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

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

OMB No 1545-0052

2012

Open to Public Inspection

For calendar year 2012 or tax year beginning

, 2012, and ending

, 20

Name of foundation

TIMOTHY J MEE CHARITABLE TRUST

A Employer identification number

05-6077239

Number and street (or P O box number if mail is not delivered to street address)

Room/suite

B Telephone number (see instructions)

P O BOX 1802

888- 866-3275

City or town, state, and ZIP code

PROVIDENCE, RI 02901-1802

C If exemption application is pending, check here ☐

G Check all that apply.

Initial return

Initial return of a former public charity

Final return

Amended return

Address change

Name change

D 1 Foreign organizations, check here ☐2 Foreign organizations meeting the 85% test, check here and attach computation ☐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 ☐H Check type of organization: ☒ Section 501(c)(3) exempt private foundation☐ Section 4947(a)(1) nonexempt charitable trust ☐ Other taxable private foundationI Fair market value of all assets at end of year (from Part II, col. (c), line 16) ☐ \$ 29,245,461.J Accounting method: ☒ Cash ☐ Accrual☐ Other (specify) _____

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

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

(a) Revenue and expenses per books

(b) Net investment income

(c) Adjusted net income

(d) Disbursements for charitable purposes (cash basis only)

	(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
1 Contributions, gifts, grants, etc., received (attach schedule)				
2 Check ☒ if the foundation is not required to attach Sch B				
3 Interest on savings and temporary cash investments				
4 Dividends and interest from securities	804,726.	753,948.		STMT 1
5a Gross rents				
b Net rental income or (loss)				
6a Net gain or (loss) from sale of assets not on line 10	646,204.			
b Gross sales price for all assets on line 6a	11,007,876.			
7 Capital gain net income (from Part IV, line 2)		646,204.		
8 Net short-term capital gain				
9 Income modifications				
10a Gross sales less returns and allowances				
b Less Cost of goods sold				
c Gross profit or (loss) (attach schedule)				
11 Other income (attach schedule)	5,975.			STMT 2
12 Total. Add lines 1 through 11	1,456,905.	1,400,152.		
13 Compensation of officers, directors, trustees, etc.	91,545.	54,927.		36,618.
14 Other employee salaries and wages				
15 Pension plans; employee benefits				
16a Legal fees (attach schedule)	252,633.	NONE	NONE	252,633.
b Accounting fees (attach schedule)	890.	NONE	NONE	890.
c Other professional fees (attach schedule)				
17 Interest				
18 Taxes (attach schedule) (see instructions)	31,232.	15,032.		
19 Depreciation (attach schedule) and depletion				
20 Occupancy				
21 Travel, conferences, and meetings				
22 Printing and publications				
23 Other expenses (attach schedule)	5,548.	5,498.		50.
24 Total operating and administrative expenses. Add lines 13 through 23	381,848.	75,457.	NONE	290,191.
25 Contributions, gifts, grants paid	1,918,862.			1,918,862.
26 Total expenses and disbursements. Add lines 24 and 25	2,300,710.	75,457.	NONE	2,209,053.
27 Subtract line 26 from line 12	-843,805.			
a Excess of revenue over expenses and disbursements				
b Net investment income (if negative, enter -0-)		1,324,695.		
c Adjusted net income (if negative, enter -0-)				

