 CABOT CORP COM	7/17/2009	2/24/2012	5,324.70	4,346.01	978.69
2678473	130 COMERICA INC COM	7/17/2009	2/24/2012	3,810.23	3,817.54	(7.31)
2678473	80 PIONEER NAT RES CO COM STK	7/17/2009	2/24/2012	9,306.23	7,797.42	1,508.81
2678473	10 SEACOR HLDGS INC COM	7/17/2009	2/24/2012	989.18	992.23	(3.05)
2678473	345 UNIVERSAL AMERICAN CORP COM STK	7/17/2009	2/24/2012	4,034.97	3,873.80	161.17
2678473	815 PENNEY J.C CO INC COM	8/12/2011	5/2/2012	28,655.65	21,680.46	6,975.19
2678474	998 ADR BAYER A G SPONSORED ADR	7/27/2011	9/6/2011	52,298.89	83,794.35	(31,495.46)
2678474	1914 ADR OAO GAZPROM LEVEL 1 ADR	3/15/2011	9/12/2011	20,720.96	28,725.60	(8,004.64)
2678474	855 ADR BAYER A G SPONSORED ADR	8/10/2011	9/15/2011	46,036.84	59,807.22	(13,770.38)
2678474	747 ADR BNP PARIBAS SPONSORED ADR REPSTG	9/30/2010	9/20/2011	12,700.29	26,748.20	(14,047.91)
2678474	2 ADR BNP PARIBAS SPONSORED ADR REPSTG	9/30/2010	9/20/2011	34.43	71.62	(37.19)
2678474	833 ADR BNP PARIBAS SPONSORED ADR REPSTG	3/10/2011	9/21/2011	13,419.87	30,236.32	(16,816.45)
2678474	1657 ADR BNP PARIBAS SPONSORED ADR REPSTG	10/21/2010	9/21/2011	26,694.74	60,542.63	(33,847.89)
2678474	424 ADR NEW ORIENTAL ED & TECHNOLOGY GROUP INC	3/10/2011	11/22/2011	9,873.20	9,279.24	593.96
2678474	404 ADR NEW ORIENTAL ED & TECHNOLOGY GROUP INC	12/2/2009	11/23/2011	9,337.55	8,841.54	496.01
2678474	1197 ADR ARCELORMITTAL SA LUXEMBOURG N Y REGISTR	2/24/2011	11/28/2011	20,129.08	42,789.64	(22,660.56)
2678474	416 ADR NEW ORIENTAL ED & TECHNOLOGY GROUP INC	3/10/2011	11/28/2011	9,914.49	9,104.16	810.33
2678474	1189 ADR ARCELORMITTAL SA LUXEMBOURG N Y REGISTR	2/25/2011	12/1/2011	22,617.92	42,789.35	(20,171.43)
2678474	2269 ADR ARCELORMITTAL SA LUXEMBOURG N Y REGISTR	5/4/2011	12/9/2011	42,630.97	81,740.78	(39,109.81)
2678474	623 ADR ARCELORMITTAL SA LUXEMBOURG N Y REGISTR	5/4/2011	12/12/2011	10,766.54	22,594.41	(11,827.87)
2678474	0.37 SOUTHN COPPER CORP DEL COM	12/9/2011	2/13/2012	11.50	11.65	(0.15)
2678474	454 TECK RESOURCES LIMITED	7/21/2011	3/22/2012	15,871.28	24,304.12	(8,432.84)
2678474	2313 TECK RESOURCES LIMITED	12/1/2011	3/23/2012	81,380.05	111,956.34	(30,576.29)

2678474	8071	ADR LI & FUNG LTD ADR	9/1/2011	3/27/2012	39,978.98	29,022.56	10,956.42
2678474	8164	ADR NOKIA CORP SPONSORED ADR	1/17/2012	4/11/2012	35,191.75	45,712.69	(10,520.94)
2678474	3359	ADR ING GROEP N V SPONSORED ADR	8/12/2011	4/26/2012	23,774.13	28,902.85	(5,128.72)
2678474	15403	ADR ING GROEP N V SPONSORED ADR	9/16/2011	4/27/2012	107,746.19	122,744.46	(14,998.27)
2678476	1095000	UNITED STATES TREAS NTS DTD 7-15-10 1.0%	8/11/2010	7/6/2011	1,107,315.08	1,103,216.17	4,098.91
2678476	302000	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS	6/8/2011	7/8/2011	321,453.05	322,479.38	(1,026.33)
2678476	255000	FNMA SINGLE FAMILY MORTGAGE 4% 30 YEARS	6/8/2011	7/11/2011	257,161.52	257,789.06	(627.54)
2678476	70000	US TREAS NTS .625 DUE 01-31-2013	5/26/2011	7/14/2011	70,349.77	70,098.67	251.10
2678476	195000	UNITED STATES TREAS NTS 1.25% TIPS	10/13/2010	7/26/2011	217,962.96	210,360.72	7,602.24
2678476	195000	UNITED STATES TREAS NTS 1.25% TIPS	1/13/2011	7/26/2011	217,915.64	210,104.03	7,811.61
2678476	140000	FNMA 0.75% BDS 18/12/13 USD100 .75% 12-18-2013	4/26/2011	7/27/2011	140,029.40	138,809.46	1,219.94
2678476	130000	UNITED STATES TREAS NTS 1.25% TIPS	1/13/2011	8/1/2011	148,465.51	134,589.06	13,876.45
2678476	255000	FNMA SINGLE FAMILY MTG 4.00 30 YEARS	7/11/2011	8/5/2011	262,789.45	256,434.38	6,355.07
2678476	302000	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS	7/8/2011	8/8/2011	323,942.19	320,639.06	3,303.13
2678476	260000	FNMA FNMABOND 1.125 06-27-2014	6/8/2011	8/10/2011	264,966.00	261,791.40	3,174.60
2678476	60000	UNITED STATES TREAS NTS 3.50 DUE	4/11/2011	8/12/2011	67,103.67	60,129.15	6,974.52
2678476	5000	BOEING CO 1.875% DUE 11-20-2012	2/2/2011	8/22/2011	5,080.70	5,090.90	(10.20)
2678476	45000	UNITED STATES TREAS NTS 3.50 DUE	5/26/2011	9/7/2011	51,352.55	46,965.61	4,386.94
2678476	255000	FNMA SINGLE FAMILY MORTGAGE 4% 30 YEARS	8/5/2011	9/8/2011	266,036.72	261,932.81	4,103.91
2678476	302000	FNMA SINGLE FAMILY MTG 5 30 YEARS	8/8/2011	9/8/2011	325,428.59	322,904.06	2,524.53
2678476	65000	US TREAS NTS .625 DUE 01-31-2013	5/26/2011	9/12/2011	65,403.49	65,254.12	149.37
2678476	110000	US TREAS NTS .625 DUE 01-31-2013	5/26/2011	9/21/2011	110,704.32	110,430.06	274.26
2678476	255000	FNMA SINGLE FAMILY MORTGAGE 4% 30 YEARS	9/8/2011	9/26/2011	267,351.56	265,279.69	2,071.87
2678476	150000	US TREAS NTS .625 DUE 01-31-2013	6/14/2011	9/27/2011	150,825.67	150,588.59	237.08
2678476	302000	FNMA SINGLE FAMILY MTG 5 30 YEARS	9/8/2011	10/7/2011	323,600.08	324,650.00	(1,049.92)
2678476	420000	US TREAS NTS .625 DUE 01-31-2013	6/14/2011	10/31/2011	422,311.87	421,822.50	489.37
2678476	255000	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS	9/26/2011	11/7/2011	260,896.88	261,016.41	(119.53)
2678476	135000	FNMA SINGLE FAMILY MTG 3.5 30 YEARS	11/7/2011	11/7/2011	137,763.28	137,784.38	(21.10)
2678476	302000	FNMA SINGLE FAMILY MTG 5 30 YEARS	10/7/2011	11/7/2011	325,334.22	322,809.69	2,524.53
2678476	100000	UNITED STATES TREAS NTS 3.50 DUE	5/26/2011	11/7/2011	114,050.38	104,887.12	9,163.26
2678476	955000	US TREAS NTS DTD 00353 .75 DUE 6-15-2014	8/25/2011	11/8/2011	965,184.18	957,893.44	7,290.74
2678476	1882.36	HONDA AUTO .65% DUE 06-17-2013	2/17/2011	11/15/2011	1,882.36	1,882.30	0.06
2678476	5000	BARRICK GOLD 6.125% DUE 09-15-2013	2/2/2011	11/30/2011	5,423.95	5,583.05	(159.10)
2678476	302000	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS	11/7/2011	12/7/2011	325,346.02	324,650.00	696.02
2678476	255000	FNMA SINGLE FAMILY MTG 3.5 30 YEARS	11/7/2011	12/7/2011	260,976.56	260,217.19	759.37
2678476	200000	FNMA FNMABOND 1.125 06-27-2014	6/8/2011	12/8/2011	202,876.20	201,378.00	1,498.20
2678476	250000	UNITED STATES TREAS NTS NT 2.5% DUE 6-30-2017	1/6/2011	12/8/2011	269,940.41	247,637.72	22,302.69

2678476	13246.62	HONDA AUTO .65% DUE 06-17-2013	2/17/2011	12/15/2011	13,246.62	13,246.19	0.43
2678476	170000	UNITED STATES TREAS 3.50 DUE	5/31/2011	12/16/2011	196,229.79	178,624.51	17,605.28
2678476	230000	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS	12/7/2011	1/3/2012	236,432.81	234,815.62	1,617.19
2678476	255000	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS	12/16/2011	1/9/2012	263,407.03	261,596.88	1,810.15
2678476	302000	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS	12/7/2011	1/9/2012	326,348.75	324,944.92	1,403.83
2678476	80000	CMO J P MORGAN CHASE TR 2006-C SER	3/15/2011	1/12/2012	87,181.25	85,850.00	1,331.25
2678476	13204.11	HONDA AUTO .65% DUE 06-17-2013	2/17/2011	1/17/2012	13,204.11	13,203.68	0.43
2678476	140000	CAPITAL ONE MULTI-ASSET EXECUTION TR	3/8/2011	1/18/2012	140,000.00	139,475.00	525.00
2678476	515.41	CMO CR SUISE 1ST BSTN MTG SECS CORP	7/27/2011	1/18/2012	515.41	532.42	(17.01)
2678476	330000	FNMA FNMABOND 1.125 06-27-2014	7/27/2011	1/18/2012	335,121.60	332,271.70	2,849.90
2678476	75000	UNITED STATES TREAS NTS DTD 02/15/2011 3.125%	1/3/2012	1/24/2012	82,526.07	83,250.30	(724.23)
2678476	100000	PVTP L CMO WF-RBS COM L MTG TR 2011-C2 CL A-4	2/17/2011	1/26/2012	112,136.72	101,992.40	10,144.32
2678476	60000	UNITED STATES TREAS NTS DTD 02/15/2011 3.125%	1/3/2012	1/27/2012	66,740.39	66,600.24	140.15
2678476	150000	UNITED STATES TREAS NTS NT 2.25% DUE 3-31-2016	5/3/2011	1/30/2012	160,687.00	151,897.38	8,789.62
2678476	50000	UNITED STATES TREAS NTS DTD 10-15-2011 0.5	11/8/2011	2/2/2012	50,283.04	50,172.04	111.00
2678476	255000	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS	1/9/2012	2/7/2012	264,273.63	262,689.84	1,583.79
2678476	302000	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS	2/7/2012	2/7/2012	326,148.20	325,688.13	460.07
2678476	302000	FNMA SINGLE FAMILY MTG 5 30 YEARS	1/9/2012	2/7/2012	326,148.20	325,735.31	412.89
2678476	55000	DOW CHEM CO 4.25% DUE 11-15-2020	8/4/2011	2/15/2012	58,863.20	57,009.70	1,853.50
2678476	12931.43	HONDA AUTO .65% DUE 06-17-2013	2/17/2011	2/15/2012	12,931.43	12,931.01	0.42
2678476	100000	UNITED STATES TREAS NTS DTD 10-15-2011 0.5	11/8/2011	2/15/2012	100,409.82	100,344.09	65.73
2678476	641.28	CMO CR SUISE 1ST BSTN MTG SECS CORP	7/27/2011	2/17/2012	641.28	662.45	(21.17)
2678476	40000	UNITED STATES TREAS NTS DTD 02/15/2011 3.125%	1/5/2012	2/28/2012	44,662.34	44,331.41	330.93
2678476	255000	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS	2/7/2012	3/2/2012	263,855.27	263,566.41	288.86
2678476	325000	FHLMC PREASSIGN 00066 2.5 05-27-2016	9/27/2011	3/5/2012	346,593.00	344,696.40	1,896.60
2678476	60000	UNITED STATES TREAS NTS DTD 10-15-2011 0.5	11/8/2011	3/7/2012	60,177.92	60,206.45	(28.53)
2678476	50000	UNITED STATES TREAS NTS 3.50 DUE	7/26/2011	3/13/2012	56,618.94	53,023.63	3,595.31
2678476	141.11	CMO CR SUISE 1ST BSTN MTG SECS CORP	7/27/2011	3/16/2012	141.11	145.77	(4.66)
2678476	60000	UNITED STATES TREAS NTS DTD 10-15-2011 0.5	11/8/2011	3/22/2012	60,004.49	60,206.45	(201.96)
2678476	120000	UNITED STATES TREAS NTS 3.50 DUE	7/26/2011	3/23/2012	134,577.65	127,509.86	7,067.79
2678476	85000	UNITED STATES TREAS NTS DTD 02/15/2011 3.125%	1/19/2012	3/23/2012	92,384.04	94,114.80	(1,730.76)
2678476	7447.25	CHRYSLER FINL AUTO .91000002623% DUE 08-08-2013	3/8/2010	4/9/2012	7,447.25	7,467.32	(20.07)
2678476	395000	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS	3/23/2012	4/9/2012	409,318.75	406,460.94	2,857.81
2678476	302000	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS	3/2/2012	4/9/2012	327,905.94	325,735.31	2,170.63
2678476	302000	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS	4/9/2012	4/9/2012	329,097.42	327,386.88	1,710.54
2678476	65000	ALCOA INC 5.4% DUE 04-15-2021	6/29/2011	4/17/2012	67,169.05	65,243.75	1,925.30
2678476	219.6	CMO CR SUISE 1ST BSTN MTG SECS CORP	7/27/2011	4/17/2012	219.60	226.85	(7.25)

