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

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

OMB No 1545-0052

2011

For calendar year 2011 or tax year beginning 11/1/2011, and ending 10/31/2012

Name of foundation KARL A BICKEL CHARITABLE TRUST		A Employer identification number 59-6515937
Number and street (or P O box number if mail is not delivered to street address) Wells Fargo Bank N A - 101N Independence Mall E MACY1372-062		B Telephone number (see instructions) (888) 730-4933
City or town, state, and ZIP code Philadelphia PA 19106-2112		C If exemption application is pending, check here ☐
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		E If private foundation status was terminated under section 507(b)(1)(A), check here ☐
☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundation		F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ☐
I Fair market value of all assets at end of year (from Part II, col. (c), line 16) \$ 2,642,889		
J Accounting method: ☒ Cash ☐ Accrual ☐ Other (specify) _____		

Part I Analysis of Revenue and Expenses (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a) (see instructions))

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue				
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments	0	0		
4 Dividends and interest from securities	62,955	62,749		
5 a Gross rents		0		
b Net rental income or (loss)	0			
6 a Net gain or (loss) from sale of assets not on line 10	70,792			
b Gross sales price for all assets on line 6a	1,006,664			
7 Capital gain net income (from Part IV, line 2)		70,792		
8 Net short-term capital gain		0		
9 Income modifications				
10 a Gross sales less returns and allowances	0			
b Less Cost of goods sold	0			
c Gross profit or (loss) (attach schedule)	0			
11 Other income (attach schedule)	0	0	0	
12 Total. Add lines 1 through 11	133,747	133,541	0	
Operating and Administrative Expenses				
13 Compensation of officers, directors, trustees, etc	31,931	23,948		7,983
14 Other employee salaries and wages				
15 Pension plans, employee benefits				
16 a Legal fees (attach schedule)	0	0	0	0
b Accounting fees (attach schedule)	857	0	0	857
c Other professional fees (attach schedule)	0	0	0	0
17 Interest				
18 Taxes (attach schedule) (see instructions)	2,633	525	0	0
19 Depreciation (attach schedule) and depletion	0	0	0	
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	645	645	0	0
24 Total operating and administrative expenses. Add lines 13 through 23	36,066	25,118	0	8,840
25 Contributions, gifts, grants paid	120,432			120,432
26 Total expenses and disbursements. Add lines 24 and 25	156,498	25,118	0	129,272
27 Subtract line 26 from line 12:				
a Excess of revenue over expenses and disbursements	-22,751			
b Net investment income (if negative, enter -0-)		108,423		
c Adjusted net income (if negative, enter -0-)			0	

For Paperwork Reduction Act Notice, see instructions.

Form **990-PF** (2011)

(HTA)

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Form 990-PF (2011) **KARL A. BICKEL CHARITABLE TRUST****59-6515937** Page **2**

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	0	0	
	2 Savings and temporary cash investments	74,006	53,138	53,138
	3 Accounts receivable	0		
	Less allowance for doubtful accounts	0	0	0
	4 Pledges receivable	0		
	Less allowance for doubtful accounts	0	0	0
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons (attach schedule) (see instructions)	0	0	0
	7 Other notes and loans receivable (attach schedule)	0		
	Less allowance for doubtful accounts	0	0	0
	8 Inventories for sale or use	0	0	
	9 Prepaid expenses and deferred charges		0	
	10 a Investments—U S and state government obligations (attach schedule)	0	0	0
	b Investments—corporate stock (attach schedule)	0	543,139	654,263
	c Investments—corporate bonds (attach schedule)	0	253,301	269,531
	11 Investments—land, buildings, and equipment basis	0		
Less accumulated depreciation (attach schedule)	0	0	0	
12 Investments—mortgage loans				
13 Investments—other (attach schedule)	2,513,440	1,715,069	1,665,957	
14 Land, buildings, and equipment basis	0			
Less accumulated depreciation (attach schedule)	0	0	0	
15 Other assets (describe)	0	0	0	
16 Total assets (to be completed by all filers—see the instructions. Also, see page 1, item I)	2,587,446	2,564,647	2,642,889	
Liabilities	17 Accounts payable and accrued expenses	0	0	
	18 Grants payable			
	19 Deferred revenue	0	0	
	20 Loans from officers, directors, trustees, and other disqualified persons	0	0	
	21 Mortgages and other notes payable (attach schedule)	0	0	
	22 Other liabilities (describe)	0	0	
	23 Total liabilities (add lines 17 through 22)	0	0	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here and complete lines 24 through 26 and lines 30 and 31. ☐			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ☒			
	27 Capital stock, trust principal, or current funds	2,587,446	2,564,647	
	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)	2,587,446	2,564,647		
31 Total liabilities and net assets/fund balances (see instructions)	2,587,446	2,564,647		

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	2,587,446
2 Enter amount from Part I, line 27a	2	-22,751
3 Other increases not included in line 2 (itemize) COST BASIS ADJUSTMENT	3	2,963
4 Add lines 1, 2, and 3	4	2,567,658
5 Decreases not included in line 2 (itemize) PY RETURN OF CAPITAL ADJUSTMENT	5	3,011
6 Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	2,564,647

Invest - Corp Stock	4019869168	59-6515937	445658107	HUNT J B TRANS SVCS INC	1,819.70	1,457.25
Invest - Corp Stock	4019869168	59-6515937	512807108	LAM RESEARCH CORP COM	885.00	950.62
Invest - Corp Stock	4019869168	59-6515937	553530106	MSC INDL DIRECT INC CL A	1,865.00	1,561.94
Invest - Corp Stock	4019869168	59-6515937	587118100	MENS WEARHOUSE INC COM	1,246.02	1,127.99
Invest - Other	4019869168	59-6515937	59522J103	MID AMERICA APARTMENT COM	1,617.75	1,642.27
Invest - Corp Stock	4019869168	59-6515937	628530107	MYLAN LABS INC	1,292.34	1,075.11
Invest - Corp Stock	4019869168	59-6515937	691497309	OXFORD INDS INC	2,108.24	1,713.40
Invest - Corp Stock	4019869168	59-6515937	696429307	PALL CORP	2,203.60	2,013.91
Invest - Other	4019869168	59-6515937	754907103	RAYONIER INC COM	1,519.31	865.52
Invest - Corp Stock	4019869168	59-6515937	759509102	RELANCE STL & ALUM CO COM	2,771.34	2,676.53
Invest - Corp Stock	4019869168	59-6515937	776696106	ROPER INDS INC NEW COM	1,965.06	1,782.57
Invest - Corp Stock	4019869168	59-6515937	790849103	ST JUDE MED INC	1,109.54	1,133.04
Invest - Corp Stock	4019869168	59-6515937	920355104	VALSPAR CORP	1,232.66	1,078.66
Invest - Corp Stock	4019869168	59-6515937	968223206	WILEY JOHN & SONS INC	1,041.12	762.48
Invest - Corp Stock	4019869168	59-6515937	229678107	CUBIST PHARMACEUTICALS INC	2,359.50	2,245.96
Savings & Temp Inv	4019869168	59-6515937	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	8,540.44	8,540.44
Savings & Temp Inv	4019869168	59-6515937	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	1,353.55	1,353.55
Invest - Corp Stock	4019869168	59-6515937	556269108	STEVEN MADDEN LTD	1,931.40	1,666.19
Invest - Corp Stock	4019869168	59-6515937	00846U101	AGILENT TECHNOLOGIES INC	1,619.55	1,555.76
Invest - Corp Stock	4019869168	59-6515937	03662Q105	ANSYS INC	1,334.75	982.84
Invest - Corp Stock	4019869168	59-6515937	26884L109	EQT CORPORATION	2,728.35	2,247.06
Invest - Corp Stock	4019869168	59-6515937	23918K105	DAVITA INC	2,362.92	1,546.01
Invest - Corp Stock	4019869168	59-6515937	678026105	OIL STATES INTERNATIONAL INC	1,900.60	1,885.27
Invest - Corp Stock	4019869168	59-6515937	343498101	FLOWERS FOODS INC	1,496.44	1,564.58
Invest - Corp Stock	4019869168	59-6515937	Y0486S104	AVAGO TECHNOLOGIES LTD	2,146.95	2,262.51
Invest - Corp Stock	4019869168	59-6515937	74267C106	PROASSURANCE CORPORATION	1,430.40	842.08
Invest - Corp Stock	4019869168	59-6515937	00751Y106	ADVANCE AUTO PTS INC	1,702.56	1,656.56
Invest - Corp Stock	4019869168	59-6515937	125581801	CIT GROUP INC	1,153.82	1,069.40
Invest - Corp Stock	4019869168	59-6515937	87817A107	TEAM HEALTH HOLDINGS INC	1,463.55	1,245.34
Invest - Corp Stock	4019869168	59-6515937	16117M305	CHARTER COMMUNICATIONS INC	2,090.07	1,544.30
Invest - Corp Stock	4019869168	59-6515937	78442P106	SLM CORP	1,476.72	1,113.58
Invest - Corp Stock	4019869168	59-6515937	95709T100	WESTAR ENERGY INC	1,098.90	1,123.00
Invest - Corp Stock	4019869168	59-6515937	78467J100	SS&C TECHNOLOGIES HOLDINGS INC	1,610.01	1,544.09
Invest - Corp Stock	4019869168	59-6515937	H01531104	ALLIED WORLD ASSURANCE	3,292.30	2,566.45
Invest - Corp Stock	4019869168	59-6515937	33616C100	FIRST REPUBLIC BANK/SAN FRANCI	1,477.05	1,393.79
Invest - Corp Stock	4019869168	59-6515937	04351G101	ASCENA RETAIL GROUP INC	1,347.08	1,333.27
Invest - Corp Stock	4019869168	59-6515937	N63218106	NIELSEN HOLDINGS B V	1,561.68	1,463.34
Invest - Corp Stock	4019869168	59-6515937	044209104	ASHLAND INC NEW	2,419.10	2,234.21
Invest - Corp Stock	4019869168	59-6515937	465685105	ITC HLDGS CORP	2,070.12	1,870.92
Invest - Corp Stock	4019869168	59-6515937	45865V100	INTERCONTINENTALEXCHANGE INC	917.00	896.14