ENVELOPE
POSTMARK DATE NOV 04 2013

SCANNED NOV 09 2013

Revenue
Operating and Administrative ExpensesRECEIVED
NOV 07 2013
ODDEN UP
RSOC

10 ne

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only (See instructions)	Beginning of year	End of year	
			(a) Book Value	(b) Book Value	(c) Fair Market Value
Assets	1	Cash - non-interest-bearing	NONE		
	2	Savings and temporary cash investments	2,924,384.	1,396,971.	1,396,971.
	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 (attach schedule) (see instructions)			
	7	Other notes and loans receivable (attach schedule) ▶ Less allowance for doubtful accounts ▶	NONE		
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments - U S and state government obligations (attach schedule) . .	NONE		
	b	Investments - corporate stock (attach schedule) . STMT 7	24,496,783.	25,202,222.	27,848,490.
	c	Investments - corporate bonds (attach schedule)	NONE		
	11	Investments - land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶	NONE		
	12	Investments - mortgage loans	NONE		
	13	Investments - other (attach schedule)	NONE		
	14	Land, buildings, and equipment basis Less accumulated depreciation (attach schedule) ▶			
15	Other assets (describe ▶)	NONE			
16	Total assets (to be completed by all filers - see the instructions. Also, see page 1, item I)	27,421,167.	26,599,193.	29,245,461.	
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 (attach schedule)			
	22	Other liabilities (describe ▶)			
23	Total liabilities (add lines 17 through 22)			NONE	
Net Assets or Fund Balances	Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31				
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
	Foundations that do not follow SFAS 117, check here and complete lines 27 through 31. ▶ ☒				
	27	Capital stock, trust principal, or current funds	27,421,167.	26,599,193.	
	28	Paid-in or capital surplus, or land, bldg, and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds . .	NONE		
	30	Total net assets or fund balances (see instructions)	27,421,167.	26,599,193.	
	31	Total liabilities and net assets/fund balances (see instructions)	27,421,167.	26,599,193.	

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	27,421,167.
2	Enter amount from Part I, line 27a	2	-843,805.
3	Other increases not included in line 2 (itemize) ▶ SEE STATEMENT 8	3	26,521.
4	Add lines 1, 2, and 3	4	26,603,883.
5	Decreases not included in line 2 (itemize) ▶ SEE STATEMENT 9	5	4,690.
6	Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	26,599,193.

Form 990-PF (2012)

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 PUBLICLY TRADED SECURITIES					
b					
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a 11,007,876.		10,361,672.	646,204.		
b					
c					
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) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (i) over col. (j), if any			
a			646,204.		
b					
c					
d					
e					
2 Capital gain net income or (net capital loss)			2	646,204.	
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6):			3		
If gain, also enter in Part I, line 8, column (c) (see instructions). If (loss), enter -0- in Part I, line 8					

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

(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	2,045,402.	28,273,683.	0.072343
2010	1,904,106.	27,613,878.	0.068955
2009	961,900.	22,301,498.	0.043132
2008	1,324,784.	15,792,873.	0.083885
2007			
2 Total of line 1, column (d)			2 0.268315
3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years			3 0.067079
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5			4 27,825,554.
5 Multiply line 4 by line 3			5 1,866,510.
6 Enter 1% of net investment income (1% of Part I, line 27b)			6 13,247.
7 Add lines 5 and 6			7 1,879,757.
8 Enter qualifying distributions from Part XII, line 4			8 2,209,053.
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	13,247.
c All other domestic foundations enter 2% of line 27b. Exempt foreign organizations enter 4% of Part I, line 12, col (b).			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	
3 Add lines 1 and 2		3	13,247.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	NONE
5 Tax based on investment income. Subtract line 4 from line 3. If zero or less, enter -0-		5	13,247.
6 Credits/Payments.			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	26,248.	
b Exempt foreign organizations - tax withheld at source	6b	NONE	
c Tax paid with application for extension of time to file (Form 8868)	6c	3,752.	
d Backup withholding erroneously withheld	6d		
7 Total credits and payments. Add lines 6a through 6d	7	30,000.	
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	16,753.	
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ☒ 6,624. Refunded ☒ 10,129.	11		

Part VII-A Statements Regarding Activities

	Yes	No
1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?		X
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see Instructions for the 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
c Did the foundation file Form 1120-POL for this year?		X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ☒ \$ _____ (2) On foundation managers ☒ \$ _____		
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ☒ \$ _____		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? If "Yes," attach a detailed description of the activities.		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		X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?		X
b If "Yes," has it filed a tax return on Form 990-T for this year?		
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? If "Yes," attach the statement required by General Instruction T		X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	X	
7 Did the foundation have at least \$5,000 in assets at any time during the year? If "Yes," complete Part II, col (c), and Part XV	X	
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ☒ RI		
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? If "No," attach explanation	X	
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? If "Yes," complete Part XIV		X
10 Did any persons become substantial contributors during the tax year? If "Yes," attach a schedule listing their names and addresses	X	

