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 DEC 1, 2011 **, and ending** NOV 30, 2012

Name of foundation
THE VILCEK FOUNDATION INC.

A Employer identification number
51-0404790

Number and street (or P O box number if mail is not delivered to street address)
167 EAST 73RD STREET

Room/suite

B Telephone number
212-472-2500

City or town, state, and ZIP code
NEW YORK, NY 10021

C If exemption application is pending, check here ▶ ☐

D 1 Foreign organizations, check here ▶ ☐

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

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

F If the foundation is in a 60-month termination under section 507(b)(1)(B), check here ▶ ☐

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶$ 108,974,493.

J Accounting method: ☐ Cash ☐ Accrual ☒ Other (specify) MODIFIED CASH
(Part I, column (d) must be on cash basis)

Part I **Analysis of Revenue and Expenses** (The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))		**(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 ▶ ☒ if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	7,570.	7,570.	7,570.	STATEMENT 1
	4 Dividends and interest from securities	988,073.	987,458.	988,073.	STATEMENT 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	598,871.			
	b Gross sales price for all assets on line 6a 8,817,796.				
	7 Capital gain net income (from Part IV, line 2)		598,708.		
	8 Net short-term capital gain			48,290.	
	9 Income modifications				
	10a Gross sales less returns and allowances				
	b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	10,051,021.	10,050,740.	20,076.	STATEMENT 3
	12 **Total.** Add lines 1 through 11	11,645,535.	11,644,476.	1,064,009.	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	214,308.	20,531.	190,777.	23,531.
	14 Other employee salaries and wages	506,742.	0.	241,566.	265,176.
	15 Pension plans, employee benefits	222,260.	4,489.	60,761.	161,499.
	16a Legal fees STMT 4	44,766.	0.	0.	44,766.
	b Accounting fees STMT 5	54,998.	0.	0.	52,998.
	c Other professional fees STMT 6	356,372.	236,317.	26,750.	115,055.
	17 Interest	3,862.	3,797.	0.	0.
	18 Taxes STMT 7	233,863.	8,552.	0.	0.
	19 Depreciation and depletion	354,238.	0.	0.	
	20 Occupancy				
	21 Travel, conferences, and meetings	132,947.	2,931.	2,931.	130,016.
	22 Printing and publications	279,597.	239,500.	239,500.	40,097.
	23 Other expenses STMT 8	1,201,468.	65,948.	301,724.	833,542.
	24 **Total operating and administrative expenses.** Add lines 13 through 23	3,605,421.	582,065.	1,064,009.	1,666,680.
	25 Contributions, gifts, grants paid	516,333.			516,333.
	26 **Total expenses and disbursements** Add lines 24 and 25	4,121,754.	582,065.	1,064,009.	2,183,013.
	27 Subtract line 26 from line 12:				
	a Excess of revenue over expenses and disbursements	7,523,781.			
	b **Net investment income** (if negative, enter -0-)		11,062,411.		
	c **Adjusted net income** (if negative, enter -0-)			0.	

123501
12-02-11 LHA **For Paperwork Reduction Act Notice, see instructions**

94

9

Part II Balance Sheets

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

			Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	51,520.	500.	500.
	2	Savings and temporary cash investments	3,368,942.	1,148,936.	1,148,936.
	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 10	569,519.	454,925.	460,122.
	b	Investments - corporate stock STMT 11	4,899,705.	6,609,101.	7,432,739.
	c	Investments - corporate bonds STMT 12	4,402,814.	2,760,946.	2,957,795.
	11	Investments - land, buildings, and equipment basis ▶			
		Less accumulated depreciation ▶			
	12	Investments - mortgage loans			
	13	Investments - other STMT 13	17,644,285.	26,618,419.	29,581,881.
	14	Land, buildings, and equipment: basis ▶ 28,923,207.			
		Less accumulated depreciation STMT 9 ▶ 1,998,863.	26,105,670.	26,924,344.	26,924,344.
	15	Other assets (describe ▶ STATEMENT 14)	1,419,111.	1,468,176.	40,468,176.
	16	**Total assets** (to be completed by all filers)	58,461,566.	65,985,347.	108,974,493.
Liabilities	17	Accounts payable and accrued expenses			
	18	Grants payable			
	19	Deferred revenue			
	20	Loans from officers, directors, trustees, and other disqualified persons			
	21	Mortgages and other notes payable			
	22	Other liabilities (describe ▶)			
	23	**Total liabilities** (add lines 17 through 22)	0.	0.	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☒ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted	58,461,566.	65,985,347.	
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☐ and complete lines 27 through 31			
	27	Capital stock, trust principal, or current funds			
	28	Paid-in or capital surplus, or land, bldg., and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances**	58,461,566.	65,985,347.	
	31	**Total liabilities and net assets/fund balances**	58,461,566.	65,985,347.	

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	58,461,566.
2	Enter amount from Part I, line 27a	2	7,523,781.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	65,985,347.
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	65,985,347.

Part IV Capital Gains and Losses for Tax on Investment Income

	(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a				
b	SEE ATTACHED STATEMENT			
c				
d				
e				

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				
b				
c				
d				
e	8,817,796.		8,208,622.	598,708.

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

	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))
a				
b				
c				
d				
e				598,708.

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	598,708.
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	48,290.

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	17,443,005.	60,141,321.	.290034
2009	2,363,253.	53,741,946.	.043974
2008	2,430,352.	45,750,315.	.053122
2007	2,794,139.	43,646,885.	.064017
2006	4,340,028.	43,303,942.	.100222

2 **Total** of line 1, column (d)	2	.551369
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	.110274
4 Enter the net value of noncharitable-use assets for 2011 from Part X, line 5	4	76,097,091.
5 Multiply line 4 by line 3	5	8,391,531.
6 Enter 1% of net investment income (1% of Part I, line 27b)	6	110,624.
7 Add lines 5 and 6	7	8,502,155.
8 Enter qualifying distributions from Part XII, line 4	8	3,350,213.

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

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

1a	Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1. Date of ruling or determination letter: ________ **(attach copy of letter if necessary-see instructions)**				
b	Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b			1	221,248.
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	221,248.
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	221,248.
6	Credits/Payments:				
a	2011 estimated tax payments and 2010 overpayment credited to 2011	6a	305,821.		
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	305,821.
8	Enter any **penalty** for underpayment of estimated tax. Check here ☒ if Form 2220 is attached			8	
9	**Tax due.** If the total of lines 5 and 8 is more than line 7, enter **amount owed** ▶			9	
10	**Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶			10	84,573.
11	Enter the amount of line 10 to be: **Credited to 2012 estimated tax** ▶ 84,573. **Refunded** ▶			11	0.

Part VII-A Statements Regarding Activities

			Yes	No
1a	During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	1a		X
b	Did it spend more than $100 during the year (either directly or indirectly) for political purposes (see instructions for definition)?	1b		X
	If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities			
c	Did the foundation file **Form 1120-POL** for this year?	1c		X
d	Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: **(1)** On the foundation. ▶ $ 0. **(2)** On foundation managers. ▶ $ 0.			
e	Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. ▶ $ 0.			
2	Has the foundation engaged in any activities that have not previously been reported to the IRS? *If "Yes," attach a detailed description of the activities*	2		X
3	Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? *If "Yes," attach a conformed copy of the changes*	3		X
4a	Did the foundation have unrelated business gross income of $1,000 or more during the year?	4a	X	
b	If "Yes," has it filed a tax return on **Form 990-T** for this year?	4b	X	
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) ▶ NY,DE			
b	If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by *General Instruction G? If "No," attach explanation*	8b	X	
9	Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2011 or the taxable year beginning in 2011 (see instructions for Part XIV)? *If "Yes," complete Part XIV*	9	X	
10	Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10		X

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

			Yes	No
11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	

Website address ▶ WWW.VILCEK.ORG

14 The books are in care of ▶ THE ORGANIZATION Telephone no. ▶ 212-472-2500

Located at ▶ 167 EAST 73RD STREET, NEW YORK, NY ZIP+4 ▶ 10021

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

			Yes	No
16	At any time during calendar year 2011, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country?	16		X
	See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ▶			

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

			Yes	No
	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.			
1a	During the year did the foundation (either directly or indirectly):			
	(1) Engage in the sale or exchange, or leasing of property with a disqualified person? ☒ Yes ☐ No			
	(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? ☐ Yes ☒ No			
	(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? ☒ Yes ☐ No			
	(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? ☒ Yes ☐ No			
	(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? ☐ Yes ☒ No			
	(6) Agree to pay money or property to a government official? (**Exception**. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) ☐ Yes ☒ No			
b	If any answer is "Yes" to 1a(1)-(6), did **any** of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b		X
	Organizations relying on a current notice regarding disaster assistance check here ▶ ☐			
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2011?	1c		X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5)).			
a	At the end of tax year 2011, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2011? ☐ Yes ☒ No			
	If "Yes," list the years ▶ ______, ______, ______, ______			
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement - see instructions.) N/A	2b		
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here. ▶ ______, ______, ______, ______			
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? ☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 2011 as a result of **(1)** any purchase by the foundation or disqualified persons after May 26, 1969; **(2)** the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest; or **(3)** the lapse of the 10-, 15-, or 20-year first phase holding period? *(Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2011.)* N/A	3b		
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2011?	4b		X

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

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

(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No

(2) Influence the outcome of any specific public election (see section 4955); or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No

(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No

(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? ☐ Yes ☒ No

(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No

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

Organizations relying on a current notice regarding disaster assistance check here ▶ ☐

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? N/A ☐ Yes ☐ No

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

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? | 6b | | X

If "Yes" to 6b, file Form 8870

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction? ☐ Yes ☒ No

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction? N/A | 7b |

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

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

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
SEE STATEMENT 15		214,308.	34,293.	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
ANDHIKA MEWENGKANG - C/O THE FDN, 167 EAST 73RD ST., NY, NY 10021	FACILITY MANAGER 35.00	80,712.	24,861.	0.
BRIAN CAVANAUGH - C/O THE FDN, 167 EAST 73RD ST., NY, NY 10021	NEW MEDIA AND IT COORDINATOR 35.00	72,327.	18,544.	0.
JOYCE LI - C/O THE FDN, 167 EAST 73RD ST., NY, NY 10021	ASSOCIATE PROGRAM OFFICER 35.00	68,519.	19,495.	0.
CHRISTOPHER RUNGOO - C/O THE FDN, 167 EAST 73RD ST., NY, NY 10021	EXECUTIVE ASST. FOR ADMIN. 35.00	68,019.	18,495.	0.
ANNE SCHRUTH - C/O THE FDN, 167 EAST 73RD ST., NY, NY 10021	ASSOCIATE PROGRAM OFFICER 35.00	65,712.	18,520.	0.

Total number of other employees paid over $50,000 ▶ 2

Form **990-PF** (2011)

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
ARCHITECTURE RESEARCH OFFICE - 170 VARICK STREET, 7TH AVE., 7TH FL., NEW YORK, NY 10013	ARCHITECT AND DESIGN	791,716.
MERRELL PUBLISHER LTD 81 SOUTHWARK STREET, LONDON, UNITED KINGDOM	PUBLISHING	159,000.
KAREN THOMAS ASSOCIATES - 345 SEVENTH AVENUE, STE. 2501, NEW YORK, NY 10001	PROJECT MANAGEMENT	127,000.
CITIGROUP GLOBAL MARKETS INC - 601 LEXINGTON AVENUE, 3RD FL., NEW YORK, NY 10022	INVESTMENT MANAGEMENT SERVICES	120,136.
SIGNATURE INTERIOR DEMOLITION - 52-15 11TH ST., STE. 2, LONG ISLAND CITY, NY 11101	CONSTRUCTION	86,350.
Total number of others receiving over $50,000 for professional services ▶		1

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 SEE STATEMENT 16	1,972,338.
2 SEE STATEMENT 17	62,500.
3 SEE STATEMENT 18	289,201.
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	
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	34,800,275.
b	Average of monthly cash balances			1b	3,295,645.
c	Fair market value of all other assets			1c	39,160,010.
d	**Total** (add lines 1a, b, and c)			1d	77,255,930.
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	77,255,930.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)			4	1,158,839.
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3. Enter here and on Part V, line 4			5	76,097,091.
6	**Minimum investment return.** Enter 5% of line 5			6	3,804,855.

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

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	2,183,013.
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	1,167,200.
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	3,350,213.
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	0.
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	3,350,213.

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)

123571
12-02-11

Part XIII Undistributed Income (see instructions)

N/A

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

Form **990-PF** (2011)

123581
12-02-11

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

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2011, enter the date of the ruling ▶ 03/19/01

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

	Tax year	Prior 3 years			
	(a) 2011	(b) 2010	(c) 2009	(d) 2008	(e) Total
2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed	0.	0.	0.	0.	0.
b 85% of line 2a	0.	0.	0.	0.	0.
c Qualifying distributions from Part XII, line 4 for each year listed	3,350,213.	17584580.	2,363,253.	2,430,352.	25728398.
d Amounts included in line 2c not used directly for active conduct of exempt activities	453,833.	465,073.	372,953.	283,575.	1,575,434.
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c	2,896,380.	17119507.	1,990,300.	2,146,777.	24152964.
3 Complete 3a, b, or c for the alternative test relied upon:					
a "Assets" alternative test - enter: (1) Value of all assets					0.
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0.
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed	2,536,570.	2,004,711.	1,791,398.	1,525,011.	7,857,690.
c "Support" alternative test - enter:					
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0.
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0.
(3) Largest amount of support from an exempt organization					0.
(4) Gross investment income					0.

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

1 Information Regarding Foundation Managers:

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

DR. JAN VILCEK

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

NONE

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

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

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

SEE ATTACHMENT C

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

SEE ATTACHMENT C

c Any submission deadlines:

VARIOUS

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

SEE ATTACHMENT C

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient Name and address (home or business)	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
a *Paid during the year*				
ALICE GOSTI 1803 14TH AVE., APT. 303 SEATTLE, WA 98122	NONE	N/A	PRIZE	5,000.
ALICE TING 45 HOPEDALE STREET ALLSTON, MA 02134	NONE	N/A	PRIZE	25,000.
ANDREAS HOCHWAGEN 2 WASHINGTON SQUARE VILLAGE, APT. 16D NEW YORK, NY 10012	NONE	N/A	PRIZE	5,000.
BENJAMIN TENOEVER 166 W. 72ND STREET, #2B NEW YORK, NY 10023	NONE	N/A	PRIZE	5,000.
CARLOS BUSTAMANTE 1544 LEROY AVE. BERKELEY, CA 94708	NONE	N/A	PRIZE	100,000.
Total SEE CONTINUATION SHEET(S)			▶ 3a	516,333.
b *Approved for future payment* NONE				
Total			▶ 3b	0.

Form **990-PF** (2011)

123611 12-02-11

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	
1 Program service revenue:					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments			14	7,570.	
4 Dividends and interest from securities	525990	615.	14	987,458.	
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			15	10,030,945.	
8 Gain or (loss) from sales of assets other than inventory	525990	163.	18	598,708.	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue:					
a ORDINARY INCOME THRU K-1	525990	213.	14	16,095.	
b OTHER INCOME			01	3,700.	
c FORM 1042 REFUND			01	68.	
d					
e					
12 Subtotal. Add columns (b), (d), and (e)		991.		11,644,544.	0.

13 **Total.** Add line 12, columns (b), (d), and (e) 13 11,645,535.

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

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

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

123621
12-02-11

Form **990-PF** (2011)

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

			Yes	No
1	Did the organization directly or indirectly engage in any of the following with any other organization described in section 501(c) of the Code (other than section 501(c)(3) organizations) or in section 527, relating to political organizations?			
a	Transfers from the reporting foundation to a noncharitable exempt organization of:			
	(1) Cash	1a(1)		X
	(2) Other assets	1a(2)		X
b	Other transactions:			
	(1) Sales of assets to a noncharitable exempt organization	1b(1)		X
	(2) Purchases of assets from a noncharitable exempt organization	1b(2)		X
	(3) Rental of facilities, equipment, or other assets	1b(3)		X
	(4) Reimbursement arrangements	1b(4)		X
	(5) Loans or loan guarantees	1b(5)		X
	(6) Performance of services or membership or fundraising solicitations	1b(6)		X
c	Sharing of facilities, equipment, mailing lists, other assets, or paid employees	1c		X

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

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

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

b If "Yes," complete the following schedule.

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

Sign Here

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

▶ 4/5/13 ▶ President

Signature of officer or trustee | Date | Title

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
THOMAS F. BLANEY		3/22/13		P00234022

Firm's name ▶ O'CONNOR DAVIES, LLP

Firm's EIN ▶ 27-1728945

Firm's address ▶ 665 FIFTH AVENUE
NEW YORK, NY 10022

Phone no. (212)286-2600

Form 990-PF (2011)

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
CENTER FOR ASIAN AMERICAN MEDIA 145 NINTH STREET STE 350 SAN FRANCISCO, CA 94103-2641	N/A	PUBLIC CHARITY	FUND RECEPTION CELEBRATING THE NEW AMERICAN FILMMAKERS TOUR WEST COAST LAUNCH	1,000.
FANNY ARA 388 SANTA CLARA AVE., APT. 101 OAKLAND, CA 94610	NONE	N/A	PRIZE	5,000.
FRACTURED ATLAS 248 W 35TH STREET 10TH FLOOR NEW YORK, NY 10001	N/A	PUBLIC CHARITY	AYAZAMANA CHILDREN'S TRADITIONAL DANCE CLASS	10,000.
HAWAII INTERNATIONAL FILM FESTIVAL 680 LWILEI RD. SUITE 100 HONOLULU, HI 96817	N/A	PUBLIC CHARITY	SUPPORT THE NEW AMERICAN FILMMAKERS PROGRAM AND TOUR	33,333.
HAWAII INTERNATIONAL FILM FESTIVAL 680 LWILEI RD. SUITE 100 HONOLULU, HI 96817	N/A	PUBLIC CHARITY	FUND THE NEW AMERICAN FILMMAKERS RECEPTION AT THE FESTIVAL IN 2011	8,000.
HAWAII INTERNATIONAL FILM FESTIVAL 680 LWILEI RD. SUITE 100 HONOLULU, HI 96817	N/A	PUBLIC CHARITY	FUND THE NEW AMERICAN FILMMAKERS RECEPTION AT THE FESTIVAL IN 2012	8,000.
KONRAD HOCHEDLINGER 38 GROVE STREET, APT. 3 BOSTON, MA 02114	NONE	N/A	PRIZE	5,000.
LANGUAGE ETC 2200 CALIFORNIA STREET NW WASHINGTON, DC 20008	N/A	PUBLIC CHARITY	SUPPORT THE EXPANSION OF TECHNOLOGY PROGRAM	10,000.
LITTLE KIDS ROCK 362 POMPTON AVENUE, SUITE 2 CEDAR GROVE, NJ 07009	N/A	PUBLIC CHARITY	LITTLE KIDS ROCK MUSIC PROGRAM	10,000.
LUTHERAN SOCIAL SERVICES 475 RIVERSIDE DR STE 1244 NEW YORK, NY 10115	N/A	PUBLIC CHARITY	SUPPORT THE REFUGEE AND IMMIGRANT SERVICES PROGRAMS	20,000.
Total from continuation sheets				376,333.

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
MICHEL KOUAKOU 1760 WEST 125TH STREET, APT. #13 LOS ANGELES, CA 90047	NONE	N/A	PRIZE	25,000.
MIKHAIL BARYSHNIKOV BARYSHNIKOV ARTS CENTER, 450 WEST 37TH STREET, SUITE 501 NEW YORK, NY 10018	NONE	N/A	PRIZE	100,000.
NEW YORK YOUTH SYMPHONY INC 110 W 40TH STREET RM 1503 NEW YORK, NY 10018	N/A	PUBLIC CHARITY	SUPPORT OF NYYS PROGRAMS IN MUSIC	10,000.
NYU SCHOOL OF MED. 550 FIRST AVENUE NEW YORK, NY 10016	N/A	PUBLIC CHARITY	ANTI-INFLAMMATORY PROJECT	62,500.
PONTUS LIDBERG 21 SOUTH PORTLAND AVENUE, APT. 3R BROOKLYN, NY 11217	NONE	N/A	PRIZE	5,000.
SONGHAI SHI 402 E. 64TH ST., #6D NEW YORK, NY 10065	NONE	N/A	PRIZE	5,000.
THANG DAO 200 W. 90TH STREET #12A NEW YORK, NY 10024	NONE	N/A	PRIZE	5,000.
THE JOYCE THEATER FOUNDATION 175 8TH AVENUE NEW YORK, NY 10011	N/A	PUBLIC CHARITY	2012 SPRING GALA DONATION	10,000.
THE PHILBROOK MUSEUM OF ART P.O. BOX 52510 TULSA, OK 74152	N/A	PUBLIC CHARITY	PARTIAL FUNDING OF EXHIBITION "MODELS AND MUSES: MAX WEBER AND FIGURE"	25,000.
UNITED EAST ATHLETIC ASSOCIATION 70 MULBERRY STREET NEW YORK, NY 10013	N/A	PUBLIC CHARITY	FUN FUN SATURDAYS PROGRAM	10,000.
Total from continuation sheets				

123631 08-03-11

THE VILCEK FOUNDATION INC. 51-0404790

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
UPWARDLY GLOBAL 505 8TH AVENUE, SUITE 602 NEW YORK, NY 10018	N/A	PUBLIC CHARITY	2012 PASSPORT TO POSSIBILITIES AWARDS GALA	8,500.
Total from continuation sheets				

123631 08-03-11

CONTINUATION FOR 990-PF, PART IV

THE VILCEK FOUNDATION INC. 51-0404790 PAGE 1 OF 1

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	SALES OF PUBLICLY TRADED SECURITIES - ATT. A	P	VARIOUS	VARIOUS
b	SALES OF PUBLICLY TRADED SECURITIES - SEE ATT. A	P	VARIOUS	VARIOUS
c	CAPITAL GAIN (LOSS) THRU K-1'S, NET OF UBI	P	VARIOUS	VARIOUS
d	CAPITAL GAIN THRU K-1'S, NET OF UBI	P	VARIOUS	VARIOUS
e	CAPITAL GAINS DIVIDENDS			
f				
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	3,845,340.		3,773,630.	71,710.
b	4,862,205.		4,434,992.	427,213.
c				<23,420.>
d				12,954.
e	110,251.			110,251.
f				
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			(l) Losses (from col. (h)) Gains (excess of col. (h) gain over col. (k), but not less than "-0-")
	(i) F.M.V. as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any	
a				** 71,710.
b				427,213.
c				** <23,420.>
d				12,954.
e				110,251.
f				
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	598,708.
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	48,290.

123591
05-01-11

** (SHORT-TERM)

FORM 990-PF PAGE 1

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
1	COMPUTER	04 15 05	SL	5.00	16	1,623.			1,623.	1,623.		0.
2	COMPUTER	04 15 05	SL	5.00	16	1,623.			1,623.	1,623.		0.
3	COMPUTER	06 15 06	SL	5.00	16	1,626.			1,626.	1,626.		0.
4	COMPUTER	06 15 06	SL	5.00	16	1,626.			1,626.	1,626.		0.
5	MORTGAGE COSTS	03 17 06	SL	20.00	16	114,246.			114,246.	32,368.		5,712.
6	2006 BUILDING PURCHASE AND CONSTR	03 17 06	SL	39.00	16	8,093,104.			8,093,104.	1,037,575.		207,515.
7	AV FACILITIES	07 09 07	SL	5.00	16	45,962.			45,962.	40,598.		5,364.
8	PRINTER	07 16 07	SL	5.00	16	700.			700.	607.		93.
9	IT EQUIP	07 25 07	SL	5.00	16	319.			319.	277.		42.
10	6 COMPUTERS	10 24 07	SL	5.00	16	8,709.			8,709.	7,113.		1,596.
11	PHONE SYSTEM	11 28 07	SL	5.00	16	10,612.			10,612.	8,488.		2,124.
12	OFFICE FURNITURE	08 17 07	SL	5.00	16	82,033.			82,033.	69,730.		12,303.
13	CHAIRS, ETC.	10 15 07	SL	5.00	16	29,559.			29,559.	24,633.		4,926.
14	OFFICE FURNITURE	11 08 07	SL	5.00	16	22,131.			22,131.	18,073.		4,058.
15	2 ARM CHAIRS	11 14 07	SL	5.00	16	8,771.			8,771.	7,162.		1,609.
16	OFFICE FURNITURE	11 19 07	SL	5.00	16	69,392.			69,392.	55,512.		13,880.
17	2007 BUILDING CONSTRUCTION WIP	12 01 07	SL	39.00	16	2,770,758.			2,770,758.	284,180.		71,045.
18	2008 BUILDING IMPROVEMENTS	02 29 08	SL	39.00	16	934,869.			934,869.	89,891.		23,971.

128102
05-01-11

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

2011 DEPRECIATION AND AMORTIZATION REPORT

FORM 990-PF PAGE 1 990-PF

Asset No	Description	Date Acquired	Method	Life	Line No	Unadjusted Cost Or Basis	Bus % Excl	* Reduction In Basis	Basis For Depreciation	Accumulated Depreciation	Current Sec 179	Current Year Deduction
19	2011 PURCHASE OF BUILDING		SL	39.00	16	15,607,707.			15,607,707.			0.
20	2011 CONSTRUCTION IN PROGRESS LOCATIO		SL	39.00	16	64,883.			64,883.			0.
21	2012 CONSTRUCTION IN PROGRESS LOCATIO		SL	39.00	16	1,167,200.			1,167,200.			0.
	* TOTAL 990-PF PG 1 DEPR					29,037,453.		0.	29,037,453.	1,682,705.	0.	354,238.

(D) - Asset disposed

* ITC, Section 179, Salvage, Bonus, Commercial Revitalization Deduction

FORM 990-PF INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS STATEMENT 1

SOURCE	AMOUNT
INTEREST ON SAVINGS AND TEMPORARY CASH INVESTMENTS THRU CITI SMITH BARNEY	7,491.
IRS REFUND INTEREST	7.
MONEY FUND INTEREST THRU OPPENHEIMER	72.
TOTAL TO FORM 990-PF, PART I, LINE 3, COLUMN A	7,570.

FORM 990-PF DIVIDENDS AND INTEREST FROM SECURITIES STATEMENT 2

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS AND INTEREST THRU CITI SMITH BARNEY	695,056.	110,251.	584,805.
DIVIDENDS AND INTEREST THRU OPPENHEIMER	242,595.	0.	242,595.
DIVIDENDS AND INTEREST THRU ROCKEFELLER & CO. INC.	67,606.	0.	67,606.
DIVIDENDS AND INTEREST THRU SANFORD BERNSTEIN	237.	0.	237.
INTEREST AND DIVIDENDS THRU K-1S, NET OF UBI	92,830.	0.	92,830.
TOTAL TO FM 990-PF, PART I, LN 4	1,098,324.	110,251.	988,073.

FORM 990-PF OTHER INCOME STATEMENT 3

DESCRIPTION	(A) REVENUE PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME
ROYALTIES - SECTION 1235	10,030,945.	10,030,945.	0 .
ORDINARY INCOME THRU K-1	16,308.	16,095.	16,308.
OTHER INCOME	3,700.	3,700.	3,700.
FORM 1042 REFUND	68.	0.	68.
TOTAL TO FORM 990-PF, PART I, LINE 11	10,051,021.	10,050,740.	20,076.

FORM 990-PF LEGAL FEES STATEMENT 4

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
WITHERS BERGMAN LLP	16,897.	0.	0.	16,897.
KROLL	161.	0.	0.	161.
BRANDT, STEINBERG & LEWIS LLP	5,325.	0.	0.	5,325.
LAW OFFICE OF SLATER & BECKERMAN	4,500.	0.	0.	4,500.
PATTERSON, BELKNAP, WEBB & TYLER LLP	5,951.	0.	0.	5,951.
SLATER & BECKERMAN, LLP	5,000.	0.	0.	5,000.
TANNENBAUM HELPERN SYRAUSE & HIRSCHRITT	6,932.	0.	0.	6,932.
TO FM 990-PF, PG 1, LN 16A	44,766.	0.	0.	44,766.

FORM 990-PF ACCOUNTING FEES STATEMENT 5

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
O'CONNOR DAVIES MUNNS & DOBBINS LLP	24,611.	0.	0.	22,611.
VILARDI AND COMPANY	30,387.	0.	0.	30,387.
TO FORM 990-PF, PG 1, LN 16B	54,998.	0.	0.	52,998.

FORM 990-PF OTHER PROFESSIONAL FEES STATEMENT 6

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST-MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
ARCHITECTURAL SERVICES	1,200.	0.	0.	1,200.
INVESTMENT MANAGEMENT FEES	214,567.	214,567.	0.	0.
PAYROLL AND PENSION SERVICES	21,318.	0.	0.	21,318.
PRIZE DESIGN	5,000.	0.	5,000.	0.
COMPUTER SERVICES	20,300.	0.	0.	20,300.
WRITING, DESIGNING AND OTHER PROFESSIONAL FEES	93,987.	21,750.	21,750.	72,237.
TO FORM 990-PF, PG 1, LN 16C	356,372.	236,317.	26,750.	115,055.