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 Statement			
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 0	0	0	0
b 0	0	0	0
c 0	0	0	0
d 0	0	0	0
e 0	0	0	0

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

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

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	70,792
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6). If gain, also enter in Part I, line 8, column (c) (see instructions) If (loss), enter -0- in Part I, line 8	3	0

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

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

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

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period? ☒ Yes ☐ No

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2010			0.000000
2009			0.000000
2008			0.000000
2007			0.000000
2006			0.000000

2 Total of line 1, column (d)	2	0.000000
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	0.000000
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	0
5 Multiply line 4 by line 3	5	0
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	0
7 Add lines 5 and 6	7	0
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	0

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

1 a Exempt operating foundations described in section 4940(d)(2), check here ☐ and enter "N/A" on line 1 Date of ruling or determination letter: _____ (attach copy of letter if necessary—see instructions)				
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ☐ and enter 1% of Part I, line 27b		1	2,168	
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	2,168	
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)		4		
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	2,168	
6 Credits/Payments				
a 2011 estimated tax payments and 2010 overpayment credited to 2011	6a	1,932		
b Exempt foreign organizations—tax withheld at source	6b			
c Tax paid with application for extension of time to file (Form 8868)	6c	0		
d Backup withholding erroneously withheld	6d			
7 Total credits and payments. Add lines 6a through 6d	7	1,932		
8 Enter any penalty for underpayment of estimated tax. Check here ☐ if Form 2220 is attached	8	0		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	236		
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10	0		
11 Enter the amount of line 10 to be. Credited to 2012 estimated tax ☐ 0 Refunded ☐ 0	11	0		

Part VII-A Statements Regarding Activities

	Yes	No
1 a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see page 19 of the instructions for definition)? <i>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</i>		X
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation ☐ \$ _____ (2) On foundation managers ☐ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☐ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities</i>		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? <i>If "Yes," attach a conformed copy of the changes</i>		X
4 a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?	N/A	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T</i>		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	X	
8 a Enter the states to which the foundation reports or with which it is registered (see instructions) ☐ 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? <i>If "No," attach explanation</i>		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)? <i>If "Yes," complete Part XIV</i>		X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		X

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 ► WELLS FARGO BANK N A	Telephone no ► 888-730-4933		
Located at ► 101N Independence Mall E MACY1372-062 Philadelphia PA		ZIP+4 ► 19106-2112		
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?	16	Yes	No
See the instructions for exceptions and filing requirements for Form TD F 90-22.1 If "Yes," enter the name of the foreign country ►				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? ☐ 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)? Organizations relying on a current notice regarding disaster assistance check here ► ☐	1b	X
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 ► 20 , 20 , 20 , 20		
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	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 ► 20 , 20 , 20 , 20		
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	N/A
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b	X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))?

☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive?

☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes?

☒ Yes ☐ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (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)?

Organizations relying on a current notice regarding disaster assistance check here

☐**5b****X****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****X****b** Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? If "Yes" to 6b, file Form 8870☐ Yes ☒ No**7b**

N/A

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?**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
Wells Fargo Bank, N A 101N Independence Mall E MACY1372-062 Phi	Trustee	4.00	31,931	0
		00	0	0
		00	0	0
		00	0	0
		00	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**0**

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		0
		0
		0
		0
		0
		0

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 NONE	
2	
3	
4	

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 NONE	
2	
All other program-related investments See instructions	
3 NONE	0
Total. Add lines 1 through 3	0

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	2,552,781
b	Average of monthly cash balances	1b	78,279
c	Fair market value of all other assets (see instructions)	1c	
d	Total (add lines 1a, b, and c)	1d	2,631,060
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	2,631,060
4	Cash deemed held for charitable activities. Enter 1 1/2 % of line 3 (for greater amount, see instructions)	4	39,466
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,591,594
6	Minimum investment return. Enter 5% of line 5	6	129,580

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	129,580
2a	Tax on investment income for 2011 from Part VI, line 5	2a	2,168
b	Income tax for 2011 (This does not include the tax from Part VI)	2b	0
c	Add lines 2a and 2b	2c	2,168
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	127,412
4	Recoveries of amounts treated as qualifying distributions	4	
5	Add lines 3 and 4	5	127,412
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	127,412

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	129,272
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	0
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	129,272
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	0
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	129,272

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				127,412
2 Undistributed income, if any, as of the end of 2011:				
a Enter amount for 2010 only			122,515	
b Total for prior years. 20____, 20____, 20____		0		
3 Excess distributions carryover, if any, to 2011:				
a From 2006	0			
b From 2007	0			
c From 2008	0			
d From 2009	0			
e From 2010	0			
f Total of lines 3a through e	0			
4 Qualifying distributions for 2011 from Part XII, line 4 ▶ \$ <u>129,272</u>				
a Applied to 2010, but not more than line 2a			122,515	
b Applied to undistributed income of prior years (Election required—see instructions)		0		
c Treated as distributions out of corpus (Election required—see instructions)	0			
d Applied to 2011 distributable amount				6,757
e Remaining amount distributed out of corpus	0			
5 Excess distributions carryover applied to 2011 (If an amount appears in column (d), the same amount must be shown in column (a).)	0			0
6 Enter the net total of each column as indicated below:				
a Corpus. Add lines 3f, 4c, and 4e. Subtract line 5	0			
b Prior years' undistributed income. Subtract line 4b from line 2b		0		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d Subtract line 6c from line 6b. Taxable amount—see instructions		0		
e Undistributed income for 2010. Subtract line 4a from line 2a. Taxable amount—see instructions			0	
f Undistributed income for 2011. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2012.				120,655
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)	0			
9 Excess distributions carryover to 2012. Subtract lines 7 and 8 from line 6a	0			
10 Analysis of line 9:				
a Excess from 2007	0			
b Excess from 2008	0			
c Excess from 2009	0			
d Excess from 2010	0			
e Excess from 2011	0			

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 Statement				
Total			▶ 3a	120,432
b <i>Approved for future payment</i> NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.

Enter gross amounts unless otherwise indicated.		Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)	
1 Program service revenue.						
a		0		0		0
b		0		0		0
c		0		0		0
d		0		0		0
e		0		0		0
f		0		0		0
g Fees and contracts from government agencies						
2 Membership dues and assessments						
3 Interest on savings and temporary cash investments						
4 Dividends and interest from securities			14	62,955		
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	70,792		
9 Net income or (loss) from special events						
10 Gross profit or (loss) from sales of inventory						
11 Other revenue a		0		0		0
b		0		0		0
c		0		0		0
d		0		0		0
e		0		0		0
12 Subtotal Add columns (b), (d), and (e)		0		133,747		0
13 Total. Add line 12, columns (b), (d), and (e)				133,747		133,747

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

[illegible]

	Yes	No
1a(1)		X
1a(2)		X
1b(1)		X
1b(2)		X
1b(3)		X
1b(4)		X
1b(5)		X
1b(6)		X
1c		X

- d** If the answer to any of the above is "Yes," complete the following schedule. Column **(b)** should always show the fair market value of the goods, other assets, or services given by the reporting foundation. If the foundation received less than fair market value in any transaction or sharing arrangement, show in column **(d)** the value of the goods, other assets, or services received

[illegible]

2a Is the foundation directly or indirectly affiliated with, or related to, one or more tax-exempt organizations described in section 501(c) of the Code (other than section 501(c)(3)) or in section 527?

☐ Yes ☒ No

b If "Yes," complete the following schedule.

(a) Name of organization	(b) Type of organization	(c) Description of relationship

**Sign
Here**

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

John A. Salente SVP Wells Fargo Bank N.A.