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	11		X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	12		X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application?	13	X	
Website address <u>N/A</u>				
14	The books are in care of <u>US TRUST FIDUCIARY TAX SERVICES</u> Telephone no <u>(888) 866-3275</u> Located at <u>P.O. BOX 1802, PROVIDENCE, RI</u> ZIP+4 <u>02901-1802</u>			
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>			
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?	16	Yes	No 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 <u></u>				

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

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

	Yes	No
1a During the year did the foundation (either directly or indirectly)		
(1) Engage in the sale or exchange, or leasing of property with a disqualified person?	☐ Yes	☒ No
(2) Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	☐ Yes	☒ No
(3) Furnish goods, services, or facilities to (or accept them from) a disqualified person?	☐ Yes	☒ No
(4) Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	☒ Yes	☐ No
(5) Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	☐ Yes	☒ No
(6) Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	☐ Yes	☒ No
b If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)?	1b	X
Organizations relying on a current notice regarding disaster assistance check here ☐		
c Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	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 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012?	☐ Yes	☒ No
If "Yes," list the years <u></u>		
b Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	2b	
c If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here <u></u>		
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 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)	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 2012?	4b	X

Form 990-PF (2012)

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required (continued)**5a** During the year did the foundation pay or incur any amount to(1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? ☐ Yes ☒ No(2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? ☐ Yes ☒ No(3) Provide a grant to an individual for travel, study, or other similar purposes? ☐ Yes ☒ No(4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? (see instructions) ☐ Yes ☒ No(5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? ☐ Yes ☒ No**b** If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)? ☐ Yes ☒ NoOrganizations relying on a current notice regarding disaster assistance check here ☐ **5b****c** If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant? ☐ Yes ☒ No

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

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

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 **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 (see instructions).**

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (if not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
BANK OF AMERICA 100 WESTMINSTER ST, PROVIDENCE, RI 02903,	TRUSTEE, 1	91,545.	- 0 -	- 0 -

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

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

Total number of other employees paid over \$50,000 ☐ **NONE**

Form 990-PF (2012)

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

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		NONE
Total number of others receiving over \$50,000 for professional services		NONE

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.	Expenses
1 NONE	
2	
3	
4	

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

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

Form 990-PF (2012)

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	27,213,944.
b	Average of monthly cash balances	1b	1,035,349.
c	Fair market value of all other assets (see instructions)	1c	NONE
d	Total (add lines 1a, b, and c)	1d	28,249,293.
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	
2	Acquisition indebtedness applicable to line 1 assets	2	NONE
3	Subtract line 2 from line 1d	3	28,249,293.
4	Cash deemed held for charitable activities. Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	423,739.
5	Net value of noncharitable-use assets. Subtract line 4 from line 3. Enter here and on Part V, line 4	5	27,825,554.
6	Minimum investment return. Enter 5% of line 5	6	1,391,278.

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	1,391,278.
2a	Tax on investment income for 2012 from Part VI, line 5	2a	13,247.
b	Income tax for 2012. (This does not include the tax from Part VI.)	2b	
c	Add lines 2a and 2b	2c	13,247.
3	Distributable amount before adjustments. Subtract line 2c from line 1	3	1,378,031.
4	Recoveries of amounts treated as qualifying distributions	4	NONE
5	Add lines 3 and 4	5	1,378,031.
6	Deduction from distributable amount (see instructions)	6	NONE
7	Distributable amount as adjusted. Subtract line 6 from line 5. Enter here and on Part XIII, line 1	7	1,378,031.

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	2,209,053.
b	Program-related investments - total from Part IX-B	1b	
2	Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc., purposes	2	NONE
3	Amounts set aside for specific charitable projects that satisfy the:		
a	Suitability test (prior IRS approval required)	3a	NONE
b	Cash distribution test (attach the required schedule)	3b	NONE
4	Qualifying distributions. Add lines 1a through 3b. Enter here and on Part V, line 8, and Part XIII, line 4	4	2,209,053.
5	Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income. Enter 1% of Part I, line 27b (see instructions)	5	13,247.
6	Adjusted qualifying distributions. Subtract line 5 from line 4	6	2,195,806.