FORM 990-PF TAXES STATEMENT 7

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
EXCISE TAXES	225,000.	0.	0.	0.
FOREIGN TAXES	8,613.	8,552.	0.	0.
NYS UBI TAX	250.	0.	0.	0.
TO FORM 990-PF, PG 1, LN 18	233,863.	8,552.	0.	0.

FORM 990-PF OTHER EXPENSES STATEMENT 8

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
AWARD DINNER AND EXHIBITIONS	301,724.	0.	301,724.	0.
PERMITS	2,838.	0.	0.	2,838.
POSTAGE AND SHIPPING	31,615.	0.	0.	31,615.
UTILITIES	105,394.	0.	0.	105,394.
INSURANCE	58,342.	0.	0.	58,342.
DUES AND SUBSCRIPTIONS	29,169.	0.	0.	29,169.
TEMPORARY STAFFING	8,212.	0.	0.	8,212.
BUILDING MAINTENANCE AND IMPROVEMENTS	26,344.	0.	0.	26,344.
BUILDING HOUSEKEEPING	40,313.	0.	0.	40,313.
PHOTOGRAPHY	3,026.	0.	0.	3,026.
COMPUTER AND WEBSITE	89,824.	0.	0.	89,824.
SUPPLIES AND OTHER OFFICE EXPENSES	156,850.	0.	0.	156,850.
HONORARIA	84,150.	0.	0.	84,150.
PUBLIC RELATIONS	181,091.	0.	0.	181,091.
USAGE FEES	13,374.	0.	0.	13,374.
OTHER EXPENSES THRU K-1S	66,202.	65,948.	0.	0.
NYS DEPT. OF LAW	1,500.	0.	0.	1,500.
OTHER CHARITABLE EXPENSES	1,500.	0.	0.	1,500.
TO FORM 990-PF, PG 1, LN 23	1,201,468.	65,948.	301,724.	833,542.

FORM 990-PF DEPRECIATION OF ASSETS NOT HELD FOR INVESTMENT STATEMENT 9

DESCRIPTION	COST OR OTHER BASIS	ACCUMULATED DEPRECIATION	BOOK VALUE	FAIR MARKET VALUE
COMPUTER	1,623.	1,623.	0.	0.
COMPUTER	1,623.	1,623.	0.	0.
COMPUTER	1,626.	1,626.	0.	0.
COMPUTER	1,626.	1,626.	0.	0.
2006 BUILDING PURCHASE AND CONSTRUCTION	8,093,104.	1,245,090.	6,848,014.	6,848,014.
AV FACILITIES	45,962.	45,962.	0.	0.
PRINTER	700.	700.	0.	0.
IT EQUIP	319.	319.	0.	0.
6 COMPUTERS	8,709.	8,709.	0.	0.
PHONE SYSTEM	10,612.	10,612.	0.	0.
OFFICE FURNITURE	82,033.	82,033.	0.	0.
CHAIRS, ETC.	29,559.	29,559.	0.	0.
OFFICE FURNITURE	22,131.	22,131.	0.	0.
2 ARM CHAIRS	8,771.	8,771.	0.	0.
OFFICE FURNITURE	69,392.	69,392.	0.	0.
2007 BUILDING CONSTRUCTION WIP	2,770,758.	355,225.	2,415,533.	2,415,533.
2008 BUILDING IMPROVEMENTS	934,869.	113,862.	821,007.	821,007.
2011 PURCHASE OF BUILDING	15,607,707.	0.	15,607,707.	15,607,707.
2011 CONSTRUCTION IN PROGRESS LOCATION 2	64,883.	0.	64,883.	64,883.
2012 CONSTRUCTION IN PROGRESS LOCATION 2	1,167,200.	0.	1,167,200.	1,167,200.
TO 990-PF, PART II, LN 14	28,923,207.	1,998,863.	26,924,344.	26,924,344.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 10

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
GOVERNMENT BONDS - SEE ATTACHMENT B	X		454,925.	460,122.
TOTAL U.S. GOVERNMENT OBLIGATIONS			454,925.	460,122.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			454,925.	460,122.

FORM 990-PF	CORPORATE STOCK	STATEMENT 11

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
PREFERRED STOCK - SEE ATTACHMENT B	943,337.	997,184.
CORPORATE STOCK - SEE ATTACHMENT B	5,665,764.	6,435,555.
TOTAL TO FORM 990-PF, PART II, LINE 10B	6,609,101.	7,432,739.

FORM 990-PF	CORPORATE BONDS	STATEMENT 12

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS - SEE ATTACHMENT B	2,760,946.	2,957,795.
TOTAL TO FORM 990-PF, PART II, LINE 10C	2,760,946.	2,957,795.

FORM 990-PF	OTHER INVESTMENTS	STATEMENT 13

DESCRIPTION	VALUATION METHOD	BOOK VALUE	FAIR MARKET VALUE
MUTUAL FUNDS - ATTACHMENT B	COST	13,080,551.	14,298,500.
ANNUITY - SEE ATTACHMENT B 26/73	COST	400,000.	586,076.
PARTNERSHIPS - SEE ATTACHMENT B	COST	7,149,524.	8,355,456.
EXCHANGE TRADED FUNDS - SEE ATTACHMENT B 22/73	COST	4,451,019.	4,757,208.
GOV'T AGENCY BONDS - SEE ATTACHMENT B 37/73	COST	987,325.	1,017,560.
TERM NOTES - SEE ATTACHMENT B	COST	450,000.	453,781.
OTHER - SEE ATTACHMENT B	COST	100,000.	113,300.
TOTAL TO FORM 990-PF, PART II, LINE 13		26,618,419.	29,581,881.

FORM 990-PF OTHER ASSETS STATEMENT 14

DESCRIPTION	BEGINNING OF YR BOOK VALUE	END OF YEAR BOOK VALUE	FAIR MARKET VALUE
ARTWORK	1,232,000.	1,232,000.	1,232,000.
PROPERTY TAX RECEIVABLE	105,233.	160,010.	160,010.
ASSIGNMENT ROYALTIES	0.	0.	39,000,000.
MORTGAGE COSTS	81,878.	76,166.	76,166.
TO FORM 990-PF, PART II, LINE 15	1,419,111.	1,468,176.	40,468,176.

FORM 990-PF PART VIII - LIST OF OFFICERS, DIRECTORS TRUSTEES AND FOUNDATION MANAGERS STATEMENT 15

NAME AND ADDRESS	TITLE AND AVRG HRS/WK	COMPEN-SATION	EMPLOYEE BEN PLAN CONTRIB	EXPENSE ACCOUNT
DR. JAN VILCEK 167 EAST 73RD STREET NEW YORK, NY 10021	PRESIDENT 20.00	0.	0.	0.
MARICA VILCEK 167 EAST 73RD STREET NEW YORK, NY 10021	VICE PRESIDENT 35.00	0.	0.	0.
PETER LUDWIG 167 EAST 73RD STREET NEW YORK, NY 10021	DIRECTOR 1.00	3,000.	0.	0.
RICK KINSEL 167 EAST 73RD STREET NEW YORK, NY 10021	EXECUTIVE DIRECTOR 35.00	205,308.	34,293.	0.
JOAN MASSAGUE 167 EAST 73RD STREET NEW YORK, NY 10021	DIRECTOR 1.00	3,000.	0.	0.
RICHARD GADDES 167 EAST 73RD STREET NEW YORK, NY 10021	DIRECTOR 1.00	3,000.	0.	0.
TOTALS INCLUDED ON 990-PF, PAGE 6, PART VIII		214,308.	34,293.	0.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 16

ACTIVITY ONE

AWARDS PRIZES TO FOREIGN BORN PERSONS WHO MADE OUTSTANDING CONTRIBUTIONS TO THE SCIENCES, ARTS OR HUMANITIES FOR THE BENEFIT OF MANKIND & HOLDS LECTURES, PERFORMANCES & EXHIBITS.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 1	1,972,338.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 17

ACTIVITY TWO

A RESEARCH PROJECT TO DEVELOP TREATMENTS FOR CHRONIC INFLAMATORY AUTOIMMUNE DISEASES. THE PRESENT RESEARCH SEEKS TO DETERMINE THE POTENTIAL OF TSG-6 PROTEIN AS A TREATMENT AGENT

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 2	62,500.

FORM 990-PF SUMMARY OF DIRECT CHARITABLE ACTIVITIES STATEMENT 18

ACTIVITY THREE

IN JULY 2011, THE DIRECTORS OF THE VILCEK FOUNDATION ACCEPTED THE PROMISE OF A GIFT OF THE ENTIRE COLLECTION OF TWENTIETH CENTURY AMERICAN MODERNIST ART OF JAN T. AND MARCIA VILCEK. THE FOUNDATION HAS COLLABORATED WITH MERRELL PUBLISHERS LONDON TO PRODUCE A CATALOG OF THE COLLECTION MASTERPIECES OF AMERICAN MODERNISM FROM THE VILCEK COLLECTION WITH A PUBLICATION DATE OF MAY 16, 2013. THIS PUBLICATION WILL ALSO SUPPORT THE EXHIBITION, FROM NEW YORK TO NEW MEXICO: MASTERWORKS OF AMERICAN MODERNISM FROM THE VILCEK FOUNDATION COLLECTION ORGANIZED BY THE VILCEK FOUNDATION JOINTLY WITH THE PHILBROOK MUSEUM OF ART, TULSA WHERE IT WILL BE SHOWN FROM FEBRUARY 8 - MAY 3, 2015.

	EXPENSES
TO FORM 990-PF, PART IX-A, LINE 3	289,201.

The Vilcek Foundation
Summarized Realized Gain (Loss) Schedule
November 30, 2012
EIN # 51-0404790

DESCRIPTION		PROCEEDS	COST	GAIN/(LOSS)	Short-Term	Long-Term
Marketable Securities						
thru Star Bradford & Marzec	LT	730,145 39	692,642 14	37,503 25		37,503 25
thru Atlanta Sosnoff	LT	7,969 35	2,950 89	5,018 46		5,018 46
thru Atlanta (LG CAP)	LT	272,627 21	186,750 05	85,877 16		85,877 16
thru Gannett Welsh & Kotler	LT	112,217 15	86,249 28	25,967 87		25,967 87
thru Poplar Forest	LT	224,108 22	169,211 80	54,896 42		54,896 42
thru Eagle Asset Mgmt	LT	137,215 45	99,360 33	37,855 12		37,855 12
thru Invesco	LT	51,888 66	50,157 81	1,730 85		1,730 85
thru Schafer Cullen	LT	150,291 39	138,834 85	11,456 54		11,456 54
thru Thornburg Inv Mgmt	LT	76,815 58	74,948 85	1,866 73		1,866 73
thru Wentworth Hauser & Vio	LT	120 50	718 30	(597 80)		(597 80)
thru Citi Personal Wealth Management	LT	174,175 00	174,512 72	(337 72)		(337 72)
thru Citi Personal Wealth Management	LT	1,848,249 44	1,738,009 60	110,239 84		110,239 84
thru Rockefeller Financial	LT	1,076,381 27	1,020,645 59	55,735 68	-	55,735 68
Total Long-Term		4,862,204 61	4,434,992 21	427,212 40	-	427,212 40
thru Star Bradford & Marzec	ST	475,213 83	465,031 83	10,182 00	10,182 00	
thru Atlanta (LG CAP)	ST	628,181 04	601,861 50	26,319 54	26,319 54	
thru Gannett Welsh & Kotler	ST	332,056 82	314,470 73	17,586 09	17,586 09	
thru Poplar Forest	ST	590,005 78	601,957 69	(11,951 91)	(11,951 91)	
thru Eagle Asset Mgmt	ST	33,012 74	36,567 18	(3,554 44)	(3,554 44)	
thru Invesco	ST	3,232 86	3,626 41	(393 55)	(393 55)	
thru Thornburg Inv Mgmt	ST	28,783 10	35,762 85	(6,979 75)	(6,979 75)	
thru Citi Personal Wealth Management	ST	67,842 07	64,451 01	3,391 06	3,391 06	
thru Rockefeller Financial	ST	1,687,002 12	1,649,890 59	37,111 53	37,111 53	
thru Sanford Bernstein	ST	9 99	10 16	(0 17)	(0 17)	-
Total Short-Term		3,845,340 35	3,773,629 95	71,710 40	71,710 40	-
Total Sales of Publically Traded Securities		8,707,544 96	8,208,622 16	498,922 80	71,710 40	427,212 40
Capital gain (loss) thru K-1s						
Rockefeller Access Fund 06-I, LLC				16,452 00	3,258 60	13,193 40
Advantage Advisors Xanthus Fund LLC				31,978 00	10,472 00	21,506 00
Rockefeller Global Equity Fund I LP				(95,641 00)	(36,477 00)	(59,164 00)
Rockefeller US Small Capitalization Fund LP				32,517 00	293 00	32,224 00
Rockefeller Opportunitic Credit Fund, LLC				3,152 00	(1,546 20)	4,698 20
Rockefeller Financial Capital Partners				1,239 00	448 60	790 40
Total capital gain (loss) thru K-1s				(10,303 00)	(23,551 00)	13,248 00
Sale of Alternative Investment						
NONE				-	-	-
Add Capital Gain Dividends				110,251 00	-	110,251 00
Total Realized Loss per 990-PF Column A				**598,870.80**	**48,159.40**	**550,711.40**
Adjustments for Unrelated Business Income						
Less Capital Gain thru Rockefeller Access Fund 06-I, LLC				(19 00)	-	(19)
Less Capital Gain thru Rockefeller Opportunistic Credit Fund, LLC				(144 00)	131 00	(275 00)
Total Realized Loss per 990-PF Column B				**598,707.80**	**48,290.40**	**550,417.40**

ATTACHMENT A

The Vilcek Foundation
EIN # 51-0404790
11/30/2012

Schedule of Investment Balances at 11/30/12

	Corporate Bonds		Partnerships		Preferred Stock		Corporate Stock	
Rockefeller & Co	*COST*	*MARKET*	*COST*	*MARKET*	*COST*	*MARKET*	*COST*	*MARKET*
Attachment B 22/61			1,500,000 00	1,509 574 21				
Attachment B 22/61			341,370 00	629,894 71				
Attachment B 22/61			2 400,000 00	2 459 087 11				
Attachment B 22/61			1,202,433 00	1,801,373 49				
Attachment B 22/61			253,755 00	251,893 91				
Attachment B 22/61			256,260 00	269,667 48				
Attachment B 22/61			657,696 42	806,914 28				
Sub-total	-	-	6,611,514 42	7 728 405 19	-	-	-	-
Citi								
Attachment B 1/61					125,000 00	125,450 00		
Attachment B 2/61								
Attachment B 3/61								
Attachment B 4/61								
Attachment B 7/61	1,714 614 51	1,828 454 00						
Attachment B 9/61					810,090 74	863,330 38		
Attachment B 18/61								
Attachment B 21/61								
Sub-total	1,714,614 51	1,828,454 00	-	-	935,090 74	988,780 38	-	-
Oppenheimer								
Attachment B 24/61			538,010 00	627,050 31				
Attachment B 25/61								
Attachment B 28/61								
Attachment B 32/61	1,046,331 64	1,129,341 42						
Attachment B 35/61							339,407 48	337,341 24
Attachment B 39/61							850,290 06	893,033 05
Attachment B 41/61							671,963 46	752 802 03
Attachment B 46/61							612,575 71	694,660 55
Attachment B 51/61					8,246 26	8,403 16	348,086 27	391,396 62
Attachment B 56/61							352,354 39	460,642 83
Attachment B 59/61							1,303,169 20	1,645 769 02
Attachment B 61/61							1,187,917 74	1,259,910 12
Sub-total	1,046,331 64	1,129,341 42	538,010 00	627,050 31	8,246 26	8,403 16	5,665,764 31	6,435,555 46
Sanford C. Bernstein & Co., LLC								
Attachment B 23/61								
Sub-total	-	-	-	-	-	-	-	-
Total	**2,760,946 15**	**2,957,795 42**	**7,149,524 42**	**8,355,455.50**	**943,337 00**	**997,183.54**	**5,665,764.31**	**6,435,555.46**

	Mutual and Exchange Traded Funds		Gov't & Municipal		Other Investments		Total	
Rockefeller & Co.	*COST*	*MARKET*	*COST*	*MARKET*	*COST*	*MARKET*	*COST*	*MARKET*
Attachment B 22/61	1,010,419 96	1 014,781 68					2,510,419 96	2,524 355 89
Attachment B 22/61							341,370 00	629,894 71
Attachment B 22/61							2,400,000 00	2,459 087 11
Attachment B 22/61							1,202,433 00	1,801,373 49
Attachment B 22/61							253 755 00	251,893 91
Attachment B 22/61							256,260 00	269,667 48
Attachment B 22/61							657,696 42	806,914 28
Sub-total	1 010,419 96	1,014 781 68	-	-	-	-	7,621,934 38	8,743,186 87
Citi								
Attachment B 1/61							125,000 00	125,450 00
Attachment B 2/61	250,000 00	249 700 00					250,000 00	249,700 00
Attachment B 3/61					450,000 00	453,781 00	450,000 00	453,781 00
Attachment B 4/61					400,000 00	586,075 81	400 000 00	586,075 81
Attachment B 7/61							1,714,614 51	1,828,454 00
Attachment B 9/61							810,090 74	863,330 38
Attachment B 18/61	11,808,118 92	13,021,729 53					11,808,118 92	13,021,729 53
Attachment B 21/61	4,451,018 95	4 757,207 52			100,000 00	113,300 00	4,551,018 95	4,870,507 52
Sub-total	16 509 137 87	18,028,637 05	-	-	950,000 00	1,153,156 81	20,108,843 12	21,999,028 24
Oppenheimer								
Attachment B 24/61							538,010 00	627,050 31
Attachment B 25/61			454,924 87	460,122 17			454,924 87	460,122 17
Attachment B 28/61					987,324 81	1 017,559 60	987,324 81	1,017,559 60
Attachment B 32/61							1,046,331 64	1 129,341 42
Attachment B 35/61							339,407 48	337,341 24
Attachment B 39/61							850,290 06	893,033 05
Attachment B 41/61							671,963 46	752,802 03
Attachment B 46/61							612,575 71	694 660 55
Attachment B 51/61							356,332 53	399,799 78
Attachment B 56/61							352,354 39	460,642 83
Attachment B 59/61							1,303 169 20	1,645 769 02
Attachment B 61/61							1,187,917 74	1,259 910 12
Sub-total	-	-	454 924 87	460,122 17	987,324 81	1,017,559 60	8,700,601 89	9,678,032 12
Sanford C. Bernstein & Co., LLC								
Attachment B 23/61	12 012 37	12 289 00					12,012 37	12,289 00
Sub-total	12,012 37	12,289 00	-	-	-	-	12,012 37	12,289 00
Total	**17,531,570.20**	**19,055,707 73**	**454,924 87**	**460,122 17**	**1,937,324 81**	**2,170,716 41**	**36,443,391 76**	**40,432,536.23**

ATTACHMENT B

[redacted]

Citi Personal Wealth Management

citi

Marcus Bougas Group

Investment

Account Statement

Statement Period: 11/01/2012 - 11/30/2012

Portfolio Holdings

Quantity	Opening Date	Account Number	Activity Ending	Opening Balance	Closing Balance	Accrued Income	Income This Year	30-Day Yield	Current Yield
Cash, Money Funds, and Bank Deposits 1.00% of Portfolio									
Cash Balance				0.00	2,611.00				
Total Cash, Money Funds, and Bank Deposits				$0.00	$2,611.00	$0.00	$0.00		

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 9.00% of Portfolio								
Preferred Stocks *(Listed by expiration date)*								
GENERAL ELEC CAP CORP NT 4.8750% 10/15/52 CALLABLE 10/15/17@25 CUSIP: 369622428 Dividend Option: Cash 5,000.00 of these shares are in your margin account			Security Identifier: GEB					
5,000.000	10/02/12	25.0000	125,000.00	25.0900	125,450.00	450.00		
Total Preferred Stocks			$125,000.00		$125,450.00	$450.00	$0.00	
Total Equities			$125,000.00		$125,450.00	$450.00	$0.00	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 18.00% of Portfolio								
Mutual Funds								
CLEARBRIDGE ENERGY MLP TOTAL RETURN FD INC COM CUSIP: 18469Q108 Closed End Fund Dividend Option: Cash; Capital Gains Option: Cash 5,000.00 of these shares are in your margin account			Security Identifier: CTR					
5,000.000	06/26/12	20.0000	100,000.00	19.8200	99,100.00	-900.00	6,500.00	6.55%

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
COHEN & STEERS LTD DURATION PFD & INCOME FD INC COM CUSIP: 19248C105 Closed End Fund Dividend Option: Cash; Capital Gains Option: Cash 6,000.00 of these shares are in your margin account			**Security Identifier: LDP**					
6,000.000	07/26/12	25.0000	150,000.00	25.1000	150,600.00	600.00	11,232.00	7.45%
Total Mutual Funds			**$250,000.00**		**$249,700.00**	**-$300.00**	**$17,732.00**	
Total Mutual Funds			**$250,000.00**		**$249,700.00**	**-$300.00**	**$17,732.00**	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Other 32.00% of Portfolio									
Other									
[B]**CITIGROUP FDG INC MED TERM NTS LKD** TO CPURSNA INDEX 0.000% 08/28/13 B/E DTD 08/28/08 1ST CPN DTE 09/28/08 CPN PMT MONTHLY ON 28 MOODY RATING BAA2 150,000.00 of these shares are in your margin account			**Security Identifier: 1730T0GJ2**						
150,000.000	08/25/08 *	100.0000	[3,12]150,000.00	99.3660	149,049.00	-951.00	0.00		
[B]**CITIGROUP FDG INC MEDIUM TERM SR NTS** BOOK ENTRY NON-CALLABLE FIXED 2.113% 10/27/16 B/E DTD 10/27/11 1ST CPN DTE 01/27/12 CPN PMT QUARTERLY ON J,A,J,O 27 MOODY RATING BAA2 S & P RATING A- 100,000.00 of these shares are in your margin account			**Security Identifier: 1730T0PJ2**						
100,000.000	10/24/11 *	100.0000	100,000.00	101.2300	101,230.00	1,230.00	193.69	2,113.00	2.08%

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Other *(continued)*									
Other *(continued)*									
6CITIGROUP FDG INC MEDIUM TERM SR NTS NON-CALLABLE FIXED TO FLOAT NOTES SER D 3.000% 12/28/14 B/E DTD 12/28/11 1ST CPN DTE 03/28/12 CPN PMT QUARTERLY ON M,J,S,D 28 MOODY RATING BAA2 S & P RATING A- 200,000.00 of these shares are in your margin account		**Security Identifier: 1730T0QV4**							
200,000.000	12/22/11 *	100.0000	200,000.00	101.7510	203,502.00	3,502.00	1,033.33	6,000.00	2.94%
Total Other			**$450,000.00**		**$453,781.00**	**$3,781.00**	**$1,227.02**	**$8,113.00**	
Total Other			**$450,000.00**		**$453,781.00**	**$3,781.00**	**$1,227.02**	**$8,113.00**	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$827,611.00**	**$831,542.00**	**$3,931.00**	**$1,227.02**	**$25,845.00**

* Noncovered under the cost basis rules as defined below.

Securities acquired before 2011 are generally not subject to the new cost basis reporting rules set forth in the *Internal Revenue Code of 1986*, as amended ("IRC") (incorporating amendments enacted by P.L.110-343, the Emergency Economic Stabilization Act of 2008) and are, therefore, considered " noncovered," under the new cost basis reporting rules, and marked or denoted as such. All other securities in this section are securities which are "covered" under the new cost basis reporting rules. Securities which are "covered" under the new cost basis reporting rules are defined as securities which have been acquired on or after their "applicable date(s)" at which they are subject to the cost basis reporting rules and the adjusted basis will be reported to the IRS on form 1099-B for the applicable tax year in which the security is disposed.

Reporting requirements generally will be phased in over a three-year period, as follows:

- Stock in a corporation acquired on or after January 1, 2011
- Mutual funds and dividend reinvestment plan (DRP) shares acquired on or after January 1, 2012
- Other securities, principally debt securities and options, acquired on or after January 1, 2013, or later, as determined by the Secretary of the Treasury.

[3] Either all or a portion of the cost basis of this security has been provided to us by you or your introducing firm and Pershing makes no representation as to the accuracy of this information.

[12] Pershing has received updated cost basis information for either all or some of the shares for this security, therefore cost basis provided on previous client brokerage statements may differ from the new cost basis reported in this section.

Messages *(continued)*

copy of it will be mailed upon your written request. If you believe there are any inaccuracies or discrepancies in your account, you must promptly contact our Client Services Center, contact phone number listed on page one of the statement. To protect your rights, including any rights you may have under the Securities Investor Protection Act (SIPA), you should reconfirm all oral communications in writing to Citigroup Global Markets Inc., 111 Wall Street, New York, NY 10043, ATTN: Service Center. Please include your account number in any written communication.

Annuities

Quantity	Description	Market Price	Market Value	% Allocation
Variable Annuities				
HARTFORD LIFE INSURANCE COMPAN				
THE DIRECTOR 7				
Contract Number: 711354862	*Security Identifier:* 416594224			
4,810.524	HARTFORD SMALL/MID CAP EQUITY	11.2059	53,906.28	9.20%
57,357.617	HARTFORD DISCIPLINED EQUITY HL	1.4623	83,873.58	14.31%
30,248.429	HARTFORD MIDCAP VALUE HLS FUND	1.8984	57,422.86	9.80%
15,708.229	HARTFORD HEALTHCARE HLS FUND	2.6084	40,972.97	6.99%
26,819.422	HARTFORD DIVIDEND AND GROWTH H	4.0805	109,436.62	18.67%
4,098.847	HARTFORD CAPITAL APPRECIATION	12.9971	53,273.11	9.09%
38,387.201	HARTFORD SMALL COMPANY HLS FUN	2.7254	104,620.55	17.85%
15,412.099	HARTFORD INDEX HLS FUND	5.3575	82,569.84	14.09%
Total THE DIRECTOR 7 Valuation as of 11/29/12			**$586,075.81**	**100.00%**
Total of All Variable Annuities			**$586,075.81**	

Description	Total Value
Total of All Annuities	**$586,075.81**

This information has been supplied to us by the insurance company issuing the annuity or insurance policy and is presented without inquiry or investigation and its accuracy is not guaranteed. The annuity or life insurance information presented is not intended to replace the annuity or life insurance statement you receive from the issuing annuity or life insurance company. Your surrender, liquidation, withdrawal and/or loan value may be different from the value reflected on this statement. The information contained in this statement may be different than the information contained in the statement sent to you by the annuity or life insurance company because valuations are calculated on different dates for statement purposes. Surrender charges or other annuity or life insurance contract fees may apply which could reduce the value of your annuity or life insurance cash surrender value. Annuity or life insurance policy surrenders, liquidations, withdrawals or loans may result in tax penalties. Pershing LLC does not perform any tax reporting relating to annuities or life insurance held by the insurance company. All tax reporting for annuities or life insurance held in insurance company retirement accounts is the responsibility of the issuing insurance company. All tax reporting for annuities registered in custodial name and held in Pershing LLC retirement accounts is the responsibility of Pershing LLC. Fixed annuities and fixed life insurance policies are not securities and are not covered by the Securities Investor Protection Corporation (SIPC). Variable annuities and variable life insurance policies are securities, but are not covered by SIPC since Pershing does not hold them for custody in your brokerage account. You should have received the annuity or life insurance contract directly from the issuing insurance company or from your investment professional. Contact your investment professional or tax professional for further information.

