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

2011

Department of the Treasury  
Internal Revenue Service

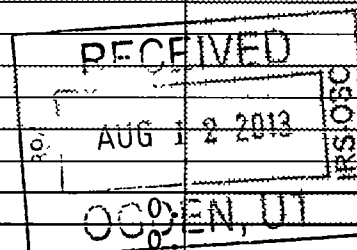
Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2011 or tax year beginning OCT 1, 2011, and ending SEP 30, 2012

Name of foundation <b>SHIFT FKA Aaron &amp; Martha Schecter Private Foundation</b>		A Employer identification number <b>59-2185762</b>						
Number and street (or P.O. box number if mail is not delivered to street address) <b>3900 Hollywood Blvd</b>	Room/suite <b>PH-N</b>	B Telephone number <b>954-923-6778</b>						
City or town, state, and ZIP code <b>Hollywood, FL 33021</b>		C If exemption application is pending, check here <input type="checkbox"/>						
G Check all that apply: <table border="0"> <tr> <td><input type="checkbox"/> Initial return</td> <td><input type="checkbox"/> Initial return of a former public charity</td> </tr> <tr> <td><input type="checkbox"/> Final return</td> <td><input type="checkbox"/> Amended return</td> </tr> <tr> <td><input type="checkbox"/> Address change</td> <td><input checked="" type="checkbox"/> Name change</td> </tr> </table>		<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity	<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return	<input type="checkbox"/> Address change	<input checked="" type="checkbox"/> Name change	D 1. Foreign organizations, check here <input type="checkbox"/> 2. Foreign organizations meeting the 85% test, check here and attach computation <input type="checkbox"/>
<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity							
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return							
<input type="checkbox"/> Address change	<input checked="" type="checkbox"/> Name change							
H Check type of organization: <input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation <input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust <input type="checkbox"/> Other taxable private foundation		E If private foundation status was terminated under section 507(b)(1)(A), check here <input type="checkbox"/>						
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) <b>\$ 14,679,787.</b>	J Accounting method: <input checked="" type="checkbox"/> Cash <input type="checkbox"/> Accrual <input type="checkbox"/> Other (specify) _____	F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here <input type="checkbox"/>						

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).)		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received				
	2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch. B				
	3 Interest on savings and temporary cash investments	15.	15.		Statement 1
	4 Dividends and interest from securities	353,173.	353,173.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	360,195.			
	b Gross sales price for all assets on line 6a	14,375,472.			
	7 Capital gain net income (from Part IV, line 2)		360,195.		
	8 Net short-term capital gain				
	9 Income modifications				
	10a Gross sales less returns and allowances				
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total. Add lines 1 through 11	713,383.	713,383.			
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc.	0.	0.		0.
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees Stmt 3	1,250.	0.	0.	0.
	b Accounting fees Stmt 4	8,762.	8,762.	0.	0.
	c Other professional fees Stmt 5	70,623.	61,287.	0.	0.
	17 Interest				
	18 Taxes Stmt 6	17,409.	2,015.	0.	0.
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 7	55,571.	51,187.	0.	0.
	24 Total operating and administrative expenses. Add lines 13 through 23	153,615.	123,251.	0.	0.
25 Contributions, gifts, grants paid	1,240,000.			1,240,000.	
26 Total expenses and disbursements. Add lines 24 and 25	1,393,615.	123,251.	0.	1,240,000.	
27 Subtract line 26 from line 12	-680,232.				
a Excess of revenue over expenses and disbursements		590,132.			
b Net investment income (if negative, enter -0-)					
c Adjusted net income (if negative, enter -0-)			0.		

SCANNED AUG 15 2013



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<b>Part II Balance Sheets</b> <small>Attached schedules and amounts in the description column should be for end-of-year amounts only</small>		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value
<b>Assets</b>	1 Cash - non-interest-bearing	3,331.		
	2 Savings and temporary cash investments	67,649.	2,531,910.	2,531,910.
	3 Accounts receivable ▶			
	Less allowance for doubtful accounts ▶			
	4 Pledges receivable ▶			
	Less allowance for doubtful accounts ▶			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ▶			
	Less allowance for doubtful accounts ▶			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U.S. and state government obligations Stmt 8	1,217.	2,803,451.	2,825,566.
	b Investments - corporate stock Stmt 9	9,886,663.	7,302,212.	7,611,449.
	c Investments - corporate bonds Stmt 10	5,056,955.	1,670,610.	1,683,462.
11 Investments - land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
12 Investments - mortgage loans				
13 Investments - other				
14 Land, buildings, and equipment basis ▶				
Less accumulated depreciation ▶				
15 Other assets (describe ▶ <u>Prepaid Expense</u> )	0.	27,400.	27,400.	
<b>16 Total assets (to be completed by all filers)</b>	<b>15,015,815.</b>	<b>14,335,583.</b>	<b>14,679,787.</b>	
<b>Liabilities</b>	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ▶ )			
	<b>23 Total liabilities (add lines 17 through 22)</b>	<b>0.</b>	<b>0.</b>	
<b>Net Assets or Fund Balances</b>	Foundations that follow SFAS 117, check here ▶ <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ▶ <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg, and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	15,015,815.	14,335,583.	
<b>30 Total net assets or fund balances</b>	<b>15,015,815.</b>	<b>14,335,583.</b>		
<b>31 Total liabilities and net assets/fund balances</b>	<b>15,015,815.</b>	<b>14,335,583.</b>		

**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	15,015,815.
2 Enter amount from Part I, line 27a	2	-680,232.
3 Other increases not included in line 2 (itemize) ▶	3	0.
4 Add lines 1, 2, and 3	4	14,335,583.
5 Decreases not included in line 2 (itemize) ▶	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	14,335,583.

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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)
<b>1a</b>			
<b>b</b> See Attached Statement			
<b>c</b>			
<b>d</b>			
<b>e</b>			

(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)
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b> 14,375,472.		14,015,277.	360,195.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col (h) gain minus col (k), but not less than -0-) or Losses (from col (h))
(i) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	
<b>a</b>			
<b>b</b>			
<b>c</b>			
<b>d</b>			
<b>e</b>			360,195.

<b>2</b> Capital gain net income or (net capital loss)	<div> <div>If gain, also enter in Part I, line 7</div> <div>If (loss), enter -0- in Part I, line 7</div> </div>	<b>2</b>	360,195.
<b>3</b> Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8		<b>3</b>	N/A

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

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

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

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

☐ Yes ☒ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2010	834,637.	14,596,760.	.057180
2009	1,520,467.	11,049,638.	.137603
2008	473,237.	10,350,942.	.045719
2007	282,656.	10,959,075.	.025792
2006	254,000.	9,608,517.	.026435

<b>2</b> Total of line 1, column (d)	<b>2</b>	.292729
<b>3</b> Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years	<b>3</b>	.058546
<b>4</b> Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	<b>4</b>	14,292,037.
<b>5</b> Multiply line 4 by line 3	<b>5</b>	836,742.
<b>6</b> Enter 1% of net investment income (1% of Part I, line 27b)	<b>6</b>	5,901.
<b>7</b> Add lines 5 and 6	<b>7</b>	842,643.
<b>8</b> Enter qualifying distributions from Part XII, line 4	<b>8</b>	1,240,000.

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

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

1a Exempt operating foundations described in section 4940(d)(2), check here <input type="checkbox"/> and enter "N/A" on line 1 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 <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b		1	5,901.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		2	0.
3 Add lines 1 and 2		3	5,901.
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	5,901.
6 Credits/Payments			
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	27,400.	
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	27,400.	
8 Enter any penalty for underpayment of estimated tax. Check here <input type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	21,499.	
11 Enter the amount of line 10 to be Credited to 2012 estimated tax <input checked="" type="checkbox"/> 21,499. Refunded <input type="checkbox"/>	11	0.	

**Part VII-A Statements Regarding Activities**

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?		Yes	No
1a			X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.	1b		X
c Did the foundation file Form 1120-POL for this year?	1c		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation <input checked="" type="checkbox"/> \$ 0. (2) On foundation managers <input checked="" type="checkbox"/> \$ 0.			
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers <input checked="" type="checkbox"/> \$ 0.			
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2		X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input checked="" type="checkbox"/> FL			
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	8b		X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? If "Yes," complete Part XIV	9		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

N/A

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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? Website address ► N/A	13	X	
14	The books are in care of ► Koffler, Adorno and Associates, LLC Telephone no ► 954-983-7133 Located at ► 3900 Hollywood BLVD., PH-N, Hollywood, FL ZIP+4 ► 33021			
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	15	N/A	
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
				X

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

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

		Yes	No
1a	During the year did the foundation (either directly or indirectly):		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	
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?		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? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ►		
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No		
b	If "Yes," did it have excess business holdings in 2011 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011)	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		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?		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)?

☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals?

☐ Yes ☒ No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

N/A

5b

Organizations relying on a current notice regarding disaster assistance check here

☒

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

☐ Yes ☐ No

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

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

☐ Yes ☒ No

6b

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

N/A

7b

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

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
LAURIE SCHECTER 4500 NORTH SURF ROAD HOLLYWOOD, FL 33019	TRUSTEE 0.00	0.	0.	0.
JULIE SCHECTER 72 WEST BERLIN ROAD BOLTON, MA 01776	TRUSTEE 0.00	0.	0.	0.
CAROL GOLOFF 15 BRYANT STREET PORTLAND, ME 04103	TRUSTEE 0.00	0.	0.	0.

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

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

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

0

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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. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services 0

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

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

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

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

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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	13,259,248.
b	Average of monthly cash balances	1b	1,250,434.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	14,509,682.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2	Acquisition indebtedness applicable to line 1 assets	2	0.
3	Subtract line 2 from line 1d	3	14,509,682.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	217,645.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	14,292,037.
6	Minimum investment return. Enter 5% of line 5	6	714,602.

**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	714,602.
2a	Tax on investment income for 2011 from Part VI, line 5	2a	5,901.
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	
c	Add lines 2a and 2b	2c	5,901.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	708,701.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	708,701.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	708,701.

**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	1,240,000.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	1,240,000.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b	5	5,901.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	1,234,099.

**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

Form 990-PF (2011)

**SHIFT FKA Aaron & Martha Schechter  
Private Foundation**

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

	(a) Corpus	(b) Years prior to 2010	(c) 2010	(d) 2011
<b>1</b> Distributable amount for 2011 from Part XI, line 7				708,701.
<b>2</b> Undistributed income, if any, as of the end of 2011				
<b>a</b> Enter amount for 2010 only			0.	
<b>b</b> Total for prior years		0.		
<b>3</b> Excess distributions carryover, if any, to 2011				
<b>a</b> From 2006				
<b>b</b> From 2007				
<b>c</b> From 2008				
<b>d</b> From 2009				469,902.
<b>e</b> From 2010				159,525.
<b>f</b> Total of lines 3a through e	629,427.			
<b>4</b> Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ 1,240,000.				
<b>a</b> Applied to 2010, but not more than line 2a			0.	
<b>b</b> Applied to undistributed income of prior years (Election required - see instructions)		0.		
<b>c</b> Treated as distributions out of corpus (Election required - see instructions)	0.			
<b>d</b> Applied to 2011 distributable amount				708,701.
<b>e</b> Remaining amount distributed out of corpus	531,299.			
<b>5</b> Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
<b>6</b> Enter the net total of each column as indicated below:				
<b>a</b> Corpus Add lines 3f, 4c, and 4e Subtract line 5	1,160,726.			
<b>b</b> Prior years' undistributed income Subtract line 4b from line 2b		0.		
<b>c</b> Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
<b>d</b> Subtract line 6c from line 6b Taxable amount - see instructions		0.		
<b>e</b> Undistributed income for 2010 Subtract line 4a from line 2a Taxable amount - see instr			0.	
<b>f</b> Undistributed income for 2011 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2012				0.
<b>7</b> Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
<b>8</b> Excess distributions carryover from 2006 not applied on line 5 or line 7	0.			
<b>9</b> Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	1,160,726.			
<b>10</b> Analysis of line 9				
<b>a</b> Excess from 2007				
<b>b</b> Excess from 2008				
<b>c</b> Excess from 2009				469,902.
<b>d</b> Excess from 2010				159,525.
<b>e</b> Excess from 2011				531,299.

N/A

- ☐ 4942(1)(3) or ☐ 4942(1)(5)

- [illegible]

## Form 990-PF (2011)

## SHIFT FKA Aaron &amp; Martha Schechter

Form 990-PF (2011)

Private Foundation

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

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
Center for Defense Information 1779 Massachusetts Ave NW Washington, DC 20036		PUBLIC	UNRESTRICTED DONATION	20,000.
Demos 220 Sth Avenue 5th Floor New York, NY 10001		PUBLIC	UNRESTRICTED DONATION	500,000.
Pro-Choice MA Foundation 15 Court Square, Ste 900 Boston, MA 02108		PUBLIC	UNRESTRICTED DONATION	10,000.
ACLU Foundation 4500 Biscayne Blvd. Suite 340 Miami, FL 33137		PUBLIC	UNRESTRICTED DONATION	5,000.
Henry L.Stimson 1111 19th Street NW, 12th Floor Washington, DC 20036		PUBLIC	UNRESTRICTED DONATION	20,000.
Total			See continuation sheet(s) ▶ 3a	1,240,000.
b Approved for future payment				
None				
Total			▶ 3b	0.

Form 990-PF (2011)

SHIFT FKA Aaron & Martha Schechter  
Private Foundation

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**Part XV** Supplementary Information

**3 Grants and Contributions Paid During the Year (Continuation)**

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
New Isreal Fund 330 7th Avenue, 11th Floor New York, NY 10001		PUBLIC	UNRESTRICTED DONATION	10,000.
American Prospect 220 Sth Avenue 5th Floor New York, NY 10001		PUBLIC	UNRESTRICTED DONATION	500,000.
RSF Social Finance 1002 O'Relley Avenue San Francisco, CA 94129		PUBLIC	UNRESTRICTED DOANTION	50,000.
Impact Assets 7315 Wisconsin Ave, Ste 1100 W Bethesda, MD 20814		PUBLIC	UNRESTRICTED DONATION	50,000.
Society for Indian Children's Welfare 20 & 22, Col. Biswas Road Beckbagan, Calcutta, INDIA		PUBLIC	UNRESTRICTED DONATION	5,000.
NonProfit Vote 89 South Street, Ste 203 Boston, MA 02111		PUBLIC	UNRESTRICTED DONATION	20,000.
Triskeles Foudation 707 Eagleview Blvd, Ste 105 Exton, PA 19341		PUBLIC	UNRESTRICTED DONATION	50,000.
Total from continuation sheets				685,000.

## Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations )

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



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

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo, day, yr)	(d) Date sold (mo, day, yr)
1a	See Attached Suntrust Statement			
b	See Attached Suntrust Statement			
c	See Attached Suntrust Statement			
d	See Attached Suntrust Statement			
e	See Attached Walden Statement			
f	Capital Gains Dividends			
g				
h				
i				
j				
k				
l				
m				
n				
o				

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a	3,021,088.	3,175,397.	-154,309.
b	7,587,033.	7,774,925.	-187,892.
c	88,374.	86,611.	1,763.
d	29,120.	18,603.	10,517.
e	3,505,878.	2,959,741.	546,137.
f	143,979.		143,979.
g			
h			
i			
j			
k			
l			
m			
n			
o			

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

(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) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			-154,309.
b			-187,892.
c			1,763.
d			10,517.
e			546,137.
f			143,979.
g			
h			
i			
j			
k			
l			
m			
n			
o			

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }	2	360,195.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }	3	N/A



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Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

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Source	Amount
Suntrust - various	15.
Total to Form 990-PF, Part I, line 3, Column A	15.

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Form 990-PF Dividends and Interest from Securities Statement 2

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Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
Suntrust - various	483,870.	143,979.	339,891.
Suntrust - various	13,282.	0.	13,282.
Total to Fm 990-PF, Part I, ln 4	497,152.	143,979.	353,173.

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Form 990-PF Legal Fees Statement 3

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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Legal Fees	1,250.	0.	0.	0.
To Fm 990-PF, Pg 1, ln 16a	1,250.	0.	0.	0.

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Form 990-PF Accounting Fees Statement 4

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Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Accounting Fees	8,762.	8,762.	0.	0.
To Form 990-PF, Pg 1, ln 16b	8,762.	8,762.	0.	0.

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Form 990-PF	Other Professional Fees			Statement	5
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Management Fees	61,287.	61,287.	0.	0.	
Consulting	9,336.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 16c	70,623.	61,287.	0.	0.	

Form 990-PF	Taxes			Statement	6
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Foreign Taxes	2,015.	2,015.	0.	0.	
Excise Tax	15,394.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 18	17,409.	2,015.	0.	0.	

Form 990-PF	Other Expenses			Statement	7
Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes	
Suntrust Management Fees	51,157.	51,157.	0.	0.	
Bank Charges	30.	30.	0.	0.	
Travel	3,915.	0.	0.	0.	
Meals	469.	0.	0.	0.	
To Form 990-PF, Pg 1, ln 23	55,571.	51,187.	0.	0.	