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				1,378,031.
2 Undistributed income, if any, as of the end of 2012				
a Enter amount for 2011 only			NONE	
b Total for prior years 20____, 20____, 20____		NONE		
3 Excess distributions carryover, if any, to 2012.				
a From 2007	NONE			
b From 2008	408,172.			
c From 2009	NONE			
d From 2010	635,560.			
e From 2011	651,812.			
f Total of lines 3a through e	1,695,544.			
4 Qualifying distributions for 2012 from Part XII, line 4: ► \$ 2,209,053.				
a Applied to 2011, but not more than line 2a			NONE	
b Applied to undistributed income of prior years (Election required - see instructions)		NONE		
c Treated as distributions out of corpus (Election required - see instructions)	NONE			
d Applied to 2012 distributable amount				1,378,031.
e Remaining amount distributed out of corpus	831,022.			
5 Excess distributions carryover applied to 2012 . (If an amount appears in column (d), the same amount must be shown in column (a))	NONE			NONE
6 Enter the net total of each column as indicated below:				
a Corpus Add lines 3f, 4c, and 4e Subtract line 5	2,526,566.			
b Prior years' undistributed income Subtract line 4b from line 2b		NONE		
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		NONE		
d Subtract line 6c from line 6b Taxable amount - see instructions		NONE		
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instructions			NONE	
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				NONE
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)	NONE			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)	NONE			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	2,526,566.			
10 Analysis of line 9				
a Excess from 2008	408,172.			
b Excess from 2009	NONE			
c Excess from 2010	635,560.			
d Excess from 2011	651,812.			
e Excess from 2012	831,022.			

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

NOT APPLICABLE

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

	Tax year	Prior 3 years			(e) Total
	(a) 2012	(b) 2011	(c) 2010	(d) 2009	
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					
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 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				
THE LEGION OF CHRIST INCORPORATE PO BOX 162 THORNWOOD NY 10594-0162	NONE	PC	UNRESTRICTED GENERAL SUPPORT	1,918,862.
Total			3a	1,918,862.
b Approved for future payment				
Total			3b	

Form **990-PF** (2012)

Enter gross amounts unless otherwise indicated

(See worksheet in line 13 instructions to verify calculations)

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) (See instructions)
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NOT APPLICABLE

FORM 990PF, PART I - DIVIDENDS AND INTEREST FROM SECURITIES

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME
DIVIDENDS AND INTEREST	804,726.	753,948.
TOTAL	804,726.	753,948.

FORM 990PF, PART I - OTHER INCOME
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----
FEDERAL TAX REFUND	5,975.

TOTALS	5,975.
	=====

TIMOTHY J MEE CHARITABLE TRUST

05-6077239

FORM 990PF, PART I - LEGAL FEES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	ADJUSTED NET INCOME -----	CHARITABLE PURPOSES -----
LEGAL FEES - CHARITABLE	252,633.			252,633.
TOTALS	252,633.	NONE	NONE	252,633.
	=====	=====	=====	=====

FORM 990PF, PART I - ACCOUNTING FEES
=====

DESCRIPTION	REVENUE AND EXPENSES PER BOOKS	NET INVESTMENT INCOME	ADJUSTED NET INCOME	CHARITABLE PURPOSES
-----	-----	-----	-----	-----
TAX PREPARATION FEE - BOA	890.			890.
	-----	-----	-----	-----
TOTALS	890.	NONE	NONE	890.
	=====	=====	=====	=====

FORM 990PF, PART I - TAXES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----
FOREIGN TAXES	14,669.	14,669.
EXCISE TAX ESTIMATES	16,200.	
FOREIGN TAXES ON QUALIFIED FOR	133.	133.
FOREIGN TAXES ON NONQUALIFIED	230.	230.
	-----	-----
TOTALS	31,232.	15,032.
	=====	=====

TIMOTHY J MEE CHARITABLE TRUST

05-6077239

FORM 990PF, PART I - OTHER EXPENSES
=====

DESCRIPTION -----	REVENUE AND EXPENSES PER BOOKS -----	NET INVESTMENT INCOME -----	CHARITABLE PURPOSES -----
OTHER CHARITABLE EXPENSES	50.		50.
OTHER INVESTMENT FEE	5,458.	5,458.	
INVTMT EXP - INTEREST INCOME	40.	40.	
TOTALS	----- 5,548. =====	----- 5,498. =====	----- 50. =====

TIMOTHY J MEE CHARITABLE TRUST

FORM 990PF, PART II - CORPORATE STOCK
=====

DESCRIPTION

SEE ATTACHED

TOTALS

05-6077239

FORM 990PF, PART III - OTHER INCREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
ACCRUED INTEREST ADJUSTMENT	16,352.
ROUNDING	4.
REFUND OF FOREIGN TAX WITHHELD AND PSHIP ADJUSTMENT	1,960.
TRANSACTION ADJUSTMENTS	1,490.
INCOME ADJUSTMENT	6,715.

