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**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.

For calendar year 2012 or tax year beginning

, and ending

Name of foundation: **JOHN BOLTEN CHARITABLE FOUNDATION**

Number and street (or P.O. box number if mail is not delivered to street address): **CHOATE LLP PO BOX 961019**

Room/suite: _____

City or town, state, and ZIP code: **BOSTON, MA 02196**

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

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

Fair market value of all assets at end of year (from Part II, col. (c), line 16): **\$ 2,792,448.**

Accounting method: Cash Accrual
 Other (specify) _____

(Part I, column (d) must be on cash basis.)

A Employer identification number: **04-2767454**

B Telephone number: **617-248-4760**

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

Part I Analysis of Revenue and Expenses		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
<i>(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a).)</i>					
1 Contributions, gifts, grants, etc., received				N/A	
2 Check <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities		81,523.	81,384.		STATEMENT 2
5a Gross rents					
b Net rental income or (loss)					
6a Net gain or (loss) from sale of assets not on line 10		46,855.			STATEMENT 1
b Gross sales price for all assets on line 6a		505,493.			
7 Capital gain net income (from Part IV, line 2)			47,192.		
8 Net short-term capital gain					
9 Income modifications					
10a Gross sales less returns and allowances					
b Less Cost of goods sold					
c Gross profit or (loss)					
11 Other income					
12 Total Add lines 1 through 11		128,378.	128,576.		
13 Compensation of officers, directors, trustees, etc		0.	0.		0.
14 Other employee salaries and wages					
15 Pension plans, employee benefits					
16a Legal fees					
b Accounting fees		2,258.	2,258.		0.
c Other professional fees		41,888.	29,888.		12,000.
17 Interest					
18 Taxes		1,340.	1,318.		0.
19 Depreciation and depletion					
20 Occupancy					
21 Travel, conferences, and meetings					
22 Printing and publications					
23 Other expenses		35.	0.		35.
24 Total operating and administrative expenses Add lines 13 through 23		45,521.	33,464.		12,035.
25 Contributions, gifts, grants paid		140,000.			140,000.
26 Total expenses and disbursements. Add lines 24 and 25		185,521.	33,464.		152,035.
27 Subtract line 26 from line 12:					
a Excess of revenue over expenses and disbursements		-57,143.			
b Net investment income (if negative, enter -0-)			95,112.		
c Adjusted net income (if negative, enter -0-)				N/A	

2013
 MAY 29 2013
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 MAY 20 2013
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 OCCIDENT

SCANNED MAY 29 2013
 Operating and Administrative Expenses

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Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only		Beginning of year	End of year	
		(a) Book Value	(b) Book Value	(c) Fair Market Value		
Assets	1	Cash - non-interest-bearing				
	2	Savings and temporary cash investments		197,838.	182,105.	182,105.
	3	Accounts receivable ▶				
		Less: allowance for doubtful accounts ▶				
	4	Pledges receivable ▶				
		Less: allowance for doubtful accounts ▶				
	5	Grants receivable				
	6	Receivables due from officers, directors, trustees, and other disqualified persons				
	7	Other notes and loans receivable ▶				
		Less: allowance for doubtful accounts ▶				
	8	Inventories for sale or use				
	9	Prepaid expenses and deferred charges				
	10a	Investments - U.S. and state government obligations STMT 8		361,151.	442,610.	461,128.
	b	Investments - corporate stock STMT 9		1,457,738.	1,536,981.	1,783,275.
	c	Investments - corporate bonds STMT 10		519,781.	344,428.	365,940.
11	Investments - land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
12	Investments - mortgage loans					
13	Investments - other					
14	Land, buildings, and equipment: basis ▶					
	Less: accumulated depreciation ▶					
15	Other assets (describe ▶)		29,206.	0.	0.	
16	Total assets (to be completed by all filers)		2,565,714.	2,506,124.	2,792,448.	
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 <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.					
	24	Unrestricted				
	25	Temporarily restricted				
	26	Permanently restricted				
	Foundations that do not follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 31					
	27	Capital stock, trust principal, or current funds		2,565,714.	2,506,124.	
	28	Paid-in or capital surplus, or land, bldg., and equipment fund		0.	0.	
29	Retained earnings, accumulated income, endowment, or other funds		0.	0.		
30	Total net assets or fund balances		2,565,714.	2,506,124.		
31	Total liabilities and net assets/fund balances		2,565,714.	2,506,124.		

Part III Analysis of Changes in Net Assets or Fund Balances

1	Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	2,565,714.
2	Enter amount from Part I, line 27a	2	-57,143.
3	Other increases not included in line 2 (itemize) ▶	3	0.
4	Add lines 1, 2, and 3	4	2,508,571.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 7	5	2,447.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	2,506,124.

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse; or common stock, 200 shs. MLC Co.)		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
1a SEE STATEMENT ATTACHED				12/31/12
b SEE STATEMENT ATTACHED				12/31/12
c CAPITAL GAINS DIVIDENDS				
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 31,967.		33,697.	-1,730.	
b 449,364.		424,604.	24,760.	
c 24,162.			24,162.	
d				
e				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(i) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))	
(i) 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			-1,730.	
b			24,760.	
c			24,162.	
d				
e				
2 Capital gain net income or (net capital loss)		{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2 47,192.
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6): If gain, also enter in Part I, line 8, column (c). If (loss), enter -0- in Part I, line 8		}		3 N/A

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	156,714.	2,707,191.	.057888
2010	146,418.	2,668,348.	.054872
2009	146,482.	2,547,728.	.057495
2008	147,070.	2,859,445.	.051433
2007	158,486.	2,979,080.	.053200
2 Total of line 1, column (d)			2 .274888
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 .054978
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 2,684,106.
5 Multiply line 4 by line 3			5 147,567.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 951.
7 Add lines 5 and 6			7 148,518.
8 Enter qualifying distributions from Part XII, line 4			8 152,035.

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 <input type="checkbox"/> and enter "N/A" on line 1. Date of ruling or determination letter: _____ (attach copy of letter if necessary-see instructions)		1	951.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here <input checked="" type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col. (b).		2	0.
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only. Others enter -0-)			
3 Add lines 1 and 2		3	951.
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	951.
6 Credits/Payments:			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	321.	
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	321.	
8 Enter any penalty for underpayment of estimated tax. Check here <input checked="" type="checkbox"/> if Form 2220 is attached	8		
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed	9	630.	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid	10		
11 Enter the amount of line 10 to be: Credited to 2013 estimated tax <input type="checkbox"/> Refunded <input checked="" type="checkbox"/>	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
1b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.		X
1c Did the foundation file Form 1120-POL for this year?		X
2 Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year: (1) On the foundation. <input type="checkbox"/> \$ 0. (2) On foundation managers. <input type="checkbox"/> \$ 0.		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers. <input type="checkbox"/> \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? If "Yes," attach a conformed copy of the changes	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T.	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either: • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col. (c), and Part XV.	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) <input type="checkbox"/> MA		
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 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV	9	X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	10	X

N/A

Part VII-A Statements Regarding Activities (continued)

<p>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)</p>	11		X
<p>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)</p>	12		X
<p>13 Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► <u>N/A</u></p>	13	X	
<p>14 The books are in care of ► <u>CHOATE, HALL & STEWART LLP</u> Telephone no. ► <u>617-248-4760</u> Located at ► <u>TWO INTERNATIONAL PLACE, BOSTON, MA</u> ZIP+4 ► <u>02110</u></p>			
<p>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 ► <u>15</u> <u>N/A</u></p>			
<p>16 At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22.1. If "Yes," enter the name of the foreign country ►</p>	16	Yes	No
			X