2678476	60000	CMO J P MORGAN CHASE COMIL MTG SECS TR	8/24/2011	4/17/2012	66,923.44	63,342.19	3,581.25
2678476	100000	UNITED STATES TREAS NTS 3.50 DUE	7/26/2011	4/19/2012	114,616.79	106,176.96	8,439.83
2678476	530000	FNMA FNMABOND 1.125 06-27-2014	8/25/2011	4/24/2012	538,268.00	537,617.70	650.30
2678476	685000	UNITED STATES TREAS NTS DTD 10-15-2011 0.5	11/8/2011	4/27/2012	687,673.49	687,356.98	316.51
2678476	70000	UNITED STATES TREAS NTS NT .375 DUE 6/30/13	10/31/2011	5/3/2012	70,122.81	70,175.24	(52.43)
2678476	19131.38	CHRYSLER FINL AUTO .91000002623% DUE 08-08-2013	9/2/2011	5/8/2012	19,131.38	19,182.95	(51.57)
2678476	455000	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS	5/8/2012	5/8/2012	477,252.34	472,915.63	4,336.71
2678476	455000	FNMA SINGLE FAMILY MORTGAGE 3.5% 30 YEARS	4/17/2012	5/8/2012	474,159.77	470,161.72	3,998.05
2678476	302000	FNMA SINGLE FAMILY MORTGAGE 5% 30 YEARS	5/8/2012	5/8/2012	326,065.63	328,566.56	(2,500.93)
2678476	60000	ROYAL BK CDA GLOBAL MEDIUM TERM SR BK	3/7/2012	5/10/2012	60,300.60	59,980.80	319.80
2678476	350000	UNITED STATES TREAS NTS NT .375 DUE 6/30/14	10/31/2011	5/15/2012	350,545.71	350,876.17	(330.46)
2678476	895.02	CMO CR SUISE 1ST BSTN MTG SECS CORP	7/27/2011	5/17/2012	895.02	924.56	(29.54)
2678476	110000	UTD STATES TREAS .375% DUE 03-15-2015	4/27/2012	6/6/2012	110,051.19	109,965.99	85.20
2678476	17730.32	CHRYSLER FINL AUTO .91000002623% DUE 08-08-2013	9/2/2011	6/8/2012	17,730.32	17,778.11	(47.79)
2678476	135000	UTD STATES TREAS .375% DUE 03-15-2015	4/27/2012	6/13/2012	134,946.82	134,958.27	(11.45)
2678476	50000	WMC FINANCE USA 5.125% DUE 05-15-2013	7/28/2011	6/13/2012	52,090.00	53,849.00	(1,759.00)
2678476	1076.36	CMO CR SUISE 1ST BSTN MTG SECS CORP	7/27/2011	6/15/2012	1,076.36	1,111.89	(35.53)
2678476	193.58	CMO WACHOVIA BK COMIL MTG TR 2004-C10	5/8/2012	6/15/2012	193.58	204.33	(10.75)
2678476	4037.49	TOYOTA AUTO .52999997139% DUE 04-15-2014	9/21/2011	6/15/2012	4,037.49	4,037.43	0.06
2678476	65000	UNITED STATES TREAS NTS 1 DUE 10-31-2016	12/8/2011	6/19/2012	66,038.26	65,500.41	537.85
2678476	95000	UNITED STATES TREAS NTS 3.50 DUE	7/26/2011	6/20/2012	110,926.96	100,826.55	10,100.41
2678476	365000	UNITED STATES TREAS NTS 3.50 DUE	11/30/2011	6/26/2012	426,791.90	405,016.30	21,775.60
2678476	65000	UNITED STATES TREAS NTS DTD 04/30/2012 .25%	5/15/2012	6/26/2012	64,926.15	64,967.21	(41.06)
2697692	600	ULTA SALON COSMETICS & FRAGRANCE INC	9/2/2010	7/28/2011	38,201.75	13,756.80	24,444.95
2697692	435	LIQUIDITY SVCS INC COM STK	6/2/2011	2/24/2012	19,187.50	9,161.39	10,026.11
2697692	135	WRIGHT EXPRESS CORP COM STK	8/3/2011	2/24/2012	8,564.59	6,311.39	2,253.20
2697692	112	STATE BK FINL CORP COM	4/26/2011	4/24/2012	1,925.41	1,889.94	35.47
2697692	0.5	HEICO CORP NEW CL A CL A	3/8/2012	4/25/2012	15.69	15.99	(0.30)
Total Short-Term Capital Gain/(Loss)					23,929,356.16	24,584,979.19	(655,623.03)

Long-Term Sales:

2678471	725	RIVERBED TECHNOLOGY INC COM	1/14/2011	1/30/2012	17,233.85	28,295.60	(11,061.75)
2678471	268	ESTEE LAUDER COMPANIES INC CL A USD0.01	2/24/2009	7/8/2011	28,132.06	6,270.77	21,861.29
2678471	124	MASTERCARD INC CL A	7/17/2009	7/8/2011	38,914.28	22,366.75	16,547.53
2678471	246	APPLE INC COM STK	12/18/2008	7/21/2011	95,391.06	24,942.66	70,448.40
2678471	920	SANDISK CORP COM	6/15/2010	7/22/2011	41,764.64	43,613.83	(1,849.19)

2678471	730 THERMO FISHER CORP	7/17/2009	7/27/2011	43,820.38	29,607.56	14,212.82
2678471	271 MASTERCARD INC CL A	7/17/2009	7/29/2011	82,419.87	48,882.17	33,537.70
2678471	799 ESTEE LAUDER COMPANIES INC CL A USD0.01	2/24/2009	8/16/2011	75,108.73	18,695.33	56,413.40
2678471	595 COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A	12/16/2009	8/19/2011	32,839.81	26,261.05	6,578.76
2678471	600 ILLUMINA INC COM	9/22/2010	9/19/2011	28,421.44	27,496.88	924.56
2678471	360 ILLUMINA INC COM	8/16/2010	9/21/2011	15,080.12	16,414.02	(1,333.90)
2678471	235 ILLUMINA INC COM	9/22/2010	9/26/2011	9,492.52	11,690.22	(2,197.70)
2678471	150 AMAZON COM INC COM	7/17/2009	9/29/2011	33,650.17	12,900.51	20,749.66
2678471	730 NETAPP INC COM STK	2/17/2010	9/29/2011	25,445.44	23,263.13	2,182.31
2678471	142 PRICELINE COM INC COM NEW STK	7/17/2009	9/29/2011	67,823.52	16,457.22	51,366.30
2678471	730 STARBUCKS CORP COM	7/17/2009	10/12/2011	30,413.70	10,553.61	19,860.09
2678471	760 AGILENT TECHNOLOGIES INC COM	10/4/2010	10/17/2011	25,078.01	24,955.59	122.42
2678471	1755 AMERICAN EXPRESS CO	11/6/2009	10/17/2011	79,392.19	65,611.03	13,781.16
2678471	625 DEERE & CO COM	2/17/2010	11/3/2011	47,051.02	35,921.94	11,129.08
2678471	85 PRICELINE COM INC COM NEW STK	7/17/2009	11/9/2011	46,239.04	9,851.15	36,387.89
2678471	1370 THERMO FISHER CORP	10/27/2009	11/11/2011	66,957.04	59,925.00	7,032.04
2678471	1655 NETAPP INC COM STK	2/19/2010	11/18/2011	57,699.61	52,315.59	5,384.02
2678471	885 THERMO FISHER CORP	11/11/2010	11/18/2011	40,758.90	43,705.73	(2,946.83)
2678471	675 BED BATH BEYOND INC COM	7/17/2009	12/1/2011	40,685.77	21,840.71	18,845.06
2678471	430 BED BATH BEYOND INC COM	7/17/2009	12/2/2011	26,227.85	13,913.34	12,314.51
2678471	1030 ORACLE CORP COM	10/7/2010	12/8/2011	32,063.66	28,663.97	3,399.69
2678471	740 THERMO FISHER CORP	11/15/2010	12/12/2011	33,418.35	38,487.32	(5,068.97)
2678471	1910 ORACLE CORP COM	10/28/2010	12/22/2011	48,669.85	53,464.13	(4,794.28)
2678471	130 MASTERCARD INC CL A	7/17/2009	1/5/2012	45,760.43	23,449.01	22,311.42
2678471	930 LAS VEGAS SANDS CORP COM STK	9/29/2009	1/9/2012	39,516.81	16,506.66	23,010.15
2678471	745 ACCENTURE PLC SHS CL A NEW	12/20/2010	1/12/2012	39,607.85	36,265.26	3,342.59
2678471	415 COCA COLA CO COM	8/10/2010	1/12/2012	28,078.04	23,452.08	4,625.96
2678471	605 WATSON PHARMACEUTICALS INC COM	11/12/2010	1/12/2012	37,351.99	30,823.84	6,528.15
2678471	740 WATSON PHARMACEUTICALS INC COM	11/12/2010	1/18/2012	43,344.64	37,701.89	5,642.75
2678471	1990 WATSON PHARMACEUTICALS INC COM	12/16/2010	1/19/2012	116,574.93	101,659.68	14,915.25
2678471	305 APACHE CORP COM	1/6/2011	1/26/2012	30,091.33	37,675.31	(7,583.98)
2678471	3390 POTASH CORP SASK INC COM	3/26/2010	1/27/2012	158,055.66	132,032.97	26,022.69
2678471	2055 SANDISK CORP COM	7/6/2010	1/27/2012	96,122.63	94,611.56	1,511.07
2678471	615 STARBUCKS CORP COM	7/17/2009	1/27/2012	28,945.60	8,891.06	20,054.54
2678471	320 WHOLE FOODS MKT INC COM	7/17/2009	1/27/2012	23,860.79	6,921.73	16,939.06
2678471	6525 FORD MTR CO DEL COM PAR \$0.01 COM PAR \$0.01	10/30/2009	1/30/2012	80,060.86	45,507.64	34,553.22
2678471	841 AMAZON COM INC COM	7/17/2009	2/2/2012	149,777.69	72,328.86	77,448.83

2678471	560 NATIONAL OILWELL VARCO COM STK	10/28/2010	2/3/2012	44,783.26	30,153.25	14,630.01
2678471	525 NATIONAL OILWELL VARCO COM STK	10/28/2010	2/6/2012	42,888.45	28,268.68	14,619.77
2678471	385 LAS VEGAS SANDS CORP COM STK	12/2/2009	2/9/2012	20,373.84	6,660.73	13,713.11
2678471	480 WHOLE FOODS MKT INC COM	7/17/2009	2/10/2012	38,843.85	10,382.59	28,461.26
2678471	1160 ESTEE LAUDER COMPANIES INC CL A USD0.01	9/11/2009	2/15/2012	64,410.68	16,166.78	48,243.90
2678471	1355 NETAPP INC COM STK	5/11/2010	2/16/2012	56,867.64	45,494.62	11,373.02
2678471	1835 NETAPP INC COM STK	8/16/2010	2/17/2012	76,947.14	67,061.38	9,885.76
2678471	365 ACCENTURE PLC SHS CL A NEW	12/20/2010	2/24/2012	21,812.00	17,767.54	4,044.46
2678471	335 ALLERGAN INC COM	10/19/2010	2/24/2012	29,285.64	23,986.40	5,299.24
2678471	78 AMAZON COM INC COM	7/17/2009	2/24/2012	13,956.29	6,708.26	7,248.03
2678471	515 AMERICAN EXPRESS CO	11/6/2009	2/24/2012	27,441.11	19,253.38	8,187.73
2678471	162 APACHE CORP COM	1/6/2011	2/24/2012	18,067.64	20,011.15	(1,943.51)
2678471	182 APPLE INC COM STK	12/19/2008	2/24/2012	94,820.29	16,392.53	78,427.76
2678471	425 BED BATH BEYOND INC COM	7/17/2009	2/24/2012	25,648.15	13,751.55	11,896.60
2678471	396 CATERPILLAR INC COM	11/10/2009	2/24/2012	45,879.73	23,757.58	22,122.15
2678471	405 COCA COLA CO COM	8/10/2010	2/24/2012	27,875.64	23,029.19	4,846.45
2678471	320 COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A	12/16/2009	2/24/2012	23,097.18	14,074.66	9,022.52
2678471	365 DEERE & CO COM	2/18/2010	2/24/2012	30,414.90	20,932.38	9,482.52
2678471	240 ESTEE LAUDER COMPANIES INC CL A USD0.01	9/11/2009	2/24/2012	13,612.55	4,150.42	9,462.13
2678471	300 FEDEX CORP COM	12/9/2009	2/24/2012	26,984.51	26,710.47	274.04
2678471	2275 FORD MTR CO DEL COM PAR \$0.01 COM PAR \$0.01	10/30/2009	2/24/2012	27,709.00	16,519.23	11,189.77
2678471	720 HOME DEPOT INC COM	7/17/2009	2/24/2012	33,796.18	17,647.41	16,148.77
2678471	555 LAS VEGAS SANDS CORP COM STK	12/2/2009	2/24/2012	29,619.81	9,140.85	20,478.96
2678471	206 MASTERCARD INC CL A	7/17/2009	2/24/2012	85,754.18	37,157.66	48,596.52
2678471	330 MONSANTO CO NEW COM	11/5/2010	2/24/2012	26,218.02	20,431.52	5,786.50
2678471	240 NATIONAL OILWELL VARCO COM STK	10/28/2010	2/24/2012	20,709.23	12,922.82	7,786.41
2678471	715 ORACLE CORP COM	10/28/2010	2/24/2012	20,942.11	20,580.99	361.12
2678471	1465 PFIZER INC COM	2/2/2011	2/24/2012	31,028.57	27,872.80	3,155.77
2678471	51 PRICELINE COM INC COM NEW STK	7/17/2009	2/24/2012	30,185.83	5,910.69	24,275.14
2678471	890 QUALCOMM INC COM	9/17/2010	2/24/2012	56,460.57	37,595.83	18,864.74
2678471	194 SALESFORCE COM INC COM STK	11/23/2010	2/24/2012	27,906.39	27,603.87	302.52
2678471	845 STARBUCKS CORP COM	7/17/2009	2/24/2012	40,778.96	12,216.16	28,562.80
2678471	295 WHOLE FOODS MKT INC COM	7/17/2009	2/24/2012	23,956.51	6,380.97	17,575.54
2678471	2275 ORACLE CORP COM	11/5/2010	3/6/2012	68,254.67	66,186.80	2,067.87
2678471	400 BED BATH BEYOND INC COM	7/17/2009	3/8/2012	24,909.74	12,942.64	11,967.10
2678471	422 BED BATH BEYOND INC COM	7/17/2009	3/9/2012	26,386.59	13,654.48	12,732.11
2678471	437 LAS VEGAS SANDS CORP COM STK	12/2/2009	3/9/2012	23,992.16	7,197.39	16,794.77