TOTAL	26,521.
	=====

FORM 990PF, PART III - OTHER DECREASES IN NET WORTH OR FUND BALANCES
=====

DESCRIPTION -----	AMOUNT -----
SECURITIES ADJUSTMENT	4,256.
TRANSFER AND ASSET ADJUSTMENT	171.
SALES ADJUSTMENT	263.

TOTAL	4,690.
	=====

FEDERAL FOOTNOTES

=====

THE COMPENSATION SHOWN ON THE RETURN THAT IS PAID TO BANK OF AMERICA, N.A. AS CORPORATE TRUSTEE IS NOT CALCULATED BASED UPON AN HOURLY RATE FOR TIME SPENT BY THE TRUSTEE; RATHER, BANK OF AMERICA'S COMPENSATION AS CORPORATE TRUSTEE IS CALCULATED USING A MARKET VALUE FEE SCHEDULE. THE TRUST OFFICER'S TIME SPENT PERFORMING ADMINISTRATIVE RESPONSIBILITIES FOR THIS FOUNDATION AVERAGES ONE HOUR PER WEEK. IN ADDITION, TIME IS SPENT BY OTHER STAFF MEMBERS FOR RECORDKEEPING, INVESTMENT MANAGEMENT, INCOME COLLECTION, RENDERING STATEMENTS AND ACCOUNTINGS, REGULATORY REPORTING, REGULATORY COMPLIANCE, AND TAX SERVICES

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
	Cash/Cash Equivalent	1396970.740	1,396,970.74	1,396,970.74
000361105	AAR CORP	40.000	988.12	747.20
000957100	ABM INDS INC	50.000	1,154.75	997.50
00101J106	ADT CORP	220.000	9,634.90	10,227.80
001055102	AFLAC INC	30.000	1,623.37	1,593.60
001204106	AGL RES INC	110.000	4,324.65	4,396.70
001317205	AIA GROUP LTD	830.000	11,118.35	12,957.13
001547108	AK STL HLDG CORP	110.000	1,296.65	506.00
001744101	AMN HEALTHCARE SVCS INC	50.000	304.75	577.50
00206R102	AT&T INC	7050.000	153,982.39	237,655.50
00206RBA9	AT&T INC	60000.000	69,786.60	72,007.20
00206RBC5	AT&T INC	10000.000	10,282.80	10,117.40
00207R101	ATMI INC	40.000	766.20	835.20
002255107	AU OPTRONICS CORP	590.000	6,369.01	2,655.00
002474104	AZZ INC	40.000	884.90	1,537.20
002824100	ABBOTT LABS	4110.000	233,058.60	269,205.00
005125109	ACXIOM CORP	80.000	1,020.40	1,396.80
006754204	ADECCO SA	300.000	9,390.84	7,872.30
00709P108	ADMINISTRADORA DE FONDOS DE	10.000	1,040.05	1,040.00
00724F101	ADOBE SYS INC	490.000	17,687.09	18,463.20
00751Y106	ADVANCED AUTO PTS INC	70.000	5,353.59	5,064.50
00753G103	ADVANCED INFO SVC PUB LTD	1330.000	8,984.15	8,304.52
00756M404	ADVANCED SEMICONDUCTOR ENGR	583.000	2,573.58	2,495.24
007627102	AEON CO LTD	660.000	6,514.02	7,533.90
00770F104	AEGION CORP	40.000	799.00	887.60
007903107	ADVANCED MICRO DEVICES INC	530.000	5,161.87	1,272.00
007924103	AEGON NV	700.000	4,798.50	4,508.00
008073108	AEROVIRONMENT INC	20.000	412.10	434.80
00817Y108	AETNA INC	690.000	24,300.05	31,953.90
00826T108	AFFYMETRIX INC	70.000	514.15	221.90
00846U101	AGILENT TECHNOLOGIES INC	330.000	10,217.03	13,510.20
00847J105	AGILYSYS INC	30.000	290.49	251.10
00850H103	AGRIA CORP	20.000	16.90	13.80
009119108	AIR FRANCE-KLM	110.000	1,868.13	1,014.97