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income 9.00% of Portfolio *(In Maturity Date Sequence)*									
Corporate Bonds									
WELLS FARGO & CO NEW SUB NT 5.125% 09/15/16 B/E DTD 09/15/04 1ST CPN DTE 03/15/05 CPN PMT SEMI ANNUAL ON MAR 15 AND SEP 15 Moody Rating A3 S & P Rating A			**Security Identifier: 949746JE2**						
200,000.000	11/02/07 *	99.2610	[3,12]198,521.76	113.8840	227,768.00	29,246.24	2,135.42	10,250.00	4.50%
			Original Cost Basis: $196,960.00						
GENERAL ELEC CAP CORP INTERNOTES INTERNOTES 5.625% 12/15/17 B/E DTD 12/12/02 CALLED 12/15/12 1ST CPN DTE 03/15/03 CPN PMT QUARTERLY ON M,J,S,D 15 Moody Rating A1 S & P Rating AA+			**Security Identifier: 36966RAJ5**						
80,000.000	12/09/02 *	100.0000	[3,12]80,000.00	99.9940	79,995.20	-4.80	937.50	4,500.00	5.62%
			Original Cost Basis: $80,000.00						
BERKSHIRE HATHAWAY FIN CORP SR NT 5.400% 05/15/18 B/E DTD 12/01/08 CALLABLE 1ST CPN DTE 05/15/09 CPN PMT SEMI ANNUAL ON MAY 15 AND NOV 15 Moody Rating AA2 S & P Rating AA+			**Security Identifier: 084664BE0**						
200,000.000	03/25/09 *	100.5660	[3,12]201,132.94	120.8800	241,760.00	40,627.06	450.00	10,800.00	4.46%
			Original Cost Basis: $201,730.00						
MORGAN STANLEY FIXED RT GLOBAL MEDIUM TERM NT SER F 5.500% 01/26/20 B/E DTD 01/26/10 CALLABLE 1ST CPN DTE 07/26/10 CPN PMT SEMI ANNUAL ON JAN 26 AND JUL 26 Moody Rating BAA1 S & P Rating A-			**Security Identifier: 61747YCM5**						
200,000.000	09/24/10 *	101.5590	[3,12]203,118.86	111.4940	222,988.00	19,869.14	3,788.89	11,000.00	4.93%
			Original Cost Basis: $203,856.00						

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
GOLDMAN SACHS GROUP INC MEDIUM TERM NTS FIXED RT SER D 5.375% 03/15/20 B/E DTD 03/08/10 1ST CPN DTE 09/15/10 CPN PMT SEMI ANNUAL ON MAR 15 AND SEP 15 Moody Rating A3 S & P Rating A-			**Security Identifier: 38141EA58**						
210,000.000	04/06/10 *	99.6930	[3,12]209,356.23 Original Cost Basis: $209,178.90	114.5330	240,519.30	31,163.07	2,351.56	11,287.50	4.69%
BANK AMER CORP SR INTERNOTES FIXED RATE NOTES 5.550% 06/15/20 B/E DTD 06/24/10 1ST CPN DTE 12/15/10 CPN PMT SEMI ANNUAL ON JUN 15 AND DEC 15 Moody Rating BAA2 S & P Rating A-			**Security Identifier: 06050WDD4**						
100,000.000	07/01/10 *	101.2140	[3,12]101,213.93 Original Cost Basis: $101,508.00	111.2450	111,245.00	10,031.07	2,543.75	5,550.00	4.98%
BNP PARIBAS BNP PARIBAS US MEDIUM TERM NT ISIN#US05567LT315 5.000% 01/15/21 B/E DTD 01/18/11 FOREIGN SECURITY 1ST CPN DTE 07/15/11 CPN PMT SEMI ANNUAL ON JAN 15 AND JUL 15 Moody Rating A2 S & P Rating AA-			**Security Identifier: 05567LT31**						
150,000.000	06/30/11 *	101.6530	152,479.71 Original Cost Basis: $152,818.50	111.7600	167,640.00	15,160.29	2,812.50	7,500.00	4.47%
MBIA INC SR NT 6.400% 08/15/22 B/E DTD 08/22/02 CALLABLE 11/30/12 @ 100.000 1ST CPN DTE 11/15/02 CPN PMT QUARTERLY ON F,M,A,N 15 Moody Rating CAA1 S & P Rating B-			**Security Identifier: 55262CAH3**						
200,000.000	04/09/07 *	99.9630	[3,12]199,926.08 Original Cost Basis: $199,900.00	80.0000	160,000.00	-39,926.08	533.33	12,800.00	8.00%
GENERAL ELEC CAP CORP MEDIUM TERM NTS MEDIUM TERM NOTES 5.000% 04/30/24 B/E DTD 04/30/04 CALLABLE 04/30/13 @ 100.000 1ST CPN DTE 11/01/04 CPN PMT SEMI ANNUAL ON MAY 01 AND NOV 01 Moody Rating A1 S & P Rating AA+			**Security Identifier: 36962GH98**						
175,000.000	09/23/05 *	98.9000	[3,12]173,075.00 Original Cost Basis: $173,075.00	100.0180	175,031.50	1,956.50	775.35	8,750.00	4.99%

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Adjusted Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Fixed Income *(continued)*									
Corporate Bonds *(continued)*									
BANK AMER CORP MEDIUM TERM SR NTS SER L STEP UP CALLABLE NOTES SER L 5.000% 05/10/30 B/E DTD 05/10/12 CALLABLE 05/10/13 @ 100.000 1ST CPN DTE 11/10/12 CPN PMT SEMI ANNUAL ON MAY 10 AND NOV 10 Moody Rating BAA2 S & P Rating A-			**Security Identifier: 06048WMB3**						
100,000.000	05/15/12 *	97.7900	97,790.00 Original Cost Basis: $97,790.00	100.3180	100,318.00	2,528.00	277.78	5,000.00	4.98%
SG STRUCTURED PRODS INC CALLABLE U STEP RATE NTS WITH SURVIVOR OPTION 7.000% 06/12/32 B/E DTD 06/12/12 CALLABLE 06/12/13 @ 100.000 1ST CPN DTE 12/12/12 CPN PMT SEMI ANNUAL ON JUN 12 AND DEC 12 S & P Rating A			**Security Identifier: 78423EBD5**						
100,000.000	06/20/12 *	98.0000	98,000.00 Original Cost Basis: $98,000.00	101.1890	101,189.00	3,189.00	3,266.67	7,000.00	6.91%
Total Corporate Bonds **1,715,000.000**			**$1,714,614.51**		**$1,828,454.00**	**$113,839.49**	**$19,872.75**	**$94,437.50**	
Total Fixed Income **1,715,000.000**			**$1,714,614.51**		**$1,828,454.00**	**$113,839.49**	**$19,872.75**	**$94,437.50**	

The research rating for Moody's Investors Service and Standard & Poor's may be shown for certain fixed income securities. All research ratings represent the "opinions" of the research provider and are not representations or guarantees of performance. Your advisor will be pleased to provide you with further information or assistance in interpreting research ratings.

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities 4.00% of Portfolio								
Preferred Stocks *(Listed by expiration date)*								
ASSURED GTY MUN HLDGS INC NT CUSIP: 04623A304 Dividend Option: Cash			**Security Identifier:** AGO PRE					
4,400.000	09/03/10 •	22.4580	[3]98,813.00	25.0100	110,044.00	11,231.00	6,864.00	6.23%
BARCLAYS BK PLC 8.125% SPON ADR PREF SHS SER 5 CALLABLE 6/15/13@25.00 CUSIP: 06739H362 Dividend Option: Cash			**Security Identifier:** BCS PRD					
3,900.000	01/19/11 •	25.4270	[3]99,166.47	25.5700	99,723.00	556.53	7,921.87	7.94%
GOLDMAN SACHS GROUP INC NT 6.1250% EXP 11/01/2060 CALLABLE 11/01/15@25 CUSIP: 38145X111 Dividend Option: Cash			**Security Identifier:** GSF					
4,000.000	10/26/10 •	25.0000	[3]100,000.00	26.3500	105,400.00	5,400.00	6,125.00	5.81%
HSBC HLDGS PLC PERP SUB CAP SECS EXCH PREF SHS SER 2 8% ISIN#US4042808026 CALLABLE CUSIP: 404280802 Dividend Option: Cash			**Security Identifier:** HCS PRB					
6,000.000	06/17/10 •	25.0000	[3]150,000.00	27.7000	166,200.00	16,200.00	12,000.00	7.22%
LLOYDS BANKING GROUP PLC PUBLIC INCOME NT-PINES 7.75 % 07/15/50 SERIES CALL 7/15/15 @ 25 ISIN#US5394398029 CUSIP: 539439802 Dividend Option: Cash			**Security Identifier:** LYG PRA					
4,000.000	06/30/10 •	25.0000	[3]100,000.00	27.7000	110,800.00	10,800.00	7,750.00	6.99%
MORGAN STANLEY CAP 6.60% TR VII CAP SEC MAT 10/15/2066 CALLABLE 10/15/11 @25.00 CUSIP: 61750X208 Dividend Option: Cash			**Security Identifier:** MSZ					
4,400.000	11/28/06 •	25.6100	[3]112,684.00	25.1000	110,440.00	-2,244.00	7,260.00	6.57%

[redacted]

Statement Period: 11/01/2012 - 11/30/2012

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Equities *(continued)*								
Preferred Stocks *(continued)*								
VORNADO RLTY LP PUBLIC INCOME NT REIT 7.875% 10/01/39 CALLABLE 10/01/14@25 CUSIP: 929043602 Dividend Option: Cash			**Security Identifier: VNOD**					
Total Noncovered 5,853.000	Multiple*,Y	25.5300	[3]149,427.27	27.4600	160,723.38	11,296.11	11,523.09	7.16%
Total Preferred Stocks			**$810,090.74**		**$863,330.38**	**$53,239.64**	**$59,443.96**	
Total Equities			**$810,090.74**		**$863,330.38**	**$53,239.64**	**$59,443.96**	

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds 62.00% of Portfolio								
Mutual Funds								
INVESCO DIVERSIFIED DIVIDEND FUND CLASS Y CUSIP: 00141B204 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest			**Security Identifier: LCEYX**					
Total Noncovered 61,275.762	Multiple*,Y	10.5090	[3]643,924.57	13.6200	834,575.88	190,651.31	15,741.75	1.88%
Total Covered 904.763	Reinvestments to Date	13.0270	11,786.48	13.6200	12,322.87	536.39	232.42	1.88%
62,180.525	**Total**		**$655,711.05**		**$846,898.75**	**$191,187.70**	**$15,974.17**	
INVESCO CHARTER FUND CLASS Y CUSIP: 00141B303 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest			**Security Identifier: CHTYX**					
Total Noncovered 25,221.673	Multiple*,Y	13.3570	[3]336,889.96	18.0400	454,998.98	118,109.02	3,505.81	0.77%

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
INVESCO INTERNATIONAL SMALL COMPANY CLASS Y CUSIP: 00141L780 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest			**Security Identifier: IEGYX**					
Total Noncovered 6,989.035	Multiple[*,Y]	13.4300	[3]93,861.07	20.5200	143,415.00	49,553.93	2,058.27	1.43%
INVESCO INTERNATIONAL GROWTH FUND CLASS Y CUSIP: 008882532 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest			**Security Identifier: AIIYX**					
Total Noncovered 18,177.494	Multiple[*,Y]	22.8160	[3]414,738.97	28.5300	518,603.90	103,864.93	7,298.26	1.40%
INVESCO ASIA PACIFIC GROWTH FUND CLASS Y CUSIP: 008882581 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest			**Security Identifier: ASIYX**					
Total Noncovered 3,329.960	Multiple[*,Y]	29.7510	[3]99,068.60	31.5300	104,993.64	5,925.04	1,150.83	1.09%
ALLIANCE BERNSTEIN HIGH INCOME FUND ADVISOR CLASS CUSIP: 01859M408 Open End Fund Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier: AGDYX**					
Total Noncovered 38,760.011	Multiple[*,Y]	9.0300	[3]350,000.00	9.4400	365,894.50	15,894.50	24,915.12	6.80%
BLACKROCK BUILD AMER BD TR SHS CUSIP: 09248X100 Closed End Fund Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier: BBN**					
Total Noncovered 5,031.665	Multiple[*,Y]	19.9920	[3]100,591.50	23.2616	117,044.57	16,453.07	7,958.08	6.79%
Total Covered 8,745.000	Multiple[Y]	22.8690	199,985.63	23.2616	203,422.70	3,437.07	13,831.09	6.79%
13,776.665	**Total**		**$300,577.13**		**$320,467.27**	**$19,890.14**	**$21,789.17**	

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
COHEN & STEERS PREFERRED **SECURITIES INCOME FUND CLASS I** CUSIP: 19248X307 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest		**Security Identifier: CPXIX**						
Total Noncovered 8,367.690	Multiple*,Y	12.4360	104,059.88	13.3000	111,290.28	7,230.40	7,129.26	6.40%
Total Covered 482.707	Reinvestments to Date	12.6300	6,096.36	13.3000	6,420.00	323.64	411.27	6.40%
8,850.397	**Total**		**$110,156.24**		**$117,710.28**	**$7,554.04**	**$7,540.53**	
FEDERATED ULTRA SHORT BOND FUND **INSTITUTIONAL SHARES** CUSIP: 31428Q747 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest		**Security Identifier: FULIX**						
Total Noncovered 54,805.819	Multiple*,Y	9.1400	500,924.17	9.2300	505,857.72	4,933.55	9,002.84	1.77%
Total Covered 781.548	Reinvestments to Date	9.1930	7,184.50	9.2300	7,213.68	29.18	128.38	1.77%
55,587.367	**Total**		**$508,108.67**		**$513,071.40**	**$4,962.73**	**$9,131.22**	
FRANKLIN UTILITIES FUND ADVISOR CLASS CUSIP: 353496854 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest		**Security Identifier: FRUAX**						
Total Noncovered 35,250.640	Multiple*,Y	12.8690	453,633.86	13.8300	487,516.35	33,882.49	16,215.29	3.32%
Total Covered 905.828	Reinvestments to Date	13.5380	12,263.46	13.8300	12,527.60	264.14	416.68	3.32%
36,156.468	**Total**		**$465,897.32**		**$500,043.95**	**$34,146.63**	**$16,631.97**	

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
HARTFORD WORLD BOND FUND CLASS I CUSIP: 41664M235 Open End Fund Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier: HWDIX**					
14,409.222	03/02/12	10.4100	150,000.00	10.7800	155,331.41	5,331.41	2,970.31	1.91%
THE HARTFORD MIDCAP FUND CLASS I CUSIP: 41664M870 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest			**Security Identifier: HFMIX**					
Total Noncovered 15,843.845	Multiple*,Y	16.4190	[3]260,134.04	19.5200	309,271.85	49,137.81	690.74	0.22%
Total Covered 1,065.314	Reinvestments to Date	19.2600	20,517.94	19.5200	20,794.93	276.99	46.44	0.22%
16,909.159	**Total**		**$280,651.98**		**$330,066.78**	**$49,414.80**	**$737.18**	
THE HARTFORD EQUITY INCOME FD CLASS I CUSIP: 416649705 Open End Fund Dividend Option: Reinvest; Capital Gains Option. Reinvest			**Security Identifier: HQIIX**					
Total Covered 18,769.482	MultipleY	13.7150	257,427.02	14.5800	273,659.05	16,232.03	6,411.29	2.34%
THE HARTFORD FLOATING RATE FD CLASS I CUSIP: 416649804 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest			**Security Identifier: HFLIX**					
Total Noncovered 72,507.926	Multiple*,Y	8.4240	[3]610,771.99	8.9300	647,495.75	36,723.76	32,478.48	5.01%
Total Covered 3,122.428	Reinvestments to Date	8.8370	27,594.19	8.9300	27,883.31	289.12	1,398.62	5.01%
75,630.354	**Total**		**$638,366.18**		**$675,379.06**	**$37,012.88**	**$33,877.10**	
THE HARTFORD SMALL COMPANY FUND CLASS I CUSIP: 416649838 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest			**Security Identifier: IHSIX**					
Total Noncovered 12,428.585	Multiple*,Y	17.0200	[3]211,534.34	18.5100	230,053.10	18,518.76		

Go paperless

ATTACHMENT B PAGE 12 OF 61

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
THE HARTFORD SMALL COMPANY FUND CLASS I *(continued)*								
Total Covered 928.553	Reinvestments to Date	18.0270	16,738.72	18.5100	17,187.52	448.80		
13,357.138	**Total**		**$228,273.06**		**$247,240.62**	**$18,967.56**	**$0.00**	
JOHN HANCOCK ALTERNATIVE ALLOCATION PORT FD CLASS I CUSIP· 47804A122 Open End Fund Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier: JAAIX**					
14,114.326	07/19/12	14.1700	200,000.00	14.6000	206,069.16	6,069.16		
LEGG MASON BW GLOBAL OPPORTUNITIES BOND FUND CLASS I CUSIP: 524686334 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest			**Security Identifier: GOBIX**					
Total Noncovered 18,493.249	Multiple*,Y	11.0580	204,504.23	11.7100	216,555.95	12,051.72	7,156.81	3.30%
Total Covered 380.791	Reinvestments to Date	11.3290	4,314.04	11.7100	4,459.06	145.02	147.36	3.30%
18,874.040	**Total**		**$208,818.27**		**$221,015.01**	**$12,196.74**	**$7,304.17**	
LOOMIS SAYLES BOND FUND INSTL CLASS CUSIP: 543495840 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest Ratings: CITI-IDB: CA			**Security Identifier: LSBDX**					
Total Noncovered 14,063.103	Multiple*,Y	14.8130	208,318.64	15.0800	212,071.59	3,752.95	11,865.04	5.59%
Total Covered 605.470	Reinvestments to Date	14.6680	8,880.78	15.0800	9,130.49	249.71	510.83	5.59%
14,668.573	**Total**		**$217,199.42**		**$221,202.08**	**$4,002.66**	**$12,375.87**	

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
LORD ABBETT INVESTMENT TRUST INCOME FUND CLASS F CUSIP: 543916365 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest			**Security Identifier: LAUFX**					
Total Noncovered 88,760.803	Multiple*,Y	2.8790	255,572.43	3.0400	269,832.84	14,260.41	13,414.24	4.97%
Total Covered 3,846.799	Reinvestments to Date	2.9560	11,372.26	3.0400	11,694.27	322.01	581.36	4.97%
92,607.602	**Total**		**$266,944.69**		**$281,527.11**	**$14,582.42**	**$13,995.60**	
LORD ABBETT SHORT DURATION INCOME FD CLASS F CUSIP: 543916464 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest Ratings: CITI-IDB: CA			**Security Identifier: LDLFX**					
Total Noncovered 72,076.311	Multiple*,Y	4.6210	[3]333,032.30	4.6400	334,434.09	1,401.79	14,051.34	4.20%
Total Covered 2,540.172	Reinvestments to Date	4.6050	11,696.23	4.6400	11,786.39	90.16	495.21	4.20%
74,616.483	**Total**		**$344,728.53**		**$346,220.48**	**$1,491.95**	**$14,546.55**	
METROPOLITAN WEST TOTAL RETURN BOND FUND CLASS M CUSIP: 592905103 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest Ratings: CITI-IDB: CF			**Security Identifier: MWTRX**					
Total Noncovered 19,631.680	Multiple*,Y	10.5170	206,465.75	11.1100	218,107.96	11,642.21	8,360.07	3.83%
Total Covered 21,669.091	MultipleY	10.5330	228,248.68	11.1100	240,743.61	12,494.93	9,227.69	3.83%
41,300.771	**Total**		**$434,714.43**		**$458,851.57**	**$24,137.14**	**$17,587.76**	
MUTUAL GLOBAL DISCOVERY CLASS Z CUSIP: 628380404 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest			**Security Identifier: MDISX**					
Total Noncovered 14,028.344	Multiple*,Y	26.8160	[3]376,187.54	30.1400	422,814.29	46,626.75	7,693.14	1.81%

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
MUTUAL GLOBAL DISCOVERY CLASS Z *(continued)*								
Total Covered 5,740.948	Multiple[Y]	27.6810	158,912.79	30.1400	173,032.17	14,119.38	3,148.33	1.81%
19,769.292	**Total**		**$535,100.33**		**$595,846.46**	**$60,746.13**	**$10,841.47**	
OPPENHEIMER FLEXIBLE STRATEGIES FUND CLASS Y CUSIP: 68380E841 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest		**Security Identifier: QOPYX**						
Total Noncovered 8,609.792	Multiple[*,Y]	22.7540	[3]195,909.22	23.9100	205,860.13	9,950.91		
OPPENHEIMER RISING DIVIDENDS FUND CLASS Y CUSIP: 68380H406 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest		**Security Identifier: OYRDX**						
Total Noncovered 40,831.236	Multiple[*,Y]	14.8310	[3]605,573.90	17.7700	725,571.06	119,997.16	10,734.93	1.47%
Total Covered 447.994	Reinvestments to Date	17.4040	7,797.11	17.7700	7,960.86	163.75	117.79	1.47%
41,279.230	**Total**		**$613,371.01**		**$733,531.92**	**$120,160.91**	**$10,852.72**	
OPPENHEIMER INTERNATIONAL GROWTH FUND CLASS Y CUSIP: 68380L407 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest Ratings: CITI-IDB: CA		**Security Identifier: OIGYX**						
Total Noncovered 21,949.825	Multiple[*,Y]	24.9300	[3]547,211.94	30.3400	665,957.69	118,745.75	7,122.49	1.06%

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
OPPENHEIMER INTERNATIONAL BOND FD CL Y CUSIP: 68380T509 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest Ratings: CITI-IDB: CA			**Security Identifier: OIBYX**					
Total Noncovered 39,652.924	Multiple*,Y	6.0680	[3]240,595.79	6.5700	260,519.72	19,923.93	13,959.43	5.35%
Total Covered 1,391.354	Reinvestments to Date	6.3900	8,890.84	6.5700	9,141.19	250.35	489.79	5.35%
41,044.278	**Total**		**$249,486.63**		**$269,660.91**	**$20,174.28**	**$14,449.22**	
OPPENHEIMER DEVELOPING MARKETS FUND CLASS Y CUSIP: 683974505 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest Ratings: CITI-IDB: CA			**Security Identifier: ODVYX**					
Total Noncovered 21,836.785	Multiple*,Y	31.2640	[3]682,703.68	33.8900	740,048.64	57,344.96	14,740.04	1.99%
PIMCO STOCKS PLUS TOTAL RETURN FUND CLASS P CUSIP: 72201M560 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest			**Security Identifier: PTOPX**					
Total Covered 10,828.900	MultipleY	9.3210	100,935.27	9.2800	100,492.19	-443.08	4,886.18	4.86%
PIMCO REAL ESTATE REAL RETURN STATEGY FUND CLASS P CUSIP: 72201M628 Open End Fund Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier: PETPX**					
36,297.641	08/24/12	5.5100	200,000.00	5.3600	194,555.36	-5,444.64	27,676.58	14.22%
T ROWE PRICE SMALL- CAP VALUE CUSIP: 77957Q103 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest Ratings: CITI-IDB: NL			**Security Identifier: PRSVX**					
7,770.557	06/25/12	35.3900	275,000.00	39.0800	303,673.37	28,673.37		

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
SUNAMERICA FOCUSED DIVIDEND STRATEGY FUND CLASS A CUSIP: 867048822 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest		Security Identifier: FDSAX						
Total Covered 31,472.426	Multiple^{Y}	12.9510	407,597.17	13.1900	415,121.30	7,524.13	10,795.35	2.60%
TEMPLETON GLOBAL BOND FUND ADVISOR CLASS CUSIP: 880208400 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest Ratings: CITI-IDB: CF		Security Identifier: TGBAX						
Total Noncovered 14,784.790	Multiple^{*,Y}	13.4360	³198,651.20	13.5700	200,629.61	1,978.41	8,909.31	4.44%
Total Covered 16,127.366	Multiple^{Y}	13.1980	‡212,856.62	13.5700	218,848.35	5,991.73	9,718.35	4.44%
		694 day(s) added to your holding period as a result of a wash sale.						
30,912.156	**Total**		**$411,507.82**		**$419,477.96**	**$7,970.14**	**$18,627.66**	
TEMPLETON GLOBAL TOTAL RETURN FUND ADVISOR CLASS CUSIP: 880208855 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest		Security Identifier: TTRZX						
Total Noncovered 15,480.527	Multiple^{*,Y}	13.3970	207,394.57	13.7800	213,321.66	5,927.09	9,221.75	4.32%
Total Covered 660.029	Reinvestments to Date	13.0440	8,609.27	13.7800	9,095.20	485.93	393.17	4.32%
16,140.556	**Total**		**$216,003.84**		**$222,416.86**	**$6,413.02**	**$9,614.92**	

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Mutual Funds *(continued)*								
Mutual Funds *(continued)*								
TOUCHSTONE SANDS CAPITAL SELECT GROWTH FD CL Z CUSIP: 89155H819 Open End Fund Dividend Option: Reinvest; Capital Gains Option: Reinvest Ratings: CITI-IDB: CA			**Security Identifier: PTSGX**					
Total Covered 53,321.360	MultipleY	12.1900	650,000.00	12.5500	669,183.07	19,183.07		
VIRTUS EMERGING MKTS OPPORTUNITIES FUND CLASS I CUSIP: 92828T889 Open End Fund Dividend Option: Reinvest, Capital Gains Option: Reinvest Ratings: CITI-IDB: CF			**Security Identifier: HIEMX**					
Total Covered 17,965.066	MultipleY	8.9710	161,159.42	10.2000	183,243.67	22,084.25	1,886.33	1.02%
Total Mutual Funds			**$11,808,118.92**		**$13,021,729.53**	**$1,213,610.61**	**$351,294.14**	
Total Mutual Funds			**$11,808,118.92**		**$13,021,729.53**	**$1,213,610.61**	**$351,294.14**	

Citi Investment Manager Research rating codes (CF, CA or NL) may be shown for certain Mutual Funds. Please refer to the "Guide to Investment Ratings" at the end of this statement for a description of these ratings codes. All research ratings represent the "opinions" of Citi and are not representations or guarantees of performance.

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products 23.00% of Portfolio								
Exchange-Traded Products								
ISHARES TR CORE S&P 500 ETF CUSIP: 464287200 Dividend Option: Cash; Capital Gains Option: Cash			**Security Identifier: IVV**					
Total Noncovered 4,600.000	Multiple*,Y	128.0120	3588,854.21	142.7100	656,466.00	67,611.79	13,064.74	1.99%
ISHARES TR MSCI EAFE INDEX FD CUSIP: 464287465 Dividend Option: Cash; Capital Gains Option: Cash Ratings: CITI-IDB: CA			**Security Identifier: EFA**					
3,905.000	12/07/11 *	51.2900	200,287.45	55.0700	215,048.35	14,760.90	6,710.03	3.12%

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products *(continued)*								
Exchange-Traded Products *(continued)*								
VANGUARD BD INDEX FD INC INTERMEDIATE TERM BD ETF CUSIP: 921937819 Dividend Option: Cash; Capital Gains Option: Cash Ratings: CITI-IDB: CA			Security Identifier: BIV					
Total Noncovered 2,210.000	Multiple[*,Y]	85.1370	[3]188,152.96	90.6300	200,292.30	12,139.34	6,250.38	3.12%
Total Covered 2,450.000	02/10/12	87.6900	214,840.50	90.6300	222,043.50	7,203.00	6,929.16	3.12%
4,660.000	**Total**		**$402,993.46**		**$422,335.80**	**$19,342.34**	**$13,179.54**	
VANGUARD WHITEHALL FDS HIGH DIVIDEND YIELD ETF SHS CUSIP: 921946406 Dividend Option: Cash; Capital Gains Option: Cash			Security Identifier: VYM					
Total Covered 6,058.000	Multiple[Y]	49.5210	300,000.48	49.7300	301,264.34	1,263.86	8,893.14	2.95%
VANGUARD SCOTTSDALE FDS VANGUARD LONG-TERM CORPORATE BOND INDEX FUND CUSIP: 92206C813 Dividend Option: Cash; Capital Gains Option: Cash			Security Identifier: VCLT					
3,380.000	03/02/12	88.7500	299,975.00	92.8200	313,731.60	13,756.60	13,418.60	4.27%
VANGUARD INDEX FDS VANGUARD REIT ETF CUSIP: 922908553 Dividend Option: Cash; Capital Gains Option: Cash Ratings: CITI-IDB: CA			Security Identifier: VNQ					
Total Noncovered 4,756.000	Multiple[*,Y]	57.7710	[3]274,760.73	64.2100	305,382.76	30,622.03	10,406.12	3.40%
Total Covered 3,625.000	Multiple[Y]	65.6820	238,097.45	64.2100	232,761.25	-5,336.20	7,931.50	3.40%
8,381.000	**Total**		**$512,858.18**		**$538,144.01**	**$25,285.83**	**$18,337.62**	

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products *(continued)*								
Exchange-Traded Products *(continued)*								
VANGUARD INDEX FDS VANGUARD SMALL-CAP GROWTH ETF CUSIP: 922908595 Dividend Option: Cash; Capital Gains Option: Cash Ratings: CITI-IDB: CA			**Security Identifier: VBK**					
Total Noncovered 4,284.000	Multiple*,Y	81.7100	[3]350,043.72	87.6300	375,406.92	25,363.20	1,769.29	0.47%
VANGUARD INDEX FDS VANGUARD SMALL-CAP VALUE ETF CUSIP: 922908611 Dividend Option: Cash; Capital Gains Option: Cash Ratings: CITI-IDB: CA			**Security Identifier: VBR**					
4,250.000	06/25/12	64.8980	275,816.93	72.1200	306,510.00	30,693.07	5,831.00	1.90%
VANGUARD INDEX FDS VANGUARD MID-CAP ETF CUSIP: 922908629 Dividend Option: Cash; Capital Gains Option: Cash Ratings: CITI-IDB: CA			**Security Identifier: VO**					
Total Noncovered 6,370.000	Multiple*,Y	78.5330	[3]500,256.43	81.5200	519,282.40	19,025.97	6,153.42	1.18%
VANGUARD INDEX FDS VANGUARD GROWTH ETF CUSIP: 922908736 Dividend Option: Cash; Capital Gains Option: Cash Ratings: CITI-IDB: CA			**Security Identifier: VUG**					
Total Noncovered 6,620.000	Multiple*,Y	64.2170	425,119.58	71.5500	473,661.00	48,541.42	5,812.36	1.22%
Total Covered 1,378.000	09/12/12	72.5280	99,943.58	71.5500	98,595.90	-1,347.68	1,209.88	1.22%
7,998.000	**Total**		**$525,063.16**		**$572,256.90**	**$47,193.74**	**$7,022.24**	

[redacted]

Portfolio Holdings *(continued)*

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Estimated Annual Income	Estimated Yield
Exchange-Traded Products *(continued)*								
Exchange-Traded Products *(continued)*								
VANGUARD INDEX FDS VANGUARD TOTAL STK MKT ETF CUSIP: 922908769 Dividend Option: Cash; Capital Gains Option: Cash Ratings: CITI-IDB: CA			**Security Identifier: VTI**					
Total Noncovered 6,015.000	Multiple*,Y	66.4830	399,897.56	72.8800	438,373.20	38,475.64	8,164.36	1.86%
Total Covered 1,350.000	03/05/12	70.3500	94,972.37	72.8800	98,388.00	3,415.63	1,832.39	1.86%
7,365.000	**Total**		**$494,869.93**		**$536,761.20**	**$41,891.27**	**$9,996.75**	
Total Exchange-Traded Products			**$4,451,018.95**		**$4,757,207.52**	**$306,188.57**	**$104,376.37**	
Total Exchange-Traded Products			**$4,451,018.95**		**$4,757,207.52**	**$306,188.57**	**$104,376.37**	

Citi Investment Manager Research rating codes (CF, CA or NL) may be shown for certain ETFs. Please refer to the "Guide to Investment Ratings" at the end of this statement for a description of these ratings codes. All research ratings represent the "opinions" of Citi and are not representations or guarantees of performance.