2678471	705 AMAZON COM INC COM	9/17/2009	3/12/2012	129,414.87	61,390.75	68,024.12
2678471	3550 ORACLE CORP COM	12/20/2010	3/12/2012	104,761.10	111,020.59	(6,259.49)
2678471	463 APACHE CORP COM	1/6/2011	3/22/2012	46,658.19	57,192.35	(10,534.16)
2678471	704 APACHE CORP COM	3/2/2011	3/27/2012	71,070.69	85,862.15	(14,791.46)
2678471	446 STARBUCKS CORP COM	7/17/2009	3/27/2012	24,953.26	6,447.82	18,505.44
2678471	1020 #REORG/ENSCO PLC SPON ADR	4/8/2011	4/16/2012	52,422.85	60,220.56	(7,797.71)
2678471	353 WHOLE FOODS MKT INC COM	7/17/2009	4/25/2012	29,182.55	7,635.53	21,547.02
2678471	556 HOME DEPOT INC COM	7/17/2009	4/30/2012	28,794.96	13,627.73	15,167.23
2678471	103 PRICELINE COM INC COM NEW STK	7/17/2009	4/30/2012	77,988.90	11,937.28	66,051.62
2678471	536 STARBUCKS CORP COM	7/17/2009	4/30/2012	30,713.95	7,748.95	22,965.00
2678471	2915 COGNIZANT TECHNOLOGY SOLUTIONS CORP CL ACL A	12/20/2010	5/8/2012	173,704.44	154,851.83	18,852.61
2678471	384 SALESFORCE COM INC COM STK	12/22/2010	5/11/2012	51,887.20	54,491.66	(2,604.46)
2678471	51 APPLE INC COM STK	12/19/2008	6/15/2012	29,108.76	4,555.08	24,553.68
2678471	2120 QUALCOMM INC COM	9/24/2010	6/15/2012	118,449.59	90,221.83	28,227.76
2678471	1100 BED BATH BEYOND INC COM	8/27/2009	6/22/2012	67,396.25	37,799.89	29,596.36
2678471	573 CABOT OIL & GAS CORP COM	5/19/2011	6/29/2012	22,682.76	15,477.78	7,204.98
2678472	27425 BANK OF AMERICA CORP	7/11/2011	7/11/2011	284,287.55	389,313.91	(105,026.36)
2678472	6711 MARATHON OIL CORP COM	7/14/2011	7/14/2011	210,113.32	123,155.87	86,957.45
2678472	1969 MARATHON OIL CORP COM	7/17/2009	7/15/2011	61,826.79	36,133.79	25,693.00
2678472	3665 INGERSOLL-RAND PLC COM STK	7/17/2009	7/22/2011	147,824.89	77,370.71	70,454.18
2678472	2145 HUMANA INC COM	7/17/2009	8/25/2011	152,139.74	62,452.10	89,687.64
2678472	4340 MARATHON PETE CORP COM	7/17/2009	9/27/2011	131,192.23	103,505.15	27,687.08
2678472	255 AT&T INC COM	1/9/2008	9/28/2011	7,267.37	9,790.57	(2,523.20)
2678472	60 BAXTER INTL INC COM	7/17/2009	9/28/2011	3,332.39	3,258.83	73.56
2678472	545 INTEL CORP COM	1/31/2008	9/28/2011	12,158.71	11,320.81	837.90
2678472	340 MICROSOFT CORP COM	9/2/2004	9/28/2011	8,669.45	9,353.40	(683.95)
2678472	225 PROCTER & GAMBLE COM NPV	5/28/2004	9/28/2011	14,110.60	12,151.13	1,959.47
2678472	125 WAL-MART STORES INC COM	10/9/2009	9/28/2011	6,416.91	6,211.33	205.58
2678472	3750 FORTUNE BRANDS HOME & SEC INC COM	7/17/2009	10/13/2011	47,380.32	30,433.95	16,946.37
2678472	1270 TRANSOCEAN LTD	7/17/2009	11/8/2011	65,602.63	73,237.55	(7,634.92)
2678472	3155 TRANSOCEAN LTD	7/17/2009	11/9/2011	159,616.24	235,040.25	(75,424.01)
2678472	4280 BEST BUY INC COM STK	7/17/2009	12/15/2011	99,610.81	153,311.31	(53,700.50)
2678472	465 BANK NEW YORK MELLON CORP COM STK	8/30/2006	1/10/2012	9,879.28	16,817.03	(6,937.75)
2678472	145 COVANCE INC COM	7/17/2009	1/10/2012	7,124.04	7,122.17	1.87
2678472	310 DOVER CORP COM	7/17/2009	1/10/2012	18,284.79	10,418.88	7,865.91
2678472	230 FREEPORT-MCMORAN COPPER & GOLD INC	7/17/2009	1/10/2012	9,378.61	6,355.61	3,023.00
2678472	135 HUMANA INC COM	7/17/2009	1/10/2012	12,738.73	3,930.55	8,808.18

2678472	240 NEXTERA ENERGY INC COM	4/30/2008	1/10/2012	14,236.78	15,913.45	(1,676.67)
2678472	230 PHILIP MORRIS INTL COM STK NPV	2/24/2009	1/10/2012	17,788.98	8,040.87	9,748.11
2678472	325 PUB SERVICE ENTERPRISE GROUP INC COM	7/18/2007	1/10/2012	10,309.77	14,283.09	(3,973.32)
2678472	145 UNITED TECHNOLOGIES CORP COM	10/25/2007	1/10/2012	11,003.29	10,989.05	14.24
2678472	1405 HUMANA INC COM	1/25/2012	1/25/2012	125,885.84	40,906.86	84,978.98
2678472	660 ALLSTATE CORP COM	5/11/2006	2/24/2012	20,664.22	37,811.17	(17,146.95)
2678472	1060 AMERISOURCEBERGEN CORP COM	7/17/2009	2/24/2012	39,932.66	19,942.95	19,989.71
2678472	412 APACHE CORP COM	2/20/2009	2/24/2012	45,949.82	26,364.34	19,585.48
2678472	1480 AT&T INC COM	1/17/2008	2/24/2012	44,887.59	56,617.00	(11,729.41)
2678472	1035 BANK NEW YORK MELLON CORP COM STK	4/9/2008	2/24/2012	22,421.00	37,681.84	(15,260.84)
2678472	555 BAXTER INTL INC COM	7/17/2009	2/24/2012	32,006.27	30,144.22	1,862.05
2678472	385 BEAM INC	7/17/2009	2/24/2012	21,373.96	10,597.62	10,776.34
2678472	512 CHEVRON CORP COM	1/26/2006	2/24/2012	55,858.19	30,251.40	25,606.79
2678472	385 CONOCOPHILLIPS COM	12/22/2004	2/24/2012	29,274.87	16,691.33	12,583.54
2678472	315 COVANCE INC COM	7/17/2009	2/24/2012	15,079.27	15,472.30	(393.03)
2678472	605 DOVER CORP COM	7/17/2009	2/24/2012	39,680.20	20,333.63	19,346.57
2678472	795 EBAY INC COM USD0.001	2/22/2010	2/24/2012	28,834.12	18,545.60	10,288.52
2678472	580 EMERSON ELECTRIC CO COM	7/17/2009	2/24/2012	29,480.86	19,060.15	10,420.71
2678472	1230 FREEPORT-MCMORAN COPPER & GOLD INC	7/17/2009	2/24/2012	54,094.42	33,988.71	20,105.71
2678472	2130 GENERAL ELECTRIC CO	8/3/2004	2/24/2012	40,832.00	69,335.80	(28,503.80)
2678472	490 HONEYWELL INTL INC COM STK	7/17/2009	2/24/2012	29,031.97	15,879.58	13,152.39
2678472	155 HUMANA INC COM	7/17/2009	2/24/2012	13,754.45	4,512.86	9,241.59
2678472	1545 INTEL CORP COM	1/31/2008	2/24/2012	41,268.53	32,092.92	9,175.61
2678472	1115 JPMORGAN CHASE & CO COM	10/3/2008	2/24/2012	42,627.02	42,429.73	197.29
2678472	305 LABORATORY CORP AMER HLDGS COM NEW COM NEV	7/17/2009	2/24/2012	27,138.41	18,411.25	8,727.16
2678472	540 MFC HANCOCK JOHN BK & THRIFT OPPORTUNITYFD SH	7/17/2009	2/24/2012	8,835.27	6,623.15	2,212.12
2678472	1155 MICROSOFT CORP COM	9/2/2004	2/24/2012	36,312.55	31,774.05	4,538.50
2678472	465 NEXTERA ENERGY INC COM	4/30/2008	2/24/2012	28,262.20	30,826.79	(2,564.59)
2678472	285 PHILIP MORRIS INTL COM STK NPV	2/24/2009	2/24/2012	23,654.57	9,963.69	13,690.88
2678472	675 PROCTER & GAMBLE COM NPV	8/3/2004	2/24/2012	44,994.69	36,358.99	8,635.70
2678472	920 PUB SERVICE ENTERPRISE GROUP INC COM	7/18/2007	2/24/2012	27,903.09	41,503.81	(13,600.72)
2678472	330 QUEST DIAGNOSTICS INC COM	7/17/2009	2/24/2012	18,878.95	18,404.76	474.19
2678472	365 SANDISK CORP COM	2/8/2011	2/24/2012	17,964.97	18,112.69	(147.72)
2678472	360 TIME WARNER CABLE INC COM	3/30/2010	2/24/2012	28,072.29	19,242.72	8,829.57
2678472	390 UNITED TECHNOLOGIES CORP COM	10/25/2007	2/24/2012	32,745.38	29,556.76	3,188.62
2678472	810 US BANCORP	7/17/2009	2/24/2012	23,254.68	14,676.31	8,578.37
2678472	710 WAL-MART STORES INC COM	10/9/2009	2/24/2012	41,662.04	35,280.33	6,381.71

2678472	415 WATSON PHARMACEUTICALS INC COM	7/17/2009	2/24/2012	24,161.86	13,771.82	10,390.04
2678472	488 FREEPORT-MCMORAN COPPER & GOLD INC	7/17/2009	6/27/2012	15,627.70	13,484.95	2,142.75
2678472	367 JPMORGAN CHASE & CO COM	10/3/2008	6/27/2012	13,384.18	18,274.63	(4,890.45)
2678472	1924 PROCTER & GAMBLE COM NPV	8/3/2004	6/28/2012	115,099.75	102,529.96	12,569.79
2678472	112 ALLSTATE CORP COM	5/11/2006	6/29/2012	3,916.98	6,416.44	(2,499.46)
2678472	188 AMERICAN EXPRESS CO	3/16/2011	6/29/2012	10,870.54	7,999.93	2,870.61
2678472	160 APACHE CORP COM	2/20/2009	6/29/2012	13,953.77	10,238.58	3,715.19
2678472	64 AT&T INC COM	1/17/2008	6/29/2012	2,272.08	2,410.22	(138.14)
2678472	13 BANK NEW YORK MELLON CORP COM STK	4/9/2008	6/29/2012	283.63	565.89	(282.26)
2678472	163 BAXTER INTL INC COM	7/17/2009	6/29/2012	8,614.45	8,853.17	(238.72)
2678472	44 BEAM INC	7/17/2009	6/29/2012	2,730.89	1,211.16	1,519.73
2678472	80 CHEVRON CORP COM	1/26/2006	6/29/2012	8,394.26	4,824.23	3,570.03
2678472	107 CONOCOPHILLIPS COM	4/21/2005	6/29/2012	5,946.92	3,644.35	2,302.57
2678472	71 EBAY INC COM USD0.001	2/22/2010	6/29/2012	2,973.40	1,656.27	1,317.13
2678472	128 EMERSON ELECTRIC CO COM	7/17/2009	6/29/2012	5,917.30	4,351.18	1,566.12
2678472	56 HUMANA INC COM	7/17/2009	6/29/2012	4,332.77	1,630.45	2,702.32
2678472	354 INTEL CORP COM	1/31/2008	6/29/2012	9,394.94	7,353.33	2,041.61
2678472	73 KOHLS CORP COM	5/16/2011	6/29/2012	3,308.99	4,033.15	(724.16)
2678472	19 LABORATORY CORP AMER HLDGS COM NEW COM	7/17/2009	6/29/2012	1,757.54	1,272.48	485.06
2678472	75 MFC HANCOCK JOHN BK & THRIFT OPPORTUNITYFED SH	7/17/2009	6/29/2012	1,226.96	919.88	307.08
2678472	120 MICROSOFT CORP COM	9/2/2004	6/29/2012	3,661.10	3,301.20	359.90
2678472	20 NEXTERA ENERGY INC COM	4/30/2008	6/29/2012	1,368.06	1,325.88	42.18
2678472	61 PHILLIPS 66 COM	4/21/2005	6/29/2012	2,018.42	1,335.90	682.52
2678472	144 PUB SERVICE ENTERPRISE GROUP INC COM	7/18/2007	6/29/2012	4,655.43	6,496.25	(1,840.82)
2678472	41 QUEST DIAGNOSTICS INC COM	7/17/2009	6/29/2012	2,442.98	2,286.65	156.33
2678472	152 SANDISK CORP COM	2/8/2011	6/29/2012	5,517.44	7,542.82	(2,025.38)
2678472	127 TIME WARNER CABLE INC COM	3/30/2010	6/29/2012	10,359.89	6,788.40	3,571.49
2678472	77 UNITED TECHNOLOGIES CORP COM	10/25/2007	6/29/2012	5,792.59	5,835.56	(42.97)
2678472	30 US BANCORP	7/17/2009	6/29/2012	957.87	543.57	414.30
2678472	26 WATSON PHARMACEUTICALS INC COM	7/17/2009	6/29/2012	1,914.89	862.81	1,052.08
2678472	442 WELLS FARGO & CO NEW COM STK	5/2/2011	6/29/2012	14,674.08	12,870.60	1,803.48
2678473	250 CABOT OIL & GAS CORP COM	7/27/2009	7/12/2011	15,903.78	8,908.80	6,994.98
2678473	70 ONEOK INC COM STK	7/17/2009	7/12/2011	5,174.09	2,141.50	3,032.59
2678473	165 CABOT OIL & GAS CORP COM	10/15/2009	7/13/2011	10,617.31	6,318.07	4,299.24
2678473	1095 #REORG/PETROHAWK ENERGY CORP COM	1/15/2010	7/22/2011	41,850.10	27,986.23	13,863.87
2678473	106 UMB FINL CORP COM STK	7/17/2009	7/25/2011	4,601.98	4,264.00	337.98
2678473	119 UMB FINL CORP COM STK	7/17/2009	7/26/2011	5,132.53	4,786.94	345.59