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Form 990-PF	U.S. and State/City Government Obligations	Statement	8
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Description	U.S. Gov't	Other Gov't	Book Value	Fair Market Value
U.S. Treasury - Other	X		0.	0.
Government and Agency Bonds	X		2,803,451.	2,825,566.
Total U.S. Government Obligations			2,803,451.	2,825,566.
Total State and Municipal Government Obligations				
Total to Form 990-PF, Part II, line 10a			2,803,451.	2,825,566.

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Form 990-PF	Corporate Stock	Statement	9
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Description	Book Value	Fair Market Value
Coporate Stock - Various	7,302,212.	7,611,449.
Total to Form 990-PF, Part II, line 10b	7,302,212.	7,611,449.

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Form 990-PF	Corporate Bonds	Statement	10
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Description	Book Value	Fair Market Value
Coporate Bond - Various	1,670,610.	1,683,462.
Total to Form 990-PF, Part II, line 10c	1,670,610.	1,683,462.

**Statement of Capital Gains and Losses From Sales**  
**(Does not include capital gain distributions from mutual**  
**funds or CTF's - See Tax Transaction Detail)**

Account Id. 5202093

SCHECTER, PF MA(1394)

Trust Year 1/1/2012 - 9/30/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
003020336	ABERDEEN EQUITY LONG SHORT-I				5202093				
Sold		02/22/12	3617 571	42,000 00					
Acq		01/13/11	3617 571	42,000 00	42,470 28	42,470 28	-470 28	-470 28	L
Total for 2/22/2012					42,470 28	42,470 28	-470 28	-470 28	
003020336	ABERDEEN EQUITY LONG SHORT-I				5202093				
Sold		07/27/12	45385 818	512,859 74					
Acq		01/13/11	10320 962	116,626 87	121,168 10	121,168 10	-4,541 23	-4,541 23	L
Acq		12/06/10	21083 405	238,242 47	245,200 00	245,200 00	-6,957 53	-6,957 53	L
Acq		11/23/09	12408 089	140,211 40	135,000 00	135,000 00	5,211 40	5,211 40	L
Acq		01/20/10	1573 362	17,778 99	17,574 45	17,574 45	204 54	204 54	L
Total for 7/27/2012					518,942 55	518,942.55	-6,082 81	-6,082 81	
0075W0593	ADVISORS CAMBIAR SMALL CAP-I				5202093				
Sold		07/27/12	13322 775	232,748 88					
Acq		02/22/12	3235 908	56,531 31	62,000 00	62,000 00	-5,468 69	-5,468 69	S
Acq		04/05/11	10086 867	176,217 57	197,400 00	197,400 00	-21,182 43	-21,182 43	L
Total for 7/27/2012					259,400 00	259,400 00	-26,651 12	-26,651 12	
023135106	AMAZON INC COM				5202093				
Sold		03/06/12	41	7,426 73					
Acq		02/09/10	41	7,426 73	4,858 08	4,858 08	2,568 65	2,568 65	L
Total for 3/6/2012					4,858 08	4,858 08	2,568 65	2,568 65	
023135106	AMAZON INC COM				5202093				
Sold		03/06/12	54	9,713 49					
Acq		02/09/10	54	9,713 49	6,398 45	6,398 45	3,315 04	3,315 04	L
Total for 3/6/2012					6,398 45	6,398 45	3,315 04	3,315 04	
172062101	CINCINNATI FINL CORP COM				7939801				
Sold		02/02/12	473	15,605 39					
Acq		04/11/11	473	15,605 39	15,590 08	15,590 08	15 31	15 31	S
Total for 2/2/2012					15,590 08	15,590 08	15 31	15 31	
209115104	CONSOLIDATED EDISON INC COM				7939801				
Sold		01/04/12	458	27,432 85					
Acq		04/11/11	458	27,432 85	23,312 20	23,312 20	4,120 65	4,120 65	S
Total for 1/4/2012					23,312 20	23,312 20	4,120 65	4,120 65	
25746U109	DOMINION RES INC VA COM				7939801				
Sold		01/04/12	399	20,725 81					
Acq		04/11/11	399	20,725 81	17,895 15	17,895 15	2,830 66	2,830 66	S
Total for 1/4/2012					17,895 15	17,895 15	2,830 66	2,830 66	
26441C204	DUKE ENERGY CORP COM				7939801				
Sold		07/13/12	0 6666	43 36					
Acq		04/11/11	0 6666	43 36	36 94	36 94	6 42	6 42	L
Total for 7/13/2012					36 94	36 94	6 42	6 42	

Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
funds or CTF's - See Tax Transaction Detail)

SCHECTER, PF MA(1394)

Trust Year 1/1/2012 - 9/30/2012

Account Id: 5202093

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
314172560	FEDERATED STRATEGIC VALUE-I								5202093
Sold		02/22/12	51731 601	249,863 63					
Acq		04/07/11	51731 601	249,863 63	239,000 00	239,000 00	10,863 63	10,863 63	S
Total for 2/22/2012					239,000.00	239,000 00	10,863 63	10,863 63	
34984T600	FORUM ABSOLUTE STRATEGIES-I								5202093
Sold		07/27/12	101689 938	1,142,994 90					
Acq		01/13/11	30502 217	342,844 92	330,949 06	330,949 06	11,895 86	11,895 86	L
Acq		01/20/10	15042 654	169,079 43	158,700 00	158,700 00	10,379 43	10,379 43	L
Acq		01/18/08	7466 854	83,927 44	79,297 99	79,297 99	4,629 45	4,629 45	L
Acq		02/22/12	48678 213	547,143 11	534,000 00	534,000 00	13,143 11	13,143 11	S
Total for 7/27/2012					1,102,947 05	1,102,947 05	40,047 85	40,047 85	
362178YK5	GNMA I POOL 215914 9 000% 8/15/17								5202093
Sold		01/15/12	11 03	11 03					
Acq		12/13/88	11 03	11 03	11 04	11 04	-0 01	-0 01	L
Total for 1/15/2012					11 04	11 04	-0 01	-0 01	
362178YK5	GNMA I POOL 215914 9 000% 8/15/17								5202093
Sold		02/15/12	11 12	11 12					
Acq		12/13/88	11 12	11 12	11 13	11 13	-0 01	-0 01	L
Total for 2/15/2012					11 13	11 13	-0 01	-0 01	
362178YK5	GNMA I POOL 215914 9 000% 8/15/17								5202093
Sold		03/15/12	11 21	11 21					
Acq		12/13/88	11 21	11 21	11 22	11 22	-0 01	-0 01	L
Total for 3/15/2012					11 22	11 22	-0 01	-0 01	
362178YK5	GNMA I POOL 215914 9 000% 8/15/17								5202093
Sold		04/15/12	11 3	11 30					
Acq		12/13/88	11 3	11 30	11 31	11 31	-0 01	-0 01	L
Total for 4/15/2012					11 31	11 31	-0 01	-0 01	
362178YK5	GNMA I POOL 215914 9 000% 8/15/17								5202093
Sold		05/15/12	11 39	11 39					
Acq		12/13/88	11 39	11 39	11 40	11 40	-0 01	-0 01	L
Total for 5/15/2012					11 40	11 40	-0 01	-0 01	
362178YK5	GNMA I POOL 215914 9 000% 8/15/17								5202093
Sold		06/15/12	11 48	11 48					
Acq		12/13/88	11 48	11 48	11 49	11 49	-0 01	-0 01	L
Total for 6/15/2012					11 49	11 49	-0 01	-0 01	
362178YK5	GNMA I POOL 215914 9 000% 8/15/17								5202093
Sold		07/15/12	11 57	11 57					
Acq		12/13/88	11 57	11 57	11 58	11 58	-0 01	-0 01	L
Total for 7/15/2012					11 58	11 58	-0 01	-0 01	

**Statement of Capital Gains and Losses From Sales**  
**(Does not include capital gain distributions from mutual**  
**funds or CTF's - See Tax Transaction Detail)**

Account Id: 5202093

SCHECTER, PF MA(1394)