1/17/2013
Date

SVP Wells Fargo Bank N.A.
Title

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

**Paid
Preparer
Use Only**

Print/Type preparer's name

JOSEPH J CASTRIANO

Preparer's signature

John

Date

1/17/2013

Check ☒ if
self-employed

PTIN

P01251603

Firm's name ► PricewaterhouseCoopers, LLP

Firm's EIN ► 13-4008324

Firm's address ► 600 GRANT STREET, PITTSBURGH, PA 15219-2777

Phone no 412-355-6000

Name: K A BICKEL CHAR
 Account # 4019312367
 FYE: 10/31/12

Security Category	Account #	EIN	CUSIP	Asset Name	FMV	Fed Cost
Invest - Other	4019312367	59-6515937	04314H204	ARTISAN INTERNATIONAL FUND #661	47,126.52	40,000.00
Invest - Other	4019312367	59-6515937	246248306	DELAWARE POOLED TR INTL EQUITY #31	185,349.99	327,561.67
Invest - Other	4019312367	59-6515937	693390841	PIMCO HIGH YIELD FD-INST #108	118,541.50	119,534.52
Invest - Other	4019312367	59-6515937	26203E851	DREYFUS/THE BOSTON CA S/C - I #6944	79,389.29	74,396.05
Savings & Temp Inv	4019312367	59-6515937	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	5,267.31	5,267.31
Savings & Temp Inv	4019312367	59-6515937	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	2,942.19	2,942.19
Invest - Other	4019312367	59-6515937	04315J837	ARTIO INTERNATIONAL EQ FD II #1529	94,408.11	87,000.00
Invest - Other	4019312367	59-6515937	693391104	PIMCO REAL RETURN FUND-INST #122	60,286.85	53,981.71
Invest - Other	4019312367	59-6515937	74144Q203	T ROWE PRICE INST EM MKT EQ #146	189,587.32	160,380.63
Invest - Other	4019312367	59-6515937	025083320	AMER CENT SMALL CAP GRWTH INST #336	72,233.93	71,745.87
Invest - Other	4019312367	59-6515937	448108100	HUSSMAN STRATEGIC GROWTH FUND #601	96,856.60	105,000.00
Invest - Other	4019312367	59-6515937	693391559	PIMCO EMERG MKTS BD-INST #137	106,012.88	96,719.73
Invest - Other	4019312367	59-6515937	38142Y401	GOLDMAN SACHS GRTH OPP FD-I #1132	35,041.51	25,033.63
Invest - Other	4019312367	59-6515937	880208400	TEMPLETON GLOBAL BOND FD-ADV #616	79,053.95	73,000.00
Invest - Other	4019312367	59-6515937	92934R769	CRM MID CAP VALUE FD-INSTL #32	30,098.31	22,861.39
Invest - Other	4019312367	59-6515937	922908553	VANGUARD REIT VIPER	92,063.40	84,410.98
Invest - Other	4019312367	59-6515937	78463X863	SPDR DJ WILSHIRE INTERNATIONAL REAL	94,557.08	85,088.53
Invest - Other	4019312367	59-6515937	25264S833	DIAMOND HILL LONG-SHORT FD CL I #11	97,206.58	90,000.00
Invest - Other	4019312367	59-6515937	22544R305	CREDIT SUISSE COMM RT ST-CO #2156	117,390.30	130,000.00
Cash	4019312367	59-6515937			-	-
Savings & Temp Total					8,209.50	8,209.50
Invest - Other Total					1,595,204.12	1,646,714.71
Invest - Corp Stock	4019869168	59-6515937	031100100	AMETEK INC COM	4,088.25	3,546.76
Invest - Corp Stock	4019869168	59-6515937	032095101	AMPHENOL CORP CL A	2,585.59	1,922.95
Invest - Corp Stock	4019869168	59-6515937	045327103	ASPEN TECHNOLOGY INC COM	2,899.26	1,982.60
Invest - Corp Stock	4019869168	59-6515937	053807103	AVNET INC	1,890.90	2,322.52
Invest - Corp Stock	4019869168	59-6515937	073302101	B/E AEROSPACE, INC	1,487.97	1,220.27
Invest - Corp Stock	4019869168	59-6515937	125509109	CIGNA CORP	2,652.00	2,238.79
Invest - Other	4019869168	59-6515937	313747206	FEDERAL RLTY INVT TR SH BEN INT	1,293.96	1,156.68
Invest - Corp Stock	4019869168	59-6515937	320209109	FIRST FINL BANCORP	1,099.00	1,131.18
Invest - Other	4019869168	59-6515937	345550107	FOREST CITY ENTERPRISES INC CL A	1,364.25	1,032.62
Invest - Corp Stock	4019869168	59-6515937	428291108	HEXCEL CORP NEW COM	1,150.20	1,128.02

Invest - Corp Stock	4019869168	59-6515937	530322106	LIBERTY MEDIA CORP - LIBERTY C	2,456.74	1,789.78
Invest - Corp Stock	4019869168	59-6515937	516806106	LAREDO PETROLEUM HOLDINGS IN	1,034.79	1,208.10
Invest - Corp Stock	4019869168	59-6515937	98310W108	WYNDHAM WORLDWIDE CORP	1,008.00	613.47
Invest - Corp Stock	4019869168	59-6515937	29977A105	EVERCORE PARTNERS INC	1,422.90	1,828.16
Invest - Corp Stock	4019869168	59-6515937	G7665A101	ROWAN COMPANIES PLC	1,395.24	1,281.30
Invest - Corp Stock	4019869168	59-6515937	61022P100	MONOTYPE IMAGING HOLDINGS INC	1,898.44	1,006.41
Invest - Corp Stock	4019869168	59-6515937	88076W103	TERADATA CORP	1,844.37	1,550.50
Invest - Corp Stock	4019869168	59-6515937	14161H108	CARDTRONICS INC	1,278.45	910.58
Invest - Corp Stock	4019869168	59-6515937	25470M109	DISH NETWORK CORP	2,137.80	1,564.00
Invest - Corp Stock	4019869168	59-6515937	388689101	GRAPHIC PACKAGING HLDGCO	1,456.32	1,279.30
Invest - Corp Stock	4019869168	59-6515937	44919P508	IAC/INTERACTIVECORP	3,239.45	1,999.98
Cash	4019869168	59-6515937			-	-

Savings & Temp Total 9,893.99 9,893.99
Invest - Other Total 5,795.27 4,697.09
Invest - Corp Stock Total 99,556.11 85,710.82

Invest - Corp Bonds	4019869961	59-6515937	912810FE3	US TREASURY BOND 5.500% 8/15/28	17,118.72	15,167.59
Invest - Corp Bonds	4019869961	59-6515937	208251AE8	CONOCO INC 6.950% 4/15/29	11,524.24	8,406.32
Savings & Temp Inv	4019869961	59-6515937	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	6,139.65	6,139.65
Savings & Temp Inv	4019869961	59-6515937	99999Y944	SECURED MARKET DEPOSIT ACCOUNT	13,245.73	13,245.73
Invest - Corp Bonds	4019869961	59-6515937	717081DB6	PFIZER INC 6.200% 3/15/19	10,241.60	9,070.72
Invest - Corp Bonds	4019869961	59-6515937	912828KV1	US TREASURY NOTE 2.250% 5/31/14	19,594.51	19,662.09
Invest - Corp Bonds	4019869961	59-6515937	46625HHP8	JPMORGAN CHASE & CO 3.700% 1/20/15	10,588.20	10,079.20
Invest - Corp Bonds	4019869961	59-6515937	912828LS7	US TREASURY NOTE 2.375% 10/31/14	20,825.00	20,896.27
Invest - Other	4019869961	59-6515937	007989577	ADVISORS SER TR PIA BBB BOND	64,957.95	63,656.84
Invest - Corp Bonds	4019869961	59-6515937	912810QE1	US TREASURY BOND 4.625% 2/15/40	10,942.48	9,265.49
Invest - Corp Bonds	4019869961	59-6515937	912828ND8	US TREASURY NOTE 3.500% 5/15/20	23,281.20	20,177.43
Invest - Corp Bonds	4019869961	59-6515937	3134A4UK8	FED HOME LN MTG CORP 4.875% 11/15/13	35,657.50	35,926.58
Invest - Corp Bonds	4019869961	59-6515937	912828PX2	US TREASURY NOTE 3.625% 2/15/21	10,592.55	10,391.87
Invest - Corp Bonds	4019869961	59-6515937	3135G0BJ1	FED NATL MTG ASSN 1.125% 6/27/14	23,316.02	23,359.74
Invest - Corp Bonds	4019869961	59-6515937	38141GGS7	GOLDMAN SACHS GROUP 5.750% 1/24/22	10,447.92	9,779.22
Invest - Corp Bonds	4019869961	59-6515937	00206RBD3	AT&T INC 3.000% 2/15/22	9,565.29	9,419.76
Invest - Corp Bonds	4019869961	59-6515937	912828SV3	US TREASURY NOTE 1.750% 5/15/22	10,098.40	10,121.13
Invest - Corp Bonds	4019869961	59-6515937	912828GH7	U S TREASURY NOTES 4.625% 2/15/17	23,406.20	23,499.29
Invest - Corp Bonds	4019869961	59-6515937	36962G3P7	GENERAL ELEC CAP COR 5.875% 1/14/38	12,312.30	8,093.25
Invest - Corp Bonds	4019869961	59-6515937	92343VAM6	VERIZON COMMUNICATIO 6.100% 4/15/18	10,019.20	9,985.04
Cash	4019869961	59-6515937			-	-

Savings & Temp Total 19,385.38 19,385.38

[illegible]

Invest - Corp Stock	4019881037	59-6515937	167250109	CHICAGO BRIDGE & IRON COMPANY N.V.	10,964 60	11,124 26
Invest - Corp Stock	4019881037	59-6515937	G1151C101	ACCENTURE PLC	11,122 65	11,059 67
Invest - Corp Stock	4019881037	59-6515937	018581108	ALLIANCE DATA SYS CORP	13,446 70	9,678.26
Invest - Corp Stock	4019881037	59-6515937	166764100	CHEVRON CORP	13,890 33	10,990 18
Invest - Corp Stock	4019881037	59-6515937	344849104	FOOT LOCKER INC	11,691 50	7,572 36
Invest - Corp Stock	4019881037	59-6515937	20825C104	CONOCOPHILLIPS	11,627 85	6,720.73
Invest - Corp Stock	4019881037	59-6515937	20030N101	COMCAST CORP CLASS A	12,008 00	7,668 64
Invest - Corp Stock	4019881037	59-6515937	84763R101	SPECTRUM BRANDS HOLDINGS INC	11,463 48	9,442 04
Invest - Corp Stock	4019881037	59-6515937	G4412G101	HERBALIFE LTD	8,267 35	9,213 21
Invest - Corp Stock	4019881037	59-6515937	36191G107	GNC HOLDINGS INC	12,722 43	10,810 57
Invest - Corp Stock	4019881037	59-6515937	26441C204	DUKE ENERGY HOLDING CORP COM	10,379 02	9,190 72
Invest - Corp Stock	4019881037	59-6515937	718546104	PHILLIPS 66	11,554 20	11,513 53
Invest - Corp Stock	4019881037	59-6515937	92927K102	WABCO HOLDINGS INC	9,488 34	9,951 86
Invest - Corp Stock	4019881037	59-6515937	H0023R105	ACE LIMITED	10,539 10	7,374 02
Invest - Corp Stock	4019881037	59-6515937	44919P508	IAC/INTERACTIVECORP	11,362 25	5,811 01
Cash	4019881037	59-6515937			-	-
Savings & Temp Total					15,648 67	15,648 67
Invest - Corp Stock Total					554,706 44	457,428 10
Grand Totals						
Savings & Temp Total					53,137 54	53,137 54
Invest - Other Total					1,665,957 34	1,715,068 64
Invest - Corp Stock Total					654,262 55	543,138 92
Invest - Corp Bonds Total					269,531 33	253,300 99

KARL A. BICKEL CHARITABLE TRUST

59-6515937 Page 1 of 1

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year**Recipient(s) paid during the year**