2678473	245	#REORG/AMERON INTL CORP DEL COM	7/17/2009	7/29/2011	20,836.11	17,072.73	3,763.38
2678473	65	#REORG/AMERON INTL CORP DEL COM	7/17/2009	8/4/2011	5,498.34	4,529.50	968.84
2678473	1300	#REORG/PETROHAWK ENERGY CORP COM	1/15/2010	8/10/2011	49,850.79	33,225.66	16,625.13
2678473	510	#REORG/AMERON INTL CORP DEL COM	7/17/2009	8/16/2011	42,918.33	35,539.14	7,379.19
2678473	135	UMB FINL CORP COM STK	7/17/2009	9/16/2011	5,007.36	5,430.57	(423.21)
2678473	330	CABOT OIL & GAS CORP COM	10/15/2009	9/28/2011	21,040.40	13,137.00	7,903.40
2678473	405	UMB FINL CORP COM STK	7/17/2009	10/31/2011	15,037.06	16,291.69	(1,254.63)
2678473	2895	JEFFERIES GROUP INC NEW COM	6/15/2010	11/3/2011	33,979.40	60,021.08	(26,041.68)
2678473	200	CABOT OIL & GAS CORP COM	10/15/2009	11/9/2011	16,506.07	7,961.82	8,544.25
2678473	460	CABOT OIL & GAS CORP COM	10/15/2009	11/15/2011	39,739.09	18,312.18	21,426.91
2678473	405	ONEOK INC COM STK	7/17/2009	12/15/2011	33,380.34	12,390.08	20,990.26
2678473	120	RANGE RES CORP COM	3/2/2010	1/13/2012	6,487.09	6,093.00	394.09
2678473	1010	ULTRA PETE CORP COM NPV	1/15/2010	1/13/2012	25,785.71	53,374.56	(27,588.85)
2678473	300	CABOT OIL & GAS CORP COM	6/15/2010	1/18/2012	20,050.34	11,709.05	8,341.29
2678473	180	ONEOK INC COM STK	7/17/2009	1/18/2012	16,008.11	5,506.70	10,501.41
2678473	1180	CABOT OIL & GAS CORP COM	6/15/2010	1/27/2012	38,307.26	22,406.29	15,900.97
2678473	355	ONEOK INC COM STK	7/17/2009	1/27/2012	30,542.36	10,860.44	19,681.92
2678473	385	ONEOK INC COM STK	7/17/2009	1/30/2012	32,105.18	11,778.23	20,326.95
2678473	375	5TH 3RD BANCORP COM	1/6/2010	2/24/2012	5,081.15	3,926.25	1,154.90
2678473	40	AMERCO COM	7/17/2009	2/24/2012	4,242.32	1,629.59	2,612.73
2678473	300	ASSISTED LIVING CONCEPTS INC NEV NEW CL A NEW CL	7/17/2009	2/24/2012	4,948.11	2,109.21	2,838.90
2678473	215	AVNET INC COM	7/17/2009	2/24/2012	7,789.30	5,079.66	2,709.64
2678473	125	BERKLEY W R CORP COM	7/17/2009	2/24/2012	4,529.91	2,732.43	1,797.48
2678473	90	CASEYS GEN STORES INC COM	7/17/2009	2/24/2012	4,671.81	2,465.58	2,206.23
2678473	190	CIT GROUP INC NEW COM NEW COM NEW	3/30/2010	2/24/2012	7,670.16	7,388.09	282.07
2678473	185	COMMONWEALTH REIT COM SH BEN INT REIT	2/10/2011	2/24/2012	3,518.63	5,016.89	(1,498.26)
2678473	300	DENBURY RES INC HLDG CO COM NEW	7/17/2009	2/24/2012	6,272.88	2,856.85	3,416.03
2678473	315	DISCOVER FINL SVCS COM STK	5/19/2010	2/24/2012	9,489.93	4,263.93	5,226.00
2678473	195	ENCORE WIRE CORP COM	7/17/2009	2/24/2012	5,754.34	4,247.82	1,506.52
2678473	120	FAMILY DLR STORES INC COM	7/19/2010	2/24/2012	6,519.48	4,586.11	1,933.37
2678473	455	FOOT LOCKER INC COM	8/27/2009	2/24/2012	12,958.16	4,868.82	8,089.34
2678473	190	HYATT HOTELS CORP COM CL A COM CL A	5/4/2010	2/24/2012	8,021.65	8,065.07	(43.42)
2678473	270	INVESTORS BANCORP INC COM STK	7/17/2009	2/24/2012	3,966.22	2,648.54	1,317.68
2678473	140	KAISER ALUM CORP COM PAR \$0.01 COM PAR \$0.01	7/17/2009	2/24/2012	6,913.87	4,918.60	1,995.27
2678473	640	KEYCORP NEW COM	8/10/2010	2/24/2012	5,132.70	5,411.65	(278.95)
2678473	245	LEUCADIA NATL CORP COM	7/17/2009	2/24/2012	7,073.02	4,955.69	2,117.33
2678473	195	MEN S WEARHOUSE INC COMMON	7/17/2009	2/24/2012	7,638.01	3,870.36	3,767.65

2678473	265 MOLEX INC CL A	8/27/2009	2/24/2012	6,007.44	4,288.03	1,719.41
2678473	220 PENNEY J.C CO INC COM	1/27/2011	2/24/2012	9,169.43	7,190.24	1,979.19
2678473	235 PLUM CREEK TIMBER CO INC COM	7/17/2009	2/24/2012	9,176.58	6,997.67	2,178.91
2678473	85 RANGE RES CORP COM	3/2/2010	2/24/2012	5,600.54	4,315.87	1,284.67
2678473	130 RAYMOND JAMES FNCL INC COM STK	8/27/2009	2/24/2012	4,595.11	2,986.45	1,608.66
2678473	95 SCHNITZER STL INDS INC CL A	7/17/2009	2/24/2012	4,433.57	4,893.83	(460.26)
2678473	60 SL GREEN RLTY CORP COM STK	7/17/2009	2/24/2012	4,534.11	1,293.20	3,240.91
2678473	370 SPIRIT AEROSYSTEMS HLDGS INC CL A	9/17/2010	2/24/2012	8,846.54	7,422.27	1,424.27
2678473	125 TECH DATA CORP COM	7/20/2010	2/24/2012	7,141.12	4,717.89	2,423.23
2678473	240 TRINITY IND INC COM	7/17/2009	2/24/2012	8,495.84	3,507.22	4,988.62
2678473	150 VAIL RESORTS INC COM	7/17/2009	2/24/2012	6,355.38	4,334.94	2,020.44
2678473	15 WHITE MOUNTAINS INSURANCE GROUP COM STOCK	7/17/2009	2/24/2012	7,445.41	3,586.41	3,859.00
2678473	1428 FOOT LOCKER INC COM	8/27/2009	4/11/2012	42,821.48	15,280.60	27,540.88
2678473	1053 FOOT LOCKER INC COM	8/27/2009	4/17/2012	32,751.15	11,267.83	21,483.32
2678473	921 PENNEY J.C CO INC COM	2/3/2011	4/17/2012	31,746.16	29,719.30	2,026.86
2678473	966 PENNEY J.C CO INC COM	2/14/2011	4/25/2012	33,875.99	30,893.66	2,982.33
2678473	113 PENNEY J.C CO INC COM	2/14/2011	5/2/2012	3,973.11	4,070.14	(97.03)
2678473	526 DISCOVER FINL SVCS COM STK	7/17/2009	5/14/2012	17,767.89	7,120.09	10,647.80
2678473	1618 DENBURY RES INC HLDG CO COM NEW	8/27/2009	6/7/2012	24,891.25	16,717.85	8,173.40
2678473	332 RANGE RES CORP COM	3/2/2010	6/7/2012	19,037.14	16,857.30	2,179.84
2678473	180 TECH DATA CORP COM	7/20/2010	6/7/2012	8,545.24	6,793.76	1,751.48
2678473	407 TECH DATA CORP COM	7/20/2010	6/8/2012	19,091.24	15,361.43	3,729.81
2678473	52 TECH DATA CORP COM	7/20/2010	6/19/2012	2,476.18	1,962.64	513.54
2678473	254 TECH DATA CORP COM	7/20/2010	6/20/2012	12,062.34	9,615.61	2,446.73
2678473	1088 DISCOVER FINL SVCS COM STK	5/19/2010	6/25/2012	36,360.47	14,727.50	21,632.97
2678473	830 FAMILY DLR STORES INC COM	7/19/2010	6/25/2012	58,118.21	31,573.11	26,545.10
2678474	194 ADR NEW ORIENTAL ED & TECHNOLOGY GROUP INC	9/15/2009	7/20/2011	24,686.60	14,422.08	10,264.52
2678474	561 ADR TEVA PHARMACEUTICAL INDS	11/2/2007	7/26/2011	26,301.47	24,684.00	1,617.47
2678474	834 ADR LVMH MOET HENNESSY LOUIS VUITTON ADR	7/17/2009	7/27/2011	31,465.13	13,694.28	17,770.85
2678474	413 FRESENIUS MED CARE AG & CO.KGAA	2/25/2009	7/27/2011	32,659.78	17,813.64	14,846.14
2678474	723 CANADIAN NATL RY CO COM	7/17/2009	8/10/2011	49,372.29	31,806.80	17,565.49
2678474	14143 ADR MAN GROUP PLC-UNSPON ADR ADR	3/25/2010	8/11/2011	43,201.79	52,479.43	(9,277.64)
2678474	11993 ADR MAN GROUP PLC-UNSPON ADR ADR	5/12/2010	8/12/2011	37,728.06	42,132.85	(4,404.79)
2678474	1188 FANUC CORPORATION	7/17/2009	8/17/2011	33,748.65	15,634.08	18,114.57
2678474	682 ADR WAL-MART DE MEX SAB DE CV	7/17/2009	8/30/2011	17,729.33	10,508.87	7,220.46
2678474	380 ADR NESTLE S A SPONSORED ADR REPSTG REG SH	2/24/2009	8/31/2011	23,244.11	12,483.00	10,761.11
2678474	1241 ADR CHINA MERCHANTS HLDGS INTL CO LTD ADR ADF	10/13/2009	9/8/2011	36,365.69	40,936.00	(4,570.31)