Trust Year 1/1/2012 - 9/30/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
362178YK5	GNMA I POOL 215914 9 000%	8/15/17			<b>5202093</b>				
<b>Sold</b>		08/15/12	11 86	11 86					
<b>Acq</b>		12/13/88	11 86	11 86	11 87	11 87	-0 01	-0 01	L
<b>Total for 8/15/2012</b>					11 87	11 87	-0 01	-0 01	
3621953Y3	GNMA I POOL 268215 10 000%	3/15/19			<b>5202093</b>				
<b>Sold</b>		01/15/12	1 93	1 93					
<b>Acq</b>		12/11/92	1 93	1 93	1 93	1 93	0 00	0 00	L
<b>Total for 1/15/2012</b>					1 93	1 93	0 00	0 00	
3621953Y3	GNMA I POOL 268215 10 000%	3/15/19			<b>5202093</b>				
<b>Sold</b>		02/15/12	1 94	1 94					
<b>Acq</b>		12/11/92	1 94	1 94	1 94	1 94	0 00	0 00	L
<b>Total for 2/15/2012</b>					1 94	1 94	0 00	0 00	
3621953Y3	GNMA I POOL 268215 10 000%	3/15/19			<b>5202093</b>				
<b>Sold</b>		03/15/12	1 96	1 96					
<b>Acq</b>		12/11/92	1 96	1 96	1 96	1 96	0 00	0 00	L
<b>Total for 3/15/2012</b>					1 96	1 96	0 00	0 00	
3621953Y3	GNMA I POOL 268215 10 000%	3/15/19			<b>5202093</b>				
<b>Sold</b>		04/15/12	1 98	1 98					
<b>Acq</b>		12/11/92	1 98	1 98	1 98	1 98	0 00	0 00	L
<b>Total for 4/15/2012</b>					1 98	1 98	0 00	0 00	
3621953Y3	GNMA I POOL 268215 10 000%	3/15/19			<b>5202093</b>				
<b>Sold</b>		05/15/12	2 05	2 05					
<b>Acq</b>		12/11/92	2.05	2 05	2 05	2 05	0 00	0 00	L
<b>Total for 5/15/2012</b>					2 05	2 05	0 00	0 00	
3621953Y3	GNMA I POOL 268215 10 000%	3/15/19			<b>5202093</b>				
<b>Sold</b>		06/15/12	2 01	2 01					
<b>Acq</b>		12/11/92	2 01	2 01	2 01	2 01	0 00	0 00	L
<b>Total for 6/15/2012</b>					2 01	2 01	0 00	0 00	
3621953Y3	GNMA I POOL 268215 10 000%	3/15/19			<b>5202093</b>				
<b>Sold</b>		07/15/12	2 03	2 03					
<b>Acq</b>		12/11/92	2.03	2 03	2 03	2 03	0 00	0 00	L
<b>Total for 7/15/2012</b>					2 03	2 03	0 00	0 00	
3621953Y3	GNMA I POOL 268215 10 000%	3/15/19			<b>5202093</b>				
<b>Sold</b>		08/15/12	2 07	2 07					
<b>Acq</b>		12/11/92	2 07	2 07	2 07	2 07	0 00	0 00	L
<b>Total for 8/15/2012</b>					2 07	2 07	0 00	0 00	
369604AY9	GENERAL ELEC CO	5 000%	2/01/13		<b>5202093</b>				
<b>Sold</b>		03/19/12	150000	155,589 00					
<b>Acq</b>		02/25/08	150000	155,589 00	154,342 50	154,342 50	1,246 50	1,246 50	L
<b>Total for 3/19/2012</b>					154,342 50	154,342 50	1,246 50	1,246 50	

Statement of Capital Gains and Losses From Sales  
(Does not include capital gain distributions from mutual  
funds or CTF's - See Tax Transaction Detail)

Account Id: 5202093

SCHECTER, PF MA(1394)  
Trust Year 1/1/2012 - 9/30/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
445658107	HUNT JB TRANSPORT SVCS INC COM								5202093
Sold		01/30/12	115	5,830 19					
Acq		09/28/09	115	5,830 19	3,707 45	3,707 45	2,122 74	2,122 74	L
Total for 1/30/2012					3,707 45	3,707 45	2,122 74	2,122 74	
459200BA8	INTL BUSINESS MACH 4 750% 11/29/12								5202093
Sold		02/22/12	100000	103,175 00					
Acq		04/17/08	100000	103,175 00	103,121 00	103,121 00	54 00	54 00	L
Total for 2/22/2012					103,121 00	103,121 00	54 00	54 00	
464287507	ISHARES TR S&P MIDCAP 400 INDEX ETF								5202093
Sold		02/22/12	1590	155,408 73					
Acq		04/05/11	1590	155,408 73	158,952 30	158,952 30	-3,543 57	-3,543 57	S
Total for 2/22/2012					158,952 30	158,952 30	-3,543 57	-3,543 57	
563821545	MANNING & NAPIER WORLD OPPTYS-A								5202093
Sold		02/22/12	46596.858	356,000 00					
Acq		04/05/11	46596 858	356,000 00	424,963 34	424,963 34	-68,963 34	-68,963 34	S
Total for 2/22/2012					424,963 34	424,963 34	-68,963 34	-68,963 34	
563821545	MANNING & NAPIER WORLD OPPTYS-A								5202093
Sold		07/27/12	57250 333	404,759 85					
Acq		03/24/10	14723 926	104,098 16	120,000 00	120,000 00	-15,901 84	-15,901 84	L
Acq		12/06/10	1710 983	12,096 65	14,800 00	14,800 00	-2,703 35	-2,703 35	L
Acq		04/05/11	40815 424	288,565 04	372,236 66	372,236 66	-83,671 62	-83,671 62	L
Total for 7/27/2012					507,036 66	507,036 66	-102,276 81	-102,276 81	
580135101	MCDONALDS CORP COM								7939801
Sold		01/04/12	210	20,902 26					
Acq		04/11/11	210	20,902 26	15,991 50	15,991 50	4,910 76	4,910 76	S
Total for 1/4/2012					15,991 50	15,991 50	4,910 76	4,910 76	
64128K868	NEUBERGER BERMAN HIGH INCOME BD-I								5202093
Sold		02/22/12	2285.091	21,000 00					
Acq		09/28/11	2285 091	21,000 00	19,925 99	19,925 99	1,074 01	1,074 01	S
Total for 2/22/2012					19,925 99	19,925 99	1,074 01	1,074 01	
64128K868	NEUBERGER BERMAN HIGH INCOME BD-I								5202093
Sold		07/27/12	39343 042	366,283 72					
Acq		09/28/11	39343 042	366,283 72	343,071 34	343,071 34	23,212 38	23,212 38	S
Total for 7/27/2012					343,071 34	343,071 34	23,212 38	23,212 38	
674599105	OCCIDENTAL PETE CORP COM								5202093
Sold		01/30/12	90	8,920 99					
Acq		02/26/09	90	8,920 99	4,813 75	4,813 75	4,107 24	4,107 24	L
Total for 1/30/2012					4,813 75	4,813 75	4,107 24	4,107 24	
683974505	OPPENHEIMER DEVELOPING MKTS INSTL-Y								5202093
Sold		07/27/12	13312 507	421,873 35					
Acq		01/20/10	2300 802	72,912 42	66,332 12	66,332 12	6,580 30	6,580 30	L