Name

FLORIDA STATE UNIVERSITY

Street

2010 LEVY AVE PO BOX 3062739

City

TALLAHASSEE

State

FL

Zip Code

32306

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

40,144

Name

STANFORD UNIVERSITY FUND ACCOUNT

Street

3145 PORTER DRIVE

City

PALO ALTO

State

CA

Zip Code

94304

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

40,144

Name

UNIVERSITY OF FLORIDA FDN, INC

Street

POST OFFICE BOX 14425

City

GAINESVILLE

State

FL

Zip Code

32604

Foreign Country

Relationship

NONE

Foundation Status

501 (c)(3) PUBLIC CHARITY

Purpose of grant/contribution

GENERAL SUPPORT GRANT

Amount

40,144

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Name

Street

City

State

Zip Code

Foreign Country

Relationship

Foundation Status

Purpose of grant/contribution

Amount

0

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

										Amount		Totals					
Long Term CG Distributions										5,903		Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
Short Term CG Distributions										0		Securities		935,872		70,792	
										0		Other sales		0		0	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Net Gain or Loss			
1	X	AT&T INC 5 800% 2/15	00206RAR3			5/29/2009		8/20/2012	11,032	9,252				1,780			
2	X	ABBOTT LABS	002824100			8/9/2012		8/22/2012	1,964	1,975				-11			
3	X	ACACIA RESEARCH CORP - A	003881307			4/4/2011		8/20/2012	847	1,250				-403			
4	X	ACACIA RESEARCH CORP - A	003881307			11/21/2011		8/20/2012	399	494				-95			
5	X	AGILENT TECHNOLOGIES INC	00846U101			5/27/2011		3/14/2012	10,982	12,096				-1,114			
6	X	ALCOA INC 5 400% 4/1	01381TAV3			4/26/2011		8/20/2012	10,287	10,081				206			
7	X	ALLIANCE DATA SYS CORP	018581108			11/7/2011		8/22/2012	2,183	1,647				536			
8	X	AMER CENT SMALL CAP GRV	025083320			11/29/2007		8/22/2012	20,000	20,160				-160			
9	X	AMERIPRISE FINL INC	03076C106			2/9/2010		2/21/2012	14,455	9,729				4,726			
10	X	AMETEK INC COM	031100100			11/10/2011		7/17/2012	267	215				52			
11	X	AMGEN INC	031162100			12/15/2008		8/22/2012	1,843	1,273				570			
12	X	AMPHENOL CORP CL A	032095101			10/19/2011		6/13/2012	272	212				60			
13	X	DELAWARE POOLED TR INTL	246248306			9/6/2006		8/22/2012	30,000	56,509				-26,509			
14	X	DENBURY RESOURCES	247916208			3/14/2012		8/22/2012	1,512	1,931				-419			
15	X	DONALDSON CO INC	257651109			5/21/2012		7/11/2012	977	1,065				-88			
16	X	DREYFUS/THE BOSTON CA S	26203E851			9/5/2006		8/22/2012	30,000	28,623				1,377			
17	X	DUKE ENERGY HOLDING CORP	26441C204			9/15/2011		7/13/2012	22	19				3			
18	X	DUKE ENERGY HOLDING CORP	26441C204			9/15/2011		8/22/2012	1,846	1,629				217			
19	X	E M C CORP MASS	268648102			9/15/2011		8/22/2012	1,879	1,626				253			
20	X	EQT CORPORATION	26884L109			9/7/2011		1/12/2012	253	309				-56			
21	X	ELIZABETH ARDEN INC	28660G106			5/17/2012		10/16/2012	1,410	1,098				312			
22	X	EXPEDIA INC DEL	30212P105			4/8/2011		11/22/2011	1,300	1,251				49			
23	X	EXPEDIA INC DEL	30212P105			4/8/2011		12/12/2011	1,354	1,201				153			
24	X	EXXON MOBIL CORPORATION	30231G102			10/17/2003		8/22/2012	1,480	660				820			
25	X	FEI CO COM	30241L109			5/2/2012		6/21/2012	1,242	1,276				-34			
26	X	FEI CO COM	30241L109			5/2/2012		7/9/2012	472	510				-38			
27	X	FEI CO COM	30241L109			5/10/2012		7/9/2012	707	689				18			
28	X	FED HOME LN MTG CORP 4 5	3134A4UM4			4/15/2009		12/7/2011	7,586	7,708				-122			
29	X	FED HOME LN MTG CORP 4 5	3134A4UM4			8/28/2009		8/20/2012	5,294	5,411				-117			
30	X	FED HOME LN MTG CORP 4 5	3134A4UM4			4/15/2009		8/20/2012	21,177	22,022				-845			
31	X	FED HOME LN MTG CORP 4 5	3134A4UM4			7/27/2011		8/20/2012	2,118	2,184				-66			
32	X	FED NATL MTG ASSN 1 750	31398AJ94			12/8/2010		5/3/2012	24,366	24,500				-134			
33	X	FED NATL MTG ASSN 1 750	31398AJ94			1/11/2011		5/3/2012	2,030	2,040				-10			
34	X	FED NATL MTG ASSN 2 375	31398AU34			5/3/2012		8/20/2012	27,451	27,496				-45			
35	X	FEDEX CORPORATION	31428X106			4/16/2012		8/22/2012	1,968	1,942				26			
36	X	FIFTH THIRD BANCORP	316773100			1/3/2012		3/26/2012	1,107	1,024				83			
37	X	FIFTH THIRD BANCORP	316773100			1/4/2012		3/26/2012	14	13				1			
38	X	FIFTH THIRD BANCORP	316773100			1/17/2011		8/22/2012	2,062	1,710				352			
39	X	FINISH LINE INC CL A	317923100			2/17/2012		6/20/2012	957	1,195				-238			
40	X	FINISH LINE INC CL A	317923100			3/30/2012		6/20/2012	574	660				-86			
41	X	FINISH LINE INC CL A	317923100			4/2/2012		6/20/2012	38	42				-4			
42	X	FIRST HORIZON NATL CORP	320517105			3/26/2012		6/12/2012	846	1,181				-335			
43	X	FIRST HORIZON NATL CORP	320517105			3/26/2012		6/12/2012	8	11				-3			
44	X	FOOT LOCKER INC	344849104			9/15/2011		6/13/2012	2,735	1,953				782			
45	X	FOOT LOCKER INC	344849104			9/15/2011		8/22/2012	2,095	1,324				771			
46	X	FOSSIL INC COM	349882100			12/13/2011		2/13/2012	1,247	1,011				236			
47	X	GNC HOLDINGS INC	36191G107			2/1/2012		8/22/2012	2,088	1,906				182			
48	X	GAP INC	364760108			9/10/2008		11/7/2011	9,054	8,828				226			
49	X	GARDNER DENVER INC COM	365558105			10/21/2011		12/12/2011	1,206	1,095				111			
50	X	GARDNER DENVER INC COM	365558105			10/21/2011		3/28/2012	966	1,095				-129			
51	X	GARDNER DENVER INC COM	365558105			2/10/2012		3/28/2012	901	1,021				-120			

Amount

Long Term CG Distributions
Short Term CG Distributions5,903
0Gross Sales
Cost, Other Basis and Expenses
Valuation Method
Expense of Sale and Improve-ments
Net Gain or Loss1,006,664
935,872
0
0
70,792

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

										Amount			
										Long Term CG Distributions		5,903	
										Short Term CG Distributions		0	
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals				
									Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation
52	X	GENERAL ELECTRIC CO	369604103			5/25/2010		8/22/2012	1,989	1,487			502
53	X	GOLDMAN SACHS GROUP 5	38141GGQ1			1/26/2012		8/20/2012	10,499	9,973			526
54	X	GOLDMAN SACHS GRTH OPP	38142Y401			8/21/2009		8/22/2012	25,000	17,615			7,385
55	X	W R GRACE & CO COM	38388F108			5/14/2012		8/22/2012	1,872	1,842			30
56	X	GRAPHIC PACKAGING HLDG	388689101			5/9/2011		5/29/2012	916	1,051			-135
57	X	GRAPHIC PACKAGING HLDG	388689101			7/26/2011		5/29/2012	210	218			-8
58	X	HALLIBURTON CO	406216101			1/14/2010		8/22/2012	1,742	1,642			100
59	X	HALLIBURTON CO	406216101			1/14/2010		10/26/2012	9,275	9,391			-116
60	X	HOLOGIC INC COM	436440101			7/13/2011		11/7/2011	9,411	11,934			-2,523
61	X	HOME DEPOT INC	437076102			3/30/2009		6/13/2012	5,266	2,365			2,901
62	X	HOME DEPOT INC	437076102			3/30/2009		8/22/2012	2,036	835			1,201
63	X	HUNT J B TRANS SVCS INC	445658107			4/8/2011		6/20/2012	1,607	1,196			411
64	X	IAC/INTERACTIVECORP	44919P508			8/26/2010		8/22/2012	2,107	1,014			1,093
65	X	INTEL CORP	458140100			10/17/2007		8/22/2012	1,952	2,016			-64
66	X	INTEL CORP	458140100			10/17/2007		10/9/2012	9,450	11,462			-2,012
67	X	INTERCONTINENTALEXCHAN	45865V100			1/3/2011		1/4/2012	350	360			-10
68	X	INTERCONTINENTALEXCHAN	45865V100			11/13/2009		1/4/2012	817	758			59
69	X	INTERCONTINENTALEXCHAN	45865V100			11/13/2009		1/27/2012	931	866			65
70	X	INTERNATIONAL BUSINESS M	459200101			8/13/2002		8/22/2012	2,370	884			1,486
71	X	INTERNATIONAL BUSINESS M	459200101			8/13/2002		10/26/2012	13,502	5,154			8,348
72	X	INTERNATIONAL GAME TECH	459902102			2/15/2012		7/25/2012	1,383	1,668			-285
73	X	JPMORGAN CHASE & CO	46625H100			4/10/2006		8/22/2012	1,841	2,054			-213
74	X	JOHNSON & JOHNSON	478160104			1/30/2004		8/22/2012	1,487	1,178			309
75	X	KRAFT FOODS INC 6 125%	50075NAV6			6/18/2009		8/20/2012	10,993	9,193			1,800
76	X	LABORATORY CRP OF AMER	50540R409			8/1/2011		1/19/2012	1,765	1,766			-1
77	X	LIBERTY MEDIA CORP - LIBE	530322106			2/14/2011		12/6/2011	2	3			-1
78	X	LINCOLN ELECTRIC HOLDING	533900106			7/12/2012		8/22/2012	1,840	1,821			19
79	X	LINCOLN ELECTRIC HOLDING	533900106			7/12/2012		10/9/2012	9,434	10,460			-1,026
80	X	MDC PARTNERS INC-A	552697104			1/12/2011		3/28/2012	804	1,034			-230
81	X	MSCI INC	55354G100			7/3/2012		10/2/2012	1,314	1,671			-357
82	X	MCKESSON CORP	58155Q103			10/19/2009		11/7/2011	2,439	1,839			600
83	X	MCKESSON CORP	58155Q103			10/19/2009		8/22/2012	1,816	1,287			529
84	X	MEDNAX INC	58502B106			2/5/2010		4/27/2012	1,741	1,338			403
85	X	METLIFE INC	59156R108			5/27/2011		8/22/2012	2,113	2,671			-558
86	X	MICROSOFT CORP	594918104			12/27/1995		8/22/2012	1,860	349			1,511
87	X	NRG ENERGY INC	629377508			7/27/2011		12/12/2011	874	1,204			-330
88	X	NASDAQ OMX GRP INC	631103108			1/27/2012		5/23/2012	911	1,090			-179
89	X	NATIONAL OILWELL INC COM	637071101			3/8/2011		8/22/2012	1,705	1,748			-43
90	X	OCCIDENTAL PETE CORP	674599105			7/26/2007		8/9/2012	13,074	8,613			4,461
91	X	ORACLE CORPORATION	68389X105			7/12/2010		8/22/2012	2,023	1,494			529
92	X	PIMCO REAL RETURN FUND-I	693391104			11/29/2007		8/22/2012	25,000	23,057			1,943
93	X	PIONEER NAT RES CO COM	723787107			1/5/2012		6/4/2012	934	1,022			-88
94	X	PLANTRONICS INC COM	727493108			5/9/2011		2/1/2012	1,147	1,131			16
95	X	POLARIS INDS INC COM	731088102			8/18/2011		11/10/2011	1,366	1,063			293
96	X	QUALCOMM INC	747525103			4/16/2012		8/22/2012	1,791	1,916			-125
97	X	QUESTOR PHARMACEUTICA	74835Y101			1/9/2012		8/22/2012	1,693	1,698			-5
98	X	QUESTOR PHARMACEUTICA	74835Y101			1/9/2012		9/24/2012	4,609	9,723			-5,114
99	X	RAYMOND JAMES FINL INC	754730109			3/8/2011		8/22/2012	1,645	1,826			-181
100	X	RAYMOND JAMES FINL INC	754730109			3/8/2011		10/26/2012	10,258	10,448			-190
101	X	RELANCE STL & ALUM CO CO	759509102			11/22/2011		2/15/2012	1,220	1,004			216
102	X	ROCK-TENN CO CL A	772739207			1/29/2010		12/15/2011	1,363	1,076			287

Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals					Net Gain or Loss
									Gross Sales		Cost, Other Basis and Expenses		Net Gain or Loss	
									Price	Other Basis	Valuation Method	Expense of Sale and Cost of Improvements		
		Long Term CG Distributions	Amount						Gross Sales		Cost, Other Basis and Expenses	Net Gain or Loss		
		Short Term CG Distributions	5,903						1,006,664		935,872	70,792		
			0						0		0	0		
												Other sales		
103	X	ROCK-TENN CO CL A	772739207			1/29/2010		1/5/2012	1,200	904		296		
104	X	ROCKWOOD HLDGS INC	774415103			4/20/2011		8/22/2012	1,770	1,858		-88		
105	X	ROCKWOOD HLDGS INC	774415103			4/20/2011		9/4/2012	7,167	7,530		-363		
106	X	ROCKWOOD HLDGS INC	774415103			4/20/2011		9/5/2012	2,885	2,983		-98		
107	X	ROSETTA RESOURCES INC	777779307			8/6/2011		5/10/2012	249	258		-9		
108	X	ROSETTA RESOURCES INC	777779307			8/17/2011		5/10/2012	748	894		-146		
109	X	ROSS STORES INC	778296103			5/9/2008		1/13/2012	2,411	822		1,589		
110	X	US TREASURY BOND 5.500	912810FE3			4/15/2009		7/12/2012	4,417	3,718		699		
111	X	US TREASURY NOTE 2.750	912828JQ4			3/17/2012		3/7/2012	9,365	9,442		-77		
112	X	US TREASURY NOTE 2.750	912828JQ4			3/17/2011		6/26/2012	10,329	10,491		-162		
113	X	US TREASURY NOTE 3.125	912828MK3			6/21/2011		1/26/2012	10,035	9,640		395		
114	X	US TREASURY NOTE 3.125	912828MK3			2/2/2010		8/20/2012	12,164	11,009		1,155		
115	X	US TREASURY NOTE 3.125	912828MK3			6/21/2011		8/20/2012	7,740	7,498		242		
116	X	US TREASURY NOTE 3.500	912828ND8			8/30/2011		8/20/2012	4,622	4,515		107		
117	X	US TREASURY NOTE 3.500	912828ND8			2/3/2011		8/20/2012	3,466	3,027		439		
118	X	US TREASURY NOTE 2.125	912828NF3			10/5/2011		8/20/2012	27,248	27,448		-200		
119	X	US TREASURY NOTE 2.125	912828QJ2			9/2/2011		7/12/2012	6,360	6,376		-16		
120	X	US TREASURY NOTE 2.125	912828QJ2			9/2/2011		8/20/2012	16,905	17,002		-97		
121	X	US TREASURY NOTE 2.125	912828QJ2			12/7/2011		8/20/2012	3,170	3,181		-11		
122	X	UNITED TECHNOLOGIES COR	913017109			12/1/2005		8/9/2012	13,294	9,629		3,665		
123	X	UNITEDHEALTH GROUP INC	91324P102			7/13/2011		8/22/2012	1,833	1,779		54		
124	X	VAIL RESORTS INC COM	91879Q109			1/19/2012		3/15/2012	1,194	1,135		59		
125	X	VAIL RESORTS INC COM	91879Q109			1/3/2012		3/15/2012	92	80		12		
126	X	VAIL RESORTS INC COM	91879Q109			1/3/2012		5/10/2012	1,054	962		92		
127	X	VALE OVERSEAS LIMITE 6.25	91911TAG8			1/20/2011		1/18/2012	10,230	10,020		210		
128	X	VALE OVERSEAS LIMITE 4.37	91911TAM5			1/18/2012		8/16/2012	10,309	10,102		207		
129	X	VERIZON COMMUNICATIONS	92343V104			1/14/2010		8/22/2012	2,047	1,602		445		
130	X	VERIZON COMMUNICATIONS	92343VAV6			7/24/2009		8/20/2012	10,090	8,773		1,317		
131	X	VERISK ANALYTICS INC	92345Y106			4/24/2012		6/20/2012	1,893	1,878		15		
132	X	WABCO HOLDINGS INC	92927K102			1/18/2011		8/22/2012	1,689	1,782		-93		
133	X	CRM MID CAP VALUE FD-INST	92934R769			8/21/2009		8/22/2012	25,000	19,208		5,792		
134	X	WAL MART STORES INC	931142103			6/23/2010		8/22/2012	2,151	1,527		624		
135	X	WASTE CONNECTIONS INC C	941053100			6/8/2011		4/3/2012	1,392	1,346		46		
136	X	WELL CARE HEALTH PLANS, I	94946T106			5/3/2012		7/2/2012	897	1,034		-137		
137	X	WELL CARE HEALTH PLANS, I	94946T106			5/7/2012		7/2/2012	106	120		-14		
138	X	WESCO INTL INC	95082P105			6/20/2012		9/27/2012	1,119	1,134		-15		
139	X	WILEY JOHN & SONS INC	968223206			8/27/2009		4/18/2012	1,025	699		326		
140	X	WOLVERINE WORLD WIDE IN	978097103			7/13/2011		12/13/2011	141	159		-18		
141	X	WOLVERINE WORLD WIDE IN	978097103			9/3/2009		12/13/2011	1,023	720		303		
142	X	WOLVERINE WORLD WIDE IN	978097103			9/3/2009		1/3/2012	949	671		278		
143	X	WYNDHAM WORLDWIDE COR	98310W108			2/8/2011		11/16/2011	1,127	1,012		115		
144	X	WYNDHAM WORLDWIDE COR	98310W108			2/8/2011		5/10/2012	1,127	675		452		
145	X	WYNDHAM WORLDWIDE COR	98310W108			2/8/2011		6/13/2012	858	521		337		
146	X	AMPHENOL CORP CL A	032095101			8/27/2009		6/13/2012	1,685	1,061		624		
147	X	ANSYS INC	03662Q105			8/30/2011		5/3/2012	748	621		127		
148	X	APPLE INC	037833100			7/12/2010		8/22/2012	3,957	1,565		2,392		
149	X	APPLE INC	037833100			7/12/2010		9/24/2012	8,242	3,130		5,112		
150	X	ASCENA RETAIL GROUP INC	04351G101			1/5/2012		4/24/2012	1,358	1,106		252		
151	X	ASSOCIATED ESTATES RLTY	045604105			7/15/2011		2/6/2012	1,133	1,215		-82		
152	X	ATMEL CORP	049513104			5/27/2011		1/7/2012	8,598	12,364		-3,766		
153	X	BANK NEW YORK MELLON CO	064058100			8/25/2011		1/9/2012	10,635	10,463		172		