2678474	1128	ADR CHINA MERCHANTS HLDGS INTL CO LTD	ADR	ADRF	10/20/2009	9/9/2011	32,039.77	37,742.36	(5,702.59)
2678474	3109	ADR OAO GAZPROM LEVEL 1 ADR			7/17/2009	9/9/2011	35,566.34	29,893.04	5,673.30
2678474	7477	ADR OAO GAZPROM LEVEL 1 ADR			7/17/2009	9/12/2011	80,946.01	71,891.35	9,054.66
2678474	677	ADR NEW ORIENTAL ED & TECHNOLOGY GROUP INC			9/16/2009	9/13/2011	21,808.12	12,663.49	9,144.63
2678474	406	ADR NEW ORIENTAL ED & TECHNOLOGY GROUP INC			10/1/2009	9/15/2011	13,521.12	7,754.77	5,766.35
2678474	3314	ADR BNP PARIBAS SPONSORED ADR REPSTG			7/17/2009	9/16/2011	67,834.28	116,255.12	(48,420.84)
2678474	880	ADR CHINA MERCHANTS HLDGS INTL CO LTD	ADR	ADRF	10/20/2009	9/16/2011	23,533.64	30,733.83	(7,200.19)
2678474	1121	ADR CHINA MERCHANTS HLDGS INTL CO LTD	ADR	ADRF	9/7/2010	9/19/2011	28,706.23	39,607.26	(10,901.03)
2678474	1158	ADR BNP PARIBAS SPONSORED ADR REPSTG			5/25/2010	9/20/2011	19,932.56	34,217.78	(14,285.22)
2678474	3507	LOGITECH INTERNATIONAL SA CHF0.25(REGD) (POST-SI			7/17/2009	9/22/2011	27,145.41	52,910.46	(25,765.05)
2678474	2695	LOGITECH INTERNATIONAL SA CHF0.25(REGD) (POST-SI			7/17/2009	9/23/2011	20,790.72	40,659.73	(19,869.01)
2678474	2129	LOGITECH INTERNATIONAL SA CHF0.25(REGD) (POST-SI			4/29/2010	9/26/2011	16,535.41	33,396.14	(16,860.73)
2678474	1510	LOGITECH INTERNATIONAL SA CHF0.25(REGD) (POST-SI			4/29/2010	9/27/2011	12,081.73	25,191.64	(13,109.91)
2678474	730	ADR ARM HLDS PLC SPONSORED ISIN US04206810			7/17/2009	10/11/2011	20,190.39	4,606.37	15,584.02
2678474	2232	ADR TESCO PLC SPONSORED ADR			10/21/2009	10/11/2011	42,544.89	43,855.90	(1,311.01)
2678474	696	ADR SABMILLER PLC SPONSORED ADR			7/17/2009	10/13/2011	24,706.55	14,929.20	9,777.35
2678474	779	ADR SABMILLER PLC SPONSORED ADR			7/17/2009	10/14/2011	27,822.69	16,709.55	11,113.14
2678474	373	ADR NEW ORIENTAL ED & TECHNOLOGY GROUP INC			10/1/2009	10/17/2011	11,235.47	7,323.85	3,911.62
2678474	153	ADR DASSAULT SYS S A SPONSORED ADR			7/17/2009	11/4/2011	12,756.68	6,615.72	6,140.96
2678474	132	ADR DASSAULT SYS S A SPONSORED ADR			7/17/2009	11/8/2011	11,006.92	5,707.68	5,299.24
2678474	1189	ADR NEW ORIENTAL ED & TECHNOLOGY GROUP INC			12/2/2009	11/18/2011	27,127.69	23,511.71	3,615.98
2678474	835	ADR NEW ORIENTAL ED & TECHNOLOGY GROUP INC			12/2/2009	11/21/2011	19,278.35	15,202.20	4,076.15
2678474	359	ADR SAP AG SPONSORED ADR			7/17/2009	11/21/2011	20,779.13	15,326.50	5,452.63
2678474	648	ADR NEW ORIENTAL ED & TECHNOLOGY GROUP INC			12/2/2009	11/22/2011	15,089.23	11,797.63	3,291.60
2678474	2346	ADR TELEFONICA S A SPONSORED			2/25/2009	11/23/2011	40,951.69	41,957.88	(1,006.19)
2678474	84	ADR DASSAULT SYS S A SPONSORED ADR			7/17/2009	12/14/2011	6,577.95	3,632.16	2,945.79
2678474	23	ADR DASSAULT SYS S A SPONSORED ADR			7/17/2009	12/20/2011	1,803.05	994.52	808.53
2678474	40	ADR DASSAULT SYS S A SPONSORED ADR			7/17/2009	12/23/2011	3,125.08	1,729.60	1,395.48
2678474	78	ADR DASSAULT SYS S A SPONSORED ADR			7/17/2009	12/27/2011	6,118.68	3,372.72	2,745.96
2678474	66	ADR DASSAULT SYS S A SPONSORED ADR			7/17/2009	12/28/2011	5,195.06	2,853.84	2,341.22
2678474	34	ADR CNOOC LTD SPONSORED ADR SPONSORED ADR			10/5/2009	1/10/2012	6,734.36	4,579.85	2,154.51
2678474	586	ADR NOVARTIS AG			2/25/2009	1/10/2012	33,338.71	22,208.87	11,129.84
2678474	64	ADR CNOOC LTD SPONSORED ADR SPONSORED ADR			10/5/2009	1/11/2012	12,490.01	8,620.90	3,869.11
2678474	67	ADR CNOOC LTD SPONSORED ADR SPONSORED ADR			10/5/2009	1/12/2012	12,997.87	9,025.00	3,972.87
2678474	916	CARNIVAL CORP COM PAIRED			7/17/2009	1/17/2012	27,062.15	24,302.49	2,759.66
2678474	832	GDR ASSA ABLOY AB ADR			11/9/2010	1/24/2012	11,094.08	11,450.57	(356.49)
2678474	6930	ADR TELEFONICA S A SPONSORED			5/21/2010	1/25/2012	117,227.70	141,799.66	(24,571.96)

2678474	1783	GDR ASSA ABLOY AB ADR	11/22/2010	1/25/2012	23,674.39	24,375.93	(701.54)
2678474	428	ADR NOVARTIS AG	7/17/2009	2/1/2012	23,745.15	16,414.35	7,330.80
2678474	432	ADR NESTLE S A SPONSORED ADR REPSTG REG SH	2/24/2009	2/2/2012	24,934.78	14,191.20	10,743.58
2678474	5631	ADR TURKIYE GARANTI BANKASI A S	2/4/2010	2/3/2012	21,812.95	24,407.57	(2,594.62)
2678474	6449	ADR TURKIYE GARANTI BANKASI A S	2/4/2010	2/10/2012	23,669.31	27,953.19	(4,283.88)
2678474	304	ADR TOYOTA MTR CORP SPONSORED ADR	7/17/2009	2/16/2012	25,381.62	22,842.07	2,539.55
2678474	461	ADR CREDIT SUISSE GROUP SPONSORED ADR	2/18/2011	2/28/2012	12,671.83	21,752.75	(9,080.92)
2678474	1372	ADR CREDIT SUISSE GROUP SPONSORED ADR	2/18/2011	2/29/2012	37,020.01	64,739.19	(27,719.18)
2678474	839	ADR KOMATSU LTD SPONSORED ISIN US50045840	7/17/2009	3/1/2012	24,582.08	12,664.71	11,917.37
2678474	4728	ADR MITSUBISHI UFJ FINL GROUP INC SPONSORED /	7/17/2009	3/1/2012	24,105.74	27,257.87	(3,152.13)
2678474	379	ADR SAP AG SPONSORED ADR	7/17/2009	3/5/2012	25,749.62	16,180.34	9,569.28
2678474	3595	ADR HENNES & MAURITZ AB ADR	7/17/2009	3/7/2012	24,343.46	18,388.43	5,955.03
2678474	1404	ADR VOLKSWAGEN A G SPONSORED ADR REPSTG PREF	8/2/2010	3/12/2012	51,589.75	30,510.89	21,078.86
2678474	2676	ADR VOLKSWAGEN A G SPONSORED ADR REPSTG PREF	10/4/2010	3/13/2012	96,889.52	57,898.33	38,991.19
2678474	910	ADR TENCENT HLDGS LTD ADR	4/23/2010	3/20/2012	25,366.61	18,875.68	6,490.93
2678474	803	ADR WAL-MART DE MEX SAB DE CV	7/17/2009	3/20/2012	26,503.18	12,373.35	14,129.83
2678474	1007	ADR BG PLC ADR FINAL INSTMT NEW	7/17/2009	3/28/2012	23,190.79	17,306.30	5,884.49
2678474	440	ADR SAP AG SPONSORED ADR	7/17/2009	4/13/2012	28,842.80	18,784.57	10,058.23
2678474	482	ADR TEVA PHARMACEUTICAL INDS	7/17/2009	5/24/2012	18,661.66	21,929.67	(3,268.01)
2678474	304	CANADIAN NATL RY CO COM	7/17/2009	6/6/2012	24,580.59	13,373.81	11,206.78
2678474	1604	ADR TESCO PLC SPONSORED ADR	10/21/2009	6/29/2012	23,403.59	31,516.51	(8,112.92)
2678474	552	ADR TESCO PLC SPONSORED ADR	10/21/2009	6/29/2012	8,080.66	10,846.08	(2,765.42)
2678476	1008.3	DAIMLERCHRYSLER 4.71000003815% DUE 9/8/20	4/9/2010	7/8/2011	1,008.30	1,035.32	(27.02)
2678476	13970.4	BK AMER AUTO TR .91% DUE 10-15-2012	6/16/2010	7/15/2011	13,970.40	13,969.13	1.27
2678476	4758.87	CAP AUTO 4.67999982834% DUE 10-15-2012	10/7/2009	7/15/2011	4,758.87	4,957.12	(198.25)
2678476	7243.21	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	3/8/2010	7/15/2011	7,243.21	7,412.41	(169.20)
2678476	5828.93	HYUNDAI AUTO ASSET BACKED 2.03 DUE 08-15-2013	9/2/2009	7/15/2011	5,828.93	5,828.77	0.16
2678476	13618.8	NISSAN AUTO LEASE 2.07% DUE 01-15-2015	9/1/2009	7/15/2011	13,618.80	13,616.47	2.33
2678476	6297.16	USAA AUTO OWNER TR 1.54 DUE 02-18-2014	11/5/2009	7/15/2011	6,297.16	6,297.03	0.13
2678476	735.54	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	7/25/2011	735.54	768.87	(33.33)
2678476	80000	CVS CAREMARK CORP 6.125% DUE 08-15-2016	9/14/2009	8/2/2011	94,746.40	88,033.60	6,712.80
2678476	13161.04	BK AMER AUTO TR .91% DUE 10-15-2012	6/16/2010	8/15/2011	13,161.04	13,159.84	1.20
2678476	4497.97	CAP AUTO 4.67999982834% DUE 10-15-2012	10/7/2009	8/15/2011	4,497.97	4,685.35	(187.38)
2678476	7119.85	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	3/8/2010	8/15/2011	7,119.85	7,286.17	(166.32)
2678476	5553.29	HYUNDAI AUTO ASSET BACKED 2.03 DUE 08-15-2014	9/2/2009	8/15/2011	5,553.29	5,553.14	0.15
2678476	13687.81	NISSAN AUTO LEASE 2.07% DUE 01-15-2015	9/1/2009	8/15/2011	13,687.81	13,685.47	2.34
2678476	5809	USAA AUTO OWNER TR 1.54 DUE 02-18-2014	11/5/2009	8/15/2011	5,809.00	5,808.88	0.12

2678476	225000 FNMA 2.375 DUE 07-28-2015	8/19/2010	8/22/2011	238,209.75	232,802.78	5,406.97
2678476	155.25 FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	8/25/2011	155.25	162.28	(7.03)
2678476	80000 MBNA MASTER CR CARD TR II SER 1997-B CL A	4/5/2010	8/29/2011	80,034.38	79,671.88	362.50
2678476	4309.98 BANK AMERICA AUTO TR .91% DUE 10/15/2012	6/16/2010	9/15/2011	4,309.98	4,309.59	0.39
2678476	4855.18 CAP AUTO 4.6799982834% DUE 10-15-2012	10/7/2009	9/15/2011	4,855.18	5,057.44	(202.26)
2678476	7683.69 CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	3/8/2010	9/15/2011	7,683.69	7,863.18	(179.49)
2678476	5640.49 HYUNDAI AUTO ASSET BACKED 2.03 DUE 08-15-2015	9/2/2009	9/15/2011	5,640.49	5,640.34	0.15
2678476	17197.85 NISSAN AUTO LEASE 2.07% DUE 01-15-2015	9/1/2009	9/15/2011	17,197.85	17,194.92	2.93
2678476	5859.5 USAA AUTO OWNER TR 1.54 DUE 02-18-2014	11/5/2009	9/15/2011	5,859.50	5,859.38	0.12
2678476	16000 KRAFT FOODS INC 5.625% DUE 11-01-2011	11/6/2009	9/22/2011	16,077.12	17,059.36	(982.24)
2678476	684.09 FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	9/26/2011	684.09	715.09	(31.00)
2678476	90000 GENERAL MLS INC 6% DUE 02-15-2012	9/10/2009	9/26/2011	91,780.20	97,489.95	(5,709.75)
2678476	4471.82 CAP AUTO 4.6799982834% DUE 10-15-2012	10/7/2009	10/17/2011	4,471.82	4,658.10	(186.28)
2678476	7133.49 CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	3/5/2010	10/17/2011	7,133.49	7,300.12	(166.63)
2678476	5147.25 HYUNDAI AUTO ASSET BACKED 2.03 DUE 08-15-2016	9/2/2009	10/17/2011	5,147.25	5,147.11	0.14
2678476	5254.71 USAA AUTO OWNER TR 1.54 DUE 02-18-2014	11/5/2009	10/17/2011	5,254.71	5,254.60	0.11
2678476	1284.59 NISSAN AUTO LEASE 2.07% DUE 1/15/2015	9/1/2009	10/17/2011	1,284.59	1,284.37	0.22
2678476	150.13 FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	10/25/2011	150.13	156.93	(6.80)
2678476	6934.83 CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	3/5/2010	11/15/2011	6,934.83	7,096.82	(161.99)
2678476	3405.8 CAP AUTO 4.6799982834% DUE 10-15-2012	10/7/2009	11/15/2011	3,405.80	3,547.68	(141.88)
2678476	4928.94 HYUNDAI AUTO ASSET BACKED 2.03 DUE 08-15-2017	9/2/2009	11/15/2011	4,928.94	4,928.81	0.13
2678476	5057.53 USAA AUTO OWNER TR 1.54 DUE 02-18-2014	11/5/2009	11/15/2011	5,057.53	5,057.42	0.11
2678476	156.76 FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	11/25/2011	156.76	163.86	(7.10)
2678476	65000 BARRICK GOLD 6.125% DUE 09-15-2013	8/13/2009	11/30/2011	70,511.35	71,102.85	(591.50)
2678476	6508.82 CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	3/8/2010	12/15/2011	6,508.82	6,660.86	(152.04)
2678476	4915.73 HYUNDAI AUTO ASSET BACKED 2.03 DUE 08-15-2018	9/2/2009	12/15/2011	4,915.73	4,915.60	0.13
2678476	4845.76 USAA AUTO OWNER TR 1.54 DUE 02-18-2014	11/5/2009	12/15/2011	4,845.76	4,845.66	0.10
2678476	148.73 FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	12/27/2011	148.73	155.47	(6.74)
2678476	75000 VALE OVERSEAS LTD 5.625% DUE 09-15-2019	6/17/2010	1/5/2012	82,021.50	78,522.00	3,499.50
2678476	6479.55 CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	3/8/2010	1/17/2012	6,479.55	6,630.91	(151.36)
2678476	4777.29 HYUNDAI AUTO ASSET BACKED 2.03 DUE 08-15-2019	9/2/2009	1/17/2012	4,777.29	4,777.16	0.13
2678476	4690.5 USAA AUTO OWNER TR 1.54 DUE 02-18-2014	11/5/2009	1/17/2012	4,690.50	4,690.40	0.10
2678476	1373.75 FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	1/25/2012	1,373.75	1,436.00	(62.25)
2678476	160000 BA CR CARD TR 2006-14 NT CL A 04-15-2016	10/15/2010	2/8/2012	159,987.50	159,233.24	754.26
2678476	70000 KROGER CO 7.5% DUE 01-15-2014	8/13/2009	2/14/2012	78,613.50	80,384.50	(1,771.00)
2678476	70000 BOEING CAP CORP 6.5% DUE 02-15-2012	10/19/2009	2/15/2012	70,000.00	77,181.30	(7,181.30)
2678476	6543.32 CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	3/8/2010	2/15/2012	6,543.32	6,696.17	(152.85)