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
009126202	AIR LIQUIDE	640.000	12,862 73	16,040 32
009128307	AIR METHODS CORP COM	60 000	1,418.66	2,214.60
009158106	AIR PRODS & CHEMS INC	270 000	13,404 15	22,685.40
009363102	AIRGAS INC	80 000	5,074 00	7,303.20
009606104	AIXTRON SE	40 000	499.80	478.00
009719501	AKBANK TURK ANONIM SIRKETI	406 000	4,048 56	4,003 97
009728106	AKORN INC	70 000	819 35	935 20
012348108	ALBANY INTL CORP	30 000	575.55	680.40
015351109	ALEXION PHARMACEUTICALS INC	190 000	18,402 74	17,810 60
016630303	ALL NIPPON AWYS LTD	240 000	1,357.90	1,004 88
01741R102	ALLEGHENY TECHNOLOGIES INC	100 000	4,803.51	3,036 00
018490102	ALLERGAN INC	1120 000	84,772.75	102,737 60
018581108	ALLIANCE DATA SYS CORP	50 000	3,311 15	7,238 00
018772103	ALLIANCE ONE INTL INC	8210 000	27,476 41	29,884 40
018805101	ALLIANZ SE	2540 000	32,595 82	35,095 18
020002101	ALLSTATE CORP	690 000	21,301.40	27,717 30
020409108	ALMOST FAMILY INC	10 000	378 25	202 60
02051Q106	ALON HLDGS BLUE SQUARE ISRAEL	110.000	321 55	256 41
02076X102	ALPHA NAT RES INC	212.000	9,558 98	2,064 88
021244207	ALSTOM SA	830.000	2,900 85	3,297 59
022276109	ALUMINUM CORP CHINA LTD	70.000	745 15	833 70
02263T104	AMADEUS IT HLDG SA	120 000	2,825 40	3,013 80
023111206	AMARIN CORP PLC	50 000	649 55	404 50
023135106	AMAZON COM INC	500 000	85,864 89	125,435 00
02341R302	AMCOR LTD	130 000	4,239 95	4,356 69
02341W103	AMCOL INTL CORP	30 000	1,087 35	920 40
023436108	AMEDISYS INC	30 000	1,540 89	339 20
023608102	AMEREN CORP	230 000	6,565 35	7,065 60
02364W105	AMERICA MOVIL S A B DE C V	790 000	19,438 85	18,280 60
02364W204	AMERICA MOVIL S A DE C V	20.000	521 63	463 00
025537101	AMERICAN ELEC PWR INC	610.000	21,161 63	26,034 80
025816109	AMERICAN EXPRESS CO	2190 000	105,671.57	125,881 20
029429107	AMERICAN SCIENCE & ENGR INC	10 000	620.75	652.10
03027X100	AMERICAN TOWER CORP	380 000	24,058 80	29,362 60