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

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

		Yes	No
<p>1a During the year did the foundation (either directly or indirectly):</p> <p>(1) Engage in the sale or exchange, or leasing of property with a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No</p> <p>(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days.) <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p>			
<p>b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here ► <input type="checkbox"/></p>	1b		X
<p>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 2012?</p>	1c		X
<p>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)):</p> <p>a At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No If "Yes," list the years ► _____, _____, _____</p> <p>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.) <u>N/A</u></p> <p>c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here. ► _____, _____, _____</p>	2b		
<p>3a Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No</p> <p>b If "Yes," did it have excess business holdings in 2012 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 2012.) <u>N/A</u></p>	3b		
<p>4a Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?</p>	4a		X
<p>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 2012?</p>	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)? Yes No
 Organizations relying on a current notice regarding disaster assistance check here N/A

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? Yes No
 If "Yes," attach the statement required by Regulations section 53.4945-5(d). N/A

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? Yes No
 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? ... Yes No N/A

5b		
6b		X
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
JOHN BOLTEN JR	TRUSTEE			
CHOATE, HALL & STEWART LLP 2 INTL PL BOSTON, MA 02110	2.00	0.	0.	0.
JENNIFER C SNYDER	TRUSTEE			
CHOATE, HALL & STEWART LLP 2 INTL PL BOSTON, MA 02110	2.00	0.	0.	0.
A SILVANA GINER	TRUSTEE			
CHOATE, HALL & STEWART LLP 2 INTL PL BOSTON, MA 02110	2.00	0.	0.	0.

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

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

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

Part VIII

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

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

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

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

Part IX-A Summary of Direct Charitable Activities

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

Part IX-B Summary of Program-Related Investments

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

Total. Add lines 1 through 3 ▶ 0.

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc., purposes:		
a	Average monthly fair market value of securities	1a	2,536,105.
b	Average of monthly cash balances	1b	188,876.
c	Fair market value of all other assets	1c	
d	Total (add lines 1a, b, and c)	1d	2,724,981.
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	2,724,981.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	40,875.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	2,684,106.
6	Minimum investment return. Enter 5% of line 5	6	134,205.

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	134,205.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	951.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	951.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	133,254.
4	Recoveries of amounts treated as qualifying distributions	4	0.
5	Add lines 3 and 4	5	133,254.
6	Deduction from distributable amount (see instructions)	6	0.
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	133,254.

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	152,035.
b	Program-related investments - total from Part IX-B	1b	0.
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	152,035.
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	951.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	151,084.

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

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				133,254.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			0.	
b Total for prior years:		0.		
3 Excess distributions carryover, if any, to 2012:				
a From 2007	18,726.			
b From 2008	5,608.			
c From 2009	20,272.			
d From 2010	14,235.			
e From 2011	21,996.			
f Total of lines 3a through e	80,837.			
4 Qualifying distributions for 2012 from Part XII, line 4: ▶ \$	152,035.			
a Applied to 2011, but not more than line 2a			0.	
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				133,254.
e Remaining amount distributed out of corpus	18,781.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	0.			0.
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	99,618.			
b Prior years' undistributed income. Subtract line 4b from line 2b		0.		
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed		0.		
d Subtract line 6c from line 6b. Taxable amount - see instructions		0.		
e Undistributed income for 2011. Subtract line 4a from line 2a. Taxable amount - see instr.			0.	
f Undistributed income for 2012. Subtract lines 4d and 5 from line 1. This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	18,726.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	80,892.			
10 Analysis of line 9:				
a Excess from 2008	5,608.			
b Excess from 2009	20,272.			
c Excess from 2010	14,235.			
d Excess from 2011	21,996.			
e Excess from 2012	18,781.			

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

N/A

1 a If the foundation has received a ruling or determination letter that it is a private operating foundation, and the ruling is effective for 2012, enter the date of the ruling

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

2 a Enter the lesser of the adjusted net income from Part I or the minimum investment return from Part X for each year listed

Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	
b 85% of line 2a				
c Qualifying distributions from Part XII, line 4 for each year listed				
d Amounts included in line 2c not used directly for active conduct of exempt activities				
e Qualifying distributions made directly for active conduct of exempt activities. Subtract line 2d from line 2c				
3 Complete 3a, b, or c for the alternative test relied upon:				
a "Assets" alternative test - enter:				
(1) Value of all assets				
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)				
b "Endowment" alternative test - enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed				
c "Support" alternative test - enter:				
(1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)				
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)				
(3) Largest amount of support from an exempt organization				
(4) Gross investment income				

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

1 Information Regarding Foundation Managers:

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

NONE

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

NONE

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

Check here 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 or e-mail of the person to whom applications should be addressed:

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

c Any submission deadlines:

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

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment				
Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
GOOD BOOK FOUNDATION 35 EAST WACKER DR, STE 400 CHICAGO, IL 60601-2105	NONE	PUBLIC	GENERAL	10,000.
CHRISTIAN RENAISSANCE FOUNDATION PO BOX 9338 CHICO, CA 95927	NONE	PUBLIC	GENERAL	15,000.
VINE-BRANCH MINISTRIES 925 BOXWOOD DR SMYRNA, DE 19977	NONE	PUBLIC	GENERAL	10,000.
LUIS PALAU EVANGELISTIC ASSOCIATION 1500 NW 167TH PL BEAVERTON, OR 97006	NONE	PUBLIC	GENERAL	10,000.
GLOBAL ACTION 7660 GODDARD STREET STE 200 COLORADO SPRINGS, CO 80920	NONE	PUBLIC	GENERAL	25,000.
Total	SEE CONTINUATION SHEET(S)			140,000.
b Approved for future payment				
NONE				
Total				0.

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

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE STATEMENT ATTACHED	31,967.	33,697.	0.	0.	-1,730.	12/31/12

(A) DESCRIPTION OF PROPERTY	(B) GROSS SALES PRICE	(C) COST OR OTHER BASIS	(D) EXPENSE OF SALE	(E) MANNER ACQUIRED DEPREC.	(F) DATE ACQUIRED GAIN OR LOSS	DATE SOLD
SEE STATEMENT ATTACHED	449,364.	424,941.	0.	0.	24,423.	12/31/12

CAPITAL GAINS DIVIDENDS FROM PART IV	24,162.
TOTAL TO FORM 990-PF, PART I, LINE 6A	46,855.

FORM 990-PF **DIVIDENDS AND INTEREST FROM SECURITIES** **STATEMENT 2**

SOURCE	GROSS AMOUNT	CAPITAL GAINS DIVIDENDS	COLUMN (A) AMOUNT
DIVIDENDS	70,524.	24,162.	46,362.
INTEREST	35,022.	0.	35,022.
RETURN OF CAPITAL	139.	0.	139.
TOTAL TO FM 990-PF, PART I, LN 4	105,685.	24,162.	81,523.

FORM 990-PF **ACCOUNTING FEES** **STATEMENT 3**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
TAX PREPARATION FEES	2,258.	2,258.		0.
TO FORM 990-PF, PG 1, LN 16B	2,258.	2,258.		0.

FORM 990-PF **OTHER PROFESSIONAL FEES** **STATEMENT 4**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
INVESTMENT MANAGEMENT FEES	29,888.	29,888.		0.
GRANT MAKING SERVICE	12,000.	0.		12,000.
TO FORM 990-PF, PG 1, LN 16C	41,888.	29,888.		12,000.

FORM 990-PF **TAXES** **STATEMENT 5**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
FOREIGN TAXES	1,318.	1,318.		0.
FEDERAL ESTIMATED TAX	22.	0.		0.
TO FORM 990-PF, PG 1, LN 18	1,340.	1,318.		0.