2678476	4673.47	HYUNDAI AUTO ASSET BACKED 2.03 DUE 08-15-2020	9/2/2009	2/15/2012	4,673.47	4,673.34	0.13
2678476	4672.25	USAA AUTO OWNER TR 1.54 DUE 02-18-2014	11/5/2009	2/15/2012	4,672.25	4,672.15	0.10
2678476	70000	WYETH 5.5% DUE 02-01-2014	8/6/2009	2/24/2012	76,756.40	76,192.90	563.50
2678476	1232.55	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	2/27/2012	1,232.55	1,288.40	(55.85)
2678476	305000	UNITED STATES TREAS NTS DTD 00321 1.375%	2/15/2011	2/29/2012	313,720.07	298,010.21	15,709.86
2678476	6170.92	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	3/8/2010	3/15/2012	6,170.92	6,315.07	(144.15)
2678476	13202.68	HONDA AUTO .65% DUE 06-17-2013	2/17/2011	3/15/2012	13,202.68	13,202.25	0.43
2678476	4531.65	HYUNDAI AUTO ASSET BACKED 2.03 DUE 08-15-2021	9/2/2009	3/15/2012	4,531.65	4,531.53	0.12
2678476	4507.66	USAA AUTO OWNER TR 1.54 DUE 02-18-2014	11/5/2009	3/15/2012	4,507.66	4,507.57	0.09
2678476	157.57	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	3/26/2012	157.57	164.71	(7.14)
2678476	6160.62	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	9/2/2011	4/16/2012	6,160.62	6,304.53	(143.91)
2678476	13459.58	HONDA AUTO .65% DUE 06-17-2013	2/17/2011	4/16/2012	13,459.58	13,459.14	0.44
2678476	4574.92	HYUNDAI AUTO ASSET BACKED 2.03 DUE 08-15-2022	9/2/2009	4/16/2012	4,574.92	4,574.79	0.13
2678476	5023.91	NISSAN AUTO .87000000477% DUE 07-15-2014	4/16/2012	4/16/2012	5,023.91	5,023.24	0.67
2678476	4420.38	USAA AUTO OWNER TR 1.54 DUE 02-18-2014	11/5/2009	4/16/2012	4,420.38	4,420.29	0.09
2678476	148.61	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	4/25/2012	148.61	155.34	(6.73)
2678476	70000	HEINZ H J CO 5.35% DUE 07-15-2013	5/8/2012	5/8/2012	73,819.20	77,460.60	(3,641.40)
2678476	5224.11	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	3/8/2010	5/15/2012	5,224.11	5,346.14	(122.03)
2678476	12676.43	HONDA AUTO .65% DUE 06-17-2013	2/17/2011	5/15/2012	12,676.43	12,676.02	0.41
2678476	4173.57	HYUNDAI AUTO ASSET BACKED 2.03 DUE 08-15-2023	9/2/2009	5/15/2012	4,173.57	4,173.45	0.12
2678476	7585.19	NISSAN AUTO .87000000477% DUE 07-15-2014	9/15/2010	5/15/2012	7,585.19	7,584.18	1.01
2678476	4208.51	USAA AUTO OWNER TR 1.54 DUE 02-18-2014	11/5/2009	5/15/2012	4,208.51	4,208.42	0.09
2678476	148.15	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	5/25/2012	148.15	154.86	(6.71)
2678476	4569.61	CHRYSLER FINL AUTO 2.82% DUE 01-15-2016	3/8/2010	6/15/2012	4,569.61	4,676.35	(106.74)
2678476	12397.91	HONDA AUTO .65% DUE 06-17-2013	2/17/2011	6/15/2012	12,397.91	12,397.51	0.40
2678476	4079.11	HYUNDAI AUTO ASSET BACKED 2.03 DUE 08-15-2024	9/2/2009	6/15/2012	4,079.11	4,079.00	0.11
2678476	7613.9	NISSAN AUTO .87000000477% DUE 07-15-2014	9/15/2010	6/15/2012	7,613.90	7,612.89	1.01
2678476	3947.58	USAA AUTO OWNER TR 1.54 DUE 02-18-2014	11/5/2009	6/15/2012	3,947.58	3,947.50	0.08
2678476	115000	CONOCOPHILLIPS CDA 5.625% DUE 10-15-2016	8/17/2009	6/20/2012	136,007.05	123,842.35	12,164.70
2678476	149.25	FNMA POOL #850862 ADJ RT DUE 12-01-2035 BEO	11/16/2009	6/25/2012	149.25	156.01	(6.76)
2678476	105000	AT&T INC 5.5% DUE 02-01-2018	8/26/2009	6/29/2012	124,889.10	110,313.65	14,575.45
2678477		0 MFO PIMCO FDS PAC INVT MGMT SER HIGH YIELD FD INSTL CL		12/7/2011	4,766.89	-	4,766.89
2678479	2059.2	CF LYSTER WATSON CONSERVATIVE ALTERNATIVE STRATEGIES LTC		7/1/2011	3,258,000.00	3,197,231.05	60,768.95
2697692	1595	FOREST CY ENTERPRISES INC CL A	5/15/2009	7/5/2011	29,857.65	10,010.90	19,846.75
2697692	115	ROFIN SINAR TECHNOLOGIES INC COM	12/31/2009	7/20/2011	3,723.75	2,762.19	961.56
2697692		0 AAON INC COM PAR \$0.004 COM PAR \$0.004	5/14/2010	8/9/2011	(5.05)	(8.00)	2.95
2697692	0.5	AAON INC COM PAR \$0.004 COM PAR \$0.004	5/14/2010	8/9/2011	10.09	8.00	2.09

2697692	315 POLARIS INDS INC COM	5/27/2010	8/11/2011	29,550.98	9,323.77	20,227.21
2697692	310 FOREST CY ENTERPRISES INC CL A	5/15/2009	8/22/2011	3,880.29	1,924.73	1,955.56
2697692	385 FOREST CY ENTERPRISES INC CL A	5/15/2009	9/1/2011	5,048.29	2,390.39	2,657.90
2697692	834 PSS WORLD MED INC COM	2/23/2009	10/31/2011	18,821.02	12,551.62	6,269.40
2697692	306 PSS WORLD MED INC COM	2/23/2009	11/1/2011	6,617.38	4,605.27	2,012.11
2697692	770 DIAMOND FOODS INC COM	10/22/2010	11/8/2011	30,851.92	31,798.50	(946.58)
2697692	365 ADVISORY BRD CO COM	2/23/2009	1/23/2012	28,606.65	5,869.71	22,736.94
2697692	165 ACUITY BRANDS INC COM	3/26/2010	2/24/2012	10,531.76	6,866.92	3,664.84
2697692	160 BLACKBAUD INC COM	2/23/2009	2/24/2012	5,268.70	1,733.52	3,535.18
2697692	165 BRADY CORP CL A	2/23/2009	2/24/2012	5,345.90	2,925.85	2,420.05
2697692	155 CARLISLE COMPANIES INC COM	10/22/2009	2/24/2012	7,708.01	5,138.22	2,569.79
2697692	140 CLARCOR INC COM	3/29/2010	2/24/2012	7,180.47	4,849.33	2,331.14
2697692	250 FAIR ISAAC CORPORATION COM	2/23/2009	2/24/2012	10,132.31	2,749.88	7,382.43
2697692	230 HENRY JACK & ASSOC INC COM	2/23/2009	2/24/2012	7,709.46	3,666.48	4,042.98
2697692	115 J & J SNACK FOODS CORP COM STK NPV	10/6/2010	2/24/2012	5,849.69	4,976.98	872.71
2697692	205 KIRBY CORP COM	2/23/2009	2/24/2012	13,947.94	4,549.13	9,398.81
2697692	320 LKQ CORP COM LKQ CORP	2/23/2009	2/24/2012	10,342.21	3,651.01	6,691.20
2697692	125 MANHATTAN ASSOCS INC COM	2/23/2009	2/24/2012	5,839.89	1,836.27	4,003.62
2697692	320 MONRO MUFFLER BRAKE INC COM	12/13/2010	2/24/2012	14,750.32	10,600.69	4,149.63
2697692	205 MOOG INC CL A	12/13/2010	2/24/2012	9,131.53	8,055.50	1,076.03
2697692	140 MORNINGSTAR INC COM STK	2/23/2009	2/24/2012	8,388.64	3,948.77	4,439.87
2697692	140 PEETS COFFEE & TEA INC COM	8/12/2009	2/24/2012	9,349.44	3,865.23	5,484.21
2697692	110 RLI CORP COM	2/23/2009	2/24/2012	7,858.25	5,527.38	2,330.87
2697692	410 SALLY BEAUTY HLDGS INC COM STK	2/23/2009	2/24/2012	9,524.12	1,639.92	7,884.20
2697692	235 SIMPSON MFG INC COM	2/23/2009	2/24/2012	7,270.76	3,660.64	3,610.12
2697692	615 UMPQUA HLDGS CORP COM	5/13/2010	2/24/2012	7,755.01	8,498.60	(743.59)
2697692	132 AAON INC COM PAR \$0.004 COM PAR \$0.004	5/14/2010	4/24/2012	2,537.91	2,112.92	424.99
2697692	33 ADVISORY BRD CO COM	2/23/2009	4/24/2012	2,901.00	530.69	2,370.31
2697692	44 AFFILIATED MANAGERS GROUP INC COM STK	7/8/2009	4/24/2012	4,876.35	2,406.96	2,469.39
2697692	95 APTARGROUP INC COM	2/23/2009	4/24/2012	5,123.38	2,509.34	2,614.04
2697692	37 CASEYS GEN STORES INC COM	2/23/2009	4/24/2012	2,055.90	729.22	1,326.68
2697692	100 CHOICE HOTELS INTL INC COM	2/23/2009	4/24/2012	3,708.35	2,440.46	1,267.89
2697692	44 CITY NATL CORP COM	2/23/2009	4/24/2012	2,279.95	1,308.19	971.76
2697692	161 DAKTRONICS INC COM	6/16/2009	4/24/2012	1,289.66	1,194.73	94.93
2697692	86 DORMAN PRODS INC COM	3/29/2011	4/24/2012	3,992.16	3,395.41	596.75
2697692	63 DRIL-QUIP INC COM	2/23/2009	4/24/2012	4,090.96	1,285.52	2,805.44
2697692	87 EXPONENT INC COM STK	2/23/2009	4/24/2012	4,025.42	1,698.20	2,327.22

2697692	65 FORWARD AIR CORP COM	2/23/2009	4/24/2012	2,240.86	1,117.77	1,123.09
2697692	44 LANDAUER INC COM	2/23/2009	4/24/2012	2,264.68	2,269.96	(5.28)
2697692	137 MERIDIAN BIOSCIENCE INC COM	3/26/2010	4/24/2012	2,533.48	2,833.19	(299.71)
2697692	139 OWENS & MINOR INC NEW COM	2/23/2009	4/24/2012	4,030.12	3,536.81	493.31
2697692	75 SCANSOURCE INC COM	2/23/2009	4/24/2012	2,456.23	1,214.06	1,242.17
2697692	103 UNIVERSAL HEALTH RLTY INCOME TR	2/23/2009	4/24/2012	3,985.63	3,148.29	837.34
2697692	124 YOUNG INNOVATIONS INC COM	2/24/2009	4/24/2012	3,911.70	1,905.36	2,006.34
2697692	145 ADVISORY BRD CO COM	2/23/2009	5/7/2012	13,473.30	2,331.80	11,141.50
2697692	108 PEETS COFFEE & TEA INC COM	8/12/2009	5/7/2012	6,825.06	2,981.75	3,843.31
2697692	665 SIMPSON MFG INC COM	2/23/2009	5/7/2012	19,638.13	10,358.85	9,279.28
2697692	209 ROFIN SINAR TECHNOLOGIES INC COM	12/31/2009	5/18/2012	4,235.50	5,019.97	(784.47)
2697692	826 ROFIN SINAR TECHNOLOGIES INC COM	12/31/2009	5/21/2012	17,032.15	19,839.69	(2,807.54)
ML	72341 COAST ACCESS II LTD CLASS I	11/1/2007	8/10/2011	78,810.21	103,172.73	(24,362.52)
ML	38522 COAST ACCESS II LTD CLASS I	11/1/2007	11/10/2011	40,679.34	54,940.23	(14,260.89)
ML	18707 COAST ACCESS II LTD CLASS I	11/1/2007	2/16/2012	18,958.37	26,681.31	(7,722.94)
ML	44723 COAST ACCESS II LTD CLASS I	11/1/2007	5/16/2012	44,683.31	63,783.76	(19,100.45)
	Long-Term Capital Gain/(Loss)			16,435,484.59	13,895,912.28	2,539,572.31

107,690.71

Capital Gain Dividends

Total Gain/(Loss)

\$ 1,991,639.99

THE OFFIELD FAMILY FOUNDATION

36-6066240

FORM 990PF, PART VIII - LIST OF OFFICERS, DIRECTORS, AND TRUSTEESATTACHMENT 9

<u>NAME AND ADDRESS</u>	<u>TITLE AND AVERAGE HOURS PER WEEK DEVOTED TO POSITION</u>	<u>COMPENSATION</u>	<u>CONTRIBUTIONS TO EMPLOYEE BENEFIT PLANS</u>	<u>EXPENSE ACCT AND OTHER ALLOWANCES</u>
PAXSON OFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	DIRECTOR & PRESIDENT, VARIOUS	0	0	0
JAMES S. OFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	VICE PRES & TREASURER, VARIOUS	0	0	0
GAIL HODGE 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	SECRETARY, VARIOUS	18,000.	0	0
CHASE OFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	DIRECTOR, VARIOUS	0	0	0
MEIGHAN OFFIELD 400 N. MICHIGAN AVENUE CHICAGO, IL 60611	DIRECTOR, VARIOUS	0	0	0
GRAND TOTALS		18,000.	0	0

990PF, PART VIII- COMPENSATION OF THE FIVE HIGHEST PAID PROFESSIONALSATTACHMENT 10

<u>NAME AND ADDRESS</u>	<u>TYPE OF SERVICE</u>	<u>COMPENSATION</u>
NORTHERN TRUST COMPANY 50 SOUTH LASALLE STREET, CHICAGO, IL 60675	MONEY MANAGEMENT	248,296.
FRIEDMAN & HUEY ASSOCIATES LLP 1313 W. 175TH STREET HOMewood, IL 60430	ACCOUNTING SERVICES	90,000.
THORNBURG INVESTMENT MANAGEMENT 2300 NORTH RIDGETOP ROAD SANTA FE, NM 87506	MONEY MANAGEMENT	62,383.
	TOTAL COMPENSATION	<u>400,679.</u>