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

										Amount				
Long Term CG Distributions										5,903				
Short Term CG Distributions										0				
Index	Check "X" if Sale of Security	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Totals					
									Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improve-ments	Depreciation	Net Gain or Loss
154	X	BE AEROSPACE INC COM	073302101			4/6/2011		11/10/2011	1,339	1,294				45
155	X	BELLSOUTH CORP 5.200%	079860AG7			8/22/2012		8/29/2012	9,788	9,805				-17
156	X	BIO RAD LABS INC CL A	090572207			8/27/2009		6/8/2012	972	848				124
157	X	BORG WARNER INC	099724106			9/9/2011		10/3/2012	1,643	1,508				137
158	X	BRISTOL MYERS SQUIBB CO	110122108			1/24/2008		8/22/2012	1,707	1,246				461
159	X	BRISTOL MYERS SQUIBB CO	110122108			1/24/2008		10/26/2012	10,264	7,059				3,205
160	X	BRUNSWICK CORP	117043109			3/16/2012		7/23/2012	1,407	1,738				-331
161	X	BRUNSWICK CORP	117043109			3/19/2012		7/23/2012	22	26				-4
162	X	CBS CORP NEW	124857202			4/20/2011		6/13/2012	3,569	2,785				784
163	X	CBS CORP NEW	124857202			4/20/2011		8/22/2012	2,087	1,429				658
164	X	CBS CORP NEW	124857202			4/20/2011		9/24/2012	12,331	8,182				4,149
165	X	CVS/CAREMARK CORPORATI	126650100			8/26/2010		8/22/2012	2,281	1,403				878
166	X	CVS/CAREMARK CORPORATI	126650100			8/26/2010		10/9/2012	2,215	1,291				924
167	X	CVS CAREMARK CORP 6.60	126650BN9			11/10/2009		8/20/2012	10,086	8,832				1,254
168	X	CADENCE DESIGN SYSTEMS	127387108			7/12/2012		8/22/2012	2,129	1,832				297
169	X	CARDINAL HEALTH INC COM	14149Y108			3/18/2010		8/9/2012	11,926	10,566				1,360
170	X	CARMAX INC	143130102			7/25/2011		1/6/2012	1,706	1,812				-106
171	X	CASH AMERICA INTERNATIONAL	14754D100			10/11/2011		1/18/2012	1,204	1,637				-433
172	X	CATALYST HEALTH SOLUTION	14888B103			6/6/2011		11/3/2011	1,254	1,467				-213
173	X	CELGENE CORP COM	151020104			11/7/2011		8/22/2012	1,854	1,662				192
174	X	CEPHEID	15670R107			4/25/2011		7/20/2012	1,402	1,248				154
175	X	CHEVRON CORP	166764100			8/27/2007		8/22/2012	2,449	1,919				530
176	X	CHICAGO BRIDGE & IRON CO	167250109			8/9/2012		8/22/2012	1,903	1,943				-40
177	X	CHURCH & DWIGHT INC	171340102			11/10/2011		5/1/2012	1,226	1,045				181
178	X	CISCO SYSTEMS INC	17275R102			6/3/2009		8/22/2012	2,031	2,058				-27
179	X	COMCAST CORP CLASS A	20030N101			2/11/2011		8/22/2012	2,544	1,797				747
180	X	COMCAST CORP CLASS A	20030N101			2/11/2011		9/25/2012	3,931	2,564				1,367
181	X	COMERICA INC	200340107			10/31/2011		3/2/2012	1,242	1,094				148
182	X	ROSS STORES INC	778296103			5/9/2008		6/13/2012	2,783	752				2,031
183	X	ROSS STORES INC	778296103			5/9/2008		8/22/2012	2,017	507				1,510
184	X	SLM CORP	78442P106			10/18/2011		1/6/2012	1,317	1,270				47
185	X	SLM CORP	78442P106			4/13/2010		1/6/2012	55	53				2
186	X	SLM CORP	78442P106			6/12/2012		6/26/2012	447	434				13
187	X	SLM CORP	78442P106			6/13/2012		6/26/2012	716	702				14
188	X	SLM CORP	78442P106			4/13/2010		6/26/2012	119	106				13
189	X	ST JUDE MED INC	790849103			3/24/2010		12/16/2011	333	405				-72
190	X	ST JUDE MED INC	790849103			2/19/2010		12/16/2011	367	430				-63
191	X	SOLUTIA INC/NEW	834376501			7/1/2010		1/27/2012	2,163	1,001				1,162
192	X	SOTHEBYS	835898107			11/16/2011		1/26/2012	1,119	1,050				69
193	X	SPECTRUM BRANDS HOLDIN	84763R101			9/5/2012		10/26/2012	2,115	1,767				348
194	X	SYMANTEC CORP	871503108			5/27/2011		7/12/2012	8,323	12,116				-3,793
195	X	TEREX CORP NEW	880779103			8/9/2012		8/22/2012	1,933	2,015				-82
196	X	TESCO CORP	88157K101			8/13/2010		8/17/2012	1,227	1,288				-61
197	X	3M CO	88579Y101			11/9/2009		1/9/2012	11,046	10,119				927
198	X	TIBCO SOFTWARE INC	88632Q103			1/9/2012		4/16/2012	16,061	11,389				4,672
199	X	TIDWATER INC	886423102			1/27/2011		6/26/2012	1,362	1,790				-428
200	X	TIM HORTONS INC	88706M103			10/14/2011		5/10/2012	1,442	1,262				180
201	X	TOWERS WATSON & CO CL A	891894107			6/30/2011		1/3/2012	896	973				-77
202	X	TYCO INTERNATIONAL 3.375	902118BN7			8/20/2012		8/20/2012	10,633	10,027				606
203	X	TYSON FOODS INC 4.500%	902494AT0			8/16/2012		8/20/2012	9,924	9,929				-5
204	X	PALL CORP	696429307			3/8/2012		6/5/2012	535	592				-57

Line 6 (990-PF) - Gain/Loss from Sale of Assets Other Than Inventory

Totals													
Gross Sales													
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Line 16b (990-PF) - Accounting Fees

		857	0	0	857
	Name of Organization or Person Providing Service	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
1	TAX PREP FEES	857			857
2					
3					
4					
5					
6					
7					
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9					
10					

Line 18 (990-PF) - Taxes

		2,633	525	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	PY FED EXCISE TAX	176			
2	ESTIMATED EXCISE TAX PAID	1,932			
3	FOREIGN TAX WITHHELD	525	525		
4					
5					
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Line 23 (990-PF) - Other Expenses

		645	645	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	TRUSTEE FEES				
2	ADR FEES	645	645		
3	STATE AG FEES				
4					
5					
6					
7					
8					
9					

Part II, Line 10b (990-PF) - Investments - Corporate Stock

	Description	Num. Shares/ Face Value	Book Value Beg. of Year	Book Value End of Year	543,139	0	FMV Beg. of Year	FMV End of Year
1	CORPORATE STOCK		0	543,139				654,263
2								
3								
4								
5								
6								
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9								
10								

Part II, Line 10c (990-PF) - Investments - Corporate Bonds

		Interest Rate	Maturity Date	Book Value Beg. of Year	Book Value End of Year	FMV Beg. of Year	FMV End of Year
1	CORPORATE BONDS			0	253,301		269,531
2							
3							
4							
5							
6							
7							
8							
9							
10							

Part II, Line 13 (990-PF) - Investments - Other

		2,513,440	1,715,069	1,665,957
		Book Value	Book Value	FMV
		End of Year	End of Year	End of Year
1	Item or Category	Basis of Valuation	Book Value	FMV
1	OTHER INVESTMENTS		2,513,440	1,665,957
2				
3				
4				
5				
6				
7				
8				
9				
10				