FORM 990-PF **OTHER EXPENSES** **STATEMENT 6**

DESCRIPTION	(A) EXPENSES PER BOOKS	(B) NET INVEST- MENT INCOME	(C) ADJUSTED NET INCOME	(D) CHARITABLE PURPOSES
MA FORM PC FILING FEE	35.	0.		35.
TO FORM 990-PF, PG 1, LN 23	35.	0.		35.

FORM 990-PF OTHER DECREASES IN NET ASSETS OR FUND BALANCES STATEMENT 7

DESCRIPTION	AMOUNT
SILVER BRIDGE TAX PREP FEE PAID IN 2012, REFUNDED IN 2013	2,257.
DIVIDENDS PAID IN 2013, TAXED IN 2012	187.
ROUNDING	3.
TOTAL TO FORM 990-PF, PART III, LINE 5	2,447.

FORM 990-PF U.S. AND STATE/CITY GOVERNMENT OBLIGATIONS STATEMENT 8

DESCRIPTION	U.S. GOV'T	OTHER GOV'T	BOOK VALUE	FAIR MARKET VALUE
US AND STATE GOVERNMENT OBLIGATIONS	X		442,610.	461,128.
TOTAL U.S. GOVERNMENT OBLIGATIONS			442,610.	461,128.
TOTAL STATE AND MUNICIPAL GOVERNMENT OBLIGATIONS				
TOTAL TO FORM 990-PF, PART II, LINE 10A			442,610.	461,128.

FORM 990-PF CORPORATE STOCK STATEMENT 9

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE STOCK	1,536,981.	1,783,275.
TOTAL TO FORM 990-PF, PART II, LINE 10B	1,536,981.	1,783,275.

FORM 990-PF CORPORATE BONDS STATEMENT 10

DESCRIPTION	BOOK VALUE	FAIR MARKET VALUE
CORPORATE BONDS	344,428.	365,940.
TOTAL TO FORM 990-PF, PART II, LINE 10C	344,428.	365,940.

GENERAL EXPLANATION

STATEMENT 11

FORM/LINE IDENTIFIER

PARTS VII-B, 1(A)(4) AND VIII

EXPLANATION:

JENNIFER C SNYDER AND A SILVANA GINER RECEIVED NO DIRECT COMPENSATION AS TRUSTEES OF THIS FOUNDATION. THEY WERE PARTNERS OF THE LAW FIRM OF WILMER CUTLER PICKERING HALE & DORR LLP, OF WHICH SILVER BRIDGE ADVISORS LLC IS ITS SUBSIDIARY AND RECEIVED INVESTMENT MANAGEMENT FEES FROM THE FOUNDATION BASED ON A PERCENTAGE OF ITS ASSETS.

TRUST YEAR ENDING 12/31/2012

TAX PREPARER. TPK
 TRUST ADMINISTRATOR 43
 INVESTMENT OFFICER 7

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
25000 0000 ILLINOIS ST		2 766 1/01/12 - 4521518S5 - MINOR = 38					
SOLD		01/01/2012	25000.00				
ACQ	25000.0000	03/09/2010	25000 00	25000.00	0.00	LT15	Y
CHANGED 01/29/13 SMC							
150.0000 COSTCO WHOLESALE CORP NEW COM - 22160K105 - MINOR = 43							
SOLD		01/09/2012	11875.72				
ACQ	150 0000	03/18/2011	11875 72	10583.62	1292.10	ST	
CHANGED 01/29/13 SMC							
2169.7100 CNH EQUIPMENT ABS 5.170% 10/15/14 - 12620TAD3 - MINOR = 36							
SOLD		01/15/2012	2169.71				
ACQ	2169.7100	03/08/2010	2169 71	2316.17	-146.46	LT15	Y
CHANGED 01/29/13 SMC							
199.0000 SKYWORKS SOLUTIONS INC - 83088M102 - MINOR = 43							
SOLD		02/01/2012	4357.66				
ACQ	199 0000	12/08/2010	4357.66	5464.78	-1107.12	LT15	Y
CHANGED 01/29/13 SMC							
7.0000 APPLE INC - 037833100 - MINOR = 43							
SOLD		02/13/2012	3505.11				
ACQ	7 0000	03/27/2007	3505 11	676 76	2828.35	LT15	Y
CHANGED 01/29/13 SMC							
1704.7500 CNH EQUIPMENT ABS 5.170% 10/15/14 - 12620TAD3 - MINOR = 36							
SOLD		02/15/2012	1704.75				
ACQ	1704.7500	03/08/2010	1704.75	1819.82	-115 07	LT15	Y
CHANGED 01/29/13 SMC							
75.0000 DIAGEO PLC SPONS ADR - 25243Q205 - MINOR = 44							
SOLD		02/17/2012	7109 12				
ACQ	75.0000	01/05/2011	7109.12	5592.92	1516 20	LT15	
CHANGED 01/29/13 SMC							
240.0000 JOHNSON & JOHNSON COM - 478160104 - MINOR = 43							
SOLD		02/24/2012	15472.95				
ACQ	130.0000	04/16/2004	8381.18	7029 10	1352.08	LT15	Y
	45 0000	06/18/2004	2901.18	2484.45	416 73	LT15	Y
	65.0000	02/26/2009	4190.59	3464.50	726 09	LT15	Y
CHANGED 01/29/13 SMC							
33.0000 NATIONAL-OILWELL INC - 637071101 - MINOR = 43							
SOLD		02/29/2012	2747 36				
ACQ	30.0000	02/08/2011	2497 60	2406.41	91.19	LT15	
	3.0000	02/08/2011	249.76	230.08	19 68	LT15	
CHANGED 01/29/13 SMC							
37.0000 NATIONAL-OILWELL INC - 637071101 - MINOR = 43							
SOLD		03/01/2012	3109.77				
ACQ	37.0000	02/08/2011	3109.77	2837.62	272.15	LT15	
CHANGED 01/29/13 SMC							
1858.7900 CNH EQUIPMENT ABS 5 170% 10/15/14 - 12620TAD3 - MINOR = 36							
SOLD		03/15/2012	1858.79				
ACQ	1858.7900	03/08/2010	1858.79	1984.26	-125.47	LT15	Y
CHANGED 01/29/13 SMC							
7.0000 APPLE INC - 037833100 - MINOR = 43							
SOLD		03/19/2012	4150 86				
ACQ	7 0000	03/27/2007	4150.86	676.76	3474 10	LT15	Y
CHANGED 01/29/13 SMC							
300 0000 ENSCO PLC SPONS ADR - 29358Q109 - MINOR = 44							
SOLD		03/28/2012	15668.41				
ACQ	125.0000	12/08/2008	6528 50	5271 88	1256.62	LT15	Y
	22.0000	02/07/2008	1149.02	1114.74	34.28	LT15	Y
	26.0000	12/04/2007	1357.93	1375.14	-17 21	LT15	Y
	127.0000	09/17/2007	6632.96	6769.57	-136.61	LT15	Y
CHANGED 01/29/13 SMC							
25000.0000 PHILIPS ELECTRONICS 4 625% 3/11/13 - 500472AA3 - MINOR = 33							
SOLD		04/10/2012	25928.00				
ACQ	25000.0000	03/11/2010	25928 00	26477.00	-549 00	LT15	Y
CHANGED 01/29/13 SMC							
1695.7400 CNH EQUIPMENT ABS 5.170% 10/15/14 - 12620TAD3 - MINOR = 36							
SOLD		04/15/2012	1695.74				
ACQ	1695 7400	03/08/2010	1695.74	1810.20	-114 46	LT15	Y
CHANGED 01/29/13 SMC							
200 0000 WAL MART STORES INC COM - 931142103 - MINOR = 43							
SOLD		04/25/2012	11579 08				
ACQ	15.0000	02/26/2009	868 43	736 05	132.38	LT15	Y
	125.0000	02/27/2009	7236 93	6126 16	1110 77	LT15	Y
	60 0000	08/07/2009	3473.72	2965 30	508 42	LT15	Y
CHANGED 01/29/13 SMC							
598.0000 CHESAPEAKE ENERGY CORP - 165167107 - MINOR = 43							
SOLD		05/02/2012	10293.60				
ACQ	250.0000	10/15/2008	4303.34	4231.60	71.74	LT15	Y
	195 0000	02/26/2009	3356 61	2940.58	416.03	LT15	Y
	153.0000	04/18/2012	2633 65	2729.31	-95 66	ST	
CHANGED 01/29/13 SMC							
100000.0000 CITIGROUP INC 1 875% 5/07/12 - 17290CAB2 - MINOR = 25							
SOLD		05/07/2012	100000.00				
ACQ	100000.0000	03/09/2010	100000.00	101448 00	-1448 00	LT15	Y
CHANGED 01/29/13 SMC							
1275.9200 CNH EQUIPMENT ABS 5.170% 10/15/14 - 12620TAD3 - MINOR = 36							
SOLD		05/15/2012	1275 92				
ACQ	1275.9200	03/08/2010	1275 92	1362.04	-86 12	LT15	Y
CHANGED 01/29/13 SMC							