**THE OFFIELD FAMILY FOUNDATION
PART XV - GRANTS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED JUNE 30, 2012**

<u>Part XV, LINE 3a - GRANTS PAID DURING THE YEAR:</u>	<u>FOUNDATION STATUS</u>	<u>TOTAL</u>
ALLIED EMS 3407 M-119, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	25,000
AMAZIMA MINISTERIES INTERNATIONAL P O. BOX 682521, FRANKLIN, TN 37068-2521	PUBLIC CHARITY	2,500
THE AMANDA FOUNDATION 351 N FOOTHILL ROAD, BEVERLY HILLS, CA 90210	PUBLIC CHARITY	5,000
AMERICAN RED CROSS - ST. LOUIS CHAPTER 10195 CORPORATE SQUARE, ST LOUIS, MO 63132	PUBLIC CHARITY	25,000
HAMMER MUSEUM OF ART UCLA 10899 WILSHIRE BLVD, LOS ANGELES, CA 90024	PUBLIC CHARITY	10,000
BASSET HOUND RESCUE SOUTHERN CALIFORNIA P O BOX 88, WHITTIER, CA 90608	PUBLIC CHARITY	5,000
BILLFISH FOUNDATION 5100 N FEDERAL HIGHWAY, STE 200, FT LAUDERDALE, FL 33308	PUBLIC CHARITY	85,000
BOY SCOUTS OF AMERICA - CALUMET COUNCIL 8751 CALUMET AVENUE, MUNSTER, IN 46321	PUBLIC CHARITY	12,500
CAMP DAGGETT 3001 CHURCH ROAD, PETOSKEY, MI 49770	PUBLIC CHARITY	10,000
CATALINA ISLAND CONSERVANCY P.O BOX 2739, AVALON, CA 90704	PUBLIC CHARITY	250,000
CATALINA SEABASS FUND (CONTROLLED PER 4942(g)(1)(A)) P.O. BOX 2080, AVALON, CA 90704	PRIVATE OPERATING FOUNDATION	160,000
CENTER ON HALSTED 3656 N. HALSTED STREET, CHICAGO, IL 60613	PUBLIC CHARITY	25,000
CHILDREN'S MEMORIAL HOSPITAL 2300 CHILDREN'S PLAZA, CHICAGO, IL 60614	PUBLIC CHARITY	17,500

**THE OFFIELD FAMILY FOUNDATION
PART XV - GRANTS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED JUNE 30, 2012**

<u>Part XV, LINE 3a - GRANTS PAID DURING THE YEAR:</u>	<u>FOUNDATION STATUS</u>	<u>TOTAL</u>
INTERVARSITY CHRISTIAN FELLOWSHIP (CAMPUS BY THE SEA) P O. BOX 7895, MADISON, WI 53707-7895	PUBLIC CHARITY	10,000
CONNECTIONS EQUINE THERAPY PROGRAM 11585 E PURPLE SAGE ROAD, CORNVILLE, AZ 86325	PUBLIC CHARITY	5,000
CORNERSTONE TEEN CENTER, COMMUNITY CONGREGATIONAL CHURCH P O BOX 98, AVALON, CA 90704	PUBLIC CHARITY	60,000
CRES, C/O ZOOLOGICAL SOCIETY OF SAN DIEGO P O BOX 120551, SAN DIEGO, CA 92112	PUBLIC CHARITY	100,000
CROOKED TREE ARTS COUNCIL 461 EAST MITCHELL STREET, PETOSKEY, MI 49770	PUBLIC CHARITY	50,000
DEATH VALLEY CONSERVANCY P.O BOX 3595, SANTA BARBARA, CA 93130	PUBLIC CHARITY	25,000
ERIKSON INSTITUTE 451 N. LASALLE STREET, CHICAGO, IL 60654	PUBLIC CHARITY	15,000
THE FIRST SCHOOL 1810 BROADWAY STREET, SANTA MONICA, CA 90404	PUBLIC CHARITY	2,500
FIRST TEE OF BOYNE HIGHLANDS P.O BOX 613, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	10,000
FRIENDS OF ANIMALS FOUNDATION 5228 AMESTOY AVENUE, ENCINO, CA 91316	PUBLIC CHARITY	10,000
GAIA UNIVERSITY P.O. BOX 90, SUMMERTOWN, TN 38483	PUBLIC CHARITY	10,000
GLOBAL TRAINING NETWORK 7558 W THUNDERBIRD RD , PEORIA, AZ 85381	PUBLIC CHARITY	7,500
H A R B O.R., INC P.O. BOX 112, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	60,000
HARBOR HALL FOUNDATION P.O. BOX 376, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	25,000

THE OFFIELD FAMILY FOUNDATION
PART XV - GRANTS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED JUNE 30, 2012

<u>Part XV, LINE 3a - GRANTS PAID DURING THE YEAR:</u>	<u>FOUNDATION STATUS</u>	<u>TOTAL</u>
THE HARBOR SPRINGS DOWNTOWN DEVELOPMENT AUTHORITY 201 EAST BAY STREET, PETOSKEY, MI 49770	PUBLIC CHARITY	30,000
HARBOR SPRINGS LIBRARY ASSOCIATION 206 SOUTH SPRING STREET, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	50,000
HARBOR SPRINGS POLICE DEPARTMENT 170 ZOLL STREET, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	10,000
HEART OF THE LAKES CENTER FOR LAND CONSERVANCY POLICY P O BOX 80854, LANSING, MI 48908	PUBLIC CHARITY	50,000
THE HIGH ARCTIC INSTITUTE, INC. 603 10TH AVENUE, ORION, IL 61273	PUBLIC CHARITY	50,000
HOME IMPROVEMENT MINISTRIES INC 209 BURLINGTON ROAD, #105, BEDFORD, MA 01730	PUBLIC CHARITY	10,000
HOSPICE OF LITTLE TRAVERSE BAY 3434 M-119, SUITE F, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	25,000
HUMANE SOCIETY OF THE US FOR ANIMAL RESEARCH 2100 L STREET NW, WASHINGTON, DC 20037	PUBLIC CHARITY	25,000
INSTITUTE HEALTH SCIENCE CAREER ACADEMY 2520 SOUTH WESTERN AVENUE, CHICAGO, IL 60608	PUBLIC CHARITY	30,000
INTERNATIONAL GAME FISH ASSOCIATION, INC 300 GULF STREAM WAY, DANIA BEACH, FL 33004	PUBLIC CHARITY	450,000
JEFFREY P. BODZICK SCHOLARSHIP FOUNDATION P O BOX 169, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	10,000
KIDS AGAINST HUNGER 5401 BOONE AVENUE NORTH, NEW HOPE, MN 55428	PUBLIC CHARITY	5,000
LAGUNA BEACH COLLEGE OF ART AND DESIGN 2222 LAGUNA CANYON ROAD, LAGUNA BEACH, CA 92651	PUBLIC CHARITY	25,000

**THE OFFIELD FAMILY FOUNDATION
PART XV - GRANTS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED JUNE 30, 2012**

<u>Part XV, LINE 3a - GRANTS PAID DURING THE YEAR</u>	<u>FOUNDATION STATUS</u>	<u>TOTAL</u>
LANGE FOUNDATION 2106 S SEPULVEDA BLVD, LOS ANGELES, CA 90025	PUBLIC CHARITY	5,000
LAXART 2640 S LA CIENEGA, LOS ANGELES, CA 90034	PUBLIC CHARITY	20,000
LITTLE TRAVERSE BAY HUMANE SOCIETY 1300 W. CONWAY ROAD, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	10,000
LITTLE TRAVERSE CONSERVANCY 3264 POWELL ROAD, HARBOR SPRINGS, MI 49740-9469	PUBLIC CHARITY	100,000
LOS ANGELES ART ASSOCIATION 825 N LA CIENEGA, LOS ANGELES, CA 90069	PUBLIC CHARITY	15,000
MANNA PROJECT 8791 McBRIDE PARK DRIVE, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	50,000
MUSEUM OF CONTEMPORARY ART 250 S GRAND AVENUE, LOS ANGELES, CA 90012	PUBLIC CHARITY	20,000
NAROPA UNIVERSITY 2130 ARAPAHOE AVENUE, BOULDER, CO 80302-6697	PUBLIC CHARITY	10,000
NORTH CENTRAL MICHIGAN COLLEGE FOUNDATION 1515 HOWARD STREET, PETOSKEY, MI 49770	PUBLIC CHARITY	10,000
NORTHERN MICHIGAN HOSPITAL FOUNDATION 360 CONNABLE AVENUE, PETOSKEY, MI 49770	PUBLIC CHARITY	1,350,000
NORTHLIGHT THEATRE 9501 SKOKIE BOULEVARD, SKOKIE, IL 60076	PUBLIC CHARITY	50,000
OCEANIC SOCIETY 30 SIR FRANCIS DRAKE BLVD , ROSS, CA 94957	PUBLIC CHARITY	50,000
ONEONTA (CITY OF) CITY HALL 258 MAIN STREET, ONEONTA, NY 13820	PUBLIC CHARITY	50,000
OPERATION SCHOOL BELL/ALSC 1370 NORTH SAINT ANDREWS PLACE, HOLLYWOOD, CA 90028	PUBLIC CHARITY	2,500

**THE OFFIELD FAMILY FOUNDATION
PART XV - GRANTS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED JUNE 30, 2012**

<u>Part XV, LINE 3a - GRANTS PAID DURING THE YEAR</u>	<u>FOUNDATION STATUS</u>	<u>TOTAL</u>
OREGON HEALTH AND SCIENCE UNIVERSITY 1121 S W SALMON STREET, PORTLAND, OR 97205	PUBLIC CHARITY	250,000
PACHAMAMA ALLIANCE PRESIDIO BLDG #1009, SECOND FLOOR, SAN FRANCISCO, CA 94129	PUBLIC CHARITY	10,000
PASADENA ARTS COUNCIL 65 S GRAND AVENUE, PASADENA, CA 91105	PUBLIC CHARITY	25,000
PEREGRINE FUND INC 5668 WEST FLYING HAWK LANE, BOISE, ID 83709	PUBLIC CHARITY	300,000
PETOSKEY/HARBOR SPRINGS AREA COMMUNITY FOUNDATION 616 PETOSKEY STREET, SUITE 100, HARBOR SPRINGS, MI 49740	PUBLIC CHARITY	152,500
PFLEGER INSTITUTE OF ENVIRONMENTAL RESEARCH 6201 OAK CANYON DRIVE, #200, IRVINE, CA 92618	PRIVATE OPERATING FUND	175,000
PLANNED PARENTHOOD OF WEST AND NORTHERN MICHIGAN, INC 425 CHERRY STREET SE, HARBOR SPRINGS, MI 49503	PUBLIC CHARITY	500,000
POLICE ATHLETIC LEAGUE 991 LONGWOOD AVENUE, BRONX, NY 10459	PUBLIC CHARITY	15,000
J F SHEA THERAPEUTIC RIDING CENTER, INC. 26284 OSO RD., SAN JUAN CAPISTRANO, CA 92675	PUBLIC CHARITY	50,000
THE SURFRIDER FOUNDATION P O. BOX 6010, SAN CLEMENTE, CA 92674	PUBLIC CHARITY	50,000
TIP OF THE MITT WATERSHED COUNCIL 426 BAY STREET, PETOSKEY, MI 49770	PUBLIC CHARITY	100,000
TOP OF MICHIGAN TRAILS COUNCIL INC 445 E. MITCHELL, PETOSKEY, MI 49770	PUBLIC CHARITY	10,000
VIRGINIA INSTITUTE OF MARINE SCIENCE PO BOX 1346, GLOUCESTER PT., VA, 23062	PUBLIC CHARITY	130,000

**THE OFFIELD FAMILY FOUNDATION
PART XV - GRANTS AND CONTRIBUTIONS PAID
FOR THE YEAR ENDED JUNE 30, 2012**

<u>Part XV, LINE 3a - GRANTS PAID DURING THE YEAR</u>	<u>FOUNDATION STATUS</u>	<u>TOTAL</u>
WESTMINSTER SCHOOL 995 HOPMEADOW STREET, SIMSBURY, CT 06070	PUBLIC CHARITY	250,000
WISCONSIN MARITIME MUSEUM INC 75 MARITIME DR , MANITOWOC, WI 54220	PUBLIC CHARITY	25,000
WILD DOLPHIN PROJECT, INC. P O BOX 8436, JUPITER, FL 33468	PUBLIC CHARITY	15,000
THE WILLOWS SCHOOL 8509 HIGUERA STREET, CULVER CITY, CA 90232	PUBLIC CHARITY	150,000
WOMEN'S RESOUCCE CENTER OF NORTHERN MICHIGAN 423 PORTER STREET, PETOSKEY, MI 49770	PUBLIC CHARITY	100,000
THE WOUNDED WARRIOR PROJECT (WWP INC) P O. BOX 758517, TOPEKA, KS 66675	PUBLIC CHARITY	45,000
TOTAL CASH CONTRIBUTIONS (Part XV, Line 3(a))		5,887,500
LESS GRANTS TO CONTROLLED RECIPIENTS (SEE ABOVE)		(160,000)
TOTAL QUALIFIED DISBURSEMENTS (Part I, line 26(d))		5,727,500

NOTE: ALL GRANTS FOR GENERAL PURPOSES

THE OFFIELD FAMILY FOUNDATION
GRANT AGREEMENT
for
Catalina Seabass Fund

THIS GRANT AGREEMENT ("Agreement") governs the terms and conditions of the use of grant funds in the amount of \$125,000 contributed by THE OFFIELD FAMILY FOUNDATION (the "Foundation") to the Catalina Seabass Fund (CSF), and specifically referenced by letter dated June 25, 2012 (such grant funds together with any income earned upon investment of such grant funds to be hereinafter referred to as the "Grant"). In consideration for the receipt and benefit of the Grant, CSF hereby agrees to be bound by each of the following provisions of this Agreement:

1 CSF Representations

1.1. CSF represents that it is currently an organization described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 and Treasury Regulations thereunder (together, the "Code"), and that its status as such is not currently revoked, suspended or the subject of an audit or investigation by any state or federal regulatory body

2. Purpose and Term of Grant

2.1. All Grant funds must be applied directly by CSF and used exclusively for the purposes described in its mission and vision statements.