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount													
Long Term CG Distributions													
Short Term CG Distributions													
5,903													
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Totals													
1,000,761													
0													
935,872													
64,889													
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Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount															
5,903															
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Long Term CG Distributions															
Short Term CG Distributions															
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	0	Gains Minus Excess of FMV Over Adjusted Basis or Losses
59	HALLIBURTON CO	406216101		11/4/2010	10/26/2012		9,275	0	9,391	-116			0	0	64,889
60	HOLOGIC INC COM	436440101		7/13/2011	11/7/2011		9,411	0	11,934	-2,523			0	0	-2,523
61	HOME DEPOT INC	437076102		3/30/2009	6/13/2012		5,266	0	2,365	2,901			0	0	2,901
62	HOME DEPOT INC	437076102		3/30/2009	8/22/2012		2,036	0	835	1,201			0	0	1,201
63	HUNT J B TRANS SVCS INC	445658107		4/8/2011	6/20/2012		1,607	0	1,198	411			0	0	411
64	IAC/INTERACTIVECORP	44919P508		8/26/2010	8/22/2012		2,107	0	1,014	1,093			0	0	1,093
65	INTEL CORP	458140100		10/17/2007	8/22/2012		1,952	0	2,016	-64			0	0	-64
66	INTEL CORP	458140100		10/17/2007	10/9/2012		9,450	0	11,462	-2,012			0	0	-2,012
67	INTERCONTINENTAL EXCHANGE INC	45865V100		1/3/2011	1/4/2012		350	0	360	-10			0	0	-10
68	INTERCONTINENTAL EXCHANGE INC	45865V100		11/13/2009	1/4/2012		817	0	758	59			0	0	59
69	INTERCONTINENTAL EXCHANGE INC	45865V100		11/13/2009	1/27/2012		831	0	866	65			0	0	65
70	INTERNATIONAL BUSINESS MACHS CO	459200101		8/13/2002	8/22/2012		2,370	0	884	1,486			0	0	1,486
71	INTERNATIONAL BUSINESS MACHS CO	459200101		8/13/2002	10/26/2012		13,502	0	5,154	8,348			0	0	8,348
72	INTERNATIONAL GAME TECHNOLOGY	459802102		2/15/2012	7/25/2012		1,383	0	1,668	-285			0	0	-285
73	JPMORGAN CHASE & CO	46625H100		4/10/2008	8/22/2012		1,841	0	2,054	-213			0	0	-213
74	JOHNSON & JOHNSON	478160104		1/30/2004	8/22/2012		1,487	0	1,178	309			0	0	309
75	KRAFT FOODS INC 6 125% 8/23/18	50075NAV6		6/18/2009	8/20/2012		10,993	0	9,193	1,800			0	0	1,800
76	LABORATORY CRP OF AMER HLDGS	50540R409		8/1/2011	1/19/2012		1,765	0	1,766	-1			0	0	-1
77	LIBERTY MEDIA CORP - LIBERTY C	530322106		2/14/2011	12/6/2011		2	0	3	-1			0	0	-1
78	LINCOLN ELECTRIC HOLDINGS COM	533900106		7/12/2012	8/22/2012		1,840	0	1,821	19			0	0	19
79	LINCOLN ELECTRIC HOLDINGS COM	533900106		7/12/2012	10/9/2012		9,434	0	10,460	-1,026			0	0	-1,026
80	MDC PARTNERS INC-A	552697104		11/2/2011	3/28/2012		804	0	1,034	-230			0	0	-230
81	MSCI INC	55354G100		7/3/2012	10/2/2012		1,314	0	1,671	-357			0	0	-357
82	MCKESSON CORP	58155Q103		10/19/2009	11/7/2011		2,439	0	1,839	600			0	0	600
83	MCKESSON CORP	58155Q103		10/19/2009	8/22/2012		1,816	0	1,287	529			0	0	529
84	MEDNAX INC	58502B106		2/5/2010	4/27/2012		1,741	0	1,338	403			0	0	403
85	METLIFE INC	59156R108		5/27/2011	8/22/2012		2,113	0	2,671	-558			0	0	-558
86	MICROSOFT CORP	594918104		12/27/1995	8/22/2012		1,860	0	349	1,511			0	0	1,511
87	NRG ENERGY INC	629377508		7/27/2011	12/12/2011		874	0	1,204	-330			0	0	-330
88	NASDAQ OMX GRP INC	631103108		1/27/2012	5/23/2012		911	0	1,090	-179			0	0	-179
89	NATIONAL OILWELL INC COM	637071101		3/8/2011	8/22/2012		1,705	0	1,748	-43			0	0	-43
90	OCCIDENTAL PETE CORP	674589105		7/26/2007	8/9/2012		13,074	0	8,613	4,461			0	0	4,461
91	ORACLE CORPORATION	68389X105		7/12/2010	8/22/2012		2,023	0	1,494	529			0	0	529
92	PIMCO REAL RETURN FUND-INST #122	693391104		11/29/2007	8/22/2012		25,000	0	23,057	1,943			0	0	1,943
93	PIONEER NAT RES CO COM	723787107		1/5/2012	6/4/2012		934	0	1,022	-88			0	0	-88
94	PLANTRONICS INC COM	727493108		5/9/2011	2/1/2012		1,147	0	1,131	16			0	0	16
95	POLARIS INDS INC COM	731068102		8/18/2011	11/10/2011		1,356	0	1,063	293			0	0	293
96	QUALCOMM INC	747525103		4/16/2012	8/22/2012		1,791	0	1,916	-125			0	0	-125
97	QUESTCOR PHARMACEUTICALS INC	74835Y101		1/9/2012	8/22/2012		1,693	0	1,698	-5			0	0	-5
98	QUESTCOR PHARMACEUTICALS INC	74835Y101		1/9/2012	9/24/2012		4,609	0	9,723	-5,114			0	0	-5,114
99	RAYMOND JAMES FINL INC	754730109		3/8/2011	8/22/2012		1,845	0	1,826	-181			0	0	-181
100	RAYMOND JAMES FINL INC	754730109		3/8/2011	10/26/2012		10,258	0	10,448	-190			0	0	-190
101	RELANCE STL & ALUM CO COM	758509102		11/22/2011	2/15/2012		1,220	0	1,004	216			0	0	216
102	ROCK-TENN CO CL A	772739207		1/29/2010	12/15/2011		1,363	0	1,076	287			0	0	287
103	ROCK-TENN CO CL A	772739207		1/29/2010	1/5/2012		1,200	0	904	296			0	0	296
104	ROCKWOOD HLDGS INC	774415103		4/20/2011	8/22/2012		1,770	0	1,858	-88			0	0	-88
105	ROCKWOOD HLDGS INC	774415103		4/20/2011	9/4/2012		7,167	0	7,530	-363			0	0	-363
106	ROCKWOOD HLDGS INC	774415103		4/20/2011	9/5/2012		2,885	0	2,983	-98			0	0	-98
107	ROSETTA RESOURCES INC	777779307		8/8/2011	5/10/2012		249	0	258	-9			0	0	-9
108	ROSETTA RESOURCES INC	777779307		8/17/2011	5/10/2012		748	0	894	-146			0	0	-146
109	ROSS STORES INC	778296103		5/9/2008	1/13/2012		2,411	0	822	1,589			0	0	1,589
110	US TREASURY BOND 5 500% 8/15/28	912810FE3		4/15/2009	7/12/2012		4,417	0	3,718	699			0	0	699
111	US TREASURY NOTE 2 750% 10/31/13	912828JQ4		3/17/2011	3/7/2012		9,365	0	9,442	-77			0	0	-77
112	US TREASURY NOTE 2 750% 10/31/13	912828JQ4		3/17/2011	6/28/2012		10,329	0	10,491	-162			0	0	-162
113	US TREASURY NOTE 3 125% 1/31/17	912828MK3		6/21/2011	1/26/2012		10,035	0	9,640	395			0	0	395
114	US TREASURY NOTE 3 125% 1/31/17	912828MK3		2/2/2010	8/20/2012		12,164	0	11,009	1,155			0	0	1,155
115	US TREASURY NOTE 3 125% 1/31/17	912828MK3		6/21/2011	8/20/2012		7,740	0	7,498	242			0	0	242
116	US TREASURY NOTE 3 500% 5/15/20	912828ND8		8/30/2011	8/20/2012		4,622	0	4,515	107			0	0	107

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

Amount													
5,903													
0													
Long Term CG Distributions													
Short Term CG Distributions													
	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/89	Adjusted Basis as of 12/31/89	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
117	US TREASURY NOTE 3 500% 5/15/20	912828ND8		2/3/2011	8/20/2012	3,466	0	3,027	439			0	439
118	US TREASURY NOTE 2 125% 5/31/15	912828NF3		10/5/2011	8/20/2012	27,248	0	27,448	-200			0	-200
119	US TREASURY NOTE 2 125% 2/29/16	912828QJ2		9/2/2011	7/12/2012	6,360	0	6,376	-16			0	-16
120	US TREASURY NOTE 2 125% 2/29/16	912828QJ2		9/2/2011	8/20/2012	16,905	0	17,002	-97			0	-97
121	US TREASURY NOTE 2 125% 2/29/16	912828QJ2		12/7/2011	8/20/2012	3,170	0	3,181	-11			0	-11
122	UNITED TECHNOLOGIES CORP	913017109		12/12/2005	8/9/2012	13,294	0	9,829	3,665			0	3,665
123	UNITEDHEALTH GROUP INC	91324P102		7/13/2011	8/22/2012	1,833	0	1,779	54			0	54
124	VAIL RESORTS INC COM	91879Q109		1/19/2012	3/15/2012	1,194	0	1,135	59			0	59
125	VAIL RESORTS INC COM	91879Q109		1/3/2012	3/15/2012	92	0	80	12			0	12
126	VAIL RESORTS INC COM	91879Q109		1/3/2012	5/10/2012	1,054	0	962	92			0	92
127	VALE OVERSEAS LIMITE 6 250% 1/23/1	91911TAG8		1/20/2011	1/18/2012	10,230	0	10,020	210			0	210
128	VALE OVERSEAS LIMITE 4 375% 1/11/2	91911TAM5		1/18/2012	8/16/2012	10,309	0	10,102	207			0	207
129	VERIZON COMMUNICATIONS	92343V104		11/4/2010	8/22/2012	2,047	0	1,602	445			0	445
130	VERIZON COMMUNICATIO 6 350% 4/01	92343VAV6		7/24/2009	8/20/2012	10,090	0	8,773	1,317			0	1,317
131	VERISK ANALYTICS INC	92345Y106		4/24/2012	6/20/2012	1,893	0	1,878	15			0	15
132	WABCO HOLDINGS INC	92927K102		1/18/2011	8/22/2012	1,689	0	1,782	-93			0	-93
133	CRM MID CAP VALUE FD-INSTL #32	92934R769		8/21/2008	8/22/2012	25,000	0	19,208	5,792			0	5,792
134	WAL MART STORES INC	931142103		6/23/2010	8/22/2012	2,151	0	1,527	624			0	624
135	WASTE CONNECTIONS INC COM	941053100		6/8/2011	4/3/2012	1,392	0	1,346	46			0	46
136	WELLCARE HEALTH PLANS, INC	94946T106		5/3/2012	7/22/2012	897	0	1,034	-137			0	-137
137	WELLCARE HEALTH PLANS, INC	94946T106		5/7/2012	7/22/2012	106	0	120	-14			0	-14
138	WESCO INTL INC	95082P105		8/20/2012	9/27/2012	1,119	0	1,134	-15			0	-15
139	WILEY JOHN & SONS INC	968223206		8/27/2009	4/18/2012	1,025	0	699	326			0	326
140	WOLVERINE WORLD WIDE INC COM	978097103		7/13/2011	12/13/2011	141	0	159	-18			0	-18
141	WOLVERINE WORLD WIDE INC COM	978097103		9/3/2009	12/13/2011	1,023	0	720	303			0	303
142	WOLVERINE WORLD WIDE INC COM	978097103		9/3/2009	1/3/2012	949	0	671	278			0	278
143	WYNDHAM WORLDWIDE CORP	98310W108		2/8/2011	11/16/2011	1,127	0	1,012	115			0	115
144	WYNDHAM WORLDWIDE CORP	98310W108		2/8/2011	5/10/2012	1,127	0	675	452			0	452
145	WYNDHAM WORLDWIDE CORP	98310W108		2/8/2011	6/13/2012	858	0	521	337			0	337
146	AMPHENOL CORP CL A	032095101		8/27/2008	6/13/2012	1,685	0	1,061	624			0	624
147	ANSYS INC	03662Q105		8/30/2011	5/3/2012	748	0	621	127			0	127
148	APPLE INC	037833100		7/12/2010	8/22/2012	3,957	0	1,565	2,392			0	2,392
149	APPLE INC	037833100		7/12/2010	9/24/2012	8,242	0	3,130	5,112			0	5,112
150	ASCENA RETAIL GROUP INC	04351G101		1/5/2012	4/24/2012	1,358	0	1,106	252			0	252
151	ASSOCIATED ESTATES RLTY CORP CO	045604105		7/15/2011	2/6/2012	1,133	0	1,215	-82			0	-82
152	ATMEL CORP	048513104		5/27/2011	1/7/2012	8,598	0	12,364	-3,766			0	-3,766
153	BANK NEW YORK MELLON CORP COM	084058100		8/25/2011	1/9/2012	10,635	0	10,463	172			0	172
154	BE AEROSPACE INC COM	073302101		4/6/2011	11/10/2011	1,339	0	1,294	45			0	45
155	BELLSOUTH CORP	110122108		8/22/2012	8/29/2012	9,788	0	9,805	-17			0	-17
156	BIO RAD LABS INC CL A	079880AG7		8/27/2009	6/8/2012	972	0	848	124			0	124
157	BORG WARNER INC	090572207		9/9/2011	10/3/2012	1,643	0	1,508	137			0	137
158	BRISTOL MYERS SQUIBB CO	110122108		1/24/2008	8/22/2012	1,707	0	1,246	461			0	461
159	BRISTOL MYERS SQUIBB CO	110122108		1/24/2008	10/26/2012	10,264	0	7,059	3,205			0	3,205
160	BRUNSWICK CORP	117043109		3/16/2012	7/23/2012	1,407	0	1,738	-331			0	-331
161	BRUNSWICK CORP	117043109		3/19/2012	7/23/2012	22	0	26	-4			0	-4
162	CBS CORP NEW	124857202		4/20/2011	6/13/2012	3,569	0	2,785	784			0	784
163	CBS CORP NEW	124857202		4/20/2011	8/22/2012	2,087	0	1,429	658			0	658
164	CBS CORP NEW	124857202		4/20/2011	9/24/2012	12,331	0	8,182	4,149			0	4,149
165	CVS/CAREMARK CORPORATION	126650100		8/26/2010	8/22/2012	2,281	0	1,403	878			0	878
166	CVS/CAREMARK CORPORATION	126650100		8/26/2010	10/9/2012	2,215	0	1,291	924			0	924
167	CVS CAREMARK CORP 6 600% 3/15/1	126650BN8		11/10/2009	8/20/2012	10,086	0	8,832	1,254			0	1,254
168	CADENCE DESIGN SYSTEMS INC	127387108		7/12/2012	8/22/2012	2,129	0	1,832	297			0	297
169	CARDINAL HEALTH INC COM	14149Y108		3/18/2010	8/9/2012	11,926	0	10,566	1,360			0	1,360
170	CARMAX INC	143130102		7/25/2011	1/6/2012	1,706	0	1,812	-106			0	-106
171	CASH AMERICA INTERNATIONAL INC	14754D100		10/11/2011	1/18/2012	1,204	0	1,637	-433			0	-433
172	CATALYST HEALTH SOLUTIONS INC	14888B103		6/6/2011	11/3/2011	1,254	0	1,467	-213			0	-213
173	CELGENE CORP COM	151020104		11/7/2011	8/22/2012	1,854	0	1,662	192			0	192
174	CEPHEID	15670R107		4/25/2011	7/20/2012	1,402	0	1,248	154			0	154