TRUST YEAR ENDING 12/31/2012

TAX PREPARER TPK
 TRUST ADMINISTRATOR 43
 INVESTMENT OFFICER 7

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
185.0000 WELLS FARGO & CO NEW - 949746101 - MINOR = 43							
SOLD		05/16/2012	6001.25				
ACQ	150.0000	04/16/2004	4865.88	4213.50	652.38	LT15	Y
	35.0000	12/29/2011	1135.37	968.75	166.62	ST	
CHANGED 01/29/13 SMC							
80.0000 F5 NETWORKS INC - 315616102 - MINOR = 43							
SOLD		05/23/2012	9155.45				
ACQ	80.0000	03/30/2011	9155.45	7948.19	1207.26	LT15	
CHANGED 01/29/13 SMC							
275.0000 FREEPORT MCMORAN COPPER&GOLD CL B - 35671D857 - MINOR = 43							
SOLD		05/23/2012	8686.35				
ACQ	275.0000	02/24/2012	8686.35	12210.44	-3524.09	ST	
CHANGED 01/29/13 SMC							
1421.4500 CNH EQUIPMENT ABS 5 170% 10/15/14 - 12620TAD3 - MINOR = 36							
SOLD		06/15/2012	1421.45				
ACQ	1421.4500	03/08/2010	1421.45	1517.40	-95.95	LT15	Y
CHANGED 01/29/13 SMC							
25000.0000 GEN ELEC CAP CRP 4 250% 6/15/12 - 36962GR30 - MINOR = 30							
SOLD		06/15/2012	25000.00				
ACQ	25000.0000	03/09/2010	25000.00	26219.00	-1219.00	LT15	Y
CHANGED 01/29/13 SMC							
8251.7400 PG&E ENERGY ABS 4.470% 12/25/14 - 693401AE1 - MINOR = 36							
SOLD		06/25/2012	8251.74				
ACQ	8251.7400	01/09/2008	8251.74	8158.91	92.83	LT15	Y
CHANGED 01/29/13 SMC							
280.0000 CONSTELLATION BRANDS INC - 21036P108 - MINOR = 43							
SOLD		06/29/2012	7403.76				
ACQ	280.0000	02/08/2011	7403.76	5559.15	1844.61	LT15	
CHANGED 01/29/13 SMC							
2224.8200 CNH EQUIPMENT ABS 5.170% 10/15/14 - 12620TAD3 - MINOR = 36							
SOLD		07/15/2012	2224.82				
ACQ	2224.8200	03/08/2010	2224.82	2375.00	-150.18	LT15	Y
CHANGED 01/29/13 SMC							
300.0000 CONSTELLATION BRANDS INC - 21036P108 - MINOR = 43							
SOLD		07/18/2012	8731.18				
ACQ	214.0000	02/04/2011	6228.24	4221.15	2007.09	LT15	
	86.0000	02/08/2011	2502.94	1707.45	795.49	LT15	
CHANGED 01/29/13 SMC							
50000.0000 WELLS FARGO FINL INC DTD 7/30/2002 5.5% 8/1/2012 - 94975CAL1							
SOLD		08/01/2012	50000.00				
ACQ	50000.0000	09/06/2002	50000.00	51968.00	-1968.00	LT15	Y
CHANGED 01/29/13 SMC							
1784.3300 CNH EQUIPMENT ABS 5 170% 10/15/14 - 12620TAD3 - MINOR = 36							
SOLD		08/15/2012	1784.33				
ACQ	1784.3300	03/08/2010	1784.33	1904.77	-120.44	LT15	Y
CHANGED 01/29/13 SMC							
6.0000 APPLE INC - 037833100 - MINOR = 43							
SOLD		08/20/2012	3975.54				
ACQ	6.0000	03/27/2007	3975.54	580.08	3395.46	LT15	Y
CHANGED 01/29/13 SMC							
1594.4000 CNH EQUIPMENT ABS 5 170% 10/15/14 - 12620TAD3 - MINOR = 36							
SOLD		09/15/2012	1594.40				
ACQ	1594.4000	03/08/2010	1594.40	1702.02	-107.62	LT15	Y
CHANGED 01/29/13 SMC							
16994.4200 PG&E ENERGY ABS 4 470% 12/25/14 - 693401AE1 - MINOR = 36							
SOLD		09/25/2012	16994.42				
ACQ	16994.4200	01/09/2008	16994.42	16803.23	191.19	LT15	Y
CHANGED 01/29/13 SMC							
140.0000 VERIZON COMMUNICATIONS COM - 92343V104 - MINOR = 43							
SOLD		10/11/2012	6339.89				
ACQ	15.0000	04/30/2008	679.27	545.59	133.68	LT15	Y
	125.0000	04/04/2008	5660.62	4391.22	1269.40	LT15	Y
CHANGED 01/29/13 SMC							
11855.7700 CNH EQUIPMENT ABS 5.170% 10/15/14 - 12620TAD3 - MINOR = 36							
SOLD		10/15/2012	11855.77				
ACQ	11855.7700	03/08/2010	11855.77	12656.03	-800.26	LT15	Y
CHANGED 01/29/13 SMC							
33.0000 AFLAC INC COM - 001055102 - MINOR = 43							
SOLD		11/01/2012	1671.58				
ACQ	33.0000	04/05/2011	1671.58	1794.08	-122.50	LT15	
CHANGED 01/29/13 SMC							
19.0000 ABBOTT LABS COM - 002824100 - MINOR = 43							
SOLD		11/01/2012	1245.61				
ACQ	19.0000	12/17/2010	1245.61	915.06	330.55	LT15	Y
CHANGED 01/29/13 SMC							
6.0000 AMAZON COM INC COM - 023135106 - MINOR = 43							
SOLD		11/01/2012	1392.56				
ACQ	6.0000	11/18/2011	1392.56	1217.50	175.06	ST	
CHANGED 01/29/13 SMC							
19.0000 AMERIPRISE FINANCIAL INC - 03076C106 - MINOR = 43							
SOLD		11/01/2012	1130.85				
ACQ	19.0000	02/11/2011	1130.85	1190.89	-60.04	LT15	
CHANGED 01/29/13 SMC							