**Statement of Capital Gains and Losses From Sales**  
**(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)**

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Account Id: 5202093

**SCHECTER, PF MA(1394)**  
**Trust Year 1/1/2012 - 9/30/2012**

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
683974505	OPPENHEIMER DEVELOPING MKTS INSTL-Y				<b>5202093</b>				
Sold		07/27/12	13312 507	421,873 35					
Acq		02/22/12	362 538	11,488 83	12,000 00	12,000 00	-511 17	-511 17	S
Acq		12/06/10	5815 655	184,298 11	204,652 95	204,652 95	-20,354 84	-20,354 84	L
Acq		11/23/09	4833 512	153,174 00	135,000 00	135,000 00	18,174 00	18,174 00	L
			<b>Total for 7/27/2012</b>		417,985 07	417,985 07	3,888 28	3,888 28	
693390304	PIMCO LOW DURATION-I				<b>5202093</b>				
Sold		02/22/12	576 369	6,000 00					
Acq		03/29/11	339 806	3,537 38	3,547 57	3,547 57	-10 19	-10 19	S
Acq		03/02/11	236 563	2,462 62	2,464 99	2,464 99	-2 37	-2 37	S
			<b>Total for 2/22/2012</b>		6,012 56	6,012 56	-12 56	-12 56	
693390304	PIMCO LOW DURATION-I				<b>5202093</b>				
Sold		07/27/12	46319 193	488,667 49					
Acq		03/02/11	33352 689	351,870 87	347,535 01	347,535 01	4,335 86	4,335 86	L
Acq		03/29/11	12966 504	136,796 62	135,110 97	135,110 97	1,685 65	1,685 65	L
			<b>Total for 7/27/2012</b>		482,645 98	482,645 98	6,021 51	6,021 51	
693390882	PIMCO FOREIGN BD US HEDGED-I				<b>5202093</b>				
Sold		07/27/12	22671 684	249,388 52					
Acq		02/22/12	22671 684	249,388 52	241,000 00	241,000 00	8,388 52	8,388 52	S
			<b>Total for 7/27/2012</b>		241,000 00	241,000 00	8,388 52	8,388 52	
713448108	PEPSICO INC COM				<b>5202093</b>				
Sold		04/12/12	130	8,479 91					
Acq		02/26/09	130	8,479 91	6,557 12	6,557 12	1,922 79	1,922 79	L
			<b>Total for 4/12/2012</b>		6,557 12	6,557 12	1,922 79	1,922 79	
713448BG2	PEPISCO INC 4 650% 2/15/13				<b>5202093</b>				
Sold		03/19/12	100000	103,656 00					
Acq		04/17/08	100000	103,656 00	102,773 00	102,773 00	883 00	883 00	L
			<b>Total for 3/19/2012</b>		102,773 00	102,773 00	883 00	883 00	
718172109	PHILIP MORRIS INTL COM				<b>7939801</b>				
Sold		04/11/12	95	8,297 02					
Acq		04/11/11	95	8,297 02	6,318 45	6,318 45	1,978 57	1,978 57	S
			<b>Total for 4/11/2012</b>		6,318 45	6,318 45	1,978 57	1,978 57	
718546104	PHILLIPS 66 COM				<b>7939801</b>				
Sold		05/08/12	0 5	15 02					
Acq		04/11/11	0 5	15 02	19 43	19 43	-4 41	-4 41	L
			<b>Total for 5/8/2012</b>		19 43	19 43	-4 41	-4 41	
722005667	PIMCO COMMODITY REALRTN STRATEGY-I				<b>5202093</b>				
Sold		02/22/12	43749 606	309,309 71					
Acq		03/31/11	34055 728	240,773 99	330,000 00	330,000 00	-89,226 01	-89,226 01	S
Acq		04/05/11	9693 878	68,535 72	95,000 00	95,000 00	-26,464 28	-26,464 28	S
			<b>Total for 2/22/2012</b>		425,000 00	425,000 00	-115,690 29	-115,690 29	



**Statement of Capital Gains and Losses From Sales**  
**(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)**

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Account Id: 5202093

**SCHECTER, PF MA(1394)**  
**Trust Year 1/1/2012 - 9/30/2012**

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
<b>722005816 PIMCO INVT GRADE CORP BD-I 5202093</b>									
Sold		02/22/12	471.254	5,000 00					
Acq		11/22/10	86 042	912 90	1,008 41	1,008 41	-95 51	-95 51	L
Acq		12/06/10	385 212	4,087 10	4,491 57	4,491 57	-404 47	-404 47	L
<b>Total for 2/22/2012</b>					5,499 98	5,499.98	-499 98	-499 98	
<b>722005816 PIMCO INVT GRADE CORP BD-I 5202093</b>									
Sold		07/27/12	34191 451	378,499 36					
Acq		03/29/11	2851 853	31,570 01	30,087 05	30,087 05	1,482 96	1,482 96	L
Acq		12/06/10	2141 053	23,701 46	24,921 85	24,921 85	-1,220 39	-1,220 39	L
Acq		01/15/10	15244 2	168,753 29	169,820 38	169,820 38	-1,067 09	-1,067 09	L
Acq		12/06/10	5294 16	58,606 35	61,729 91	61,729 91	-3,123 56	-3,123 56	L
Acq		08/17/10	1372 213	15,190 40	16,000 00	16,000 00	-809 60	-809 60	L
Acq		03/26/10	1004 309	11,117 70	11,188 00	11,188 00	-70 30	-70 30	L
Acq		03/24/10	6283 663	69,560 15	70,000 00	70,000 00	-439 85	-439 85	L
<b>Total for 7/27/2012</b>					383,747 19	383,747 19	-5,247 83	-5,247 83	
<b>742718109 PROCTER &amp; GAMBLE CO COM 7939801</b>									
Sold		04/11/12	123	8,164 27					
Acq		04/11/11	123	8,164 27	7,632 15	7,632 15	532 12	532 12	S
<b>Total for 4/11/2012</b>					7,632 15	7,632 15	532 12	532 12	
<b>76628R615 RIDGEWORTH FD-MIDCAP VAL EQTY RGD5 5202093</b>									
Sold		02/22/12	12295 72	134,761 09					
Acq		04/05/11	12295 72	134,761 09	158,000 00	158,000 00	-23,238 91	-23,238 91	S
<b>Total for 2/22/2012</b>					158,000 00	158,000 00	-23,238 91	-23,238 91	
<b>76628T611 RIDGEWORTH FD-SHORT TERM BD RGCX 5202093</b>									
Sold		07/27/12	56311 055	563,673 66					
Acq		02/22/12	11735 206	117,469 41	117,000 00	117,000 00	469 41	469 41	S
Acq		01/15/10	16045 564	160,616 10	159,172 00	159,172 00	1,444 10	1,444 10	L
Acq		03/24/10	7162 833	71,699 96	71,055 31	71,055 31	644 65	644 65	L
Acq		11/23/09	18705 764	187,244 70	185,000 00	185,000 00	2,244 70	2,244 70	L
Acq		12/06/10	2661 688	26,643 50	26,643 50	26,643 50	-0 00	-0 00	L
<b>Total for 7/27/2012</b>					558,870 81	558,870 81	4,802 85	4,802 85	
<b>76628T678 RIDGEWORTH FD-SEIX FLT HGH INCM RGCJ 5202093</b>									
Sold		02/22/12	909 091	8,000 00					
Acq		08/17/10	909.091	8,000 00	7,909 09	7,909 09	90 91	90 91	L
<b>Total for 2/22/2012</b>					7,909 09	7,909 09	90 91	90 91	
<b>76628T678 RIDGEWORTH FD-SEIX FLT HGH INCM RGCJ 5202093</b>									
Sold		07/27/12	22777 892	200,673 24					
Acq		11/23/09	21790 343	191,972 93	185,000 00	185,000 00	6,972 93	6,972 93	L
Acq		08/17/10	987 549	8,700 31	8,591 68	8,591 68	108 63	108 63	L
<b>Total for 7/27/2012</b>					193,591 68	193,591 68	7,081 56	7,081 56	

**Statement of Capital Gains and Losses From Sales**  
 (Does not include capital gain distributions from mutual  
 funds or CTF's - See Tax Transaction Detail)

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Account Id: 5202093

SCHECTER, PF MA(1394)

Trust Year 1/1/2012 - 9/30/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
76628702	RIDGEWORTH FD-INTERMEDIATE BD RGC								5202093
Sold		07/27/12	137803 803	1,463,476 38					
Acq		01/15/10	86336 526	916,893 90	902,091 58	902,091 58	14,802 32	14,802 32	L
Acq		03/24/10	38058 992	404,186 49	400,000 00	400,000 00	4,186 49	4,186 49	L
Acq		12/06/10	5117 864	54,351 72	55,375 29	55,375 29	-1,023 57	-1,023 57	L
Acq		02/22/12	3333 333	35,400 00	35,000 00	35,000 00	400 00	400 00	S
Acq		03/26/10	4957 088	52,644 27	52,099 00	52,099 00	545 27	545 27	L
Total for 7/27/2012					1,444,565 87	1,444,565 87	18,910 51	18,910 51	
78462F103	SPDR S&P 500 ETF TR								5202093
Sold		03/19/12	605	85,285 61					
Acq		04/07/11	605	85,285 61	80,724 84	80,724 84	4,560 77	4,560 77	S
Total for 3/19/2012					80,724 84	80,724 84	4,560 77	4,560 77	
80809R204	SCHRODER US SMALL/MID CAP OPPTY-I								5202093
Sold		07/27/12	14677 101	178,767 09					
Acq		02/22/12	8500 401	103,534 88	106,000 00	106,000 00	-2,465 12	-2,465 12	S
Acq		04/05/11	6176 7	75,232 21	79,000 00	79,000 00	-3,767 79	-3,767 79	L
Total for 7/27/2012					185,000 00	185,000 00	-6,232 91	-6,232 91	
81728B825	SENTINEL SMALL CO-I								5202093
Sold		07/27/12	35811 533	280,404 30					
Acq		04/05/11	22559 999	176,644 79	197,400 00	197,400 00	-20,755 21	-20,755 21	L
Acq		02/22/12	13251 534	103,759 51	108,000 00	108,000 00	-4,240 49	-4,240 49	S
Total for 7/27/2012					305,400 00	305,400 00	-24,995 70	-24,995 70	
880208400	TEMPLETON GLOBAL BD-ADV								5202093
Sold		02/22/12	29384 967	387,000 00					
Acq		01/13/11	3060 582	40,307 86	41,715 73	41,715 73	-1,407 87	-1,407 87	L
Acq		01/13/11	16544 507	217,891 15	224,508 96	224,508 96	-6,617 81	-6,617 81	L
Acq		08/17/10	2164 179	28,502 24	29,000 00	29,000 00	-497 76	-497 76	L
Acq		03/26/10	762 291	10,039 37	10,047 00	10,047 00	-7 63	-7 63	L
Acq		03/24/10	5686 126	74,886 28	75,000 00	75,000 00	-113 72	-113 72	L
Acq		01/15/10	1167 282	15,373 10	15,104 63	15,104 63	268 47	268 47	L
Total for 2/22/2012					395,376 32	395,376 32	-8,376 32	-8,376 32	
880208400	TEMPLETON GLOBAL BD-ADV								5202093
Sold		07/27/12	18154 156	236,367 11					
Acq		01/15/10	16598 946	216,118 28	214,790 37	214,790 37	1,327 91	1,327 91	L
Acq		06/01/10	1555 21	20,248 83	20,000 00	20,000 00	248 83	248 83	L
Total for 7/27/2012					234,790 37	234,790 37	1,576 74	1,576 74	
883556102	THERMO FISHER SCIENTIFIC INC COM								5202093
Sold		01/30/12	239	12,503 86					
Acq		02/26/09	239	12,503 86	8,804 26	8,804 26	3,699 60	3,699 60	L
Total for 1/30/2012					8,804 26	8,804 26	3,699 60	3,699 60	