Part IV (990-PF) - Capital Gains and Losses for Tax on Investment Income

	Kind(s) of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Totals	Amount		Gross Sales Price	Depreciation Allowed	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
							Long Term CG Distributions	Short Term CG Distributions								
							5,903	0								
175	CHEVRON CORP	166764100		8/27/2007	8/22/2012				2,449	0	1,919	530			0	64,889
176	CHICAGO BRIDGE & IRON COMPANY N	167250109		8/9/2012	8/22/2012				1,903	0	1,943	-40			0	-40
177	CHURCH & DWIGHT INC	171340102		11/10/2011	5/1/2012				1,228	0	1,045	181			0	181
178	CISCO SYSTEMS INC	17275R102		6/3/2009	8/22/2012				2,031	0	2,058	-27			0	-27
179	COMCAST CORP CLASS A	20030N101		2/11/2011	8/22/2012				2,544	0	1,797	747			0	747
180	COMCAST CORP CLASS A	20030N101		2/11/2011	9/25/2012				3,931	0	2,564	1,367			0	1,367
181	COMERICA INC	200340107		10/31/2011	3/2/2012				1,242	0	1,094	148			0	148
182	ROSS STORES INC	778286103		5/9/2008	6/13/2012				2,783	0	752	2,031			0	2,031
183	ROSS STORES INC	778286103		5/9/2008	8/22/2012				2,017	0	507	1,510			0	1,510
184	SLM CORP	78442P106		10/18/2011	1/6/2012				1,317	0	1,270	47			0	47
185	SLM CORP	78442P106		4/13/2010	1/6/2012				55	0	53	2			0	2
186	SLM CORP	78442P106		6/12/2012	6/26/2012				447	0	434	13			0	13
187	SLM CORP	78442P106		6/13/2012	6/26/2012				716	0	702	14			0	14
188	SLM CORP	78442P106		4/13/2010	6/26/2012				119	0	106	13			0	13
189	ST JUDE MED INC	790849103		3/24/2010	12/16/2011				333	0	405	-72			0	-72
190	ST JUDE MED INC	790849103		2/19/2010	12/16/2011				367	0	430	-63			0	-63
191	SOLUTIA INC/NEW	834376501		7/1/2010	1/27/2012				2,163	0	1,001	1,162			0	1,162
192	SOTHEBYS	835898107		11/16/2011	1/28/2012				1,119	0	1,050	69			0	69
193	SPECTRUM BRANDS HOLDINGS INC	84763R101		9/5/2012	10/26/2012				2,115	0	1,767	348			0	348
194	SYMANTEC CORP	871503108		5/27/2011	7/12/2012				8,323	0	12,116	-3,793			0	-3,793
195	TEREX CORP NEW	880778103		8/9/2012	8/22/2012				1,933	0	2,015	-82			0	-82
196	TESCO CORP	88157K101		8/13/2010	8/17/2012				1,227	0	1,288	-61			0	-61
197	3M CO	88579Y101		11/9/2009	1/9/2012				11,046	0	10,119	927			0	927
198	TIBCO SOFTWARE INC	88632Q103		1/9/2012	4/16/2012				16,061	0	11,389	4,672			0	4,672
199	TIDEWATER INC	886423102		1/27/2011	6/26/2012				1,362	0	1,790	-428			0	-428
200	TIM HORTONS INC	88706M103		10/14/2011	5/10/2012				1,442	0	1,262	180			0	180
201	TOWERS WATSON & CO CLA	891894107		6/30/2011	1/3/2012				896	0	973	-77			0	-77
202	TYCO INTERNATIONAL 3.375% 10/15/1902118BN7			5/4/2010	8/20/2012				10,633	0	10,027	606			0	606
203	TYSON FOODS INC 4.500% 6/15/22 902494AT0			8/16/2012	8/20/2012				9,924	0	9,929	-5			0	-5
204	PALL CORP	696428307		3/8/2012	6/5/2012				535	0	592	-57			0	-57
205	PHILLIPS 66	718546104		4/12/2004	5/14/2012				2,467	0	1,322	1,145			0	1,145
206	US BANCORP DEL NEW	902973304		1/9/2012	8/22/2012				2,070	0	1,775	295			0	295
207	UNION PACIFIC CORP	907818108		11/10/2010	4/16/2012				12,972	0	10,867	2,105			0	2,105
208	US TREASURY BOND 6.250% 8/15/23 912810EQ7			8/22/2012	10/16/2012				5,761	0	5,766	-5			0	-5
209	CONOCOPHILLIPS	20825C104		5/14/2012	8/22/2012				1,972	0	1,850	122			0	122
210	CROWN HLDGS INC	228368108		12/15/2011	5/4/2012				1,674	0	1,506	168			0	168
211	CULLEN FROST BANKERS INC COM			8/11/2011	3/20/2012				1,181	0	966	215			0	215
212	DANAHER CORP	235851102		11/4/2010	5/14/2012				12,979	0	10,872	2,107			0	2,107
213	JOHN DEERE CAPITAL 2.800% 1/27/23 24422ERT8			7/12/2012	8/20/2012				10,127	0	10,275	-148			0	-148
214	COVIDIEN PLC	G2554F113		9/15/2011	1/9/2012				10,023	0	10,625	-602			0	-602
215	HERBALIFE LTD	G4412G101		9/15/2011	8/22/2012				1,425	0	1,602	-177			0	-177
216	SIGNET JEWELERS LIMITED	G81276100		1/19/2012	7/6/2012				1,113	0	1,161	-48			0	-48
217	SIGNET JEWELERS LIMITED	G81276100		1/19/2012	8/21/2012				531	0	511	20			0	20
218	SIGNET JEWELERS LIMITED	G81276100		2/15/2012	8/21/2012				628	0	601	27			0	27
219	ACE LIMITED	H0023R105		12/12/2005	1/7/2011				4,248	0	3,247	1,001			0	1,001
220	ACE LIMITED	H0023R105		12/12/2005	8/22/2012				1,779	0	1,321	458			0	458
221	ALLIED WORLD ASSURANCE	H01531104		1/1/2010	7/3/2012				1,831	0	1,052	779			0	779
222	TYCO INTERNATIONAL LTD NEW	H89128104		9/24/2009	7/12/2012				15,142	0	10,044	5,098			0	5,098
223	CHECK POINT SOFTWARE TECH COM	M22465104		10/12/2010	5/8/2012				713	0	510	203			0	203
224	CHECK POINT SOFTWARE TECH COM	M22465104		10/18/2010	5/8/2012				823	0	585	238			0	238

[illegible]

Part

	0	0	0
	Benefits	Expense Account	Explanation
1			
2			
3			
4			
5			
6			
7			
8			
9			
10			

Part VI, Line 6a (990-PF) - Estimated Tax Payments

	Date		Amount
1 Credit from prior year return		1	
2 First quarter estimated tax payment	3/9/2012	2	483
3 Second quarter estimated tax payment	4/11/2012	3	483
4 Third quarter estimated tax payment	7/11/2012	4	483
5 Fourth quarter estimated tax payment	10/10/2012	5	483
6 Other payments		6	0
7 Total		7	1,932

Part XIII, Line 2a, Column C (990-PF) - Prior Year Undistributed Income

1	Distributable amounts for 2010 that remained undistributed at the beginning of the 2011 tax year	1	<u>122,515</u>
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	<u>122,515</u>

990PF, PART VII-A LINE 8B - EXPLANATION OF NON-FILING WITH A.G. STMT

FL does not require a copy of Form 990-PF to be filed with their office.