TRUST YEAR ENDING 12/31/2012

TAX PREPARER: TPK
 TRUST ADMINISTRATOR 43
 INVESTMENT OFFICER 7

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
1.0000 AMGEN INC COM - 031162100 - MINOR = 43							
SOLD		11/01/2012	87.26				
ACQ	1.0000	06/18/2004	87.26	53.88	33.38	LT15	Y
CHANGED 01/29/13 SMC							
4.0000 APPLE INC - 037833100 - MINOR = 43							
SOLD		11/01/2012	2389.30				
ACQ	4.0000	03/27/2007	2389.30	386.72	2002.58	LT15	Y
CHANGED 01/29/13 SMC							
13.0000 BAKER HUGHES INC COM - 057224107 - MINOR = 43							
SOLD		11/01/2012	555.54				
ACQ	13.0000	04/20/2012	555.54	537.05	18.49	ST	
CHANGED 01/29/13 SMC							
4.0000 BAXTER INTL INC COM - 071813109 - MINOR = 43							
SOLD		11/01/2012	254.47				
ACQ	4.0000	08/10/2011	254.47	204.07	50.40	LT15	
CHANGED 01/29/13 SMC							
21.0000 CELGENE CORP COM - 151020104 - MINOR = 43							
SOLD		11/01/2012	1569.92				
ACQ	21.0000	01/09/2009	1569.92	1054.28	515.64	LT15	Y
CHANGED 01/29/13 SMC							
33.0000 CHESAPEAKE ENERGY CORP - 165167107 - MINOR = 43							
SOLD		11/01/2012	669.72				
ACQ	33.0000	12/04/2007	669.72	1232.88	-563.16	LT15	Y
CHANGED 01/29/13 SMC							
1.0000 CHEVRONTXACO CORP COM - 166764100 - MINOR = 43							
SOLD		11/01/2012	110.80				
ACQ	1.0000	02/16/2005	110.80	58.79	52.01	LT15	Y
CHANGED 01/29/13 SMC							
8.0000 COLGATE PALMOLIVE CO COM - 194162103 - MINOR = 43							
SOLD		11/01/2012	845.34				
ACQ	8.0000	08/08/2011	845.34	666.57	178.77	LT15	
CHANGED 01/29/13 SMC							
38.0000 COMCAST CORP NEW CL A - 20030N101 - MINOR = 43							
SOLD		11/01/2012	1423.25				
ACQ	38.0000	07/13/2010	1423.25	727.29	695.96	LT15	Y
CHANGED 01/29/13 SMC							
7.0000 CONCHO RESOURCES - 20605P101 - MINOR = 43							
SOLD		11/01/2012	614.58				
ACQ	7.0000	02/23/2012	614.58	768.59	-154.01	ST	
CHANGED 01/29/13 SMC							
10.0000 DIAGEO PLC SPONS ADR - 25243Q205 - MINOR = 44							
SOLD		11/01/2012	1158.97				
ACQ	10.0000	01/05/2011	1158.97	745.72	413.25	LT15	
CHANGED 01/29/13 SMC							
28.0000 DISCOVERY COMMUNICATIONS CL A - 25470F104 - MINOR = 43							
SOLD		11/01/2012	1704.88				
ACQ	28.0000	03/30/2011	1704.88	1117.48	587.40	LT15	
CHANGED 01/29/13 SMC							
29.0000 EMERSON ELEC CO COM - 291011104 - MINOR = 43							
SOLD		11/01/2012	1460.98				
ACQ	29.0000	11/26/2008	1460.98	1011.00	449.98	LT15	Y
CHANGED 01/29/13 SMC							
13.0000 ENERGIZER HLDGS INC - 29266R108 - MINOR = 43							
SOLD		11/01/2012	964.70				
ACQ	13.0000	05/11/2012	964.70	967.41	-2.71	ST	
CHANGED 01/29/13 SMC							
7.0000 EXXON MOBIL CORP COM - 30231G102 - MINOR = 43							
SOLD		11/01/2012	639.29				
ACQ	7.0000	06/18/2004	639.29	321.72	317.57	LT15	Y
CHANGED 01/29/13 SMC							
6.0000 FEDEX CORP COM - 31428X106 - MINOR = 43							
SOLD		11/01/2012	557.41				
ACQ	6.0000	05/03/2012	557.41	537.08	20.33	ST	
CHANGED 01/29/13 SMC							
42.0000 GENERAL ELEC CO COM - 369604103 - MINOR = 43							
SOLD		11/01/2012	892.27				
ACQ	42.0000	04/13/2004	892.27	1301.58	-409.31	LT15	Y
CHANGED 01/29/13 SMC							
2.0000 GOOGLE INC CL A - 38259P508 - MINOR = 43							
SOLD		11/01/2012	1379.98				
ACQ	2.0000	01/08/2010	1379.98	1199.95	180.03	LT15	Y
CHANGED 01/29/13 SMC							
60.0000 HOLOGIC INC - 436440101 - MINOR = 43							
SOLD		11/01/2012	1257.57				
ACQ	60.0000	05/17/2012	1257.57	1031.95	225.62	ST	
CHANGED 01/29/13 SMC							
19.0000 HONEYWELL INTL INC COM - 438516106 - MINOR = 43							
SOLD		11/01/2012	1187.85				
ACQ	19.0000	08/03/2011	1187.85	979.70	208.15	LT15	
CHANGED 01/29/13 SMC							
62.0000 INTEL CORP COM - 458140100 - MINOR = 43							
SOLD		11/01/2012	1381.94				
ACQ	10.0000	04/16/2004	222.89	265.70	-42.81	LT15	Y
	19.0000	12/20/2007	423.50	501.79	-78.29	LT15	Y
	33.0000	01/06/2010	735.55	687.70	47.85	LT15	Y
CHANGED 01/29/13 SMC							