**Statement of Capital Gains and Losses From Sales**  
**(Does not include capital gain distributions from mutual funds or CTF's - See Tax Transaction Detail)**

Account Id: 5202093

SCHECTER, PF MA(1394)

Trust Year 1/1/2012 - 9/30/2012

Type	Description	Date	Shares	Price	Fed Cost	State Cost	Fed Gain	State Gain	(Type)
963320106	WHIRLPOOL CORP COM				5202093				
Sold		01/30/12	210	11,332 26					
Acq		04/15/11	210	11,332 26	18,007 37	18,007 37	-6,675 11	-6,675 11	S
Total for 1/30/2012					18,007 37	18,007 37	-6,675 11	-6,675 11	
98212B103	WPX ENERGY INC COM				5202093				
Sold		04/12/12	231	3,757 62					
Acq		03/01/10	231	3,757 62	2,782 15	2,782 15	975 47	975 47	L
Total for 4/12/2012					2,782 15	2,782 15	975 47	975 47	
G0071J105	ACL ALTERNATIVE FD LTD-US\$ A				5202093				
Sold		08/07/12	4557 1513	1,183,486 72					
Acq		03/02/11	4557 1513	1,183,486 72	1,297,460 50	1,297,460 50	-113,973 78	-113,973 78	L
Total for 8/7/2012					1,297,460 50	1,297,460 50	-113,973 78	-113,973 78	
G491BT108	INVESCO LTD BERMUDA COM				5202093				
Sold		07/27/12	551	11,890 37					
Acq		02/26/09	551	11,890 37	6,964 64	6,964 64	4,925 73	4,925 73	L
Total for 7/27/2012					6,964 64	6,964 64	4,925 73	4,925 73	
Total for Account: 5202093					10,950,322 45	10,950,322 45	-342,201 04	-342,201 04	
Total Proceeds:									
10,608,121 41					S/T Gain/Loss	-154,309 34	-154,309 34		
					L/T Gain/Loss	-187,891 70	-187,891 70		

ACCT H211 5202093  
FROM 10/01/2011  
TO 12/31/2011

SUNTRUST BANKS, INC  
STATEMENT OF CAPITAL GAINS AND LOSSES  
SCHECTER, PF MA(1394)

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TRUST YEAR ENDING 12/31/2011

TAX PREPARER 50  
TRUST ADMINISTRATOR 997  
INVESTMENT OFFICER 106

LEGEND F - FEDERAL S - STATE I - INHERITED  
E - EXEMPT FROM STATE U - ACQ COST UNKNOWN

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
446 0000 BRISTOL MYERS SQUIBB CO - 110122108							
SOLD		10/11/2011	14680 02		SUB TRUST 7939801		
ACQ 446 0000		04/11/2011	14680 02	12291 76	2388 26	ST	
741 0000 PROGRESS ENERGY INC COM - 743263105 - MINOR = 41							
SOLD		10/11/2011	37578 28		SUB TRUST 7939801		
ACQ 741 0000		04/11/2011	37578 28	34145 28	3433 00	ST	
10 7800 GOVERNMENT NATIONAL MORTGAGE ASS GTD PASS THRU CTF POOL #215914 - 362178YK5 - MINOR = 25							
SOLD		10/15/2011	10 78				
ACQ 10 7800		12/13/1988	10 78	10 79	-0 01	LT15 Y	
1 8800 GOVERNMENT NATIONAL MORTGAGE ASS GTD PASS THRU CTF POOL #268215 - 3621953Y3 - MINOR = 25							
SOLD		10/15/2011	1 88				
ACQ 1 8800		12/11/1992	1 88	1 88	0 00	LT15 Y	
30 0000 AMAZON COM INC - 023135106 - MINOR = 41							
SOLD		10/19/2011	7092 66				
ACQ 30 0000		02/09/2010	7092 66	3554 70	3537 96	LT15 Y	
165 0000 EXPRESS SCRIPTS INC CLASS A - 302182100 - MINOR = 41							
SOLD		10/19/2011	6651 25				
ACQ 165 0000		02/26/2009	6651 25	4377 45	2273 80	LT15 Y	
198 0000 PARKER HANNIFIN CORP COM - 701094104 - MINOR = 41							
SOLD		10/19/2011	15325 19				
ACQ 198 0000		10/28/2009	15325 19	10619 55	4705 64	LT15 Y	
389 0000 DOMINION RESOURCES INC/VA COM - 25746U109 - MINOR = 31000							
SOLD		11/09/2011	20003 97		SUB TRUST 7939801		
ACQ 389 0000		04/11/2011	20003 97	17446 65	2557 32	ST	
1316 0000 NEW YORK COMMUNITY BANCORP INC COM - 649445103 - MINOR = 41							
SOLD		11/09/2011	16112 14		SUB TRUST 7939801		
ACQ 1316 0000		04/11/2011	16112 14	22727 32	-6615 18	ST	
10 8600 GOVERNMENT NATIONAL MORTGAGE ASS GTD PASS THRU CTF POOL #215914 - 362178YK5 - MINOR = 25							
SOLD		11/15/2011	10 86				
ACQ 10 8600		12/13/1988	10 86	10 87	-0 01	LT15 Y	
1 8900 GOVERNMENT NATIONAL MORTGAGE ASS GTD PASS THRU CTF POOL #268215 - 3621953Y3 - MINOR = 25							
SOLD		11/15/2011	1 89				
ACQ 1 8900		12/11/1992	1 89	1 89	0 00	LT15 Y	
10 9500 GOVERNMENT NATIONAL MORTGAGE ASS GTD PASS THRU CTF POOL #215914 - 362178YK5 - MINOR = 25							
SOLD		12/15/2011	10 95				
ACQ 10 9500		12/13/1988	10 95	10 96	-0 01	LT15 Y	
1 9100 GOVERNMENT NATIONAL MORTGAGE ASS GTD PASS THRU CTF POOL #268215 - 3621953Y3 - MINOR = 25							
SOLD		12/15/2011	1 91				
ACQ 1 9100		12/11/1992	1 91	1 91	0 00	LT15 Y	
11 0300 GOVERNMENT NATIONAL MORTGAGE ASS GTD PASS THRU CTF POOL #215914 - 362178YK5 - MINOR = 25							
SOLD		12/31/2011	11 03				
ACQ 11 0300		12/13/1988	11 03	11 04	-0 01	LT15 Y	
**CHANGED** 02/22/12 CLG							
1 9300 GOVERNMENT NATIONAL MORTGAGE ASS GTD PASS THRU CTF POOL #268215 - 3621953Y3 - MINOR = 25							
SOLD		12/31/2011	1 93				
ACQ 1 9300		12/11/1992	1 93	1 93	0 00	LT15 Y	
**CHANGED** 02/22/12 CLG							
TOTALS			117494 74	105213 98			

SUMMARY OF CAPITAL GAINS/LOSSES

FEDERAL	SHORT TERM	LONG TERM 28%	LONG TERM 15%	ST WASH SALE	LT WASH SALE	1250 GAIN
NONCOVERED FROM ABOVE	0 00	0 00	10517 36	0 00	0 00	0 00*
COVERED FROM ABOVE	1763 40	0 00	0 00	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	44889 91	0 00	99012 04			75 30
	46653 31	0 00	109529 40	0 00	0 00	75 30