Quantity	Acquisition Date	Unit Cost	Cost Basis	Market Price	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income	Estimated Yield
Other 1.00% of Portfolio									
Other									
⁶SAFETY FIRST TR SER 2008-4 PRINCIPAL PROTECTED TR CTFS LKD TO EXP 10/10/13			**Security Identifier: 78647A102**						
10,000.000	09/24/08 *	10.0000	³100,000.00	11.3300	113,300.00	13,300.00	0.00		
Total Other			**$100,000.00**		**$113,300.00**	**$13,300.00**	**$0.00**	**$0.00**	
Total Other			**$100,000.00**		**$113,300.00**	**$13,300.00**	**$0.00**	**$0.00**	

	Cost Basis	Market Value	Unrealized Gain/Loss	Accrued Interest	Estimated Annual Income
Total Portfolio Holdings	**$18,976,472.13**	**$20,676,650.44**	**$1,700,178.31**	**$19,872.75**	**$609,557.64**

Vilcek Foundation Consolidated Reporting

Period Ending November 30, 2012

Detailed Statement of Assets

Security Name	Shares	Price (US)	Cost (US)	Market Value	Unrealized Gain/Loss	% of Value	Current Yield	Est. Ann. Income
Cash and Cash Equivalents								
Cash			138,774.46	138,774.46*	0 00	1.56	0 02	28
Securities								
Fixed Income								
North America								
DoubleLine Total Return Bond Fund	44,506	11.40	506,911.81	507,364.85	453.04	5 71	6.33	32,116
PIMCO Total Return Fund	43,668	11.62	503,508.15	507,416 83	3,908.68	5.71	3.70	18,774
Rockefeller Taxable Bond Fund II, QP LP (LP)				1,509,574.21	712.95	17.00	4.12	62,194
Total North America				2,524,355.89	5,074.67	28.42	4.48	113,085
Equity								
North America								
Rockefeller U.S. Small Capitalization Fund QP, L.P (LP)				629,894 71	276,862.11	7.09	0.50	3,149
Multi Markets Fund								
Rockefeller Global Dividend Growth Fund, L.P. (LP)				2,459,087.11	64,198.82	27.69	3 15	77,461
Rockefeller Global Equity Fund I, L.P (LP)				1,801,373.49	461,895.86	20.28	2.02	36,388
Total Multi Markets Fund				4,260,460.60	526,094.68	47.97	2.67	113,849
Total Equity				4,890,355.31	802,956.79	55.06	2.39	116,998
Hedge								
North America								
Rockefeller Financial Capital Alpha Sele (LP)				251,893.91	2,091.56	2.84	0.00	0
Rockefeller Opportunistic Credit Fund, L LLC (LP)				269,667.48	15,613.52	3.04	0.00	0
Total North America				521,561.39	17,705 08	5.87	0.00	0
Venture Capital								
North America								
Rockefeller Access Fund 08-I, LLC (LP)				808,914.28	153,995.36	9.08	0.00	0
Total Securities				8,743,186.87	979,731.90	98.44	2.63	230,084
Other Assets								
Dividends Receivable - MM Sweeps				5 40	0.00	0.00		
Total Other Assets				5.40	0.00	0 00	0.00	0
Total Account:				8,881,966.73	979,731.90	100.00	2.59	230,111

e - Cost basis is estimated tax cost

* - Settled cash is invested in State St Insti US Govt Mmkt, yield is estimated

Sanford C. Bernstein & Co., LLC
A subsidiary of AllianceBernstein L.P.

www.bernstein.com

Period Ending	Last Statement
11/30/2012	10/31/2012

THE VILCEK FOUNDATION, INC.
DR. JAN T. VILCEK PRESIDENT
MARICA VILCEK VICE PRESIDENT
167 EAST 73RD ST
NEW YORK NY 10021-3510

Bernstein Advisor:	Seth Buchwald	(212) 756-1852
Advisor Associate(s):	Frank Cassaniti	(212) 756-4126
	Claire Blackburn	(212) 823-2952
	Nanette Cedeno	(212) 823-3914
	Alina Duong	(212) 756-4350
Fax Number:		(212) 407-5850

MEMBER, NEW YORK STOCK EXCHANGE, INC. SIPC

ACCOUNT SUMMARY	Opening Balance	%	Closing Balance	%
Balanced	12,168	100.0	12,289	100.0
Total Account Value	**12,168**	**100.0**	**12,289**	**100.0**

INCOME SUMMARY	Current Month	Year To Date
Equity Dividends	0	174
Total Income	**0**	**174**

PORTFOLIO SUMMARY

Quantity	Description	Price	Market Value	Estimated Annual Income Rate	Estimated Annual Income Amount
U.S. Equity					
Balanced					
1,011.430	ALLIANCEBERNSTEIN BALANCED WEALTH STRATEGY ADV CL	12.150	12,289	$0.24	240

ODMID $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION INC
PAG ACCOUNT

Page	Financial Advisor	Period Ending
3 of 4	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A The total gains and/or losses do not reflect positions which we do not have cost information. Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate

Money Market Funds (NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	6 1500	ADLXX	1 00000	1 00000	6 15	6 15	0 020%		100 00
TOTAL MONEY MARKET FUNDS						6.15	6.15			100.00

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	$6.15	$6.15	$0	0.020%	0	100%

Direct Investments (NOT COVERED BY SIPC)

This section is provided for informational purposes only and lists direct investments such as investment partnerships, private equity, investment pools, Certificate of Deposit Registry Service ("CDARS"), annuities and insurance products processed through your account, and may not reflect all direct investment products purchased or currently being serviced through our firm Generally, direct investments are not held by Oppenheimer, valuations and tax forms for them are provided by the entity that issued your direct investment There is no active secondary market for direct investments These securities are generally illiquid, and values listed may not be realized if you seek to liquidate the securities Since the estimated values of direct investments are provided for informational purposes only, they are not included in the Total Asset Value in the Portfolio Summary on the first page of this statement For further information on Oppenheimer Asset Management sponsored direct investments, please contact your Financial Advisor. For further information on non-Oppenheimer Asset Management sponsored direct investments, you should refer to and rely only on the communications or statements provided to you directly from the entity that issued and/or manages your direct investment

INVESTMENT PARTNERSHIPS. The Estimated Value reflects the valuation of your interest in the sponsored partnership as calculated in accordance with the relevant offering memorandum, and may be as of a date prior to the investment period covered by this statement For additional information, you should refer to the partnership's limited partnership agreement, audited financial statements and form K-1

PRIVATE EQUITY The Estimated Value for private equity funds is based on the latest quarterly investment value received from the underlying fund's investment manager or General Partner, and is calculated according to the valuation procedures specified in the applicable limited partnership agreement or operative document, which may be as of a date prior to the investment period covered by this statement. Further, the Estimated Value may have been adjusted for cash flows (distributions or contributions) between your brokerage account and the fund which occurred subsequent to the latest valuation provided by the fund Accordingly, the Estimated Value may not equal the value of your investment on the fund's books and records as of the date of this statement. Cash flows are reflected separately, denoted by "Capital Called" and "Cumulative Distributions" Direct investments (non fund) made into private companies are generally listed at cost All values shown are for informational purposes only and you should rely on documentation received directly from the appropriate fund or manager

Investment Partnerships/Private Equity

Description	Account Type	Quantity	Security Number	Price	Estimated Value
XANTHUS FUND VALUE AT PRIOR MONTH END NET OF FEES	CASH	627,050 31	983678913	1 000000	627,050 31

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE.

DUPLICATE FOR:
THE VILCEK FOUNDATION INC
PAG/STAR BRADFORD & MARZEC

Page	Financial Advisor	Period Ending
3 of 14	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected. Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A. The total gains and/or losses do not reflect positions which we do not have cost information. Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate.

Money Market Funds

(NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	155,734 2400	ADLXX	1 00000	1 00000	155,734 24	155,734 24	0 020%	31	5 64
TOTAL MONEY MARKET FUNDS........................						**155,734.24**	**155,734.24**		**31**	**5.64**

Fixed Income

Government Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
UNITED STATES TREAS NTS B/E 1% DUE 08/31/16 NOTE	CASH	205,000	912828RF9	101.92970	102 11700	208,955.85	209,339 85	384	1 000%	2,050	7 58
UNITED STATES TREAS NTS B/E 3.5% DUE 05/15/20 NOTE	CASH	214,000	912828ND8	114 93880	117 18800	245,969.02	250,782 32	4,813	3 500%	7,490	9 08
SUB-TOTAL GOVERNMENT BONDS		**419,000**				**454,924.87**	**460,122.17**	**5,197**		**9,540**	**16.66**

Due to credit market volatility this month, there may be some unreliable pricing of fixed income securities compared to prior months. Call your Financial Advisor if you have any questions.

Government Agency Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
FHLMC REMIC SERIES K-014 CL A-2 3.871% DUE 04/25/21 CMO AMORTIZED AMOUNT = 48,000 FACTOR = 1.00000000	CASH	48,000	3137ADTJ6	114 31250	114 57700	54,870 00	54,996 96	127	3 871%	1,858	1 99
FHLMC REMIC SERIES K-016 CL A-2 2 967% DUE 10/25/21 CMO AMORTIZED AMOUNT = 50,000 FACTOR = 1 00000000	CASH	50,000	3137AJMF8	107 56250	107 96700	53,781 25	53,983 50	202	2 967%	1,483	1 95

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION INC
PAG/STAR BRADFORD & MARZEC

Page
4 of 14

Financial Advisor
THE SOOS/HORKY GROUP-PAG - G03

Period Ending
11/30/12

Government Agency Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
FNMA PASS-THRU LNG 30 YEAR 5% DUE 06/01/35 PL 735578 FNMA MTHLY 24 DAY DELAY PASS THROUGH CVTL 30Y SFAM AMORTIZED AMOUNT = 40,199 FACTOR = 0 20405921	CASH	197,000	31402RFT1	113 58980	108.65200	45,662 70	43,677.73	(1,985)	5 000%	2,009	1.58
FNMA PASS-THRU LNG 30 YEAR 5% DUE 10/01/35 PL 735925 FNMA MTHLY 24 DAY DELAY PASS THROUGH CVTL 30Y SFAM AMORTIZED AMOUNT = 12,766 FACTOR = 0.24551826	CASH	52,000	31402RSN0	107 00240	108.37200	13,660 94	13,835 79	175	5 000%	638	0 50
FNMA PASS-THRU LNG 30 YEAR 5% DUE 02/01/36 PL 745275 FNMA MTHLY 24 DAY DELAY PASS THROUGH CVTL 30Y SFAM AMORTIZED AMOUNT = 28,854 FACTOR = 0.23846456	CASH	121,000	31403C6L0	109 77420	108.82400	31,674 48	31,400.30	(274)	5 000%	1,442	1 14
FNMA PASS-THRU LNG 30 YEAR 4.5% DUE 04/01/41 PL AI1190 FNMA MTHLY 24 DAY DELAY PASS THROUGH CVTL 30Y SFAM AMORTIZED AMOUNT = 59,645 FACTOR = 0.80601579	CASH	74,000	3138AEKC6	107 19480	110 75700	63,936.50	66,061 19	2,125	4 500%	2,684	2 39
FNMA PASS-THRU LNG 30 YEAR 4 5% DUE 04/01/41 PL AI1191 FNMA MTHLY 24 DAY DELAY PASS THROUGH CVTL 30Y SFAM AMORTIZED AMOUNT = 93,068 FACTOR = 0.78872020	CASH	118,000	3138AEKD4	110 66130	109.91300	102,991.33	102,294 91	(696)	4 500%	4,188	3 70
FNMA PASS-THRU LNG 30 YEAR 4.5% DUE 06/01/41 PL AL0393 FNMA MTHLY 24 DAY DELAY PASS THROUGH CVTL 30Y SFAM AMORTIZED AMOUNT = 118,922 FACTOR = 0.75267539	CASH	158,000	3138EGNK6	107.94080	109.91300	128,366.14	130,711.52	2,345	4.500%	5,351	4 73
FNMA PASS-THRU LNG 30 YEAR 3.5% DUE 11/01/41 PL AB3938 FNMA MTHLY 24 DAY DELAY PASS THROUGH CVTL 30Y SFAM AMORTIZED AMOUNT = 82,592 FACTOR = 0 80973048	CASH	102,000	31417ALU1	102 57180	106 84400	84,716.62	88,245 14	3,529	3 500%	2,890	3 19

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION INC
PAG/STAR BRADFORD & MARZEC

Page
5 of 14

Financial Advisor
THE SOOS/HORKY GROUP-PAG - G03

Period Ending
11/30/12

Government Agency Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
FNMA PASS-THRU LNG 30 YEAR 4% DUE 11/01/41 PL MA0907 FNMA MTHLY 24 DAY DELAY PASS THROUGH CVTL 30Y SFAM AMORTIZED AMOUNT = 179,714 FACTOR = 0.80229811	CASH	224,000	31418AAH1	105.43390	107.29900	189,480.26	192,832.15	3,352	4.000%	7,188	6.98
FNMA PASS-THRU LNG 30 YEAR 4% DUE 02/01/42 PL AB4524 FNMA MTHLY 24 DAY DELAY PASS THROUGH CVTL 30Y SFAM AMORTIZED AMOUNT = 40,070 FACTOR = 0.80140949	CASH	50,000	31417BA23	107.12580	107.29900	42,925.81	42,995.21	69	4.000%	1,602	1.56
FNMA PASS-THRU LNG 30 YEAR 4% DUE 06/01/42 PL AO3059 FNMA MTHLY 24 DAY DELAY PASS THROUGH CVTL 30Y SFAM AMORTIZED AMOUNT = 23,949 FACTOR = 0.92114035	CASH	26,000	3138LTMH6	109.01270	109.26800	26,108.15	26,169.30	61	4.000%	957	0.95
GS MTG SECS TR 2011-GC5 CL A-4 3.707% DUE 08/12/44 CMO COMML MTG AMORTIZED AMOUNT = 34,000 FACTOR = 1.00000000	CASH	34,000	36191YBB3	100.99360	110.91600	34,337.81	37,711.44	3,374	3.707%	1,260	1.36
WACHOVIA CMBS 2007-C34 CL A-3 5.678% DUE 05/17/46 CMO COMML MTG AMORTIZED AMOUNT = 29,000 FACTOR = 1.00000000	CASH	29,000	92979FAD2	97.00000	117.20600	28,130.00	33,989.74	5,860	5.678%	1,646	1.23
JP MORGAN COM MTG 2006-LDP9 CL A-3 5.336% DUE 05/15/47 CMO COMML MTG AMORTIZED AMOUNT = 28,000 FACTOR = 1.00000000	CASH	28,000	46629PAC2	99.09380	114.27000	27,746.25	31,995.60	4,249	5.336%	1,494	1.16
CITIGROUP COML MTG 2007-C6 CL A-4 5.887% DUE 12/10/49 CMO COMML MTG AMORTIZED AMOUNT = 27,000 FACTOR = 1.00000000	CASH	27,000	17311QBK5	101.79690	118.59500	27,485.16	32,020.65	4,535	5.887%	1,589	1.16

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION INC
PAG/STAR BRADFORD & MARZEC

Page	Financial Advisor	Period Ending
6 of 14	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Government Agency Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP #	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
COMM 2007-C9 CL A-4 5.994% DUE 12/10/49 CMO COMML MTG AMORTIZED AMOUNT = 29,000 FACTOR = 1.00000000	CASH	29,000	20047RAE3	108.45310	119.44300	31,451.41	34,638 47	3,187	5 994%	1,738	1.25
SUB-TOTAL GOVERNMENT AGENCY BONDS		1,367,000				987,324.81	1,017,559.60	30,235		40,025	36.82

Due to credit market volatility this month, there may be some unreliable pricing of fixed income securities compared to prior months. Call your Financial Advisor if you have any questions.

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
BERRY PETE CO B/E 10 25% DUE 06/01/14 NOTE	CASH	10,000	085789AD7 B+ / NA	101 75000	111.00000	10,175.00	11,100.00	925	10.250%	1,025	0 40
ZIONS BANCORPORATION B/E 7.75% DUE 09/23/14 NOTE	CASH	18,000	989701AX5 NR / BBB-	103.95000	109 83100	18,711 00	19,769.58	1,059	7 750%	1,395	0.72
REGIONS FINL CORP NEW B/E 7 75% DUE 11/10/14 DEB	CASH	13,000	7591EPAF7 BBB- / NA	99 75000	110.25000	12,967 50	14,332 50	1,365	7 750%	1,007	0 52
ARAMARK CORP B/E 8 5% DUE 02/01/15 NOTE CALL 02/01/13 @100	CASH	12,000	038521AD2 B / NA	92 33330	101 12600	11,080 00	12,135.12	1,055	8 500%	1,020	0 44
BANK AMER CORP B/E 1 5% DUE 10/09/15 MTN	CASH	10,000	06051GER6 A- / NA	99 95000	100.35500	9,995.00	10,035.50	41	1 500%	150	0 36
REVLON CONSUMER PRODUCTS CORP B/E 9 75% DUE 11/15/15 NOTE CALL 11/15/13 @102.438	CASH	12,000	761519BB2 B / NA	107 15000	105.25000	12,858.00	12,630.00	(228)	9 750%	1,170	0 46
METLIFE INC B/E 6.75% DUE 06/01/16 NOTE	CASH	16,000	59156RAU2 A- / NA	103.51960	119.46500	16,563 13	19,114 40	2,551	6 750%	1,080	0 69
BARRETT BILL CORP B/E 9 875% DUE 07/15/16 NOTE CALL 07/15/13 @104.938	CASH	10,000	06846NAB0 BB- / NA	106 50000	109.50000	10,650.00	10,950.00	300	9.875%	987	0 40
HEWLETT PACKARD CO B/E 3% DUE 09/15/16 NOTE	CASH	25,000	428236BP7 BBB+ / NA	100 54000	98.44000	25,135 00	24,610 00	(525)	3 000%	750	0 89

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION INC
PAG/STAR BRADFORD & MARZEC

Page	Financial Advisor	Period Ending
7 of 14	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
NATIONAL MONEY MART COMPANY FGN 10.375% DUE 12/15/16 NOTE CALL 12/15/13 @105 188	CASH	12,000	637004AC6 B+ / NA	107 50000	110 75000	12,900 00	13,290 00	390	10.375%	1,245	0 48
ALLY FINL INC B/E 5.5% DUE 02/15/17 NOTE	CASH	13,000	02005NAL4 B+ / NA	98 92600	106 50000	12,860 38	13,845 00	985	5 500%	715	0 50
HORNBECK OFFSHORE SVCS INC NEW B/E 8% DUE 09/01/17 NOTE CALL 09/01/13 @104	CASH	13,000	440543AH9 BB- / NA	100 75000	107 50000	13,097 50	13,975 00	878	8 000%	1,040	0 51
ICAHN ENTERPRISES LP/CORP B/E 8% DUE 01/15/18 NT,L P CALL 01/15/14 @104	CASH	13,000	451102AH0 BBB- / NA	99 87500	106 25000	12,983 75	13,812 50	829	8.000%	1,040	0 50
NASDAQ OMX GROUP INC B/E 5 25% DUE 01/16/18 NOTE	CASH	12,000	631103AE8 BBB / NA	99.16900	108 84300	11,900 28	13,061 16	1,161	5 250%	630	0 47
EQUINIX INC B/E 8.125% DUE 03/01/18 NOTE CALL 03/01/14 @104.063	CASH	11,000	29444UAJ5 BB- / NA	103 00000	110 00000	11,330 00	12,100 00	770	8.125%	893	0.44
AVIS BUDGET CAR RENT LLC /AVIS B/E 9 625% DUE 03/15/18 NOTE CALL 03/15/14 @104.813	CASH	19,000	053773AL1 B / NA	109 87500	111 25000	20,876 25	21,137 50	261	9 625%	1,828	0 77
CITIGROUP INC B/E 6.125% DUE 05/15/18 NOTE	CASH	14,000	172967ES6 A- / NA	111 65400	119 67700	15,631.56	16,754 78	1,123	6 125%	857	0 61
SLM CORP B/E 8.45% DUE 06/15/18 MTN	CASH	16,000	78442FEH7 BBB- / NA	108.25000	116 25000	17,320 00	18,600.00	1,280	8 450%	1,352	0 67
ENERGY TRANSFER PRTNRS L P B/E 9.7% DUE 03/15/19 NT,L P	CASH	15,000	29273RAK5 BBB- / NA	106 64370	134 75600	15,996 55	20,213 40	4,217	9 700%	1,455	0 73
ISLE OF CAPRI CASINOS INC B/E 7.75% DUE 03/15/19 NOTE CALL 03/15/15 @103 875	CASH	13,000	464592AL8 B / NA	103 00000	107 00000	13,390.00	13,910 00	520	7 750%	1,007	0 50
RIO TINTO FIN USA LTD B/E 9% DUE 05/01/19 NOTE	CASH	18,000	767201AH9 A- / NA	126 59900	137 49300	22,787 82	24,748 74	1,961	9 000%	1,620	0 90

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION INC
PAG/STAR BRADFORD & MARZEC

Page	Financial Advisor	Period Ending
8 of 14	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
PRIDE INTL INC DEL B/E 8.5% DUE 06/15/19 NOTE	CASH	25,000	74153QAG7 BBB+ / NA	103 24150	133 88800	25,810.38	33,472 00	7,662	8 500%	2,125	1 21
LINCOLN NATL CORP IND B/E 8.75% DUE 07/01/19 NOTE	CASH	24,000	534187AX7 A- / NA	120 57350	132 68500	28,937.64	31,844 40	2,907	8 750%	2,100	1 15
WEYERHAEUSER CO B/E 7.375% DUE 10/01/19 NOTE	CASH	20,000	962166BV5 BBB- / NA	107 92100	124 66400	21,584.20	24,932.80	3,349	7 375%	1,475	0 90
LIFE TECHNOLOGIES CORP B/E 6% DUE 03/01/20 NOTE	CASH	26,000	53217VAC3 BBB+ / NA	99 79600	119.34200	25,946 96	31,028.92	5,082	6 000%	1,560	1 12
WYNDHAM WORLDWIDE CORP B/E 7.375% DUE 03/01/20 NOTE	CASH	22,000	98310WAE8 BBB- / NA	99 99800	121.89400	21,999.56	26,816 68	4,817	7.375%	1,622	0 97
MASCO CORP B/E 7.125% DUE 03/15/20 NOTE	CASH	22,000	574599BG0 BBB- / NA	99 99800	117.23900	21,999 56	25,792.58	3,793	7.125%	1,567	0.93
AMERIGAS FIN CORP / LLC B/E 6 75% DUE 05/20/20 NOTE CALL 05/20/16 @103 375	CASH	13,000	03077JAA8 NA / NA	101 12500	109.00000	13,146 25	14,170 00	1,024	6 750%	877	0 51
INTELSAT JACKSON HLDGS LTD B/E 7.25% DUE 10/15/20 NOTE CALL 10/15/15 @103.625	CASH	16,000	45824TAC9 B / NA	103.75000	106.75000	16,600.00	17,080.00	480	7 250%	1,160	0 62
CHESAPEAKE ENERGY CORP B/E 6.125% DUE 02/15/21 NOTE	CASH	13,000	165167CG0 BB- / NA	100 00000	101 25000	13,000.00	13,162.50	163	6 125%	796	0 48
HUNTSMAN INTL LLC B/E 8.625% DUE 03/15/21 NOTE CALL 09/15/15 @104.313	CASH	13,000	44701QAX0 B+ / NA	101 50000	113 25000	13,195 00	14,722 50	1,528	8 625%	1,121	0 53
NII CAPITAL CORP B/E 7.625% DUE 04/01/21 NOTE CALL 04/01/16 @103.813	CASH	12,000	67021BAE9 B- / NA	103.62500	69.00000	12,435.00	8,280.00	(4,155)	7.625%	915	0 30
JEFFERIES GROUP INC NEW B/E 6.875% DUE 04/15/21 NOTE	CASH	30,000	472319AH5 BBB / NA	99 00300	110 75000	29,700 90	33,225 00	3,524	6 875%	2 062	1 20

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION INC
PAG/STAR BRADFORD & MARZEC

Page
9 of 14

Financial Advisor
THE SOOS/HORKY GROUP-PAG - G03

Period Ending
11/30/12

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
PLAINS EXPL& PRODTN CO B/E 6 625% DUE 05/01/21 NOTE CALL 05/01/16 @103 313	CASH	18,000	726505AK6 BB- / NA	100 06250	102 50000	18,011.25	18,450.00	439	6 625%	1 192	0 67
BOSTON PPTYS LTD PARTNERSHIP B/E 4.125% DUE 05/15/21 NOTE	CASH	33,000	10112RAS3 A- / NA	97 86920	109 46100	32,296 84	36,122 13	3,825	4 125%	1,361	1 31
HCA HOLDINGS INC B/E 7 75% DUE 05/15/21 NOTE CALL 11/15/16 @103 875	CASH	19,000	40412CAB7 B- / NA	104 62500	108 50000	19,878 75	20,615 00	736	7 750%	1,472	0 75
CNA FINL CORP B/E 5 75% DUE 08/15/21 NOTE	CASH	19,000	126117AR1 BBB- / NA	99 62600	117 91800	18,928 94	22,404 42	3,475	5 750%	1,092	0 81
TRANSOCEAN INC B/E 6 375% DUE 12/15/21 NOTE	CASH	13,000	893830BB4 BBB- / NA	99 94600	120.83100	12,992 98	15,708 03	2,715	6.375%	828	0.57
UDR INC MEDIUM TERM NTS BK ENT B/E 4 625% DUE 01/10/22 MTN CALL 10/10/21 @100	CASH	31,000	90265EAG5 BBB / NA	105 23100	110.93800	32,621 61	34,390 78	1,769	4 625%	1,433	1 24
CONCHO RES INC B/E 6 5% DUE 01/15/22 NOTE CALL 01/15/17 @103 250	CASH	16,000	20605PAC5 BB+ / NA	100 75000	109 00000	16,120.00	17,440 00	1,320	6 500%	1,040	0 63
GOLDMAN SACHS GROUP INC B/E 5.75% DUE 01/24/22 NOTE	CASH	26,000	38141GGS7 A- / NA	108 33500	119 25000	28,167 10	31,005 00	2,838	5 750%	1,495	1 12
JPMORGAN CHASE & CO B/E 4.5% DUE 01/24/22 NT,INV CO	CASH	25,000	46625HJD3 A / NA	105 17800	113 13500	26,294 50	28,283 75	1,989	4 500%	1,125	1 02
CIGNA CORPORATION B/E 4% DUE 02/15/22 NOTE CALL 11/15/21 @100	CASH	25,000	125509BS7 BBB / NA	102 66800	109 46900	25,667 00	27,367.25	1,700	4 000%	1,000	0 99
VENTAS RLTY LTD PARTNERSHIP B/E 4.25% DUE 03/01/22 NOTE CALL 12/01/21 @100	CASH	25,000	92276MAX3 BBB / NA	99.68000	106 88700	24,920 00	26,721 75	1,802	4 250%	1,062	0 97
OMNICOM GROUP INC B/E 3 625% DUE 05/01/22 NOTE	CASH	26,000	681919AZ9 BBB+ / NA	104 76300	104 78600	27,238.38	27,244 36	6	3 625%	942	0 99

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION INC
PAG/STAR BRADFORD & MARZEC

Page
10 of 14

Financial Advisor
THE SOOS/HORKY GROUP-PAG - G03

Period Ending
11/30/12

Corporate Bonds in Maturity Date Sequence

Description	Account Type	Quantity	CUSIP/ Rating	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
BP CAP MKTS P L C B/E 3 245% DUE 05/06/22 NOTE	CASH	20,000	05565QBZ0 A / NA	100 00000	105.13400	20,000 00	21,026 80	1,027	3 245%	649	0 76
CHURCH & DWIGHT INC B/E 2 875% DUE 10/01/22 NOTE	CASH	27,000	171340AH5 BBB / NA	99.90500	102.68500	26,974 35	27,719 55	745	2 875%	776	1 00
KINDER MORGAN ENERGY PARTNERS B/E 3.45% DUE 02/15/23 NT,L P CALL 11/15/22 @100	CASH	27,000	494550BM7 BBB / NA	100 07800	102 32000	27,021 06	27,626 40	605	3 450%	931	1 00
DIRECTV HLDGS LLC / DIRECTV B/E 6.375% DUE 03/01/41 NOTE	CASH	23,000	25459HAZ8 BBB / NA	111 93700	115 64200	25,745 51	26,597 66	852	6 375%	1,466	0 96
TIME WARNER INC B/E 5 375% DUE 10/15/41 DEB	CASH	24,000	887317AM7 BBB / NA	101.04500	113 00200	24,250 80	27,120 48	2,870	5 375%	1,290	0 98
MACYS RETAIL HLDGS INC B/E 5 125% DUE 01/15/42 NOTE CALL 07/15/41 @100	CASH	12,000	55616XAG2 BBB / NA	99 84700	110.16800	11,981.64	13,220.16	1,239	5 125%	615	0 48
EBAY INC B/E 4% DUE 07/15/42 NOTE CALL 01/15/42 @100	CASH	27,000	278642AF0 A / NA	100 80400	97 45400	27,217.08	26,312.58	(905)	4 000%	1,080	0 95
ALTRIA GROUP INC B/E 4.25% DUE 08/09/42 NOTE	CASH	28,000	02209SAM5 BBB / NA	95 41600	99.32700	26,716 48	27,811.56	1,095	4 250%	1,190	1 01
BURLINGTON NORTHN SANTA FE CP B/E 4.375% DUE 09/01/42 DEB CALL 03/01/42 @100	CASH	20,000	12189LAK7 BBB+ / NA	98.61600	107.50600	19,723 20	21,501.20	1,778	4.375%	875	0 79
SUB-TOTAL CORPORATE BONDS		1,016,000				1,046,331.64	1,129,341.42	83,012		62,671	40.88

Due to credit market volatility this month, there may be some unreliable pricing of fixed income securities compared to prior months. Call your Financial Advisor if you have any questions.

		Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
TOTAL FIXED INCOME	2,801,000	2,488,581.32	2,607,023.19	118,444		112,136	94.36
Total Portfolio Holdings		$2,644,316.56	$2,762,767.43	$118,444	4.058%	112,167	100%

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
VILCEK FOUNDATION INC
PAG/IAS WENTWORTH HAUSER &
VIOLICH

Page	Financial Advisor	Period Ending
3 of 6	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A The total gains and/or losses do not reflect positions which we do not have cost information Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated. As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate

Money Market Funds

(NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	24,571.6400	ADLXX	1 00000	1.00000	24,571 64	24,571.64	0.020%	4	6 79
TOTAL MONEY MARKET FUNDS........						24,571.64	24,571.64		4	6.79

Equities

Please note the following icon appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage If you wish to access such research you may visit the Client Access web site (www.opco com) or speak with your Financial Advisor.

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
COOPER INDUSTRIES PLC	(Q) CASH	145	CBE	42 83170	74.50000	6,210.60	10,802.60	4,592	1 127%	121	2 98
INGERSOLL-RAND PLC	(Q) CASH	215	IR	33 96140	48.78000	7,301 70	10,487 70	3,186	1 312%	137	2 90
NABORS INDUSTRIES LTD	(G) CASH	1,285	NBR	19.13010	14 70000	24,582.19	18,889 50	(5,693)			5 22
PARTNERRE LTD	(I) CASH	50	PRE	75.03800	82.88000	3,751 90	4,144.00	392	2.992%	124	1 15
WEATHERFORD INTERNATIONAL LTD REG SHS	(G) CASH	1,420	WFT	17.85990	10 41000	25,381.07	14,782 20	(10,579)			4 08
NOBLE CORPORATION BAAR NAMEN -AKT	(G) CASH	495	NE	39 99050	34.49000	19,795.28	17,072 55	(2,723)	1 571%	268	4 72
TRANSOCEAN LTD REG SHS	(G) CASH	390	RIG	68 62830	46.20000	26,765 05	18,018.00	(8,747)			4 98
UBS AG SHS NEW	(I) CASH	609	UBS	15.55470	15 71000	9,472 84	9,567 39	95	0 689%	65	2 64
CORE LABORATORIES N V	(G) CASH	40	CLB	53 24500	103.18000	2,129 80	4,127.20	1,997	1 085%	44	1 14
AGRIUM INC	(A) CASH	45	AGU	32 79020	102 02000	1,475.56	4,590 90	3,115	0 980%	45	1 27
AXA SA SPONSORED ADR	(I) CASH	245	AXAHY	21.20570	16 43300	5,195 40	4,028 08	(1,169)	4 457%	179	1 11

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
VILCEK FOUNDATION INC
PAG/IAS WENTWORTH HAUSER &
VIOLICH

Page
4 of 6

Financial Advisor
THE SOOS/HORKY GROUP-PAG - G03

Period Ending
11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
BASF SE SPONSORED ADR	(C) CASH	90	BASFY	57.12500	89 61100	5,141 25	8,064.99	2,924	2 692%	217	2 23
BHP BILLITON LTD SPONSORED ADR	(C) CASH	255	BHP	66 07750	72.04000	16,849 75	18,370 20	1,520	3 109%	571	5.08
BRITISH AMERN TOB PLC SPONSORED ADR	(C) CASH	75	BTI	67.60600	105.43000	5,070.45	7,907.25	2,837	3 994%	315	2 18
BROOKFIELD ASSET MGMT INC CL A LTD VT SH	(O) CASH	110	BAM	21.95550	34.74000	2,415 10	3,821 40	1,406	1 611%	61	1.06
CANADIAN NATL RY CO	(S) CASH	100	CNI	52 91150	89 83000	5,291.15	8,983 00	3,692	1 681%	151	2.48
CANADIAN NAT RES LTD	(G) CASH	400	CNQ	32 72690	28 49000	13,090 74	11,396 00	(1,695)	1.480%	168	3 15
CANADIAN PAC RY LTD	(S) CASH	152	CP	57.88140	93 34000	8,797.98	14,187.68	5,390	1 510%	214	3 92
DIAGEO P L C SPON ADR NEW	(J) CASH	85	DEO	70.09060	119 57000	5,957.70	10,163.45	4,206	2 319%	235	2 81
MANULIFE FINL CORP	(I) CASH	300	MFC	17 57900	12.85000	5,273 70	3,855 00	(1,419)	4 084%	156	1 07
NESTLE S A SPONSORED ADR	(J) CASH	230	NSRGY	46.79330	65 46900	10,762 45	15,057.87	4,295	2 706%	407	4 16
NOVARTIS A G SPONSORED ADR	(L) CASH	120	NVS	51.62210	62 05000	6,194 65	7,446 00	1,251	3 394%	252	2 06
POTASH CORP SASK INC	(C) CASH	380	POT	38 79760	38 52000	14,743.08	14,637 60	(105)	2 180%	319	4 04
RIO TINTO PLC SPONSORED ADR	(C) CASH	370	RIO	60 54140	49.80000	22,400.30	18,426 00	(3,974)	3.324%	612	5 09
SCHLUMBERGER LTD	(G) CASH	245	SLB	73 66730	71 62000	18,024 00	17,546 90	(477)	1.535%	269	4.85
SUNCOR ENERGY INC NEW	(G) CASH	540	SU	37.41810	32 61000	20,205.78	17,609 40	(2,596)	1.691%	280	4 87
TALISMAN ENERGY INC	(G) CASH	250	TLM	15.63020	11.22000	3,907 55	2,805 00	(1,103)	2 406%	67	0 78
TECK RESOURCES LTD CL B	(C) CASH	90	TCK	40 06000	33.67000	3,605 40	3,030 30	(575)	2 667%	80	0 84
TENARIS S A SPONSORED ADR	(C) CASH	350	TS	40 63660	39.94000	14,222.80	13,979 00	(244)	1.902%	266	3 88
UNILEVER N V N Y SHS NEW	(J) CASH	225	UN	30.33360	37 83000	6,825 05	8,511 75	1,687	2 754%	234	2 35
VALE S A ADR	(C) CASH	805	VALE	21.99280	17 43000	17,704 21	14,031 15	(3,673)	1 777%	249	3 88

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
VILCEK FOUNDATION INC
PAG/IAS WENTWORTH HAUSER &
VIOLICH

Page	Financial Advisor	Period Ending
5 of 6	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
YARA INTL ASA SPONSORED ADR	(A) CASH	20	YARIY	44 15000	50 16400	883 00	1,003 28	120	1 926%	19	0.28
SUB-TOTAL COMMON STOCK						339,407.48	337,341.24	(2,067)		6,138	93.21
TOTAL EQUITIES						339,407.48	337,341.24	(2,067)		6,138	93.21

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(Q)	6%	TECHNOLOGY	(G)	36%	ENERGY	(I)	6%	FINANCIAL
(A)	1%	AGRICULTURE	(C)	29%	BASIC INDUSTRY	(O)	1%	REAL ESTATE
(S)	6%	TRANSPORTATION	(J)	10%	FOOD & BEVERAGES	(L)	2%	HEALTHCARE

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION
PAG/IAS GANNETT WELSH & KOTLER

Page	Financial Advisor	Period Ending
3 of 8	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected. Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes. Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A The total gains and/or losses do not reflect positions which we do not have cost information Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate

Money Market Funds

(NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	10,027.6800	ADLXX	1 00000	1 00000	10,027 68	10,027 68	0.020%	2	1 11
TOTAL MONEY MARKET FUNDS						**10,027.68**	**10,027.68**		**2**	**1.11**

Equities

Please note the following icon Ⓡ appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage. If you wish to access such research you may visit the Client Access web site (www opco com) or speak with your Financial Advisor.

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
AKAMAI TECHNOLOGIES INC	(P) CASH	159	AKAM	32.51660	36 62000	5,170 14	5,822 58	652			0 64
AMERICAN CAMPUS CMNTYS INC REIT	(I) CASH	301	ACC	44.32850	43 80000	13,342 88	13,183.80	(159)	3 082%	406	1 46
ANSYS INC	(Q) CASH	242	ANSS	66 29910	66 33000	16,044 38	16,051 86	7			1 78
APTARGROUP INC	(F) CASH	279	ATR	50.82150	47.67000	14,179 20	13,299 93	(879)	1 846%	245	1 47
BLACKBAUD INC	(Q) CASH	408	BLKB	26 46980	22 34000	10,799 68	9,114 72	(1,685)	2 148%	195	1.01
CLECO CORP NEW	(T) CASH	506	CNL	35 67340	40 29000	18,050.74	20,386.74	2,336	3 350%	683	2.26
CARDTRONICS INC	(P) CASH	408	CATM	28 23050	22 94000	11,518.03	9,359 52	(2,159)			1 04
COMPASS MINERALS INTL INC	(C) CASH	189	CMP	73.36640	76.40000	13,866 25	14,439 60	573	2 591%	374	1 60
CORPORATE EXECUTIVE BRD CO	(N) CASH	196	CEB	44 71100	42 80000	8,763 36	8,388 80	(375)	1 635%	137	0 93
COSTAR GROUP INC	(P) CASH	121	CSGP	73 62660	86.86000	8,908.82	10,510.06	1,601			1 16
CUBIST PHARMACEUTICALS INC	(L) CASH	317	CBST	44.88570	40 61000	14,228 78	12,873 37	(1,355)			1 43
DONALDSON INC	(F) CASH	378	DCI	34.51720	33 58000	13,047.49	12,693 24	(354)	1 072%	136	1 41
DRIL-QUIP INC	(G) CASH	189	DRQ	71 15070	70.37000	13,447 48	13,299 93	(148)			1.47
F5 NETWORKS INC	(Q) CASH	53	FFIV	106 18430	93 66000	5,627.77	4,965.04	(663)			0 55

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION
PAG/IAS GANNETT WELSH & KOTLER

Page	Financial Advisor	Period Ending
4 of 8	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
FIRST REP BK SAN FRANCISCO CAL	(I) CASH	370	FRC	31 41500	33.82000	11,623.56	12,513.40	890	1.182%	148	1 39
GARTNER INC	(P) CASH	355	IT	41 96740	47.88000	14,898 42	16,997.40	2,099			1 88
GENTEX CORP	(S) CASH	430	GNTX	23 92910	17.75000	10,289.51	7,632.50	(2,657)	2.929%	223	0 85
GLACIER BANCORP INC NEW	(I) CASH	619	GBCI	14 72420	14.53000	9,114.26	8,994 07	(120)	3 578%	321	1 00
GREENHILL & CO INC	(I) CASH	136	GHL	44 71720	47 52000	6,081.54	6,462.72	381	3 787%	244	0 72
GROUP 1 AUTOMOTIVE INC	(S) CASH	166	GPI	58 28870	60.76000	9,675.92	10,086 16	410	0 987%	99	1 12
GULFPORT ENERGY CORP COM NEW	(G) CASH	634	GPOR	29.53610	38 04000	18,725.89	24,117 36	5,391			2 67
HMS HLDGS CORP	(P) CASH	634	HMSY	31.72440	23 17000	20,113.26	14,689 78	(5,423)			1 63
HARMONIC INC	(M) CASH	725	HLIT	4 90870	4 58000	3,558 81	3,320 50	(238)			0 37
HARRIS TEETER SUPERMARKETS INC	(J) CASH	340	HTSI	39.56730	37.99000	13,452.89	12,916.60	(536)	1 579%	204	1 43
HEARTLAND EXPRESS INC	(S) CASH	673	HTLD	13 42530	13.73000	9,035 22	9,240.29	205	0 582%	53	1 02
HIBBETT SPORTS INC	(H) CASH	257	HIBB	52 10370	53.74000	13,390 65	13,811.18	421			1 53
HITTITE MICROWAVE CORP	(Q) CASH	75	HITT	52 93850	60 68000	3,970.39	4,551.00	581			0 50
ICU MED INC	(L) CASH	128	ICUI	51 01020	58 89000	6,529.30	7,537 92	1,009			0 83
IBERIABANK CORP	(I) CASH	189	IBKC	47 49310	48 75000	8,976 20	9,213 75	238	2 789%	257	1.02
JACOBS ENGR GROUP INC DEL	(P) CASH	272	JEC	41 42020	40.94000	11,266.30	11,135.68	(131)			1 23
KIRBY CORP	(S) CASH	257	KEX	60 17610	57.88000	15,465.25	14,875 16	(590)			1 65
LIFE TIME FITNESS INC	(H) CASH	242	LTM	43 29410	47 06000	10,477 17	11,388.52	911			1 26
LINCOLN ELEC HLDGS INC	(E) CASH	393	LECO	39 05210	47.51000	15,347 49	18,671.43	3,324	1.431%	267	2.07
LULULEMON ATHLETICA INC	(B) CASH	116	LULU	68.54400	71.78000	7,951 10	8,326 48	375			0 92
MANNING & NAPIER INC CL A	(I) CASH	793	MN	12 28730	12 51000	9,743 86	9,920 43	177	5 115%	507	1 10
MARKETAXESS HLDGS INC	(I) CASH	347	MKTX	31.58030	30.86000	10,958 38	10,708.42	(250)	1.426%	152	1 19
MEDNAX INC	(L) CASH	234	MD	69.21720	79.00000	16,196.82	18,486.00	2,289			2.05
MICROS SYS INC	(Q) CASH	219	MCRS	49.57630	43.46000	10,857.21	9,517 74	(1,339)			1 05
MICROCHIP TECHNOLOGY INC	(Q) CASH	378	MCHP	33 99090	30 42000	12,848 56	11,498 76	(1,350)	4 628%	532	1 27
MID-AMER APT CMNTYS INC REIT	(I) CASH	194	MAA	63 16540	62 32000	12,252.14	12,090 08	(162)	4 236%	512	1 34

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION
PAG/IAS GANNETT WELSH & KOTLER

Page	Financial Advisor	Period Ending
5 of 8	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
MIDDLEBY CORP	(D) CASH	176	MIDD	107 69340	127 39000	16,954 04	22,420.64	3,467			2 48
NATIONAL HEALTH INVS INC REIT	(I) CASH	227	NHI	47.43000	55 50000	10,766 62	12,598.50	1,832	4 828%	608	1 40
NATURAL GROCERS BY VITAMIN COT	(J) CASH	272	NGVC	20 14660	19 17000	5,479.87	5,214 24	(266)			0.58
NEWELL RUBBERMAID INC	(F) CASH	582	NWL	17 06250	21 81000	9,930 40	12,693 42	2,763	2 751%	349	1 41
POWER INTEGRATIONS INC	(Q) CASH	144	POWI	34 24310	31 11000	4,931 01	4,479 84	(451)	0 642%	28	0 50
PROASSURANCE CORP	(I) CASH	227	PRA	83.92840	90.68000	19,051 75	20,584 36	1,533	1 102%	227	2 28
QEP RES INC	(G) CASH	491	QEP	31 77330	28 12000	15,600 69	13,806 92	(1,794)	0 284%	39	1 53
QUESTAR CORP	(G) CASH	748	STR	19 43780	19 62000	14,539 57	14,675 76	136	3 465%	508	1 63
RPM INTL INC	(C) CASH	723	RPM	25 93460	29 01000	18,750.71	20,974 23	2,224	3 102%	650	2.32
RALCORP HLDGS INC NEW	(J) CASH	189	RAH	71 48800	89 14000	13,511 24	16,847 46	3,336			1 87
RANGE RES CORP	(G) CASH	166	RRC	68 76270	64.02000	11,414 61	10,627 32	(787)	0 249%	26	1 18
RBC BEARINGS INC	(C) CASH	174	ROLL	45 20760	46 59000	7,866 16	8,106 66	241			0 90
RESMED INC	(L) CASH	378	RMD	32 41030	41.09000	12,251 09	15,532 02	3,281	1 654%	257	1 72
RITCHIE BROS AUCTIONEERS	(P) CASH	445	RBA	19.75820	22 91000	8,792 42	10,194.95	1,403	2 138%	218	1 13
RIVERBED TECHNOLOGY INC	(Q) CASH	385	RVBD	24 30420	17.90000	9,357 13	6,891 50	(2,466)			0 76
RYLAND GROUP INC	(E) CASH	430	RYL	25 17280	33 45000	10,824 29	14,383.50	3,559	0 358%	51	1.59
SVB FINL GROUP	(I) CASH	249	SIVB	57 94530	55.22000	14,428.38	13,749 78	(679)			1 52
SIGNATURE BK NEW YORK N Y	(I) CASH	272	SBNY	48.38920	70 16000	13,161.85	19,083 52	5,922			2 11
SOLERA HOLDINGS INC	(Q) CASH	196	SLH	44.91080	51 76000	8,802 51	10,144 96	1,342	0 965%	98	1 12
SOURCEFIRE INC	(Q) CASH	174	FIRE	42.23990	49.23000	7,349.75	8,566 02	1,216			0 95
STEPAN CO	(F) CASH	91	SCL	97 11420	99.95000	8,837 39	9,095.45	258	1 280%	116	1 01
STERICYCLE INC	(N) CASH	144	SRCL	86.37340	93.47000	12,437 77	13,459.68	1,022			1 49
TORO CO	(F) CASH	319	TTC	34 94110	44.86000	11,146.20	14,310 34	3,164	0 980%	140	1 58
TRACTOR SUPPLY CO	(J) CASH	145	TSCO	85.38810	89.62000	12,381 27	12,994 90	614	0 892%	116	1 44
TUPPERWARE BRANDS CORP	(F) CASH	189	TUP	55.39570	64.85000	10,469 78	12,256 65	1,787	2 220%	272	1 36
II VI INC	(L) CASH	408	IIVI	18 21470	17 11000	7,431 58	6,980 88	(451)			0 77
TYLER TECHNOLOGIES INC	(Q) CASH	219	TYL	41.25270	46.92000	9,034.34	10,275.48	1,241			1 14

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION
PAG/IAS GANNETT WELSH & KOTLER

Page	Financial Advisor	Period Ending
6 of 8	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
UMPQUA HLDGS CORP	(I) CASH	582	UMPQ	12.63070	11.66000	7,351 08	6,786.12	(565)	3 087%	209	0 75
UNITED THERAPEUTICS CORP DEL	(L) CASH	234	UTHR	48.18230	52 55000	11,274.65	12,296 70	1,022			1 36
UNIVERSAL FST PRODS INC	(C) CASH	226	UFPI	33 88940	37 66000	7,659 01	8,511.16	852	1 062%	90	0 94
URBAN OUTFITTERS INC	(B) CASH	185	URBN	36.85990	37.70000	6,819 08	6,974.50	155			0 77
WABTEC CORP	(S) CASH	196	WAB	73.38630	84 62000	14,383.71	16,585 52	2,202	0 236%	39	1 84
WADDELL & REED FINL INC CL A	(I) CASH	325	WDR	29 05990	32.49000	9,444.47	10,559 25	1,115	3 447%	364	1 17
WATERS CORP	(Q) CASH	166	WAT	79 92990	84 55000	13,268 36	14,035.30	767			1 55
ZEBRA TECHNOLOGIES CORP CL A	(Q) CASH	340	ZBRA	37 62410	38 95000	12,792 18	13,243.00	451			1 47
SUB-TOTAL COMMON STOCK						850,290.06	893,033.05	42,743		10,114	98.89
TOTAL EQUITIES						850,290.06	893,033.05	42,743		10,114	98.89

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(P)	8%	RETAIL SERVICES	(I)	18%	FINANCIAL	(Q)	13%	TECHNOLOGY	(F)	8%	CONSUMER GOODS
(T)	2%	UTILITIES	(C)	5%	BASIC INDUSTRY	(N)	2%	PUBLIC SERVICES	(L)	8%	HEALTHCARE
(G)	8%	ENERGY	(S)	6%	TRANSPORTATION	(M)	.37%	MEDIA & COMMUNICATION	(J)	5%	FOOD & BEVERAGES
(H)	2%	ENTERTAINMENT	(E)	3%	CONSTRUCTION & BLDG	(B)	1%	APPAREL & ACCESSORIES	(D)	2%	CAPITAL GOODS

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	$860,317.74	$903,060.73	$42,743	1.120%	10,116	100%

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION
PAG/IAS POPLAR FOREST

Page	Financial Advisor	Period Ending
3 of 6	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected. Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A The total gains and/or losses do not reflect positions which we do not have cost information Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate

Money Market Funds

(NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	19,662.9500	ADLXX	1.00000	1.00000	19,662.95	19,662.95	0 020%	3	2 55
TOTAL MONEY MARKET FUNDS						**19,662.95**	**19,662.95**		**3**	**2.55**

Equities

Please note the following icon 🄰 appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage. If you wish to access such research you may visit the Client Access web site (www.opco com) or speak with your Financial Advisor

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
TE CONNECTIVITY LTD REG SHS	(Q) CASH	847	TEL	32.36000	35 19000	27,408 92	29,805 93	2,397	2 387%	711	3 86
AETNA INC NEW	(L) CASH	678	AET	41.53800	43.19000	28,162.76	29,282 82	1,120	1.852%	542	3 79
ALLSTATE CORP	(I) CASH	853	ALL	32 88130	40 48000	28,047.76	34,529.44	6,482	2 173%	750	4 47
AMERICAN INTL GROUP INC COM NEW	(I) CASH	705	AIG	34 50590	33.13000	24,326.66	23,356 65	(970)			3 02
AVERY DENNISON CORP	(P) CASH	666	AVY	28 12240	33.45000	18,729.50	22,277 70	3,548	3 228%	719	2 88
BAKER HUGHES INC	(G) CASH	254	BHI	41.96640	43.15000	10,659 98	10,960 10	300	1.390%	152	1 42
BANK OF AMERICA CORPORATION	(I) CASH	3,688	BAC	5.72670	9 86000	21,120 05	36,363 68	15,244	0 405%	147	4 71
BAXTER INTL INC	(L) CASH	505	BAX	50 24960	66 27000	25,376 05	33,466.35	8,090	2 716%	909	4 33
CARNIVAL CORP PAIRED CTF	(S) CASH	739	CCL	33 34000	38.66000	24,638.26	28,569.74	3,931	2 586%	739	3 70
CITIGROUP INC COM NEW	(I) CASH	945	C	31 19060	34.57000	29,475.07	32,668.65	3,194	0 115%	37	4 23
DONNELLEY R R & SONS CO	(P) CASH	1,918	RRD	13 21230	9 40000	25,341.10	18,029 20	(7,312)	11 063%	1,994	2 33
ELECTRONIC ARTS INC	(Q) CASH	1,604	EA	17 25950	14 81000	27,684.30	23,755 24	(3,929)			3 08
FORTUNE BRANDS HOME & SEC INC	(C) CASH	335	FBHS	18 62690	29 99000	6,240 01	10,046 65	3,806			1 30

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION
PAG/IAS POPLAR FOREST

Page	Financial Advisor	Period Ending
4 of 6	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Common Stock

Description		Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
GENERAL ELECTRIC CO	(T)	CASH	1,161	GE	16.48700	21.13000	19,141 36	24,531 93	5,391	3.218%	789	3 18
HEWLETT PACKARD CO	(Q)	CASH	1,081	HPQ	18 15780	12.99000	19,628 58	14,042.19	(5,586)	4 064%	570	1 82
INTERNATIONAL BUSINESS MACHS	(Q)	CASH	92	IBM	167.33890	190.07000	15,395 18	17,486 44	2,091	1 788%	312	2 28
JPMORGAN CHASE & CO COM	(I)	CASH	800	JPM	37 77340	41 08000	30,218 71	32,864 00	2,645	2 921%	960	4 25
LILLY ELI & CO	(L)	CASH	643	LLY	41 00050	49 04000	26,363 34	31,532.72	5,169	3.998%	1,260	4 08
LINCOLN NATL CORP IND	(I)	CASH	1,364	LNC	19.66470	24.70000	26,822 70	33,690 80	6,868	1.943%	654	4.36
MCGRAW HILL COS INC	(M)	CASH	618	MHP	42 35900	53 11000	26,177 86	32,821 98	6,644	1 920%	630	4 25
MICROSOFT CORP	(Q)	CASH	1,124	MSFT	26.57300	26.61500	29,868.05	29,915 26	47	3.458%	1,034	3 87
OMNICOM GROUP INC	(M)	CASH	572	OMC	43 79900	49.74000	25,053.03	28,451.28	3,398	2 412%	686	3.68
ROBERT HALF INTL INC	(P)	CASH	1,043	RHI	27.28580	28.26000	28,459.04	29,475.18	1,016	2.123%	625	3 82
SEALED AIR CORP NEW	(F)	CASH	913	SEE	16.05410	16.82000	14,657 35	15,356.66	699	3.091%	474	1 99
STAPLES INC	(P)	CASH	2,185	SPLS	13.76400	11.70000	30,074.29	25,564.50	(4,510)	3.760%	961	3 31
STATE STR CORP	(I)	CASH	169	STT	39 61870	44.44000	6,695 56	7,510 36	815	2.160%	162	0 97
TIME WARNER CABLE INC	(M)	CASH	205	TWC	61.26800	94.89000	12,559 94	19,452.45	6,893	2.360%	459	2.52
WHIRLPOOL CORP	(F)	CASH	316	WHR	53.73950	101.84000	16,981 67	32,181 44	15,200	1 963%	632	4.17
WPX ENERGY INC	(G)	CASH	811	WPX	15 17460	15 79000	12,306.64	12,805 69	499			1 66
XEROX CORP	(Q)	CASH	4,700	XRX	7.30850	6 81000	34,349.74	32,007 00	(2,343)	2.496%	799	4.14
SUB-TOTAL COMMON STOCK							671,963.46	752,802.03	80,838		17,717	97.45
TOTAL EQUITIES							671,963.46	752,802.03	80,838		17,717	97.45

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(Q)	19%	TECHNOLOGY	(L)	12%	HEALTHCARE	(I)	26%	FINANCIAL	(P)	12%	RETAIL SERVICES	(G)	3%	ENERGY
(S)	3%	TRANSPORTATION	(C)	1%	BASIC INDUSTRY	(T)	3%	UTILITIES	(M)	10%	MEDIA & COMMUNICATION	(F)	6%	CONSUMER GOODS

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	$691,626.41	$772,464.98	$80,838	2.294%	17,721	100%

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

VILCEK FOUNDATION INC
PAG/IAS THORNBURG INV MGMT
ATT JAN T VILCEK

	Page	Financial Advisor	Period Ending
	3 of 9	THE SOOS/HORKY GROUP-PAG - KF6	11/30/12

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected. Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes. Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A. The total gains and/or losses do not reflect positions which we do not have cost information Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments. EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated. As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts. EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate.