TRUST YEAR ENDING 12/31/2012

TAX PREPARER: TPK
 TRUST ADMINISTRATOR 43
 INVESTMENT OFFICER: 7

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

PROPERTY DESCRIPTION	SHARES	DATE	SALES PRICE	COST BASIS	GAIN/LOSS	TERM	NC
4.0000 INTERNATIONAL BUSINESS MACHS COM - 459200101 - MINOR = 43							
SOLD		11/01/2012	786.34				
ACQ	4.0000	02/24/2009	786.34	346.76	439.58	LT15	Y
CHANGED 01/29/13 SMC							
27.0000 J P MORGAN CHASE & CO COM - 46625H100 - MINOR = 43							
SOLD		11/01/2012	1153.82				
ACQ	27.0000	01/29/2008	1153.82	1265.33	-111.51	LT15	Y
CHANGED 01/29/13 SMC							
33.0000 KROGER CO COM - 501044101 - MINOR = 43							
SOLD		11/01/2012	827.13				
ACQ	33.0000	03/02/2012	827.13	804.91	22.22	ST	
CHANGED 01/29/13 SMC							
15.0000 MCDONALDS CORP COM - 580135101 - MINOR = 43							
SOLD		11/01/2012	1297.55				
ACQ	15.0000	02/08/2008	1297.55	838.88	458.67	LT15	Y
CHANGED 01/29/13 SMC							
83.0000 MICROSOFT CORP COM - 594918104 - MINOR = 43							
SOLD		11/01/2012	2444.71				
ACQ	19.0000	02/07/2008	559.63	537.89	21.74	LT15	Y
CHANGED 01/29/13 SMC							
64.0000		06/18/2004	1885.08	1707.16	177.92	LT15	Y
CHANGED 01/29/13 SMC							
11.0000 THE MOSAIC COMPANY - 61945C103 - MINOR = 43							
SOLD		11/01/2012	582.65				
ACQ	11.0000	01/26/2012	582.65	620.33	-37.68	ST	
CHANGED 01/29/13 SMC							
11.0000 NATIONAL-OILWELL INC - 637071101 - MINOR = 43							
SOLD		11/01/2012	803.64				
ACQ	11.0000	02/08/2011	803.64	843.62	-39.98	LT15	
CHANGED 01/29/13 SMC							
21.0000 PROCTER & GAMBLE CO COM - 742718109 - MINOR = 43							
SOLD		11/01/2012	1455.26				
ACQ	21.0000	06/18/2004	1455.26	1155.95	299.31	LT15	Y
CHANGED 01/29/13 SMC							
28.0000 QUALCOMM INC COM - 747525103 - MINOR = 43							
SOLD		11/01/2012	1670.86				
ACQ	28.0000	03/22/2010	1670.86	1129.80	541.06	LT15	Y
CHANGED 01/29/13 SMC							
56.0000 SKYWORKS SOLUTIONS INC - 83088M102 - MINOR = 43							
SOLD		11/01/2012	1330.53				
ACQ	56.0000	12/08/2010	1330.53	1537.83	-207.30	LT15	Y
CHANGED 01/29/13 SMC							
17.0000 TARGET CORP COM - 87612E106 - MINOR = 43							
SOLD		11/01/2012	1073.35				
ACQ	17.0000	03/26/2010	1073.35	920.23	153.12	LT15	Y
CHANGED 01/29/13 SMC							
24.0000 TEVA PHARMACEUTICAL INDS LTD ADR - 881624209 - MINOR = 44							
SOLD		11/01/2012	989.12				
ACQ	20.0000	06/18/2010	824.27	1071.36	-247.09	LT15	Y
CHANGED 01/29/13 SMC							
4.0000		02/07/2008	164.85	184.04	-19.18	LT15	Y
CHANGED 01/29/13 SMC							
36.0000 US BANCORP DEL NEW COM NEW - 902973304 - MINOR = 43							
SOLD		11/01/2012	1209.75				
ACQ	36.0000	03/26/2010	1209.75	949.54	260.21	LT15	Y
CHANGED 01/29/13 SMC							
7.0000 UNITED TECHNOLOGIES CORP COM - 913017109 - MINOR = 43							
SOLD		11/01/2012	556.20				
ACQ	7.0000	04/16/2004	556.20	310.17	246.03	LT15	Y
CHANGED 01/29/13 SMC							
28.0000 VERIZON COMMUNICATIONS COM - 92343V104 - MINOR = 43							
SOLD		11/01/2012	1256.61				
ACQ	28.0000	04/04/2008	1256.61	983.63	272.98	LT15	Y
CHANGED 01/29/13 SMC							
26.0000 WELLS FARGO & CO NEW - 949746101 - MINOR = 43							
SOLD		11/01/2012	883.59				
ACQ	26.0000	12/29/2011	883.59	719.64	163.95	ST	
CHANGED 01/29/13 SMC							
12.0000 ZIMMER HLDGS INC COM - 98956P102 - MINOR = 43							
SOLD		11/01/2012	786.40				
ACQ	12.0000	04/19/2011	786.40	757.80	28.60	LT15	
CHANGED 01/29/13 SMC							
16753.8400 PG&E ENERGY ABS	4.470%	12/25/14	693401AE1 - MINOR = 36				
SOLD		12/25/2012	16753.84				
ACQ	16753.8400	01/09/2008	16753.84	16565.36	188.48	LT15	Y
CHANGED 01/29/13 SMC							

TOTALS

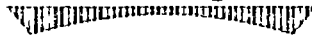
481330.87

458301.36

SHORT TERM 31966.82 33696.58 (1729.76)

LONG TERM 449364.06 424604.78 24759.28

Silver Bridge*



Investment Detail

23105002389 | BOLTEN, JOHN CHARITABLE FDN

17-Apr-2013 5.10 PM ET

Asset Types: Cash, Cash Equivalents, Domestic Equity, Fixed Income, International Equity, International Fixed Income, Other

Data Current as of: 31-Dec-2012

SUMMARY

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Cash	6.014%	\$120,836.94	\$120,836.94	\$0.00
Domestic Equity	16.122%	\$323,953.82	\$298,227.78	\$25,726.04
Fixed Income	49.083%	\$986,275.23	\$941,921.95	\$44,353.28
International Equity	27.426%	\$551,097.56	\$517,347.38	\$33,750.18
International Fixed Income	1.356%	\$27,253.50	\$25,236.00	\$2,017.50
Totals		\$2,009,417.05	\$1,903,570.05	\$105,847.00

DETAIL

Asset Name	CUSIP Ticker	Current Allocation	Quantity	Current Price	Date Pnced	Market Value	Total Cost	Unrealized Gain/Loss
Cash: 6.014%								
CASH - INCOME	-	2.718%	54,617.5800	1.0000		\$54,617.58	\$54,617.58	\$0.00
CASH - INVESTED INCOME	-	(2.694)%	(54,126.9400)	1.0000		(\$54,126.94)	(\$54,126.94)	\$0.00
DREYFUS INS CASH ADVANTAGE I Ticker DADXX Asset ID:26200V104	26200V104 DADXX	3.295%	66,219.3600	100.0000%	04-Nov-2009	\$66,219.36	\$66,219.36	\$0.00
DREYFUS INS CASH ADVANTAGE I Ticker DADXX Asset ID:26200V104	26200V104 DADXX	2.694%	54,126.9400	100.0000%	04-Nov-2009	\$54,126.94	\$54,126.94	\$0.00
Subtotal		6.014%				\$120,836.94	\$120,836.94	\$0.00
Domestic Equity: 16.122%								
ASTON TAMRO SMALL CAP FUND Ticker ATSIX Asset ID 00078H141	00078H141 ATSIX	10.602%	10,786.6240	19.7500	31-Dec-2012	\$213,035.82	\$199,949.30	\$13,086.52
ISHARES MSCI EAFE SMALL CAP Ticker:SCZ Asset ID 464288273	464288273 SCZ	2.269%	1,120.0000	40.7100	31-Dec-2012	\$45,595.20	\$44,920.82	\$674.38
THIRD AVENUE REAL ESTATE VAL Ticker TAREX Asset ID 884116401	884116401 TAREX	3.251%	2,574.8050	25.3700	31-Dec-2012	\$65,322.80	\$53,357.66	\$11,965.14
Subtotal		16.122%				\$323,953.82	\$298,227.78	\$25,726.04
Fixed Income: 49.083%								
BANK OF AMERICA 5.125% 11/15/14	060505AU8 -	2.654%	50,000.0000	106.6450%	31-Dec-2012	\$53,322.50	\$50,650.00	\$2,672.50