2.2. CSF shall not apply any portion of the Grant to its general operating expenses or overhead, except as reasonably determined to be directly related to the furtherance of the purposes of the Grant. No portion of the Grant may be used for or added to any endowment or similar fund without the written consent of the Foundation. CSF is not required to maintain the Grant in a separate or segregated fund.

2.3. Notwithstanding any other provisions of this Agreement, CSF shall not apply any portion of the Grant: (i) to carry out propaganda, or otherwise attempt, to influence legislation within the meaning of Section 4945(d)(1) of the Code; (ii) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive within the meaning of Section 4945(d)(2) of the Code; (iii) to make any grant which does not comply with the requirements of Section 4945(d)(3) or (4) of the Code; or (iv) to undertake any activity for any purpose other than one specified in Section 170(c)(2)(b) of the Code.

2.4. All Grant funds not expended or committed to for the purposes of the Grant within the period stated above shall be returned to the Foundation

3. Records and Reporting

3.1. CSF is required to keep a record of all receipts and expenditures (including salaries, travel and supplies) relating to its use and application of the Grant funds and to provide the Foundation with detailed written reports summarizing: (i) its use of such funds; (ii) its compliance with the terms of this Agreement; and (iii) the progress made by CSF toward achieving the purposes for which the Grant was made.

3.2. Reports shall be made at the end of each of CSF's annual accounting periods beginning with the accounting period in which CSF receives the Grant funds, and ending with the accounting period in which the Grant funds have been fully expended. In the event any portion of the Grant has been made to an endowment fund or for the purchase of capital equipment or for other capital purposes, CSF shall make additional reports for the two accounting periods following the accounting periods for which CSF is otherwise required to report under this Subsection 3.2. Each report required hereunder shall be provided within a reasonable period of time after the close of the accounting period for which such report is required. The Foundation will include information on this Grant in its information returns filed with the Internal Revenue Service.

3.3. The Foundation, at its option, may require interim reports. CSF agrees to provide any such reports and any other information reasonably requested by the Foundation and related to the Grant. If CSF obtains any audited financial statements covering any portion of a period for which a report is required under this Agreement, a copy of such audited financial statements shall be provided to the Foundation at the time each report to which such statements relate is provided to the Foundation, or as soon thereafter as such statements are available.

3.4. CSF is required to keep all financial records with respect to the Grant, along with copies of any reports submitted to the Foundation, for no less than four years following the end of the accounting period for which a final report has been given with respect to such Grant.

3.5. CSF agrees to permit the Foundation and its representatives, at the Foundation's request, reasonable access during regular business hours to CSF's files, records, accounts and personnel for the purpose of making such financial audits, verifications or program evaluations as the Foundation deems necessary or appropriate concerning the Grant.

4. Required Notification

4.1. CSF is required to provide the Foundation immediate written notification of: (i) any changes in, or that may effect, CSF's tax-exempt status; (ii) any changes in CSF's ability to apply the Grant funds for the purposes of the Grant, (iii) any expenditure from the Grant funds made for any purpose other than those for which the grant was intended; and (iv) any other changes that may affect the use or purposes of the Grant.

5. Publicity

5.1. CSF may list the Foundation by name in a directory or similar listing of donors. CSF will provide, in advance and subject to the advance written approval of the Foundation, any other proposed publicity concerning the making or use of the Grant or related in any way to the Foundation.

6. Right to Modify or Revoke this Agreement

6.1. This Agreement may be modified by the mutual written agreement of the Foundation and CSF, provided no modification may be made that would affect CSF or the Foundation's status as an organization described in Section 501(c)(3) and exempt from tax under Section 501(a), or that would cause the Foundation or its managers to incur an excise tax under Subchapter A of Chapter 42 of the Code.

6.2 The Foundation reserves the unilateral right to demand a total or partial refund of any Grant funds delivered to CSF if, in the Foundation's sole discretion, such action is necessary: (i) because CSF has not fully complied with the terms and conditions of this Agreement or appears in the judgment of the Foundation unlikely to be able to do so; (ii) to protect the purposes and objectives of the Grant or any other charitable activities of the Foundation; or (iii) to comply with the requirements of any law or regulation applicable to CSF, the Foundation or this Agreement.

7. Governing Law and Jurisdiction

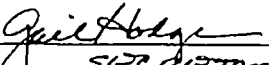
7.1 This Agreement is governed by the law of the State of Illinois. Any action to interpret or enforce this agreement shall be brought in the Circuit Court of Cook County, Illinois. By execution of this Agreement, CSF submits itself to the jurisdiction of the State of Illinois and consents to venue in the Circuit Court of Cook County, Illinois. The undersigned certifies that he or she is a duly elected and authorized officer CSF and that, as such, is authorized to enter into this Agreement on behalf of CSF, to obligate CSF to observe all of the terms and conditions of this Agreement, and in connection therewith to make, execute and

deliver on behalf of CSF all reports, representations, receipts and other instruments of every kind incident hereto

Catalina Seabass Fund

By: 
Title: VICE PRESIDENT
Date: 6/30/12

Offield Family Foundation

By: 
Title: SECRETARY
Date: 6/30/12

THE OFFIELD FAMILY FOUNDATION
GRANT AGREEMENT
for
Pfleger Institute of Environmental Research

THIS GRANT AGREEMENT ("Agreement") governs the terms and conditions of the use of grant funds in the amount of \$175,000 contributed by THE OFFIELD FAMILY FOUNDATION (the "Foundation") to the Pfleger Institute of Environmental Research (PIER), and specifically referenced by letter dated June 25, 2012 (such grant funds together with any income earned upon investment of such grant funds to be hereinafter referred to as the "Grant"). In consideration for the receipt and benefit of the Grant, PIER hereby agrees to be bound by each of the following provisions of this Agreement:

1. PIER Representations

1.1. PIER represents that it is currently an organization described in Section 501(c)(3) and exempt from taxation under Section 501(a) of the Internal Revenue Code of 1986 and Treasury Regulations thereunder (together, the "Code"), and that its status as such is not currently revoked, suspended or the subject of an audit or investigation by any state or federal regulatory body.

2. Purpose and Term of Grant

2.1. All Grant funds must be applied directly by PIER and used exclusively for the purposes described in its mission and vision statements.

2.2. PIER shall not apply any portion of the Grant to its general operating expenses or overhead, except as reasonably determined to be directly related to the furtherance of the purposes of the Grant. No portion of the Grant may be used for or added to any endowment or similar fund without the written consent of the Foundation. PIER is not required to maintain the Grant in a separate or segregated fund.

2.3. Notwithstanding any other provisions of this Agreement, PIER shall not apply any portion of the Grant: (i) to carry out propaganda, or otherwise attempt, to influence legislation within the meaning of Section 4945(d)(1) of the Code; (ii) to influence the outcome of any specific public election, or to carry on, directly or indirectly, any voter registration drive within the meaning of Section 4945(d)(2) of the Code; (iii) to make any grant which does not comply with the requirements of Section 4945(d)(3) or (4) of the Code; or (iv) to undertake any activity for any purpose other than one specified in Section 170(c)(2)(b) of the Code.

2.4 All Grant funds not expended or committed to for the purposes of the Grant within the period stated above shall be returned to the Foundation.

3. Records and Reporting

3.1 PIER is required to keep a record of all receipts and expenditures (including salaries, travel and supplies) relating to its use and application of the Grant funds and to provide the Foundation with detailed written reports summarizing: (i) its use of such funds, (ii) its compliance with the terms of this Agreement; and (iii) the progress made by PIER toward achieving the purposes for which the Grant was made.

3.2 Reports shall be made at the end of each of PIER's annual accounting periods beginning with the accounting period in which PIER receives the Grant funds, and ending with the accounting period in which the Grant funds have been fully expended. In the event any portion of the Grant has been made to an endowment fund or for the purchase of capital equipment or for other capital purposes, PIER shall make additional reports for the two accounting periods following the accounting periods for which PIER is otherwise required to report under this Subsection 3.2. Each report required hereunder shall be provided within a reasonable period of time after the close of the accounting period for which such report is required. The Foundation will include information on this Grant in its information returns filed with the Internal Revenue Service.

3.3 The Foundation, at its option, may require interim reports. PIER agrees to provide any such reports and any other information reasonably requested by the Foundation and related to the Grant. If PIER obtains any audited financial statements covering any portion of a period for which a report is required under this Agreement, a copy of such audited financial statements shall be provided to the Foundation at the time each report to which such statements relate is provided to the Foundation, or as soon thereafter as such statements are available.

3.4 PIER is required to keep all financial records with respect to the Grant, along with copies of any reports submitted to the Foundation, for no less than four years following the end of the accounting period for which a final report has been given with respect to such Grant.

3.5 PIER agrees to permit the Foundation and its representatives, at the Foundation's request, reasonable access during regular business hours to PIER's files, records, accounts and personnel for the purpose of making such financial audits, verifications or program evaluations as the Foundation deems necessary or appropriate concerning the Grant.

4. Required Notification

4.1. PIER is required to provide the Foundation immediate written notification of (i) any changes in, or that may effect, PIER's tax-exempt status; (ii) any changes in PIER's ability to apply the Grant funds for the purposes of the Grant; (iii) any expenditure from the Grant funds made for any purpose other than those for which the grant was intended, and (iv) any other changes that may affect the use or purposes of the Grant

5. Publicity

5.1. PIER may list the Foundation by name in a directory or similar listing of donors. PIER will provide, in advance and subject to the advance written approval of the Foundation, any other proposed publicity concerning the making or use of the Grant or related in any way to the Foundation

6. Right to Modify or Revoke this Agreement

6.1. This Agreement may be modified by the mutual written agreement of the Foundation and PIER, provided no modification may be made that would affect PIER or the Foundation's status as an organization described in Section 501(c)(3) and exempt from tax under Section 501(a), or that would cause the Foundation or its managers to incur an excise tax under Subchapter A of Chapter 42 of the Code.

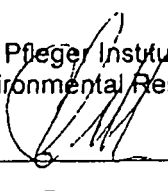
6.2. The Foundation reserves the unilateral right to demand a total or partial refund of any Grant funds delivered to PIER if, in the Foundation's sole discretion, such action is necessary: (i) because PIER has not fully complied with the terms and conditions of this Agreement or appears in the judgment of the Foundation unlikely to be able to do so, (ii) to protect the purposes and objectives of the Grant or any other charitable activities of the Foundation; or (iii) to comply with the requirements of any law or regulation applicable to PIER, the Foundation or this Agreement.

7. Governing Law and Jurisdiction

7.1. This Agreement is governed by the law of the State of Illinois. Any action to interpret or enforce this agreement shall be brought in the Circuit Court of Cook County, Illinois. By execution of this Agreement, PIER submits itself to the jurisdiction of the State of Illinois and consents to venue in the Circuit Court of Cook County, Illinois. The undersigned certifies that he or she is a duly elected and authorized officer of PIER and that, as such, is authorized to enter into this Agreement on behalf of PIER, to obligate PIER to observe all of the terms and conditions of this Agreement, and in connection therewith to make, execute and

deliver on behalf of PIER all reports, representations, receipts and other instruments of every kind incident hereto

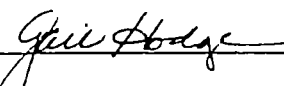
The PIER Institute of
Environmental Research

By  Chazey Sepulveda

Title: Executive Director

Date: 06/30/2012

Offield Family Foundation

By  Gill Hodge

Title: SECRETARY

Date: 7/7/12

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

DESCRIPTION	BUSINESS CODE	AMOUNT	EXCLUSION CODE	AMOUNT	RELATED OR EXEMPT FUNCTION INCOME	
OTHER INCOME SECURITIES LITIGATION SETTLEMENT			18	3,613.		
			18	1,466.		
TOTALS				5,079.		

ATTACHMENT 11

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

OMB No. 1545-1709

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

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

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

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

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

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

Part I only ☐

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

Enter filer's identifying number, see instructions

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

Name of exempt organization or other filer, see instructions

THE OFFIELD FAMILY FOUNDATION

☒ **X**

Employer identification number (EIN) or

36-6066240

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

400 NORTH MICHIGAN AVENUE

☐

Social security number (SSN)

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

CHICAGO, IL 60611

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 ► BRUCE E. HUEY

Telephone No ► 708 799-6800

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 02/15, 2013, to file the exempt organization return for the organization named above. The extension is for the organization's return for
- ☐ calendar year 20____ or
- ☒ tax year beginning 07/01, 2011, and ending 06/30, 2012

- 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 \$	77,045.
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 \$	84,470.
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.

For Privacy Act and Paperwork Reduction Act Notice, see Instructions.

Form **8868** (Rev. 1-2012)

• If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box. ☒ **X**

Note. Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868

• If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Type or print File by the due date for filing your return. See instructions	Name of exempt organization or other filer, see instructions	Enter filer's identifying number, see instructions	
	THE OFFIELD FAMILY FOUNDATION	☒ Employer identification number (EIN) or	36-6066240
	Number, street, and room or suite no. If a P.O. box, see instructions	☐ Social security number (SSN)	
	400 NORTH MICHIGAN AVENUE		
	City, town or post office, state, and ZIP code. For a foreign address, see instructions		
	CHICAGO, IL 60611		

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 **BRUCE E. HUEY**
Telephone No **708 799-6800** 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
- I request an additional 3-month extension of time until **05/15, 20 13**
- For calendar year , or other tax year beginning **07/01, 20 11**, and ending **06/30, 20 12**
- If the tax year entered in line 5 is for less than 12 months, check reason ☐ Initial return ☐ Final return ☐ Change in accounting period
- State in detail why you need the extension **INFORMATION FROM THIRD PARTIES NECESSARY TO COMPLETE THE RETURN HAS NOT YET BEEN RECEIVED.**

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	\$ 84,470.
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	\$ 84,470.
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 **Mary V. Gause** Title **C.P.A.** Date **2/14/13**

Form 8868 (Rev 1-2012)