Money Market Funds

(NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	32,872.4900	ADLXX	1.00000	1.00000	32,872 49	32,872.49	0.020%	6	4.52
TOTAL MONEY MARKET FUNDS						32,872.49	32,872.49		6	4.52

Equities

Please note the following icon 🗎 appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage. If you wish to access such research you may visit the Client Access web site (www.opco.com) or speak with your Financial Advisor

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
DEUTSCHE BANK AG NAMEN AKT	(I) CASH	165	DB	43.44050	44.13000	7,167.68	7,281.45	114	2.094%	152	1.00
ACCENTURE PLC IRELAND SHS CLASS A	(P) CASH	115	ACN	60.29550	67.92000	6,933 98	7,810.80	877	2.385%	186	1.07
CHECK POINT SOFTWARE TECH LTD ORD	(Q) CASH	186	CHKP	52.61020	46.17000	9,785.50	8,587.62	(1,198)			1 18
ESC ASML HOLDING N V	CASH	101	N07ESC895	N/A	UNPRICED	N/A	0.00	N/A			
ASML HOLDING N V N Y REGISTRY SHS	(Q) CASH	77	ASML	N/A	62.57000	N/A	4,817.89	N/A	1.075%	51	0 66
YANDEX N V SHS CLASS A	(N) CASH	342	YNDX	26.40970	21.82000	9,032 13	7,462.44	(1,570)			1.03
AIA GROUP LTD SPONSORED ADR	(I) CASH	700	AAGIY	14 81350	15.56100	10,369.44	10,892 70	523	0.995%	108	1 50
ADIDAS AG ADR SUBJECT TO CUSTODY FEE	(B) CASH	347	ADDYY	38 54510	43.97300	13,375.16	15,258.63	1,883	1.036%	158	2 10
ARM HLDGS PLC SPONSORED ADR	(Q) CASH	232	ARMH	13.63410	37.32000	3,163.11	8,658.24	5,495	0.420%	36	1.19

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

VILCEK FOUNDATION INC
PAG/IAS THORNBURG INV MGMT
ATT JAN T VILCEK

Page	Financial Advisor	Period Ending
4 of 9	THE SOOS/HORKY GROUP-PAG - KF6	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
ASSA ABLOY AB ADR	(C) CASH	904	ASAZY	14.42430	18.07400	13,039.60	16,338.89	3,299	1.393%	227	2 25
BG GROUP PLC ADR FIN INST N	(G) CASH	531	BRGYY	18.36090	17 14800	9,749.85	9,105.58	(644)	1.448%	131	1.25
BAIDU INC SPON ADR REP A SUBJECT TO CUSTODY FEE	(N) CASH	68	BIDU	119.02410	96 31000	8,093.64	6,549.08	(1,545)			0 90
BURBERRY GROUP PLC SPONSORED ADR	(B) CASH	96	BURBY	37.46960	41 25200	3,597.08	3,960.19	363	2.374%	94	0.54
CNOOC LTD SPONSORED ADR	(G) CASH	68	CEO	168.24850	213.16000	11,440.90	14,494.88	3,054	2.340%	339	1.99
CANADIAN NATL RY CO	(S) CASH	160	CNI	63 41640	89.83000	10,146.63	14,372.80	4,226	1.681%	241	1.98
CARNIVAL CORP PAIRED CTF	(S) CASH	449	CCL	35.60440	38.66000	15,986.39	17,358.34	1,372	2.586%	449	2 39
CREDIT SUISSE GROUP SPONSORED ADR	(I) CASH	387	CS	32.62730	23.61000	12,626.78	9,137.07	(3,490)	3.319%	303	1.26
DASSAULT SYS S A SPONSORED ADR	(Q) CASH	81	DASTY	71.98380	113.15200	5,830.69	9,165.31	3,335	0.539%	49	1.26
EMBRAER S A SP ADR REP 4 COM	(S) CASH	527	ERJ	27.51570	24.93000	14,500.75	13,138.11	(1,363)			1 81
FANUC CORPORATION ADR	(E) CASH	479	FANUY	18 44690	28.09100	8,836.08	13,455.58	4,620	1.331%	179	1.85
FLSMIDTH & CO A S SPONSORED ADR	(P) CASH	1,179	FLIDY	6.01600	5.72500	7,092.90	6,749.77	(343)	3 790%	255	0.93
FRESENIUS MED CARE AG&CO KGAA SPONSORED ADR	(L) CASH	224	FMS	53 11700	68.70000	11,898.20	15,388.80	3,491	0.912%	140	2.12
HSBC HLDGS PLC SPON ADR NEW	(I) CASH	249	HBC	45.48010	51.13000	11,324 55	12,731.37	1,407	4.889%	622	1.75
HANG LUNG PPTYS LTD SPONSORED ADR	(O) CASH	509	HLPPY	16.56450	18.32300	8,431.31	9,326.40	895	3.471%	323	1.28
HENNES & MAURITZ AB ADR	(P) CASH	2,364	HNNMY	5.93730	6 48500	14,035.83	15,330.54	1,295	3.188%	488	2.11
HONG KONG EXCHANGES & CLEARING ADR	(I) CASH	540	HKXCY	11.46960	15.97400	6,193.59	8,625.96	2,432	2.878%	248	1.19
INDUSTRIAL & COML BK CHINA ADR	(I) CASH	903	IDCBY	12.71730	13.49700	11,483.75	12,187.79	704	3.906%	476	1 68

VILCEK FOUNDATION INC
PAG/IAS THORNBURG INV MGMT
ATT JAN T VILCEK

Financial Advisor
THE SOOS/HORKY GROUP-PAG - KF6

Period Ending
11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
ITAU UNIBANCO HLDG SA SPON ADR REP PFD	(I) CASH	934	ITUB	17 14920	15 15000	16,017.36	14,150.10	(1,867)	0.586%	82	1 94
KDDI CORP ADR	(R) CASH	464	KDDIY	17.87450	18.49200	8,293.75	8,580.28	287	2.359%	202	1 18
KINGFISHER PLC SPON ADR PAR	(P) CASH	1,924	KGFHY	6.77630	8.91100	13,037.53	17,144.76	4,107	2.974%	510	2.36
KOMATSU LTD SPON ADR NEW	(E) CASH	687	KMTUY	18.56100	22.39800	12,751.38	15,386.05	2,635	2.078%	319	2.11
LI & FUNG LTD ADR	(B) CASH	2,734	LFUGY	3.41020	3 29300	9,323.43	9,003.06	(320)	3.069%	276	1 24
LVMH MOET HENNESSY LOU VUITTON ADR	(J) CASH	632	LVMUY	21.72450	35.09000	13,729 89	22,176.88	8,447	1.594%	353	3.05
LAS VEGAS SANDS CORP	(K) CASH	253	LVS	44.83980	46.65000	11,344.47	11,802.45	458	2.143%	253	1.62
MERCADOLIBRE INC	(P) CASH	100	MELI	70.82410	71.95000	7,082 41	7,195.00	113	0.605%	43	0.99
MICHELIN COMPAGNIE GENERALE DE ADR	(S) CASH	685	MGDDY	14.99790	18.60100	10,273.57	12,741.68	2,468	2.105%	268	1.76
MITSUBISHI UFJ FINL GROUP INC SPONSORED ADR	(I) CASH	2,090	MTU	5.52860	4.61000	11,554.78	9,634.90	(1,920)	2.988%	287	1.32
NESTLE S A SPONSORED ADR	(J) CASH	220	NSRGY	52 93290	65.46900	11,645.24	14,403.18	2,758	2 706%	389	1.98
NOVARTIS A G SPONSORED ADR	(L) CASH	256	NVS	52.54980	62.05000	13,452 74	15,884.80	2,432	3 394%	539	2 18
NOVO-NORDISK A S ADR	(L) CASH	122	NVO	100.11460	158.67000	12,213.98	19,357.74	7,144	1.154%	223	2.66
PEARSON PLC SPONSORED ADR	(M) CASH	553	PSO	19.04580	19.04000	10,532.35	10,529.12	(3)	3.649%	384	1.45
POTASH CORP SASK INC	(C) CASH	292	POT	40 01140	38.52000	11,683.33	11,247 84	(435)	2.180%	245	1 55
PUBLICIS S A NEW SPONSORED ADR	(M) CASH	880	PUBGY	12.13970	14.14200	10,682.92	12,444.96	1,762	1.214%	151	1.71
RECKITT BENCKISER GROUP PLC ADR	(L) CASH	1,545	RBGPY	10.24940	12.58100	15,835.36	19,437.64	3,602	2 839%	551	2 67
SABMILLER PLC SPONSORED ADR	(J) CASH	181	SBMRY	29 91850	45 31500	5,415.24	8,202.01	2,787	1.995%	163	1.13
SAP AG SPON ADR	(Q) CASH	232	SAP	58.34790	77.99000	13,536.71	18,093.68	4,557	0.865%	156	2 49

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

VILCEK FOUNDATION INC
PAG/IAS THORNBURG INV MGMT
ATT JAN T VILCEK

Page	Financial Advisor	Period Ending
6 of 9	THE SOOS/HORKY GROUP-PAG - KF8	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
SBERBANK RUSSIA SPONSORED ADR SUBJECT TO CUSTODY FEE	(I) CASH	857	SBRCY	11 13230	11 82800	9,540 39	10,136.59	598	1 836%	165	1.39
SCHLUMBERGER LTD	(G) CASH	252	SLB	63.76450	71.62000	16,068 66	18,048.24	1,980	1.535%	277	2.48
SIEMENS A G SPONSORED ADR SUBJECT TO CUSTODY FEE	(T) CASH	107	SI	104.87930	103.50000	11,222.08	11,074.50	(148)	2 749%	304	1.52
SOUTHERN COPPER CORP	(C) CASH	159	SCCO	33.16300	36.30000	5,272.91	5,771.70	499	10.220%	589	0.79
SWATCH GROUP AG ADR	(C) CASH	502	SWGAY	19 77620	24.15600	9,927.64	12,127.31	2,200	1.454%	176	1.67
SYNGENTA AG SPONSORED ADR	(A) CASH	102	SYT	69.51760	79.97000	7,090 80	8,156.94	1,066	1.806%	147	1.12
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	(Q) CASH	482	TSM	14.89560	17.27000	7,179.67	8,324.14	1,144	2.303%	191	1.14
TENCENT HLDGS LTD ADR	(R) CASH	491	TCEHY	25.28030	32.67100	12,412.61	16,041.46	3,629	0.264%	42	2.20
TEVA PHARMACEUTICAL INDS LTD ADR	(L) CASH	390	TEVA	44.37240	40.35000	17,305 25	15,736 50	(1,569)	1.992%	313	2.16
TOYOTA MOTOR CORP SP ADR REP2COM	(S) CASH	207	TM	85.07900	86.08000	17,611.36	17,818.56	207	1.598%	284	2 45
TURKIYE GARANTI BANKASI A S SPONSORED ADR	(I) CASH	1,752	TKGBY	4.45200	4.74800	7,799.99	8,318.49	519	1.200%	99	1.14
VODAFONE GROUP PLC NEW SPONS ADR NEW	(R) CASH	254	VOD	27.49830	25.79500	6,984.56	6,551.93	(433)	5.815%	381	0.90
WAL MART DE MEXICO S A B DE CV SPON ADR REP V	(J) CASH	336	WMMVY	17.73970	31.41200	5,960.53	10,554.43	4,594	1.023%	108	1.45

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

VILCEK FOUNDATION INC
PAG/IAS THORNBURG INV MGMT
ATT JAN T VILCEK

Page	Financial Advisor	Period Ending
7 of 9	THE SOOS/HORKY GROUP-PAG - KF6	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
YUM BRANDS INC	(J) CASH	155	YUM	66.50550	67.08000	10,308.35	10,397.40	89	1 997%	207	1.43
SUB-TOTAL COMMON STOCK..........						607,226.56	694,660.55	82,617		13,958	95.48
TOTAL EQUITIES..........						607,226.56	694,660.55	82,617		13,958	95.48

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(I)	14%	FINANCIAL	(P)	7%	RETAIL SERVICES	(Q)	8%	TECHNOLOGY	(N)	2%	PUBLIC SERVICES	(B)	4%	APPAREL & ACCESSORIES
(C)	6%	BASIC INDUSTRY	(G)	6%	ENERGY	(S)	10%	TRANSPORTATION	(E)	4%	CONSTRUCTION & BLDG	(L)	12%	HEALTHCARE
(O)	1%	REAL ESTATE	(R)	4%	TELECOMMUNICATIONS	(J)	9%	FOOD & BEVERAGES	(K)	1%	GAMING/LODGING	(M)	3%	MEDIA & COMMUNICATION
(T)	1%	UTILITIES	(A)	1%	AGRICULTURE									

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
VILCEK FOUNDATION INC
PAG/IAS/INVESCO

Page	Financial Advisor	Period Ending
3 of 10	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes. Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A The total gains and/or losses do not reflect positions which we do not have cost information Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information.

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments. EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated. As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts. EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate.

Money Market Funds

(NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	32,731.3300	ADLXX	1 00000	1.00000	32,731 33	32,731 33	0.020%	6	7 57
TOTAL MONEY MARKET FUNDS..........						32,731.33	32,731.33		6	7.57

Equities

Please note the following icon appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage If you wish to access such research you may visit the Client Access web site (www opco.com) or speak with your Financial Advisor

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
AVAGO TECHNOLOGIES LTD	(Q) CASH	92	AVGO	33 18610	35 10000	3,053.03	3,229 20	176	1.823%	58	0 75
ABB LTD SPONSORED ADR	(G) CASH	265	ABB	21.65000	19 42000	5,737.25	5,146.30	(591)	3.567%	183	1 19
ADIDAS AG ADR SUBJECT TO CUSTODY FEE	(B) CASH	178	ADDYY	31 15530	43 97300	5,545.64	7,827 19	2,282	1 036%	81	1 81
AMADEUS IT HLDG S A ADS	(Q) CASH	203	AMADY	19 62290	23.34600	3,983.45	4,739 23	756	0 695%	32	1 10
AMERICA MOVIL SAB DE CV SPON ADR L SHS	(M) CASH	271	AMX	22 41360	23.59000	6,074 07	6,392.89	319	1.277%	81	1 48
BG GROUP PLC ADR FIN INST N	(G) CASH	421	BRGYY	19.06330	17 14800	8,026 65	7,219 30	(806)	1 448%	104	1 67
BAIDU INC SPON ADR REP A SUBJECT TO CUSTODY FEE	(N) CASH	76	BIDU	108.48030	96 31000	8,244 50	7,319 56	(925)			1.69
BHP BILLITON LTD SPONSORED ADR	(C) CASH	79	BHP	62 63130	72 04000	4,947 87	5,691 16	743	3 109%	176	1 32
BRAMBLES LTD ADR	(I) CASH	509	BMBLY	14 43320	15 10600	7,346 51	7,688 95	342	3 212%	246	1 78

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
VILCEK FOUNDATION INC
PAG/IAS/INVESCO

Page	Financial Advisor	Period Ending
4 of 10	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
BRITISH AMERN TOB PLC SPONSORED ADR	(C) CASH	66	BTI	76 04260	105.43000	5,018 81	6,958 38	1,940	3 994%	277	1.61
BRITISH SKY BROADCASTING GROUP SPONSORED ADR	(M) CASH	95	BSYBY	45.61320	48.65600	4,333 25	4,622 32	289	3 331%	153	1 07
BUNZL PUB LTD CO SPON ADR NEW	(J) CASH	81	BZLFY	59 76830	82 45600	4,841 23	6,678 93	1,838	2 548%	170	1 64
CNOOC LTD SPONSORED ADR	(G) CASH	40	CEO	161.82000	213 16000	6,472 80	8,626 40	2,054	2.340%	199	1 97
CANADIAN NATL RY CO	(S) CASH	53	CNI	67 94130	89 83000	3,600.89	4,760.99	1,160	1 681%	80	1 10
CANON INC ADR	(F) CASH	82	CAJ	37 91330	35 18000	3,108 89	2,884 76	(224)	3.912%	112	0 67
CAP GEMINI SA ADR	(Q) CASH	175	CGEMY	24.04730	21 16700	4,208 27	3,704.22	(504)	2 247%	83	0 86
CENOVUS ENERGY INC	(G) CASH	69	CVE	30.81940	33 35000	2,126 54	2,301.15	175	2 656%	61	0 53
CENTRICA PLC SPON ADR NEW	(G) CASH	242	CPYYY	18 85420	20 89200	4,562.71	5,055 86	493	4.575%	231	1 17
CHEUNG KONG HLDGS LTD ADR	(I) CASH	422	CHEUY	13 90960	15 26400	5,869 85	6,441 40	572	2 357%	151	1 49
CHINA MOBILE LIMITED SPONSORED ADR	(R) CASH	69	CHL	49 86620	56 92000	3,440.77	3,927 48	487	3 444%	135	0 91
CIELO S A SPONSORED ADR	(I) CASH	118	CIOXY	22 21040	26.39900	2,620 83	3,115 06	494	3.956%	123	0 72
COCA COLA AMATIL LTD SPONSORED ADR	(J) CASH	203	CCLAY	20 20330	28.66900	4,101.26	5,819.80	1,719	3 890%	226	1 35
COCA COLA HELLENIC BTTLG CO SA SPONSORED ADR	(J) CASH	142	CCH	28.64130	23.03000	4,067.07	3,270.26	(797)			0 76
COMPASS GROUP PLC SPON ADR NEW	(J) CASH	918	CMPGY	8.10910	11 55500	7,444 19	10,607 49	3,163	2.433%	258	2 45
DENSO CORP ADR	(S) CASH	278	DNZOY	16 00050	16.42400	4,448.14	4,565 87	118	1 474%	67	1 06
DEUTSCHE BOERSE ADR	(I) CASH	587	DBOEY	5.32170	5 63300	3,123 84	3,308 57	183	4.958%	163	0 76
ERICSSON ADR B SEK 10	(M) CASH	419	ERIC	11.02530	9.39000	4,619 61	3,934 41	(685)	2.587%	101	0.91
FANUC CORPORATION ADR	(E) CASH	183	FANUY	23 87510	28.09100	4,369.14	5,140 65	772	1.331%	68	1 19

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
VILCEK FOUNDATION INC
PAG/IAS/INVESCO

Page
5 of 10

Financial Advisor
THE SOOS/HORKY GROUP-PAG - G03

Period Ending
11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
FOMENTO ECONOMICO MEXICANO SAB SPON ADR UNITS	(J) CASH	47	FMX	72 85940	98 08000	3,424.39	4,609.76	1,185	1 423%	65	1 07
FRESENIUS MED CARE AG&CO KGAA SPONSORED ADR	(L) CASH	64	FMS	59 18670	68 70000	3,787 95	4,396 80	609	0 912%	40	1 02
GALAXY ENTMT GROUP LTD SPONSORED ADR SUBJECT TO CUSTODY FEES	CASH	100	GXYEY	31.19490	38 12900	3,119 49	3,812.90	693			0 88
GAZPROM O A O SPON ADR	(I) CASH	354	OGZPY	11 29640	8 88500	3,998.93	3,145 29	(854)	5 124%	161	0 73
GROUPE CGI INC CL A SUB VTG	(N) CASH	169	GIB	23.85510	22 99000	4,031.52	3,885.31	(146)			0.90
GRUPO TELEVISA SA SPON ADR REP ORD	(M) CASH	345	TV	21.35580	23 67000	7,367 74	8,166 15	798	0 472%	38	1 89
HUTCHISON WHAMPOA LTD ADR	(S) CASH	245	HUWHY	16 63930	20 56800	4,076 64	5,039.16	963	2.318%	116	1 17
IMPERIAL TOBACCO GROUP PLC SPONSORED ADR	(C) CASH	133	ITYBY	71.93850	80 03600	9,567.82	10,644 78	1,077	4.215%	448	2 46
INDUSTRIAL & COML BK CHINA ADR	(I) CASH	514	IDCBY	13 28620	13 49700	6,829 11	6,937 45	108	3.906%	271	1 60
JULIUS BAER GROUP LTD ADR	(I) CASH	702	JBAXY	6.28200	6.85200	4,409 98	4,810 10	400	1 586%	76	1 11
KEPPEL LTD SPONSORED ADR	(O) CASH	362	KPELY	13 58060	17 55100	4,916 19	6,353 46	1,437	4.009%	254	1 47
KINGFISHER PLC SPON ADR PAR	(P) CASH	598	KGFHY	7 70530	8.91100	4,607 74	5,328.77	721	2 974%	158	1 23
KOMATSU LTD SPON ADR NEW	(E) CASH	179	KMTUY	20 11740	22 39600	3,601 01	4,008 88	408	2.078%	83	0 93
L OREAL CO ADR	(F) CASH	151	LRLCY	21 49580	27.14300	3,245.87	4,098.59	853	1 503%	61	0.95
NESTLE S A SPONSORED ADR	(J) CASH	113	NSRGY	45.47270	65.46900	5,138 42	7,397.99	2,260	2 706%	200	1.71
NIDEC CORP SPONSORED ADR	(D) CASH	250	NJ	17 75580	15 27000	4,438 95	3,817.50	(621)	1 703%	65	0 88
NOVARTIS A G SPONSORED ADR	(L) CASH	78	NVS	52 42980	62.05000	4,089 51	4,839.90	750	3 394%	164	1 12
NOVO-NORDISK A S ADR	(L) CASH	27	NVO	85.77070	158 67000	2,315 81	4,284 09	1,968	1 154%	49	0 99

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
VILCEK FOUNDATION INC
PAG/IAS/INVESCO

Page	Financial Advisor	Period Ending
6 of 10	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
PEARSON PLC SPONSORED ADR	(M) CASH	170	PSO	19.07050	19.04000	3,241.99	3,236.80	(5)	3 649%	118	0 75
POTASH CORP SASK INC	(C) CASH	141	POT	41 67850	38.52000	5,876.67	5,431 32	(445)	2 180%	118	1 26
PUBLICIS S A NEW SPONSORED ADR	(M) CASH	457	PUBGY	13 03650	14.14200	5,957 67	6,462 89	505	1 214%	78	1 49
REED ELSEVIER P L C SPONS ADR NEW	(M) CASH	255	RUK	36.63710	41.28000	9,342.46	10,526 40	1,184	3 349%	352	2.43
ROCHE HLDG LTD SPONSORED ADR SUBJECT TO CUSTODY FEE	(L) CASH	193	RHHBY	41 92230	49 22300	8,091.00	9,500 03	1,409	3 133%	297	2.20
ROYAL DUTCH SHELL PLC SPON ADR B	(G) CASH	94	RDSB	65 35480	69.08000	6,143.35	6,493 52	350	4.979%	323	1 50
SAP AG SPON ADR	(Q) CASH	156	SAP	59 49720	77.99000	9,281 57	12,166 44	2,885	0.865%	105	2 81
SCHNEIDER ELECTRIC SA ADR	(G) CASH	317	SBGSY	11 96740	14.05700	3,793.67	4,456 06	662	2.347%	104	1 03
SHIRE PLC SPONSORED ADR	(L) CASH	42	SHPG	58.58050	86.63000	2,460 38	3,638 46	1,178	0.530%	19	0 84
SMITH & NEPHEW PLC SPDN ADR NEW	(L) CASH	94	SNN	49.77470	52 77000	4,678 82	4,960.38	282	1.904%	94	1 15
SUNCOR ENERGY INC NEW	(G) CASH	203	SU	35 20640	32 61000	7,146 89	6,619.83	(527)	1 591%	105	1 53
SWEDBANK A B SPD ADR	(I) CASH	266	SWDBY	17 28790	18.45700	4,598.57	4,909 56	311	3.569%	175	1.14
SYNGENTA AG SPONSORED ADR	(A) CASH	107	SYT	57 72310	79.97000	6,176.37	8,556.79	2,380	1 806%	154	1 98
TAIWAN SEMICONDUCTOR MFG LTD SPONSORED ADR	(Q) CASH	362	TSM	11.88590	17.27000	4,302 71	6,251.74	1,949	2 303%	144	1 45
TEVA PHARMACEUTICAL INDS LTD ADR	(L) CASH	243	TEVA	43.80310	40.35000	10,644 16	9,805.05	(839)	1 992%	195	2 27
TOYOTA MOTOR CORP SP ADR REP2COM	(S) CASH	43	TM	78.57420	86.08000	3,376.69	3,701 44	323	1.596%	59	0.86
TRANSCANADA CORP	(G) CASH	138	TRP	37.31370	45.99000	5,149 29	6,346 62	1,197	3.838%	243	1.47
UNILEVER N V N Y SHS NEW	(J) CASH	193	UN	32 76650	37 83000	6,323.93	7,301.19	977	2 754%	201	1.69
VOLKSWAGEN AG SPON ADR PREF	(S) CASH	189	VLKPY	35 7104[illegible]	43 29700	6,749 27	8,183.13	1,434	1 372%	[illegible]12	1 89

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
VILCEK FOUNDATION INC
PAG/IAS/INVESCO

Page	Financial Advisor	Period Ending
7 of 10	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
VOLVO AKTIEBOLAGET ADR B	(S) CASH	311	VOLVY	16 58130	14.15400	4,845.79	4,401 89	(444)	2 642%	116	1 02
WPP PLC ADR	(M) CASH	100	WPPGY	56 81850	68 70000	5,681 85	6,870.00	1,188	2 945%	202	1 59
WORLEYPARSONS LTD ADR	(P) CASH	200	WYGPY	29 59020	25.62200	5,918 04	5,124 40	(794)	3 344%	171	1 18
SUB-TOTAL COMMON STOCK						348,086.27	391,398.62	43,312		9,382	90.65

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(Q)	7%	TECHNOLOGY	(G)	13%	ENERGY	(B)	2%	APPAREL & ACCESSORIES	(M)	12%	MEDIA & COMMUNICATION	(N)	2%	PUBLIC SERVICES
(C)	7%	BASIC INDUSTRY	(I)	10%	FINANCIAL	(J)	11%	FOOD & BEVERAGES	(S)	7%	TRANSPORTATION	(F)	1%	CONSUMER GOODS
(R)	1%	TELECOMMUNICATIONS	(E)	2%	CONSTRUCTION & BLDG.	(L)	10%	HEALTHCARE	(O)	1%	REAL ESTATE	(P)	2%	RETAIL SERVICES
(D)	98%	CAPITAL GOODS	(A)	2%	AGRICULTURE									

Preferred or Other Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
BANCO BRADESCO S A SP ADR PFD NEW MOODYS NR	CASH	499	BBD	16 52580	16 84000	8,246.26	8,403 16	157	0 612%	51	1 94
SUB-TOTAL PREFERRED OR OTHER STOCK						8,246.26	8,403.16	157		51	1.86
TOTAL EQUITIES						356,332.53	399,799.78	43,469		9,433	92.43

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	$389,063.86	$432,631.11	$43,469	2.182%	9,440	100%

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION
PAG/IAS-EAGLE ASSET MGMT

Page	Financial Advisor	Period Ending
3 of 9	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A The total gains and/or losses do not reflect positions which we do not have cost information Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate

Money Market Funds

(NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	14,938 6600	ADLXX	1.00000	1 00000	14,938.66	14,938 66	0 020%	2	3 14
TOTAL MONEY MARKET FUNDS						14,938.66	14,938.66		2	3.14

Equities

Please note the following icon 🗎 appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage If you wish to access such research you may visit the Client Access web site (www opco com) or speak with your Financial Advisor

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
HERBALIFE LTD COM USD SHS	(L) CASH	77	HLF	15 02510	45 97000	1,156 93	3,539 69	2,383	2 610%	92	0.74
PACIFIC DRILLING SA LUXEMBOURG REG SHS	(G) CASH	227	PACD	10 92000	9 50000	2,478.84	2,156.50	(322)			0.45
EZCHIP SEMICONDUCTOR LIMITED ORD	(Q) CASH	120	EZCH	29 83280	37.91000	3,579 94	4,549 20	969			0 96
ACORDA THERAPEUTICS INC	(L) CASH	91	ACOR	25 92210	25 21000	2,358 91	2,294 11	(65)			0 48
ANSYS INC	(Q) CASH	52	ANSS	32 52940	66 33000	1,691 53	3,449.16	1,758			0.73
ARIAD PHARMACEUTICALS INC	(L) CASH	268	ARIA	15 70600	22 36000	4,209 20	5,992 48	1,783			1.26
ATLAS AIR WORLDWIDE HLDGS INC COM NEW	(S) CASH	65	AAWW	54.74820	43 28000	3,558.63	2,813 20	(745)			0 59
ATWOOD OCEANICS INC	(G) CASH	53	ATW	38 96340	46 00000	2,065.06	2,438 00	373			0 51
BALLY TECHNOLOGIES INC	(Q) CASH	161	BYI	27.98460	45 14000	4,505 52	7,267.54	2,762			1 53
BIOMARIN PHARMACEUTICAL INC	(L) CASH	58	BMRN	13 41840	48 50000	778 27	2,813 00	2,035			0 59
BJS RESTAURANTS INC	(J) CASH	126	BJRI	16.04000	34 29000	2,021.04	4,320.54	2,300			0 91
BROADSOFT INC	(Q) CASH	63	BSFT	39 94810	31 63000	2,516.73	1,992 69	(524)			0 42
BUFFALO WILD WINGS INC	(J) CASH	60	BWLD	78 04470	72 44000	4,682 68	4,346 40	(336)			0 91