Asset Name	CUSIP Ticker	Current Allocation	Quantity	Current Price	Date Prced	Market Value	Total Cost	Unrealized Gain/Loss
Asset ID 060505AU8								
BLACKROCK STRATEGIC INCOME OPP FD-IN Ticker:BSIIX Asset ID 09256H286	09256H286 BSIIX	3.524%	7,012.0680	10.1000	31-Dec-2012	\$70,821.89	\$70,119.59	\$702.30
CATERPILLAR INC 5.700% 8/15/16 Asset ID 149123BM2	149123BM2	2.887%	50,000.0000	116.0100%	31-Dec-2012	\$58,005.00	\$52,720.00	\$5,285.00
COMCAST CORP 5.875% 2/15/18 Asset ID 20030NAR2	20030NAR2	1.499%	25,000.0000	120.5050%	31-Dec-2012	\$30,126.25	\$26,935.00	\$3,191.25
DELAWARE HIGH YIELD OPPORT I Ticker:DHOIX Asset ID:245908843	245908843 DHOIX	5.755%	27,145.6310	4.2600	31-Dec-2012	\$115,640.39	\$110,000.00	\$5,640.39
FFCB 5.050% 6/22/18 Asset ID 31331SSN4	31331SSN4	3.030%	50,000.0000	121.7570%	31-Dec-2012	\$60,878.50	\$54,062.50	\$6,816.00
FHLB 4.750% 12/12/14 Asset ID 3133XN5L9	3133XN5L9	4.048%	75,000.0000	108.4500%	31-Dec-2012	\$81,337.50	\$79,681.50	\$1,656.00
FHLMC 4.500% 1/15/13 Asset ID:3134A4SA3	3134A4SA3	2.492%	50,000.0000	100.1580%	31-Dec-2012	\$50,079.00	\$52,557.50	(\$2,478.50)
GE CAPITAL ABS 1.360% 8/17/20 Asset ID 36159JDH1	36159JDH1	5.027%	100,000.0000	101.0060%	31-Dec-2012	\$101,006.00	\$101,734.38	(\$728.38)
NORTH CAROLINA TPK 5.125% 1/01/20 Asset ID 65830TAD7	65830TAD7	2.701%	45,000.0000	120.6080%	31-Dec-2012	\$54,273.60	\$49,216.05	\$5,057.55
ORACLE CORP 5.250% 1/15/16 Asset ID 68402LAC8	68402LAC8	1.971%	35,000.0000	113.1610%	31-Dec-2012	\$39,606.35	\$35,662.55	\$3,943.80
SHERWIN-WILLIAMS CO 3.125% 12/15/14 Asset ID 824348AN6	824348AN6	1.302%	25,000.0000	104.6660%	31-Dec-2012	\$26,166.50	\$25,325.75	\$840.75
SIMON PROP GP 6.125% 5/30/18 Asset ID:828807BZ9	828807BZ9	1.516%	25,000.0000	121.8110%	31-Dec-2012	\$30,452.75	\$26,164.25	\$4,288.50
U.S. TREASURY BONDS 3.000% 8/31/16 Asset ID 912828LL2	912828LL2	5.431%	100,000.0000	109.1250%	31-Dec-2012	\$109,125.00	\$100,296.88	\$8,828.12
UNIV OF CA REVENUES 3.048% 5/15/19 Asset ID 91412GGT6	91412GGT6	5.247%	100,000.0000	105.4340%	31-Dec-2012	\$105,434.00	\$106,796.00	(\$1,362.00)
Subtotal		49.083%				\$986,275.23	\$941,921.95	\$44,353.28
International Equity: 27.426%								
AQR RISK PARITY FUND-I	00203H826 AQRX	1.427%	2,494.7480	11.4900	31-Dec-2012	\$28,664.65	\$26,148.62	\$2,516.03

Asset Name	CUSIP Ticker	Current Allocation	Quantity	Current Price	Date Pnced	Market Value	Total Cost	Unrealized Gain/Loss
Ticker AQRX Asset ID 00203H826								
ARTISAN INTL VALUE FUND-INV Ticker ARTKX Asset ID:04314H881	04314H881 ARTKX	14.860%	9,828.7700	30.3800	31-Dec-2012	\$298,598.03	\$264,499.26	\$34,098.77
FORWARD INTL SMALL COMPANY-IN Ticker PTSCX Asset ID 349913822	349913822 PTSCX	1.223%	1,775.7770	13.8400	31-Dec-2012	\$24,576.75	\$34,308.97	(\$9,732.22)
HARBOR INTERNATIONAL GRO-INS Ticker HAIGX Asset ID 411511801	411511801 HAIGX	5.162%	8,973.0810	11.5600	31-Dec-2012	\$103,728.82	\$90,000.00	\$13,728.82
HARDING LOEVNER EMERGING MARKETS Ticker HLEMX Asset ID 412295305	412295305 HLEMX	3.984%	1,651.6380	48.4700	31-Dec-2012	\$80,054.89	\$87,390.53	(\$7,335.64)
WESTCORE INTL SMALL CAP FUND Ticker WTIFX Asset ID:957904550	957904550 WTIFX	0.770%	862.5650	17.9400	31-Dec-2012	\$15,474.42	\$15,000.00	\$474.42
Subtotal		27.426%				\$551,097.56	\$517,347.38	\$33,750.18
International Fixed Income: 1.356%								
AEGON NV 4.625% 12/01/15 Asset ID.007924AH6	007924AH6 -	1.356%	25,000.0000	109.0140%	31-Dec-2012	\$27,253.50	\$25,236.00	\$2,017.50
Subtotal		1.356%				\$27,253.50	\$25,236.00	\$2,017.50

Silver Bridge*



Investment Detail

23105002389E | BOLTEN, JOHN CHARITABLE FDN-LCE

18-Apr-2013 9 47 AM ET

Asset Types: Cash, Cash Equivalents, Domestic Equity, Fixed Income, International Equity,
International Fixed Income, Other

Data Current as of: 31-Dec-2012

SUMMARY

Asset Type	Current Allocation	Market Value	Total Cost	Unrealized Gain/Loss
Cash	7.824%	\$61,267.50	\$61,267.50	\$0.00
Domestic Equity	88.287%	\$691,309.20	\$518,659.01	\$172,650.19
International Equity	3.889%	\$30,452.24	\$22,627.63	\$7,824.61
Totals		\$783,028.94	\$602,554.14	\$180,474.80

DETAIL

Asset Name	CUSIP Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Cash: 7.824%								
CASH - INCOME	-	0.003%	20.5700	1.0000		\$20.57	\$20.57	\$0.00
CASH - INVESTED INCOME	-	(0.003)%	(20.5700)	1.0000		(\$20.57)	(\$20.57)	\$0.00
DREYFUS INS CASH ADVANTAGE Ticker DADXX Asset ID 26200V104	26200V104 DADXX	7.822%	61,246.9300	100.0000%	04-Nov-2009	\$61,246.93	\$61,246.93	\$0.00
DREYFUS INS CASH ADVANTAGE Ticker DADXX Asset ID:26200V104	26200V104 DADXX	0.003%	20.5700	100.0000%	04-Nov-2009	\$20.57	\$20.57	\$0.00
Subtotal		7.824%				\$61,267.50	\$61,267.50	\$0.00
Domestic Equity: 88.287%								
ABBOTT LABS Ticker ABT Asset ID 002824100	002824100 ABT	2.434%	291.0000	65.5000	31-Dec-2012	\$19,060.50	\$13,791.93	\$5,268.57
AFLAC INC Ticker:AFL Asset ID 001055102	001055102 AFL	3.846%	567.0000	53.1200	31-Dec-2012	\$30,119.04	\$18,440.83	\$11,678.21
AMAZON COM INC Ticker AMZN Asset ID 023135106	023135106 AMZN	2.691%	84.0000	250.8700	31-Dec-2012	\$21,073.08	\$13,380.22	\$7,692.86
AMERIPRISE FINANCIAL INC Ticker AMP Asset ID.03076C106	03076C106 AMP	2.727%	341.0000	62.6300	31-Dec-2012	\$21,356.83	\$20,148.76	\$1,208.07
AMGEN INC Ticker AMGN Asset ID 031162100	031162100 AMGN	2.136%	194.0000	86.2000	31-Dec-2012	\$16,722.80	\$9,869.09	\$6,853.71
APPLE INC Ticker AAPL Asset ID 037833100	037833100 AAPL	3.806%	56.0000	532.1730	31-Dec-2012	\$29,801.69	\$5,332.61	\$24,469.08
BAKER HUGHES INC Ticker BHI Asset ID 057224107	057224107 BHI	0.949%	182.0000	40.8477	31-Dec-2012	\$7,434.28	\$7,518.77	(\$84.49)
BAXTER INTL INC Ticker:BAX Asset ID 071813109	071813109 BAX	1.073%	126.0000	66.6600	31-Dec-2012	\$8,399.16	\$6,428.28	\$1,970.88