STATE

NONCOVERED FROM ABOVE	0 00	0 00	10517 36	0 00	0 00	0 00*
COVERED FROM ABOVE	1763 40	0 00	0 00	0 00	0 00	
COMMON TRUST FUND	0 00	0 00	0 00			0 00
CAPITAL GAIN DIVIDENDS	44889 91	0 00	99012 04			75 30
	46653 31	0 00	109529 40	0 00	0 00	75 30

\* - 1250 GAIN DETAILED ON TRANS PAGES, NOT ABOVE

CAPITAL LOSS CARRYOVER

FEDERAL	0 00	0 00
FLORIDA	N/A	N/A

Sales and Maturities		Sold	Abbott Laboratories 1,295 Shares at 65.9201 USD	\$65,213.53	\$20,112.23	\$85,325.76
08/16/12	08/13/12					
08/16/12	08/13/12	Sold	ALTRIA GROUP INC	52,089.77	16,276.41	68,366.18
08/16/12	08/13/12	Sold	1,945 Shares at 35.1805 USD			
08/16/12	08/13/12	Sold	ANGEN INC	21,465.00	8,276.43	29,741.43
08/16/12	08/13/12	Sold	362 Shares at 82.1905 USD			
08/16/12	08/13/12	Sold	ASTRAZENECA GROUP PLC ADR	54,966.31	2,131.40	52,834.91
08/16/12	08/13/12	Sold	1,122 Shares at 47.121 USD			
08/16/12	08/13/12	Sold	AUTODESK INC	12,419.03	4,059.96	16,478.99
08/16/12	08/13/12	Sold	476 Shares at 34.6505 USD			
08/16/12	08/13/12	Sold	B/E AEROSPACE INC	20,510.76	2,425.90	22,936.66
08/16/12	08/13/12	Sold	571 Shares at 40.2002 USD			
08/16/12	08/13/12	Sold	BANK OF AMERICA CORP	20,288.54	7,583.00	12,705.54
08/16/12	08/13/12	Sold	1,850 Shares at 7.7305 USD			
08/16/12	08/13/12	Sold	BAXTER INTERNATIONAL INC	18,630.52	954.97	19,585.49
08/16/12	08/13/12	Sold	334 Shares at 58.6705 USD			
08/16/12	08/13/12	Sold	BB&T CORPORATION	11,808.53	3,767.19	15,575.72
08/16/12	08/13/12	Sold	484 Shares at 31.5605 USD			
08/16/12	08/13/12	Sold	BCE INC	48,544.02	10,616.71	59,160.73
08/16/12	08/13/12	Sold	1,308 Shares at 45.3302 USD			
08/16/12	08/13/12	Sold	BEAM INC	10,820.23	568.40	11,388.63
08/16/12	08/13/12	Sold	190 Shares at 59.981 USD			
08/16/12	08/13/12	Sold	BRISTOL MYERS SQUIBB CO	47,100.04	6,835.13	53,935.17
08/16/12	08/13/12	Sold	1,709 Shares at 31.5902 USD			
08/16/12	08/13/12	Sold	CAMERON INTL CORP	14,876.37	4,285.72	19,162.09
08/16/12	08/13/12	Sold	371 Shares at 51.681 USD			
08/16/12	08/13/12	Sold	CAPITAL ONE FINANCIAL CORP	20,960.76	10,208.42	31,169.18
08/16/12	08/13/12	Sold	560 Shares at 55.6905 USD			
08/16/12	08/13/12	Sold	CENTURYLINK INC	54,248.40	4,934.40	59,182.80
08/16/12	08/13/12	Sold	1,384 Shares at 42.7931 USD			



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<b>Sales and Maturities (Continued)</b>						
08/16/12	08/13/12	Sold	COACH INC	12,255 72-	8,709 95	20,965 67
08/16/12	08/13/12	Sold	376 SHARES AT 55 791 USD			
08/16/12	08/13/12	Sold	CVS/CAREMARK CORP	14,386 73-	10,600 18	24,986 91
08/16/12	08/13/12	Sold	560 SHARES AT 44.6505 USD			
08/16/12	08/13/12	Sold	DARDEN RESTAURANTS INC	14,405 54-	2,602 37	17,007 91
08/16/12	08/13/12	Sold	322 SHARES AT 52 8508 USD			
08/16/12	08/13/12	Sold	DOMINION RESOURCES INC	14,845 35-	2,823 20	17,668 55
08/16/12	08/13/12	Sold	331 SHARES AT 53.4105 USD			
08/16/12	08/13/12	Sold	DUKE ENERGY CORP	44,549 64-	10,057 21	54,606 85
08/16/12	08/13/12	Sold	804 SHARES AT 67 9505 USD			
08/16/12	08/13/12	Sold	EXPRESS SCRIPTS HOLDING CO	10,665 06-	14,089 94	24,755 00
08/16/12	08/13/12	Sold	402 SHARES AT 61.611 USD			
08/16/12	08/13/12	Sold	FLOWERVE CORP	12,483 76-	6,927 92	19,411 68
08/16/12	08/13/12	Sold	152 SHARES AT 127 7413 USD			
08/16/12	08/13/12	Sold	FLUOR CORP	12,500 22-	2,617 44	15,117 66
08/16/12	08/13/12	Sold	283 SHARES AT 53.4505 USD			
08/16/12	08/13/12	Sold	FREEPORT-MCMORAN COPPER & GOLD	3,969 07-	5,073 10	9,042 17
08/16/12	08/13/12	Sold	255 SHARES AT 35 4903 USD			
08/16/12	08/13/12	Sold	GENERAL ELECTRIC CO	10,246 89-	12,586 86	22,833 75
08/16/12	08/13/12	Sold	1,092 SHARES AT 20.9405 USD			
08/16/12	08/13/12	Sold	GLAXO SMITHKLINE PLC ADR	53,344 50-	8,373 27	61,717 77
08/16/12	08/13/12	Sold	1,325 SHARES AT 46 6105 USD			
08/16/12	08/13/12	Sold	GOLDMAN SACHS GROUP INC	15,179 93-	1,585 15	16,765 08
08/16/12	08/13/12	Sold	162 SHARES AT 103 5205 USD			
08/16/12	08/13/12	Sold	HARTFORD FINANCIAL SERVICES GROUP INC	21,635 39-	8,189 06-	13,446 33
08/16/12	08/13/12	Sold	775 SHARES AT 17 3805 USD			
08/16/12	08/13/12	Sold	HCP INC	19,073 39-	3,954 28	23,027 67
08/16/12	08/13/12	Sold	507 SHARES AT 45.4505 USD			
08/16/12	08/13/12	Sold	HEALTH CARE REIT INC	24,134 17-	4,004 43	28,138 60
08/16/12	08/13/12	Sold	473 SHARES AT 59 521 USD			
08/16/12	08/13/12	Sold	HUNT J B TRANSPORT SERVICES INC	8,511 02-	5,921 93	14,432 95
08/16/12	08/13/12	Sold	284 SHARES AT 54.7015 USD			
08/16/12	08/13/12	Sold	INTUIT INC	14,044 26-	3,328 90	17,373 16
08/16/12	08/13/12	Sold	298 SHARES AT 58 3305 USD			
08/16/12	08/13/12	Sold	ELI LILLY & CO	53,653 74-	9,429 82	63,083 56
08/16/12	08/13/12	Sold	1,476 SHARES AT 42 7705 USD			
08/16/12	08/13/12	Sold	LORILLARD INC-W/I	14,819 42-	4,304 10	19,123 52
08/16/12	08/13/12	Sold	154 SHARES AT 124.2115 USD			
08/16/12	08/13/12	Sold	MACY'S INC	23,033 03-	10,357 71	33,390 74
08/16/12	08/13/12	Sold	885 SHARES AT 37 7605 USD			