ATTACHMENT B PAGE 52 OF 61

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION
PAG/IAS-EAGLE ASSET MGMT

Page	Financial Advisor	Period Ending
4 of 9	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
CASH AMER INTL INC	(I) CASH	108	CSH	27.53190	37.24000	2,973 44	4,021 92	1,048	0.375%	15	0 86
CATAMARAN CORP	(Q) CASH	118	CTRX	33.40130	48.69000	3,941 35	5,745.42	1,804			1 21
CAVIUM INC	(Q) CASH	148	CAVM	34.11570	35 23000	5,049 13	5,214.04	165			1 10
CHART INDS INC COM PAR $0.01	(C) CASH	36	GTLS	64 99220	60 48000	2,339 72	2,177 28	(162)			0.46
CHEMTURA CORP COM NEW	(L) CASH	145	CHMT	16 52690	20 32000	2,396 40	2,946 40	550			0 62
CHICOS FAS INC	(B) CASH	192	CHS	14.73990	18.65000	2,830 06	3,580.80	751	1 128%	40	0.75
COGNEX CORP	(D) CASH	120	CGNX	33 76710	35.82000	4,052 05	4,298.40	246	1 228%	52	0 90
COHERENT INC	(Q) CASH	133	COHR	20 08030	46 25000	2,670.66	6,151 25	3,481			1 29
COLFAX CORP	(D) CASH	213	CFX	32.62070	38 99000	6,948.20	8,304 87	1,357			1.75
CONCUR TECHNOLOGIES INC	(Q) CASH	62	CNQR	45.48740	65 71000	2,820 22	4,074 02	1,254			0.86
CUBIST PHARMACEUTICALS INC	(L) CASH	114	CBST	37.22350	40.61000	4,243 48	4,629 54	386			0.97
DEL FRISCOS RESTAURANT GROUP I	(J) CASH	140	DFRG	13.09970	14 81000	1,833.96	2,073 40	239			0.44
DOMINOS PIZZA INC	(J) CASH	68	DPZ	33 96180	41 60000	2,309.40	2,828.80	519			0 59
DUFF & PHELPS CORP NEW CL A	(I) CASH	165	DUF	15 85080	12 14000	2,615.38	2,003 10	(612)	2 965%	59	0 42
FORTINET INC	(Q) CASH	362	FTNT	19 70430	19 98000	7,132.96	7,232.76	100			1.52
FRESH MKT INC	(J) CASH	143	TFM	36.07050	51.83000	5,158.08	7,411.69	2,254			1.56
FUSION-IO INC	(Q) CASH	297	FIO	26 61460	23 33000	7,904.64	6,929 01	(976)			1 46
GEO GROUP INC	(P) CASH	226	GEO	18.93660	28 20000	4,279.66	6,373 20	2,094	2 836%	180	1.34
GENESCO INC	(B) CASH	230	GCO	24.80000	55 33000	5,704.00	12,725.90	7,022			2.68
GEOSPACE TECHNOLOGIES CORP	(D) CASH	100	GEOS	11.61750	76 17000	1,161 75	7,617.00	6,455			1 60
GLIMCHER RLTY TR SH BEN INT REIT	(I) CASH	427	GRT	10 53320	10.72000	4,497 68	4,577.44	80	3 731%	170	0.96
GULFPORT ENERGY CORP COM NEW	(G) CASH	172	GPOR	27 39550	38 04000	4,712 03	6,542 88	1,831			1 38
HEXCEL CORP NEW	(C) CASH	173	HXL	22.25760	25.85000	3,850.56	4,472 05	621			0 94
HUNTSMAN CORP	(C) CASH	455	HUN	7 17200	16.44000	3,263 27	7,480 20	4.217	2 433%	182	1 57
IPG PHOTONICS (	(Q) CASH	79	IPGP	49 607	59 10000	3,918 98	4,668 90	750			0 98

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION
PAG/IAS-EAGLE ASSET MGMT

Page	Financial Advisor	Period Ending
5 of 9	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
INTREPID POTASH INC	(C) CASH	135	IPI	25 99890	21 28000	3,509.85	2,872.80	(637)			0 60
JETBLUE AIRWAYS CORP	(S) CASH	575	JBLU	7.16770	5 14000	4,121 43	2,955 50	(1,166)			0 62
KRATON PERFORMANCE POLYMERS	(C) CASH	126	KRA	38 54360	23 49000	4,856 52	2,959 74	(1,897)			0 62
LANDSTAR SYS INC	(S) CASH	100	LSTR	39 09400	50 57000	3,909.40	5,057.00	1,148	0 474%	24	1 06
LOUISIANA PAC CORP	(F) CASH	607	LPX	10 35610	17 42000	6,286 18	10,573 94	4,288			2 22
LUFKIN INDS INC	(D) CASH	160	LUFK	22.33480	54.76000	3,573 57	8,761 60	5,188	0 913%	80	1 84
MWI VETERINARY SUPPLY INC	(L) CASH	31	MWIV	71 23810	111.64000	2,208.32	3,460 84	1,253			0 73
MADDEN STEVEN LTD	(B) CASH	168	SHOO	22.05470	44.51000	3,705 19	7,477 68	3,772			1 57
MEDASSETS INC	(Q) CASH	298	MDAS	18.39040	16 10000	5,480 35	4,797.80	(683)			1 01
MEDIDATA SOLUTIONS INC	(Q) CASH	214	MDSO	22.99400	40.00000	4,920.71	8,560.00	3,639			1 80
MONSTER WORLDWIDE INC	(P) CASH	1,030	MWW	9.92140	5.44000	10,219 03	5,603 20	(4,616)			1 18
NICE SYS LTD SPONSORED ADR	(Q) CASH	72	NICE	38.28440	33 78000	2,756 48	2,432.16	(324)			0 51
NORTHWEST PIPE CO	(C) CASH	70	NWPX	32 65260	20 60000	2,285.68	1,442 00	(844)			0 30
OASIS PETE INC NEW	(G) CASH	160	OAS	26 96750	30 22000	4,314.80	4,835.20	520			1 02
ONYX PHARMACEUTICALS INC	(L) CASH	109	ONXX	38 64700	75 47000	4,212 52	8,226.23	4,014			1 73
OPNET TECHNOLOGIES INC	(Q) CASH	99	OPNT	32.62310	41 54000	3,229 69	4,112 46	883	1.444%	59	0 86
PANTRY INC	(J) CASH	191	PTRY	12.72360	12 85000	2,430 21	2,454 35	24			0 52
PAREXEL INTL CORP	(L) CASH	156	PRXL	22 09080	32 29000	3,446.16	5,037 24	1,591			1 06
PINNACLE ENTMT INC	(K) CASH	202	PNK	10 92240	12.92000	2,206 32	2,609.84	404			0 55
PROASSURANCE CORP	(I) CASH	36	PRA	89.37170	90 68000	3,217.38	3,264 48	47	1 102%	36	0.69
QUAKER CHEM CORP	(C) CASH	57	KWR	41 79370	48 68000	2,382 24	2,774.76	393	2 013%	55	0 58
QLIK TECHNOLOGIES INC	(Q) CASH	257	QLIK	27.01060	19 38000	6,941 72	4,980.66	(1,961)			1 05
RTI INTL METALS INC	(C) CASH	122	RTI	29.21610	24 80000	3,564 36	3,025 60	(539)			0 64
REGAL BELOIT CORP	(D) CASH	100	RBC	46 02600	69.75000	4,602.60	6,975.00	2,372	1 089%	76	1 47
RIVERBED TECHNOLOGY INC	(Q) CASH	273	RVBD	12.93270	17.90000	3,530 62	4,886 70	1,356			1 03
RYLAND GROUP INC	(E) CASH	201	RYL	33.34300	33 45000	6,701.95	6,723 45	22	0 358%	24	1.41
SHFL ENTMT INC	(C) CASH	381	SHFL	4 45220	13.76000	1,696 29	5,242 56	3,546			1 10

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION
PAG/IAS-EAGLE ASSET MGMT

Page	Financial Advisor	Period Ending
6 of 9	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
SALIX PHARMACEUTICALS INC	(L) CASH	130	SLXP	36 72270	42.85000	4,773 95	5,570.50	797			1.17
SAPIENT CORP	(Q) CASH	216	SAPE	12.25220	10.59000	2,646.48	2,287 44	(359)			0 48
SEATTLE GENETICS INC	(L) CASH	122	SGEN	15.72810	25.31000	1,918.83	3,087.82	1,169			0.65
SIRONA DENTAL SYSTEMS INC	(L) CASH	164	SIRO	38 08010	62 61000	6,245 13	10,268 04	4,023			2 16
SOTHEBYS	(P) CASH	137	BID	12.81100	28 86000	1,755.11	3,953 82	2,199	1 108%	43	0.83
STIFEL FINL CORP	(I) CASH	70	SF	27.59970	30 42000	1,931.98	2,129 40	197			0 45
TANGER FACTORY OUTLET CTRS INC REIT	(I) CASH	134	SKT	33.36400	32.88000	4,470 78	4,405.92	(65)	2 554%	112	0 93
TERADYNE INC	(T) CASH	303	TER	6 87300	15 64000	2,082.52	4,738.92	2,656			1 00
TEREX CORP NEW	(S) CASH	208	TEX	21.97970	24.19000	4,571.77	5,031.52	460			1 06
THERMON GROUP HLDGS INC	(P) CASH	97	THR	25 02080	24.73000	2,427.02	2,398 81	(28)			0 50
THORATEC CORP COM NEW	(L) CASH	138	THOR	26 54620	37.20000	3,663 37	5,133.60	1,470			1 08
TIBCO SOFTWARE INC	(Q) CASH	157	TIBX	6.59850	25 05000	1,035 97	3,932 85	2,897			0 83
TITANIUM METALS CORP COM NEW	(C) CASH	404	TIE	14 12550	16 62000	5,706 70	6,714.48	1,008	1.805%	121	1 41
TRIUMPH GROUP INC NEW	(S) CASH	150	TGI	36 14080	65 61000	5,421.12	9,841 50	4,420	0 243%	24	2 07
TUMI HLDGS INC	(B) CASH	153	TUMI	21.35640	22.47000	3,267.53	3,437 91	170			0 72
TWO HBRS INVT CORP REIT	(I) CASH	493	TWO	10.50550	11 32000	5,179.19	5,580.76	402	12 720%	709	1 17
UMB FINL CORP	(I) CASH	55	UMBF	40 71910	42 38000	2,239.65	2,330 90	91	2 029%	47	0 49
U S G CORP COM NEW	(C) CASH	261	USG	16.96700	26.83000	4,428.38	7,002.63	2,574			1 47
U S AIRWAYS GROUP INC	(S) CASH	203	LCC	11 71000	12 89000	2,377 13	2,616.67	240			0 55
UNITED NAT FOODS INC	(J) CASH	109	UNFI	40 18720	51.77000	4,380 40	5,642 93	1,263			1 19
UNITED THERAPEUTICS CORP DEL	(L) CASH	149	UTHR	43.19380	52 55000	6,435.87	7,829.95	1,394			1 65
UNIVERSAL ELECTRS INC	(H) CASH	194	UEIC	20.68950	17 64000	4,013.76	3,422.16	(592)			0.72
VEECO INSTRS INC DEL	(D) CASH	109	VECO	32.70830	28.46000	3,565.20	3,102 14	(463)			0.65
VITAMIN SHOPPE INC	(J) CASH	207	VSI	20 39670	59.26000	4,222 12	12,266 82	8,045			2 58
WABCO HLDGS IN	(S) CASH	100	WBC	34 917	62.05000	3,491 78	6,205.00	2,713			1 30

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION
PAG/IAS-EAGLE ASSET MGMT

Page	Financial Advisor	Period Ending
7 of 9	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
WASTE CONNECTIONS INC	(N) CASH	240	WCN	18 44730	32 92000	4,427 35	7,900 80	3,473	1 215%	96	1 66
WEB COM GROUP INC	(Q) CASH	139	WWWW	15 21520	15 11000	2,114 91	2,100 29	(15)			0 44
WELLCARE HEALTH PLANS INC	(L) CASH	120	WCG	57.02680	48.27000	6,843 22	5,792 40	(1,051)			1 22
ZILLOW INC CL A	(O) CASH	64	Z	34.33470	27 52000	2,197.42	1,761 28	(436)			0 37
SUB-TOTAL COMMON STOCK						352,364.39	460,642.83	108,290		2,303	96.86
TOTAL EQUITIES						352,364.39	460,642.83	108,290		2,303	96.86

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(L)	16%	HEALTHCARE	(G)	3%	ENERGY	(Q)	20%	TECHNOLOGY	(S)	7%	TRANSPORTATION	(J)	8%	FOOD & BEVERAGES
(I)	6%	FINANCIAL	(C)	10%	BASIC INDUSTRY	(B)	5%	APPAREL & ACCESSORIES	(D)	8%	CAPITAL GOODS	(P)	3%	RETAIL SERVICES
(F)	2%	CONSUMER GOODS	(K)	.57%	GAMING/LODGING	(E)	1%	CONSTRUCTION & BLDG	(T)	1%	UTILITIES	(H)	74%	ENTERTAINMENT
(N)	1%	PUBLIC SERVICES	(O)	48%	REAL ESTATE									

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	$367,293.05	$475,581.49	$108,290	0.486%	2,308	100%

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
VILCEK FOUNDATION INC
PAG/IAS SCHAFER CULLEN

Page	Financial Advisor	Period Ending
3 of 6	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A The total gains and/or losses do not reflect positions which we do not have cost information. Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information.

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate.

Money Market Funds

(NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	107,568 8700	ADLXX	1.00000	1 00000	107,568 87	107,568.87	0 020%	21	6 14
TOTAL MONEY MARKET FUNDS						**107,568.87**	**107,568.87**		**21**	**6.14**

Equities

Please note the following icon 🄴 appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage If you wish to access such research you may visit the Client Access web site (www.opco com) or speak with your Financial Advisor

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
AT&T INC	(R) CASH	1,650	T	30 70540	34 13000	50,663 90	56,314 50	5,651	5 273%	2,970	3 21
ALTRIA GROUP INC	(C) CASH	1,700	MO	22.20270	33 81000	37,744 60	57,477 00	19,732	5 205%	2,992	3 28
ASTRAZENECA PLC SPONSORED ADR	(L) CASH	890	AZN	44.72110	47 54000	39,801.76	42,310 60	2,509	5 994%	2,536	2 41
BOEING CO	(S) CASH	720	BA	53 02530	74 28000	38,178 25	53,481 60	15,303	2 369%	1,267	3 05
CHEVRON CORP NEW	(R) CASH	580	CVX	78 54400	105 69000	45,555.50	61,300 20	15,745	3 406%	2,088	3 50
CISCO SYS INC	(R) CASH	1,850	CSCO	19 08750	18.91000	35,311 88	34,983.50	(328)	2 961%	1,036	2 00
CONOCOPHILLIPS	(G) CASH	985	COP	40 36290	56 94000	39,757 44	56,085 90	16,328	4.636%	2,600	3 20
DIAGEO P L C SPON ADR NEW	(J) CASH	510	DEO	67 08080	119 57000	34,211 20	60,980 70	26,770	2 319%	1,414	3 48
DOMINION RES INC VA NEW	(T) CASH	640	D	41 78700	51.11000	26,743 69	32,710 40	5,967	4 128%	1,350	1 87
DU PONT E I DE NEMOURS & CO	(C) CASH	860	DD	33 50930	43.14000	28,818 02	37,100 40	8,282	3 987%	1,479	2 12
GENERAL ELECTRIC CO	(T) CASH	2,450	GE	21 41840	21 13000	52,475 10	51,768 50	(707)	3 218%	1,666	2 95
GENUINE PARTS CO	(P) CASH	675	GPC	39 08070	65 09000	26,379 50	43,935 75	17,556	3 041%	1,336	2 51
HCP INC REIT	(I) CASH	1,080	HCP	32 92170	45 05000	35,565 40	48,654 00	13,089	4 439%	2,160	2 77

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
VILCEK FOUNDATION INC
PAG/IAS SCHAFER CULLEN

Page	Financial Advisor	Period Ending
4 of 6	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
HSBC HLDGS PLC SPON ADR NEW	(I) CASH	780	HBC	46 93870	51 13000	36,612 18	39,881 40	3,269	4.889%	1,950	2.27
HEALTH CARE REIT INC REIT	(I) CASH	850	HCN	43.05190	58.89000	36,594.12	50,056.50	13,462	5 026%	2,516	2 85
HEINZ H J CO	(J) CASH	980	HNZ	45 28830	58 46000	44,382 50	57,290 80	12,908	3.523%	2,018	3 27
INTEL CORP	(Q) CASH	1,880	INTC	19 01980	19.56500	35,757 24	36,782.20	1,025	4 600%	1,692	2 10
JPMORGAN CHASE & CO COM	(I) CASH	735	JPM	46.07890	41.08000	33,867.99	30,193.80	(3,674)	2 921%	882	1.72
JOHNSON & JOHNSON	(L) CASH	750	JNJ	59 46760	69 73000	44,600 67	52,297.50	7,697	3 499%	1,830	2 98
KIMBERLY CLARK CORP	(F) CASH	600	KMB	60.94940	85 72000	36,569 61	51,432 00	14,862	3 453%	1,776	2 93
KRAFT FOODS GROUP INC	(J) CASH	500	KRFT	32 00560	45 24000	16,002.82	22,620.00	6,617			1 29
LILLY ELI & CO	(L) CASH	1,300	LLY	40 53980	49 04000	52,701.50	63,752 00	11,051	3.996%	2,548	3 64
MERCK & CO INC NEW	(L) CASH	1,320	MRK	33 01600	44.30000	43,581 12	58,476.00	14,895	3 882%	2,270	3 34
MICROSOFT CORP	(Q) CASH	1,765	MSFT	25 10810	26 61500	44,315.84	46,975 47	2,660	3.456%	1,623	2 68
MONDELEZ INTL INC CL A	(J) CASH	1,500	MDLZ	19.87600	25 89000	29,814.03	38,835 00	9,021	2.008%	780	2 21
NEXTERA ENERGY INC	(T) CASH	790	NEE	50 11570	68 71000	39,591.39	54,280.90	14,690	3.492%	1,896	3 10
PHILIP MORRIS INTL INC	(C) CASH	560	PM	48 43030	89.88000	27,120 95	50,332 80	23,212	3 782%	1,904	2 87
RAYTHEON CO COM NEW	(Q) CASH	945	RTN	51.62280	57.13000	48,783 55	53,987 85	5,204	3.500%	1,890	3 08
ROYAL DUTCH SHELL PLC SPON ADR B	(G) CASH	600	RDSB	73 05150	69.08000	43,830.90	41,448.00	(2,383)	4 979%	2,064	2 36
3M CO	(L) CASH	550	MMM	64.07190	90 95000	35,239 56	50,022 50	14,783	2.594%	1,298	2.85
TRAVELERS COMPANIES INC	(I) CASH	780	TRV	47 47490	70.82000	37,030.41	55,239.60	18,209	2 598%	1,435	3.15
UNILEVER N V N Y SHS NEW	(J) CASH	1,430	UN	30 65920	37.83000	43,842 60	64,096 90	10,254	2 754%	1,490	3 09
VERIZON COMMUNICATIONS INC	(R) CASH	1,200	VZ	30 10760	44.12000	36,129 08	52,944 00	16,815	4 669%	2,472	3 02

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
VILCEK FOUNDATION INC
PAG/IAS SCHAFER CULLEN

Page	Financial Advisor	Period Ending
5 of 6	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
VODAFONE GROUP PLC NEW SPONS ADR NEW	(R) CASH	1,850	VOD	24 65130	25.79500	45,604 92	47,720 75	2,116	5 815%	2,775	2 72
SUB-TOTAL COMMON STOCK						1,303,169.20	1,645,769.02	342,600		62,008	93.86
TOTAL EQUITIES						1,303,169.20	1,645,769.02	342,600		62,008	93.86

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(R)	15%	TELECOMMUNICATIONS	(C)	8%	BASIC INDUSTRY	(L)	16%	HEALTHCARE	(S)	3%	TRANSPORTATION	(G)	5%	ENERGY
(J)	14%	FOOD & BEVERAGES	(T)	8%	UTILITIES	(P)	2%	RETAIL SERVICES	(I)	13%	FINANCIAL	(Q)	8%	TECHNOLOGY
(F)	3%	CONSUMER GOODS												

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings	$1,410,738.07	$1,753,337.89	$342,600	3.637%	62,029	100%

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION
PAG/IAS ATLANTA LG CAP

Page	Financial Advisor	Period Ending
3 of 6	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Portfolio Holdings

Some prices, current values and income estimates may be approximations, resulting in gains and losses not being accurately reflected Unrealized gains and/or losses are computed from the supplied cost basis data and may not be accurate for tax reporting purposes Items for which a cost basis was not available as of the statement period ending date are indicated by the symbol N/A. The total gains and/or losses do not reflect positions which we do not have cost information. Please contact your Financial Advisor if you believe any cost basis related data is inaccurate or if you require additional information

Estimated Annual Income ("EAI") and Estimated Yield ("EY") are estimates only and do not indicate actual income or performance of investments EAI and EY for certain types of securities could include a return of principal or capital gains, in which case the EAI and EY would be overstated As EAI and EY are estimates, the actual income and yield might be lower or higher than the estimated amounts EY reflects only the income generated by an investment and it does not reflect changes in its price, which may fluctuate

Money Market Funds

(NOT FDIC INSURED)

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	EY	EAI	Portfolio Percent
ADVANTAGE PRIMARY LIQ FD	CASH	50,976.4800	ADLXX	1 00000	1 00000	50,976.48	50,976 48	0 020%	10	3 89
TOTAL MONEY MARKET FUNDS..						50,976.48	50,976.48		10	3.89

Equities

Please note the following icon 🗎 appears to the right of the stock symbol of those securities which Oppenheimer has provided research coverage If you wish to access such research you may visit the Client Access web site (www.opco com) or speak with your Financial Advisor.

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
ALLERGAN INC	(L) CASH	683	AGN	86.09830	92.75000	58,803.75	63,348 25	4,545	0 215%	136	4 83
AMAZON COM INC	(F) CASH	258	AMZN	208.00170	252 05000	53,664 45	65,028 90	11,364			4 96
APPLE INC	(Q) CASH	196	AAPL	507 56620	585 28000	99,482 98	114,714 88	15,232	1 811%	2,077	8 75
BROADCOM CORP CL A	(Q) CASH	1,203	BRCM	32.10230	32 38000	38,619 04	38,953 14	334	1.235%	481	2 97
CERNER CORP	(Q) CASH	142	CERN	65 10750	77.22000	9,245.27	10,965 24	1,720			0 84
COACH INC	(C) CASH	795	COH	56.55340	57.84000	44,959 92	45,982.80	1,023	2 074%	954	3 51
COGNIZANT TECHNOLOGY SOLUTIONS CL A	(Q) CASH	1,050	CTSH	68 12820	67 23000	71,534 61	70,591 50	(943)			5 39
COSTCO WHSL CORP NEW	(P) CASH	215	COST	90.70380	103 92000	19,501.31	22,342 80	2,841	1 058%	236	1 70
DANAHER CORP DEL	(D) CASH	853	DHR	51 36820	53.97000	43,815 33	46,036 41	2,221	0 185%	85	3 51
EXPEDITORS INTL WASH INC	(S) CASH	944	EXPD	39 87120	37 42000	37,638 44	35,324 48	(2,314)	1 498%	528	2 69
GENERAL ELECTRIC CO	(T) CASH	1,308	GE	20 55650	21 13000	26,887.92	27,638 04	750	3 218%	889	2 11
GILEAD SCIENCES INC	(L) CASH	661	GILD	56.56160	75.00000	37,387 19	49,575 00	12,188			3 78
GOOGLE INC CL A	(Q) CASH	56	GOOG	701 65620	698 37000	39,292.86	39,108 72	(184)			2 98

ATTACHMENT B PAGE 60 OF 61

OPPENHEIMER

Oppenheimer & Co. Inc.
85 Broad Street
New York, NY 10004
(212) 668-8000
Transacts Business on All Principal Exchanges

STATEMENT OF ACCOUNT

SIPC

ODMD $33033
ATTN GIANNA COLOMBO
665 FIFTH AVE

DUPLICATE FOR:
THE VILCEK FOUNDATION
PAG/IAS ATLANTA LG CAP

Page	Financial Advisor	Period Ending
4 of 6	THE SOOS/HORKY GROUP-PAG - G03	11/30/12

Common Stock

Description	Account Type	Quantity	Symbol	Unit Cost	Current Price	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
INFORMATICA CORP	(Q) CASH	394	INFA	38.97620	26.87000	15,356.62	10,586 78	(4,770)			0 81
INTUIT	(Q) CASH	833	INTU	58 30440	59.91000	48,567 54	49,905.03	1,337	1 135%	566	3 81
JUNIPER NETWORKS INC	(R) CASH	1,356	JNPR	19.27670	17.98000	26,139.26	24,380 88	(1,758)			1 86
KOHLS CORP	(P) CASH	732	KSS	50 99840	44 65000	37,330 81	32,683 80	(4,647)	2 866%	936	2 49
MICROSOFT CORP	(Q) CASH	1,745	MSFT	28 89130	26 61500	50,415 38	46,443.17	(3,972)	3.456%	1,605	3.54
MONSANTO CO NEW	(A) CASH	878	MON	77 34510	91.59000	67,908.96	80,416.02	12,507	1 637%	1,317	6 13
PRICE T ROWE GROUP INC	(I) CASH	445	TROW	58.67740	64 67000	26,111.46	28,778.15	2,667	2 102%	605	2 20
PRICELINE COM INC COM NEW	(P) CASH	38	PCLN	508.58390	663 19000	19,326 19	25,201 22	5,875			1 92
QUALCOMM INC	(Q) CASH	1,505	QCOM	57 84380	63.62000	87,054.96	95,748 10	8,693	1 571%	1,505	7.30
SCHLUMBERGER LTD	(G) CASH	996	SLB	72.35200	71.62000	72,062.60	71,333 52	(729)	1.535%	1,095	5 44
STARBUCKS CORP	(J) CASH	599	SBUX	49.60570	51 87000	29,713.80	31,070 13	1,356	1 619%	503	2 37
SUNCOR ENERGY INC NEW	(G) CASH	1,642	SU	30 64470	32.61000	50,318 63	53,545 62	3,227	1 591%	852	4 08
TEXAS INSTRS INC	(Q) CASH	976	TXN	29.16150	29 47000	28,461.63	28,762.72	301	2 850%	819	2 19
UNION PAC CORP	(S) CASH	419	UNP	115.31470	122 78000	48,316.85	51,444 82	3,128	2 247%	1,156	3 92
SUB-TOTAL COMMON STOCK....						1,187,917.74	1,259,910.12	71,992		16,362	96.11
TOTAL EQUITIES....						1,187,917.74	1,259,910.12	71,992		16,362	96.11

COMMON STOCK HOLDINGS SUMMARY BY INDUSTRY CODE

(L)	8%	HEALTHCARE	(F)	5%	CONSUMER GOODS	(Q)	40%	TECHNOLOGY	(C)	3%	BASIC INDUSTRY	(P)	6%	RETAIL SERVICES
(D)	3%	CAPITAL GOODS	(S)	6%	TRANSPORTATION	(T)	2%	UTILITIES	(R)	1%	TELECOMMUNICATIONS	(A)	6%	AGRICULTURE
(I)	2%	FINANCIAL	(G)	9%	ENERGY	(J)	2%	FOOD & BEVERAGES						

	Total Cost Basis	Current Value	Unrealized Gain/(Loss)	EY	EAI	Portfolio Percent
Total Portfolio Holdings....	$1,238,894.22	$1,310,886.60	$71,992	1.248%	16,362	100%

The Vilcek Foundation, Inc.
November 30, 2012
EIN # 51-0404790

990-PF, Part IV

The Vilcek Foundation, Inc. makes contributions to preselected organizations and only accepts requests for funds for the ***Vilcek Prize for Creative Promise in Arts and Humanities*** and the ***Vilcek Prize for Creative Promise in Biomedical Research*** (see attached application guidelines).