Asset Name	CUSIP Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
BROADCOM CORP Ticker BRCM Asset ID 111320107	111320107 BRCM	1 527%	360 0000	33 2100	31-Dec-2012	\$11,955 60	\$12,503 48	(\$547 88)
CELGENE CORP Ticker.CELG Asset ID 151020104	151020104 CELG	2 596%	259.0000	78 4700	31-Dec-2012	\$20,323 73	\$12,974 60	\$7,349 13
CHESAPEAKE ENERGY CORP Ticker CHK Asset ID 165167107	165167107 CHK	1 791%	844 0000	16 6200	31-Dec-2012	\$14,027 28	\$20,402 74	(\$6,375 46)
CHEVRON CORPORATION Ticker CVX Asset ID 166764100	166764100 CVX	1 920%	139.0000	108 1400	31-Dec-2012	\$15,031.46	\$8,004 48	\$7,026 98
COLGATE PALMOLIVE CO Ticker CL Asset ID 194162103	194162103 CL	2 096%	157 0000	104.5400	31-Dec-2012	\$16,412 78	\$13,015 24	\$3,397 54
COMCAST CORP-CL A Ticker CMCSA Asset ID 20030N101	20030N101 CMCSA	3 159%	662 0000	37 3600	31-Dec-2012	\$24,732 32	\$9,998 14	\$14,734 18
CONCHO RESOURCES Ticker CXO Asset ID 20605P101	20605P101 CXO	1 080%	105 0000	80 5600	31-Dec-2012	\$8,458 80	\$9,944 42	(\$1,485 62)
DISCOVERY COMMUNICATIONS CL A Ticker DISCA Asset ID 25470F104	25470F104 DISCA	1 800%	222 0000	63 4800	31-Dec-2012	\$14,092 56	\$8,860 02	\$5,232 54
EMERSON ELEC CO Ticker EMR Asset ID 291011104	291011104 EMR	1 529%	226 0000	52 9600	31-Dec-2012	\$11,968 96	\$7,200 80	\$4,768 16
ENERGIZER HLDGS INC Ticker ENR Asset ID 29266R108	29266R108 ENR	2 012%	197 0000	79 9800	31-Dec-2012	\$15,756 06	\$14,484 90	\$1,271 16
EXXON MOBIL CORPORATION Ticker XOM Asset ID 30231G102	30231G102 XOM	1.636%	148 0000	86 5500	31-Dec-2012	\$12,809 40	\$6,802 11	\$6,007 29
FEDEX CORPORATION Ticker FDX Asset ID 31428X106	31428X106 FDX	1 511%	129 0000	91 7200	31-Dec-2012	\$11,831 88	\$11,098 33	\$733 55
GENERAL ELECTRIC CORP Ticker GE Asset ID 369604103	369604103 GE	2 394%	893 0000	20 9900	31-Dec-2012	\$18,744 07	\$19,530 87	(\$786 80)
GOOGLE INC-CL A Ticker GOOG Asset ID 38259P508	38259P508 GOOG	1 174%	13 0000	707.3800	31-Dec-2012	\$9,195 94	\$7,799.70	\$1,396 24
HOLOGIC INC Ticker HOLX Asset ID 436440101	436440101 HOLX	2 338%	915 0000	20 0101	31-Dec-2012	\$18,309 24	\$13,199 07	\$5,110 17
HONEYWELL INTERNATIONAL INC Ticker HON Asset ID 438516106	438516106 HON	2 318%	286 0000	63 4700	31-Dec-2012	\$18,152.42	\$14,094 10	\$4,058 32
INTEL CORP Ticker INTC Asset ID 458140100	458140100 INTC	1 772%	673 0000	20 6200	31-Dec-2012	\$13,877 26	\$13,231 30	\$645 96
INTERNATIONAL BUSINESS MACHINES CORP Ticker IBM Asset ID 459200101	459200101 IBM	2 348%	96 0000	191 5500	31-Dec-2012	\$18,388 80	\$8,242 03	\$10,146 77
JP MORGAN CHASE & CO	46625H100 JPM	2 038%	363 0000	43 9691	31-Dec-2012	\$15,960 78	\$16,027 70	(\$66 92)

Asset Name	CUSIP Ticker	Current Allocation	Quantity	Current Price	Date Priced	Market Value	Total Cost	Unrealized Gain/Loss
Ticker JPM Asset ID 46625H100								
KROGER CO Ticker KR Asset ID 501044101	501044101 KR	2.798%	842.0000	26.0200	31-Dec-2012	\$21,908.84	\$20,024.56	\$1,884.28
MCDONALDS CORP Ticker MCD Asset ID 580135101	580135101 MCD	2.535%	225.0000	88.2100	31-Dec-2012	\$19,847.25	\$12,404.09	\$7,443.16
MICROSOFT CORP Ticker MSFT Asset ID 594918104	594918104 MSFT	3.213%	942.0000	26.7097	31-Dec-2012	\$25,160.54	\$23,267.57	\$1,892.97
NATIONAL-OILWELL INC Ticker NOV Asset ID 637071101	637071101 NOV	1.606%	184.0000	68.3500	31-Dec-2012	\$12,576.40	\$13,161.52	(\$585.12)
PROCTER & GAMBLE CO Ticker PG Asset ID 742718109	742718109 PG	1.985%	229.0000	67.8900	31-Dec-2012	\$15,546.81	\$12,149.30	\$3,397.51
QUALCOMM INC Ticker QCOM Asset ID 747525103	747525103 QCOM	2.860%	362.0000	61.8596	31-Dec-2012	\$22,393.18	\$14,110.71	\$8,282.47
SKYWORKS SOLUTIONS INC Ticker SWKS Asset ID 83088M102	83088M102 SWKS	2.204%	850.0000	20.3000	31-Dec-2012	\$17,255.00	\$16,983.78	\$271.22
TARGET CORP Ticker TGT Asset ID 87612E106	87612E106 TGT	2.252%	298.0000	59.1700	31-Dec-2012	\$17,632.66	\$14,346.03	\$3,286.63
THE MOSAIC COMPANY Ticker MOS Asset ID 61945C103	61945C103 MOS	1.512%	209.0000	56.6300	31-Dec-2012	\$11,835.67	\$10,839.28	\$996.39
UNITED TECHNOLOGIES CORP Ticker UTX Asset ID 913017109	913017109 UTX	1.655%	158.0000	82.0100	31-Dec-2012	\$12,957.58	\$6,870.98	\$6,086.60
US BANCORP NEW Ticker USB Asset ID 902973304	902973304 USB	2.607%	639.0000	31.9400	31-Dec-2012	\$20,409.66	\$15,626.62	\$4,783.04
VERIZON COMMUNICATIONS Ticker VZ Asset ID 92343V104	92343V104 VZ	2.691%	487.0000	43.2700	31-Dec-2012	\$21,072.49	\$13,309.92	\$7,762.57
WELLS FARGO & CO Ticker WFC Asset ID 949746101	949746101 WFC	1.982%	454.0000	34.1800	31-Dec-2012	\$15,517.72	\$11,543.90	\$3,973.82
ZIMMER HLDGS INC Ticker ZMH Asset ID 98956P102	98956P102 ZMH	1.686%	198.0000	66.6600	31-Dec-2012	\$13,198.68	\$11,696.23	\$1,502.45
Subtotal		88.287%				\$691,309.20	\$518,659.01	\$172,650.19
International Equity: 3.889%								
DIAGEO PLC SPONS ADR Ticker DEO Asset ID:25243Q205	25243Q205 DEO	2.382%	160.0000	116.5800	31-Dec-2012	\$18,652.80	\$11,310.64	\$7,342.16
TEVA PHARMACEUTICAL INDS LTD ADR Ticker TEVA Asset ID 881624209	881624209 TEVA	1.507%	316.0000	37.3400	31-Dec-2012	\$11,799.44	\$11,316.99	\$482.45
Subtotal		3.889%				\$30,452.24	\$22,627.63	\$7,824.61