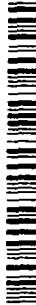
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Sales and Maturities (Continued)						
08/16/12	08/13/12	Sold	MATTEL INC	15,235.97	3,082.42	18,318.39
08/16/12	08/13/12	Sold	515 SHARES AT 35.6005 USD MORGAN STANLEY	15,434.11	7,250.21	8,183.90
08/16/12	08/13/12	Sold	584 SHARES AT 14.5408 USD NATIONAL GRID PLC-SPONSORED ADR	63,515.13	6,071.30	69,586.43
08/16/12	08/13/12	Sold	1,282 SHARES AT 54.3108 USD PACCAR INC	14,293.78	2,566.01	11,727.77
08/16/12	08/13/12	Sold	285 SHARES AT 41.181 USD PHILIP MORRIS INTL INC	62,365.14	45,161.55	107,526.69
08/16/12	08/13/12	Sold	1,166 SHARES AT 92.2505 USD PPL CORP	33,540.58	2,309.30	35,849.88
08/16/12	08/13/12	Sold	1,201 SHARES AT 29.8807 USD QUANTA SERVICES INC	14,773.24	1,060.18	15,833.42
08/16/12	08/13/12	Sold	646 SHARES AT 24.5405 USD REYNOLDS AMERICAN INC	41,968.64	11,873.32	53,841.96
08/16/12	08/13/12	Sold	1,171 SHARES AT 46.0105 USD SOUTHERN CO	55,684.20	12,166.96	67,851.16
08/16/12	08/13/12	Sold	1,452 SHARES AT 46.7605 USD TELEFONICA SA ADR	51,100.91	26,246.55	24,854.36
08/16/12	08/13/12	Sold	2,024 SHARES AT 12.3101 USD TERADATA CORP	15,489.18	8,254.77	23,743.95
08/16/12	08/13/12	Sold	313 SHARES AT 75.891 USD TEXAS INSTRUMENTS INC	12,467.45	6,730.49	19,197.94
08/16/12	08/13/12	Sold	655 SHARES AT 29.3405 USD VENTAS INCORPORATED	15,762.98	2,405.56	18,168.54
08/16/12	08/13/12	Sold	285 SHARES AT 63.7807 USD VODAFONE GROUP PLC ADR	56,969.05	1,147.21	58,116.26
08/16/12	08/13/12	Sold	1,945 SHARES AT 29.9105 USD WELLS FARGO & CO	12,493.26	16,118.10	28,611.36
08/16/12	08/13/12	Sold	843 SHARES AT 33.9707 USD WILLIAMS COS INC	12,480.90	9,473.19	21,954.09
08/16/12	08/13/12	Sold	693 SHARES AT 31.7105 USD WINDSTREAM CORP	16,584.15	4,273.48	12,310.67
08/16/12	08/13/12	Sold	1,311 SHARES AT 9.4205 USD ISHARES RUSSELL 1000 GROWTH FD	556,946.40	10,664.91	567,611.31
08/16/12	08/13/12	Sold	8,720 SHARES AT 65.1245 USD SPDR S&P 500 ETF TRUST	131,253.28	34,603.80	165,857.08
08/16/12	08/13/12	Sold	1,180 SHARES AT 140.59 USD PAID DOWN 11.95 PAR VALUE OF GNMA POOL #215914 9% 8/15/17	11.96	0.01	11.95



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<b>Sales and Maturities (Continued)</b>						
09/17/12	09/15/12	Paid Down	PAID DOWN 2 09 PAR VALUE OF GNMA POOL #268215 10% 3/15/19	2 09-		2 09
09/17/12	09/15/12	Paid Down	PAID DOWN 1,912 38 PAR VALUE OF GNMA POOL #783452 3.5% 10/15/41	2,063 28-	150 90-	1,912 38
09/28/12	09/25/12	Sold	DISNEY (THE WALT) COMPANY DEL 671 SHARES AT 52 8901 USD	11,523 02-	23,945 31	35,468 33
09/28/12	09/25/12	Sold	HOME DEPOT INC 850 SHARES AT 59.9301 USD	13 500 50	25,433 69	38,934 19
09/28/12	09/25/12	Sold	OMNICOM GROUP INC 600 SHARES AT 52 967 USD	31,037 76-	723 72	31,761 48
09/28/12	09/25/12	Sold	GENERAL MILLS INC 510 SHARES AT 40 1501 USD	19,042 79-	1,418 00	20,460 79
09/28/12	09/25/12	Sold	HJ HEINZ CO 1,146 SHARES AT 55 9704 USD	56,440 50-	7,665 76	64,106 26
09/28/12	09/25/12	Sold	KIMBERLY CLARK CORP 879 SHARES AT 85.8701 USD	57,600 87-	17,850 88	75,451 75
09/28/12	09/25/12	Sold	SYSCO CORP 400 SHARES AT 30 9505 USD	12,131 96-	235 96	12,367 92
09/28/12	09/25/12	Sold	UNILEVER PLC-SPONSORED ADR 1,030 SHARES AT 37.0054 USD	32,259 60-	5,824 20	38,083 80
09/28/12	09/25/12	Sold	BG GROUP PLC ADR 250 SHARES AT 20 35 USD	5,207 50-	127 62-	5,079 88
09/28/12	09/25/12	Sold	CHEVRON CORP 453 SHARES AT 116.9405 USD	36,013 73-	16,945 54	52,959 27
09/28/12	09/25/12	Sold	DENBURY RESOURCES INC 2,300 SHARES AT 16 5804 USD	35,235 77-	2,783 29	38,019 06
09/28/12	09/25/12	Sold	NATIONAL OILWELL VARCO INC 320 SHARES AT 80.4401 USD	20,753 33-	4,977 32	25,730 65
09/28/12	09/25/12	Sold	OCCIDENTAL PETROLEUM CORP 266 SHARES AT 85 521 USD	14,227 30-	8,512 80	22,740 10
09/28/12	09/25/12	Sold	ROYAL DUTCH SHELL PLC-SPONSORED ADR 899 SHARES AT 73 2201 USD	67,478 94-	1,682 52-	65,796 42
09/28/12	09/25/12	Sold	SCHLUMBERGER LTD 375 SHARES AT 72 7701 USD	14,587 50-	12,689 42	27,276 92
09/28/12	09/25/12	Sold	TOTAL SA-SPONSORED ADR 914 SHARES AT 52 1401 USD	53,175.67-	5,548 11-	47,627 56
09/28/12	09/25/12	Sold	T ROWE PRICE GROUP INC 150 SHARES AT 63 3405 USD	9,158 64-	337 72	9,496 36
09/28/12	09/25/12	Sold	BARD (C R) INC 75 SHARES AT 105 10 USD	7,387 20-	492 87	7,880 07





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**Receipts (Continued)**

Posting Date	Trade Date	Activity	Description	Tax Cost	Realized Gain/Loss	Cash Amount
<b>Sales and Maturities (Continued)</b>						
09/28/12	09/25/12	Sold	BECTON DICKINSON & CO 200 SHARES AT 78.8801 USD	15,223.46-	546.20	15,769.66
09/28/12	09/25/12	Sold	JOHNSON & JOHNSON 100 SHARES AT 69.4401 USD	6,848.95-	91.90	6,940.85
09/28/12	09/25/12	Sold	MEDTRONIC INC 450 SHARES AT 43.6005 USD	18,125.78	1,480.51	19,606.29
09/28/12	09/25/12	Sold	MERCK & CO INC 2,287 SHARES AT 45.3808 USD	78,561.28-	24,246.67	102,807.95
09/28/12	09/25/12	Sold	PFIZER INC 1,330 SHARES AT 24.9401 USD	25,082.81-	8,046.87	33,129.68
09/28/12	09/25/12	Sold	TEVA PHARM INDUS ADR 490 SHARES AT 40.935 USD	27,372.92-	7,328.92-	20,043.00
09/28/12	09/25/12	Sold	ABB LTD ADR 784 SHARES AT 19.1205 USD	9,447.20	5,519.41	14,966.61
08/28/12	09/25/12	Sold	EXPEDITORS INTERNATIONAL WASH INC 150 SHARES AT 36.2001 USD	5,522.93-	97.54-	5,425.39
09/28/12	09/25/12	Sold	UNION PACIFIC CORP 149 SHARES AT 120.75 USD	5,666.86-	12,320.01	17,986.87
09/28/12	09/25/12	Sold	CISCO SYSTEMS INC 1,700 SHARES AT 18.7405 USD	29,494.83-	2,312.30	31,807.13
09/28/12	09/25/12	Sold	IBM CORP 50 SHARES AT 205.71 USD	9,946.68-	337.08	10,283.76
09/28/12	09/25/12	Sold	ECOLAB INC 245 SHARES AT 63.9101 USD	14,545.09-	1,105.17	15,650.26
09/28/12	09/25/12	Sold	AT&T INC 2,139 SHARES AT 38.2101 USD	65,463.84-	16,201.55	81,665.39
09/28/12	09/25/12	Sold	VERIZON COMMUNICATIONS INC 2,293 SHARES AT 45.8401 USD	79,551.10-	25,489.10	105,040.20
<b>Total Sales and Maturities</b>				<b>\$2,959,740.63-</b>	<b>\$546,137.61</b>	<b>\$3,505,878.24</b>