Attachment C

VILCEK FOUNDATION

VILCEK PRIZE FOR CREATIVE PROMISE IN ARTS 2013
CONTEMPORARY MUSIC

APPLICATION GUIDELINES

THE VILCEK PRIZE FOR CREATIVE PROMISE IN ARTS

The Vilcek Foundation shall award three prizes of $35,000 each to foreign-born artists and professionals who work in the field of contemporary music and demonstrate outstanding early achievement   Applicants must be no more than 30 years of age as of December 31, 2012   In selecting the three prizewinners, the jury will consider the candidates' creativity, vision, and achievement

Applicants active in all contemporary musical genres are encouraged to apply   The field of contemporary music spans virtually all genres and can include any number of musical expressions The one defining factor that distinguishes contemporary music, however, is its stylistic, compositional, and/or theoretical rupture from classical music and jazz Contemporary musicians are concerned with creating new songs, forms, or methods that may draw from - but are not derivative of - classical methods   For musicians to qualify for the Vilcek Prize for Creative Promise in Contemporary Music, they should work outside of the conventions of classical music and jazz this can include - but is not restricted to - pop, rock, R&B, hip hop, and country   Suitable examples include a DJ that appropriates samples from a Bach symphony and transforms them into a hip hop song, an experimental guitarist that builds upon the improvisational methods of John Coltrane, or many things between

To be eligible, applicants must belong to one of the following categories

- Instrumentalist
- Producer
- Vocalist
- Songwriter
- DJ

ABOUT THE VILCEK FOUNDATION AND VILCEK FOUNDATION PRIZES

The central mission of the Vilcek Foundation is to recognize and honor the extraordinary achievements of immigrants in the arts and in biomedical science

The Vilcek Prizes for Creative Promise in the Arts and in Biomedical Science were inaugurated by the Vilcek Foundation in 2009 to call attention to the role young immigrants play in sustaining the excellence and vibrancy of the arts and sciences in the United States Three prizes, each consisting of a $35,000 cash award and a specially designed plaque, will be awarded in contemporary music in 2013 All three selected winners will be considered equal in standing

The awards will be paid directly to the winners and no restrictions will be placed on the use of the prize money

The Vilcek Prizes for Creative Promise are distinct from the Vilcek Prizes that were established in 2006 to recognize the accomplishments of more senior foreign-born artists and scientists The latter prizes include awards of $100,000 each and their winners are nominated and selected by separate committees

ELIGIBILITY

To be eligible for the Vilcek Prize for Creative Promise in the Arts, applicants must meet all of the criteria listed below

- Applicant must have been born outside of the United States
- Applicant must not be more than 30 years old as of December 31, 2012 (i e , born on or after January 1, 1982)
- Applicant must be a naturalized citizen or permanent resident of the United States
- Applicant intends to pursue a professional career in the United States
- Applicant must be the individual who has authored the submitted work

SELECTION PROCESS

A panel of distinguished members of the contemporary music community will evaluate each application based on its quality, level of creativity, clarity of vision, and impact

The prizewinners selected by the jury will be the candidates whose work best exemplifies the characteristics indicated above Recommendations of the jury will be submitted to the Vilcek Foundation's Board of Directors for final approval

The winners will be notified in November 2012 and will be invited to attend an awards ceremony in New York City in April 2013 Travel expenses and accommodations will be covered by the Vilcek Foundation

APPLICATION MATERIALS AND DEADLINES

- *Application form* The application form should be submitted electronically using the links available on the Vilcek Foundation website, www vilcek org To complete an online application, follow the links for the ApplyYourself system to create a username and login password You will be asked to submit information about your professional development and accomplishments In addition, we shall ask for a brief description of your immigration history You will also be asked to scan and upload reviews of your accomplishments, and documentary evidence of your status as a naturalized citizen or permanent resident of the United States The submission deadline is 11 59 PM EDT, August 15th, 2012

- *Work sample* In addition to submitting the electronic application, you will be required to send two work samples that best represent your work (in CD or DVD format) All samples should be from the last five years of your musical career The work samples may include, but are not limited to, any combination of individual tracks, full-length albums, concert footage, etc , so long as the total combined performance time of all submitted materials does not exceed two hours

The work samples may be comprised of any combination of materials that applicants think best represent and showcase their work (for example, in 60 minutes of video footage, they can submit 20 minutes worth of singles and a 40 minute full length album) Please provide two copies of each CD or DVD, making sure to label every disc and case/cover with your name and the title of the work

If burning your work samples onto a CD or DVD, please make sure that it is burned as a Mac compatible data disc Files must be in one of the following formats

Audio mp3, aac, m4a, wav, oga, ogg
Video mov, mp4, m4v

Note Songwriters may submit additional materials that demonstrate their craft - such as lyrics, compositions, or similar items

Please be sure to complete the work sample sheet and submit it with your materials The completed sheet and samples can be sent via postal service, courier mail, or hand delivered to

The Vilcek Foundation
Attn Joyce Li
167 E 73rd Street
New York, NY 10021

The work samples must reach us by 5 00 PM EDT on August 15, 2012 Your application will not be considered without the work samples

CONTACT INFORMATION

If you have questions regarding the award or the application process please contact Joyce Li, Associate Program Officer, Vilcek Foundation, Phone 212-472-2500, Email creativepromise@vilcek org

VILCEK FOUNDATION

VILCEK PRIZE FOR CREATIVE PROMISE IN THE ARTS 2013

CONTEMPORARY MUSIC

APPLICATION FORM

PERSONAL INFORMATION

NAME ____________________

STAGE/BAND NAME (IF APPLICABLE) ____________________

JOB TITLE ____________________

WORKPLACE ____________________

MAILING ADDRESS ____________________

CITY ____________________ STATE __________ ZIP __________

HOME PHONE # ____________________ CELL PHONE # ____________________

EMAIL ____________________ COUNTRY OF BIRTH ____________________

DATE OF BIRTH ____________________

IN WHAT YEAR DID YOU MOVE TO THE UNITED STATES? __________

SEX MALE ☐ FEMALE ☐

SUBMISSION CATEGORY:

INSTRUMENTALIST ☐ PRODUCER ☐ VOCALIST ☐ SONGWRITER ☐ DJ ☐

NOTE THOUGH YOUR APPLICATION MAY BE RELEVANT TO MULTIPLE CATEGORIES, CHECK ONLY ONE CATEGORY THAT BEST DESCRIBES YOUR PRIMARY STRENGTH

ELIGIBILITY

To be eligible for this prize, applicants must meet all of the criteria listed below. Please read over carefully and make sure you meet all the requirements

	I MEET CRITERION	I DO NOT MEET CRITERION
APPLICANT MUST HAVE BEEN BORN OUTSIDE THE UNITED STATES.	☐	☐

Applicant must not be more than 30 years old as of December 31, 2012 (i e , born on or after January 1, 1982)	☐	☐
Applicant must be a naturalized citizen or permanent resident (green card holder) of the United States.	☐	☐
Applicant intends to pursue a professional career in the United States	☐	☐
Applicant should be the individual who authored the submitted material(s)	☐	☐

Documentation:

Naturalized U S Citizen ☐ Permanent Resident ☐

Reviews

Please include scanned copies of up to five published reviews that highlight your performances, recordings, or songwriting These can be taken from news sources, music magazines and blogs, or other credible publications If the review was published in a language other than English, please include a translation in addition to the original review

Essay Questions

Please answer the following questions to the best of your ability. Focus only on the part(s) of each question you believe will help us gain a better understanding of your professional life, achievements, and goals.

Your responses to these questions should be typed and uploaded to the application system in separate documents. Include the appropriate number for each of the three parts and print your full name on top of each of the pages Please make sure that all documents use Arial or Times New Roman fonts.

1 Please provide a list of your relevant professional activities, including (but not limited to) training, awards and recognition, and/or significant appearances and performances In addition

> Instrumentalists please include a list of bands, ensembles, or other groups that you have played with, important venues or events where you have performed, all albums and songs to which you have contributed, and any other relevant accomplishments
>
> Producers please provide a list of artists whose music you have produced, including the titles of the corresponding songs and/or albums, and any other relevant accomplishments

Vocalists please include a list of songs and/or albums that you have recorded and released, important venues or events where you have performed, other notable artists or bands with whom you have collaborated, and any other relevant accomplishments

Songwriters please include a list of your songs that have appeared as singles or on an album, including the name of the artist(s) that performed them, and any other relevant accomplishments

DJs please include a list of any recordings that you have released, any festivals or major events at which you performed, and any other relevant accomplishments

2 Please reflect on your artistic background and experiences as an instrumentalist, producer, vocalist, songwriter, and/or DJ Your response should address information that was not included in your answer to the previous question You may include mention of a particular teacher or mentor that has helped you in your work In addition, please tell us about your future goals and what you are interested in accomplishing in your career Please limit your response to 500 words

3 Describe the circumstances of your immigration to the United States Please limit your response to 150 words

WORK SAMPLES

Please provide two samples of your work that you feel best represent your musical accomplishments These samples can be either audio or audio/video, and should be in either CD or DVD format All samples should be from the last five years of your musical career The work samples may include, but are not limited to, any combination of individual tracks, full-length albums, concert footage, etc , so long as the total combined time of all submitted materials does not exceed two hours

The work samples may be comprised of any combination of materials that applicants think best represent and showcase their work (for example, in 60 minutes of video footage, they can submit 20 minutes worth of singles and a 40 minute full length album) Please provide two copies of each CD or DVD, making sure to label every disc and case/cover with your name and the title of the work

If burning your work samples onto a CD or DVD, please make sure that it is burned as a Mac compatible data disc Files must be in one of the following formats
Audio mp3, aac, m4a, wav, oga, ogg
Video mov, mp4, m4v

Note Songwriters may submit additional materials that demonstrate their craft--such as lyrics, compositions, or similar items

Please be sure to complete the work sample sheet and submit it with your materials The completed sheet and samples can be sent via US mail, courier mail, or hand delivered to

The Vilcek Foundation
Attn Joyce Li
167 E 73rd Street
New York, NY 10021

The work samples must reach us by 5 00 PM EDT on August 15, 2012 Your application will not be considered without the work samples

☐ I agree to provide my work samples to the Vilcek Foundation at the address listed above

APPLICATION MATERIALS

1 **Application form** Please submit an electronically signed and completed application form through our application system Your responses to the essay questions and scans of published reviews of your work should be uploaded along with the application form

2 **Work Samples** Please submit two sets of work samples (in CD or DVD format) to the Foundation's address above

3 **Documentation** Please provide us with a scanned copy of documentary evidence of your status as a naturalized citizen (e g , copy of US passport) or green card holder

Completed applications for the Vilcek Prize for Creative Promise in the Arts must be submitted electronically to the Vilcek Foundation by 11 59 PM EDT on August 15, 2012

Applicant Signature ________________________________ Date ____________________

The above signature (printed name is acceptable) attests to the understanding by the applicant of the eligibility criteria, the accuracy of the information submitted, and that the submitted work samples were authored by the applicant

How did you hear about the Vilcek Prize for Creative Promise in the Arts?

____

VILCEK FOUNDATION

Vilcek Prize for Creative Promise in Arts 2013

CONTEMPORARY MUSIC

Application Materials and Deadlines

Please provide two sets of work samples that best represent your work in CD or DVD format. All samples should be from the last five years of your musical career. The work samples may include, but are not limited to, any combination of individual tracks, full-length albums, concert footage, etc., so long as the total combined time of all submitted materials does not exceed two hours.

The work samples may be comprised of any combination of materials that applicants think best represents and showcases their work (for example, in 60 minutes of video footage, they can submit 20 minutes worth of singles and a 40 minute full length album). Please provide two copies of each CD or DVD, making sure to label every disc and case/cover with your name and the title of the work.

When burning your work samples onto a CD or DVD, please make sure that it is burned as a Mac compatible data disc.

Files must be in one of the following formats:
Audio: .mp3, .aac, .m4a, .wav, .oga, .ogg
Video: .mov, .mp4, .m4v

Note: Songwriters may submit additional materials that demonstrate their craft--such as lyrics, compositions, or similar items.

Please be sure to complete the work sample sheet and submit it with your materials. The completed sheet and samples can be sent via postal service, courier mail, or hand delivered to:

The Vilcek Foundation
Attn: Joyce Li
167 E. 73rd Street
New York, NY 10021

The work samples must reach us by 5:00 PM EDT on August 15, 2012. Your application will not be considered without the work samples.

Contact Information

If you have questions regarding the award or the application process please contact Joyce Li, Associate Program Officer, Vilcek Foundation: Phone: 212-472-2500; Email: creativepromise@vilcek.org

Work Sample Sheet

Name of Artist ____________________________________

For each work submitted, please indicate the format, track or chapter number, and include a brief description of the work, including identification of principal artists on sample and recording conditions if applicable. Please use as many work sample sheets as necessary.

___ CD: track #
___ DVD: chapter #/selection

Brief description of work (include identification of principal artists on sample and recording conditions if applicable):

___ CD: track #
___ DVD: chapter #/selection

Brief description of work (include identification of principal artists on sample and recording conditions if applicable):

___ CD: track #
___ DVD: chapter #/selection

Brief description of work (include identification of principal artists on sample and recording conditions if applicable):

VILCEK FOUNDATION

VILCEK PRIZES FOR CREATIVE PROMISE IN BIOMEDICAL SCIENCE 2013

APPLICATION GUIDELINES

THE VILCEK PRIZES FOR CREATIVE PROMISE IN BIOMEDICAL SCIENCE

The Vilcek Foundation shall award three prizes of $35,000 each to young foreign-born biomedical scientists who demonstrate outstanding early achievement Eligible work can be in basic, applied or translational biomedical science

ABOUT THE VILCEK FOUNDATION AND VILCEK FOUNDATION PRIZES

The central mission of the Vilcek Foundation is to recognize and honor extraordinary achievements of immigrants to the United States in biomedical science and in the arts

In 2009, we inaugurated the Vilcek Prizes for Creative Promise in Biomedical Science and in the Arts These awards were established to call attention to the continuing role young immigrants play in sustaining the excellence and vibrancy of the sciences and arts in the United States The awards are paid directly to the winners and no restrictions are placed on the use of the prize money Through 2012, only one Vilcek Prize for Creative Promise was awarded in biomedical science and one in the arts, with four finalists in each category selected to receive a cash award of $5,000 each Starting with 2013, three awards of $35,000 each will be given in biomedical science and in the arts There will be no more awards for finalists

The Vilcek Prizes for Creative Promise are distinct from the Vilcek Prizes that were established in 2006 to recognize the accomplishments of more senior foreign-born artists and biomedical scientists The latter prizes include awards of $100,000 each and their winners are nominated and selected by separate committees

ELIGIBILITY

To be eligible for the Vilcek Prize for Creative Promise in Biomedical Science, applicants must meet all of the criteria listed below

- Applicant must have been born outside the United States
- Applicant must not be more than 38 years old as of December 31, 2012 (born on or after January 1, 1974)
- Applicant must be a naturalized citizen or permanent resident (green card holder) of the United States
- Applicant must have earned a doctoral degree (MD, PhD or equivalent)
- Applicant intends to pursue a professional career in the United States
- Applicant must hold a full-time position in an academic institution or other organization Eligible positions include the following Assistant or Associate Professor, Research Scientist or equivalent *The applicant must be directly responsible for the design and execution of the work submitted for consideration Graduate students and postdoctoral fellows working under supervision of a mentor are not eligible*
- Applicant must not be a past winner or finalist of the Vilcek Prize for Creative Promise

Selection Process

A panel of distinguished jurors—scientists and science/medical writers or editors—will evaluate each application based primarily on the individual's research contributions to progress in biomedical sciences, as demonstrated in the quality and significance of his/her research and publication record. The individuals chosen will have demonstrated exceptional independence and creativity by their 38th birthday. In addition, the applicants will also be judged on their ability to communicate the significance of their research to a scientifically literate audience.

The prizewinners selected by the jury will be candidates whose work best exemplifies the characteristics indicated above. All three selected winners will be considered equal in standing. Recommendations of the jury will be submitted to the Vilcek Foundation's Board of Directors for final approval.

The winners will be notified in November 2012 and will be invited to attend an award ceremony in New York City in the spring of 2013. Travel expenses and accommodations will be covered by the Vilcek Foundation.

Online Application

You must APPLY ONLINE at www.vilcek.org. Please be advised that you will be required to:

- Provide personal information
- Upload a PDF or Word version of your resume
- Upload a PDF file with documentation of your immigration status
- Upload PDF or Word versions of your publications
- Complete three essay questions
- Request letters of recommendations through the online application system

To complete an online application, follow the links for the ApplyYourself system on vilcek.org, to create a username and login password. Your completed application for the Vilcek Prize for Creative Promise in Biomedical Science must be submitted electronically by 11:59 PM EDT, August 15, 2012. No hard copies of the materials will be accepted.

If you have any questions regarding the award or the application process, please contact Joyce Li, Associate Program Officer at 212-472-2500, Email: creativepromise@vilcek.org

VILCEK FOUNDATION

VILCEK PRIZE FOR CREATIVE PROMISE IN BIOMEDICAL SCIENCE 2013

APPLICATION FORM

PERSONAL INFORMATION

NAME ____________________

JOB TITLE ____________________

INSTITUTION ____________________

MAILING ADDRESS ____________________

CITY ____________ STATE ________ ZIP ________

HOME PHONE # ____________ CELL PHONE # ____________

EMAIL ____________ COUNTRY OF BIRTH ____________

DATE OF BIRTH ____________

IN WHAT YEAR DID YOU MOVE TO THE UNITED STATES? ________

SEX: MALE ☐ FEMALE ☐

DOCUMENTATION:

NATURALIZED U.S. CITIZEN ☐ PERMANENT RESIDENT ☐

ELIGIBILITY

TO BE ELIGIBLE FOR THIS PRIZE, APPLICANTS MUST MEET *ALL* OF THE CRITERIA LISTED BELOW. PLEASE READ OVER CAREFULLY AND MAKE SURE YOU MEET ALL THE REQUIREMENTS.

	I MEET CRITERION	I DO NOT MEET CRITERION
APPLICANT MUST HAVE BEEN BORN OUTSIDE THE UNITED STATES	☐	☐
APPLICANT MUST NOT BE MORE THAN 38 YEARS OLD AS OF DECEMBER 31, 2012 (BORN ON OR AFTER JANUARY 1, 1974)	☐	☐
APPLICANT MUST BE A NATURALIZED CITIZEN OR PERMANENT RESIDENT (GREEN CARD HOLDER) OF THE UNITED STATES.	☐	☐
APPLICANT MUST HAVE EARNED A DOCTORAL DEGREE (MD, PHD OR EQUIVALENT)	☐	☐

Applicant intends to pursue a professional career in the United States	☐	☐
Applicant must hold a full-time position in an academic institution or other research organization Eligible positions include the following: Assistant or Associate Professor, Research Scientist, or equivalent The applicant must be responsible for the design and execution of the work submitted for consideration Graduate students and postdoctoral fellows working under supervision of a mentor are not eligible.	☐	☐
Applicant must not be a past winner or finalist of the Vilcek Prize for Creative Promise	☐	☐

Letters of Recommendation

Name of Recommender #1 ____________________

Title ____________________

Mailing Address ____________________

City ____________________ State __________ Zip ____________________

Phone number ____________________ Email ____________________

Relationship to Applicant ____________________

Name of Recommender #2 ____________________

Title ____________________

Mailing Address ____________________

City ____________________ State __________ Zip ____________________

Phone number ____________________ Email ____________________

Relationship to Applicant ____________________

ESSAY QUESTIONS

YOUR ANSWERS WILL BE READ BY INDIVIDUALS WHO HAVE A GENERAL APPRECIATION OF SCIENCE AND NOT BY SPECIALISTS IN YOUR FIELD, SO PLEASE AVOID USING OVERLY TECHNICAL LANGUAGE. FOCUS ONLY ON THE PART(S) OF EACH QUESTION YOU BELIEVE WILL HELP US GAIN A BETTER UNDERSTANDING OF YOUR PROFESSIONAL LIFE, GOALS, AND ACHIEVEMENTS.

1 PLEASE DESCRIBE YOUR ROLE IN THE CONCEPTUALIZATION, RESEARCH AND WRITING THAT RESULTED IN THE ARTICLES YOU SUBMITTED. WE ARE INTERESTED IN THE SCIENTIFIC INSIGHTS YOU DEVELOPED, THE EVOLUTION OF YOUR RESEARCH APPROACHES AND STRATEGIES, AND ANY TECHNOLOGICAL INNOVATIONS YOU MAY HAVE MADE WHAT IS THE MAJOR SIGNIFICANCE OF YOUR WORK IN THE GENERAL CONTEXT OF BIOMEDICAL SCIENCE? *PLEASE LIMIT YOUR ANSWER TO 500 WORDS.*

2 PLEASE REFLECT BRIEFLY ON YOUR BACKGROUND AND EXPERIENCES IN DEVELOPING YOUR SCIENTIFIC KNOWLEDGE, TALENTS, AND SKILLS INDICATE WHAT YOU HAVE DONE PERSONALLY AND PROFESSIONALLY THAT DEMONSTRATES YOUR CREATIVITY AND PRODUCTIVITY FEEL FREE TO MAKE MENTION OF ANY INDIVIDUAL WHO HAS PLAYED A SIGNIFICANT ROLE IN YOUR PERSONAL DEVELOPMENT OR IN REGARDS TO YOUR WORK IN ADDITION, PLEASE TELL US ABOUT YOUR FUTURE GOALS AND WHAT YOU ARE INTERESTED IN ACCOMPLISHING IN YOUR CAREER. *PLEASE LIMIT YOUR ANSWER TO 500 WORDS.*

3 DESCRIBE THE CIRCUMSTANCES OF YOUR IMMIGRATION TO THE UNITED STATES. *PLEASE LIMIT YOUR ANSWER TO 150 WORDS*

4 (OPTIONAL) PLEASE TELL US ABOUT ACTIVITIES YOU HAVE FOUND MOST MEANINGFUL AND REWARDING THAT FALL OUTSIDE OF YOUR SCIENTIFIC WORK. EXAMPLES MIGHT INCLUDE MENTORING STUDENTS AND JUNIOR COLLEAGUES, PARTICIPATION OR LEADERSHIP IN SOCIAL, POLITICAL, ATHLETIC, RELIGIOUS, ARTISTIC, AND/OR COMMUNITY GROUPS, PARTICIPATION OR LEADERSHIP IN COMMITTEES OR OTHER GOVERNANCE UNITS IN YOUR DEPARTMENT OR UNIVERSITY OR RESEARCH INSTITUTE, ETC *PLEASE LIMIT YOUR ANSWER TO 150 WORDS*

APPLICATION MATERIALS

1 **APPLICATION FORM**: PLEASE SUBMIT THE APPLICATION FORM COMPLETED AND SIGNED. YOUR RESPONSES TO THE FOUR QUESTIONS LISTED ABOVE SHOULD BE TYPED AND UPLOADED IN SEPARATE DOCUMENTS TO BE INCLUDED IN THE APPLICATION.

2 **REPRINTS**: PLEASE PROVIDE US WITH A LIST OF NO MORE THAN THREE PUBLISHED ARTICLES THAT BEST REFLECT YOUR BIOMEDICAL RESEARCH ACCOMPLISHMENTS. PLEASE SUBMIT **THE FIRST PAGE** OF THE PUBLICATION (AS WELL AS THE PAGE CONTAINING THE ABSTRACT, IF NOT ON THE FIRST PAGE). IT IS DESIRABLE THAT YOU BE LISTED AS CORRESPONDING AUTHOR ON AT LEAST SOME OF THE SUBMITTED ARTICLES IN ADDITION, PROVIDE THE COMPLETE CITATIONS OF THE THREE SUBMITTED ARTICLES BELOW:

A ______________________________

____

____

____

B ____________________

____

____

____

C ____________________

____

____

____

3 **DOCUMENTATION:** PLEASE PROVIDE US WITH A SCANNED COPY OF DOCUMENTARY EVIDENCE OF YOUR STATUS AS A NATURALIZED CITIZEN OR GREEN CARD HOLDER WE WILL ACCEPT A SCANNED COPY OF A U.S PASSPORT, OR A SCANNED COPY OF YOUR U S PERMANENT RESIDENT'S CARD

4. **RESUMÉ.** PLEASE SUBMIT THE MOST RECENT VERSION OF YOUR RESUMÉ THAT INCLUDES THE FOLLOWING INFORMATION:
   - COLLEGES AND UNIVERSITIES ATTENDED, DEGREES EARNED (WITH DATES)
   - NAMES OF YOUR MENTORS DURING DOCTORAL AND POSTDOCTORAL STUDIES
   - LIST OF IMPORTANT PUBLIC PRESENTATIONS AND PUBLISHED ABSTRACTS
   - COMPLETE LIST OF ALL PUBLICATIONS

5 **TWO LETTERS OF RECOMMENDATION:** AT LEAST ONE OF THE TWO LETTERS SHOULD BE WRITTEN BY A PERSON WHO HAS SERVED IN AN ADVISORY CAPACITY TO YOU AND CAN SPEAK TO YOUR STRENGTHS AS A CREATIVE AND PRODUCTIVE INDIVIDUAL WE MUST RECEIVE THESE LETTERS DIRECTLY FROM YOUR REFERENCES BY AUGUST 15, 2012. TO REQUEST LETTERS OF RECOMMENDATION, PLEASE REFER TO THE INSTRUCTIONS PROVIDED IN THE "RECOMMENDATIONS" SECTION OF THE APPLICATION SYSTEM YOUR APPLICATION IS CONSIDERED INCOMPLETE UNTIL WE HAVE RECEIVED BOTH LETTERS.

COMPLETED APPLICATIONS FOR THE 2013 VILCEK PRIZE FOR CREATIVE PROMISE IN BIOMEDICAL SCIENCE MUST BE RECEIVED ELECTRONICALLY BY THE VILCEK FOUNDATION BY 11:59 PM EDT AUGUST 15, 2012.

Applicant Signature ____________________ Date __________

The above signature attests to the understanding by the applicant of the eligibility criteria, the accuracy of the information submitted, and that the submitted work samples were conceived and directed by the applicant (Your typed name is acceptable in lieu of signature.)

HOW DID YOU HEAR ABOUT THE VILCEK PRIZE FOR CREATIVE PROMISE IN BIOMEDICAL SCIENCE?

____

VILCEK FOUNDATION

VILCEK PRIZES FOR CREATIVE PROMISE IN BIOMEDICAL SCIENCE 2013

LETTER OF RECOMMENDATION

Dear Colleague

______________________________________ is applying for the Vilcek Prize for Creative Promise in Biomedical Science Eligible candidates must be foreign-born scientists 38 years of age or younger (born on or after January 1, 1974), who are either naturalized citizens or permanent residents of the United States A total of three Vilcek Prizes for Creative Promise in Biomedical Science will be awarded in 2013, each consisting of a $35,000 cash prize, in recognition of truly exceptional contributions to biomedical science The Vilcek Foundation would greatly appreciate a letter of recommendation detailing your support for this candidate

BACKGROUND AND RATIONALE

The central mission of the Vilcek Foundation is to recognize and honor extraordinary achievements of immigrants to the United States in the arts and in biomedical science In 2006 the Vilcek Foundation created the Vilcek Prizes to recognize the work of established foreign-born scholars and artists who have made major contributions to their fields in the United States Two winners, one in the arts and humanities, the other in biomedical science, are chosen annually for these $100,000 prizes Year 2009 marked the inauguration of the Vilcek Prizes for Creative Promise in the Arts and in Biomedical Science These $35,000 awards were established to call attention to the continuing role young immigrants play in sustaining the excellence and vibrancy of the arts and sciences in the United States For more information about the Vilcek Foundation and its programs, please visit www vilcek org

QUESTIONS TO CONSIDER IN YOUR LETTER:

The Vilcek Prize for Creative Promise in Biomedical Science will be awarded to three truly exceptional scientists who have demonstrated independence, originality, and creativity at an age when many biomedical scientists are still working under the supervision of a mentor In weighing the applicant's strengths, our jurors will value your judgments on the following aspects

1 What work has the candidate done in the field of biomedical science that qualifies as exceptional independent early achievement(s)?
2 What role did the candidate play in the conceptualization, execution and dissemination of this work?
3 To what extent, in your experience, has the candidate been able to communicate effectively the significance of his/her research?
4 What personal qualities, commitments, and values of the candidate do you consider especially admirable and noteworthy?
5 Please indicate how well, over what period, and in what capacity you have known the candidate

TO SUBMIT YOUR LETTER:

Please submit this letter of recommendation electronically using the username and login information provided to you If you have any questions or experience any technical difficulties while submitting your letter, please contact Joyce Li, Associate Program Officer, at 212-472-2500, or at creativepromise@vilcek org

For applications to be considered, recommendation letters must be received no later than 11 59 PM EDT, August 15, 2012 The content of your letter will be held in strict confidence

We greatly appreciate your help with this selection process

Sincerely,

Jan T Vilcek, M D
President, The Vilcek Foundation