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
030371108	AMERICAN VANGUARD CORP	30 000	1,036.65	932 10
03073E105	AMERISOURCEBERGEN CORP	240 000	6,479 95	10,363 20
031100100	AMETEK INC NEW	75 000	1,972 75	2,817 75
03232P405	AMSURG CORP	30.000	928 95	900 30
03485P201	ANGLO AMERN PLC	1970 000	45,307 93	30,324 21
035128206	ANGLOGOLD ASHANTI LTD	180 000	7,722 69	5,646 60
03524A108	ANHEUSER BUSCH INBEV SA/NV	360 000	19,206.07	31,467 60
03662Q105	ANSYS INC	90 000	5,928 75	6,060 60
037411105	APACHE CORP	500.000	37,519 65	39,250 00
03748R101	APARTMENT INVT & MGMT CO	140.000	3,598 45	3,788 40
03761U106	APOLLO INVT CORP	200 000	1,630 00	1,672.00
037833100	APPLE INC	910 000	308,206 70	484,277.34
038222105	APPLIED MATLS INC	1700 000	24,390 75	19,448 00
03834A103	APPROACH RES INC	40 000	1,039.50	1,000.40
039380100	ARCH COAL INC	200 000	5,123.00	1,464.00
039483102	ARCHER DANIELS MIDLAND CO	620.000	18,882.10	16,981.80
039670104	ARCTIC CAT INC	10 000	365.65	333 90
040790107	ARKANSAS BEST CORP DEL	30 000	254 85	286.50
042068106	ARM HLDGS PLC	200 000	5,719 00	7,566 00
04338X102	ARYZTA AG	800 000	18,596 30	20,440 00
043393206	ASAHI GLASS	530 000	5,381 09	3,837 20
043400100	ASAHI KASEI CORP	150.000	1,689 75	1,759 05
045387107	ASSA ABLOY AB	270 000	4,000 25	5,040 63
045487105	ASSOCIATED BANC CORP	170 000	2,228 55	2,230 40
04623U102	ASTELLAS PHARMA INC	640 000	22,958.51	28,682 24
046265104	ASTORIA FINL CORP	60 000	864 90	561 60
048173108	ATLANTIA SPA	270.000	2,220.05	2,432 97
049255706	ATLAS COPCO AB	300 000	4,533.90	8,222 40
049513104	ATMEL CORP	420 000	5,406.11	2,751 00
049560105	ATMOS ENERGY CORP	90 000	3,141.45	3,160.80
052769106	AUTODESK INC	220 000	7,796.30	7,777.00
053015103	AUTOMATIC DATA PROCESSING INC	810 000	34,499 69	46,113.30
05329W102	AUTONATION INC	40 000	799.15	1,588 00
053332102	AUTOZONE INC	60 000	12,730 50	21,265 80

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
05367P100	AVID TECHNOLOGY INC	30 000	247 95	227.40
05382A104	AVIVA PLC	1360 000	18,659 81	16,877 60
054536107	AXA SA	760 000	18,915 79	13,376 76
054937107	BB&T CORP	2110 000	64,554 99	61,422 10
05508R106	B & G FOODS INC	50 000	1,036 64	1,415 50
055262505	BASF SE	430 000	28,685.19	40,335 72
055434203	BG GROUP PLC	2420.000	43,486.82	39,828 36
05545E209	BHP BILLITON PLC	770 000	58,100.35	54,184.90
05565A202	BNP PARIBAS	820 000	22,226.10	23,019 04
05565QBH0	BP CAPITAL MARKETS PLC	50000.000	53,370 00	53,267 50
05577E101	BT GROUP PLC	430.000	9,962 50	16,352 90
05606L100	BYD CO LTD	110 000	545 05	659 89
056752108	BAIDU INC	120 000	9,623.52	12,034 80
057224107	BAKER HUGHES INC	490 000	27,181.63	20,015 37
058498106	BALL CORP	160 000	6,038.70	7,160 00
059460303	BANCO BRADESCO S A	803 000	14,525 47	13,948 11
05946K101	BANCO BILBAO VIZCAYA ARGENTARIA	2200 000	29,554 04	20,724 00
059520106	BANCO DE CHILE	30 000	2,524.35	2,895 00
059578104	BANCO DO BRASIL S A	450.000	7,833 25	5,626 35
05961W105	ADRBANCO MACRO S A	20.000	258 30	362.80
05964H105	BANCO SANTANDER SA	4040.000	42,646 40	33,006 80
05965X109	BANCO SANTANDER CHILE NEW	1 000	35 31	28 49
063750103	BANK MUT CORP	1740 000	8,124 55	7,482 00
064058100	BANK NEW YORK MELLON CORP	2850 000	77,320.07	73,245 00
064159AL0	BANK NOVA SCOTIA B C	75000 000	75,763.50	76,806 00
06426M104	BANK OF CHINA	2170.000	24,951.55	24,217.20
067774109	BARNES & NOBLE INC	40.000	629.80	603.60
067806109	BARNES GROUP INC	50 000	1,196 25	1,123 00
06846N104	BARRETT BILL CORP	50.000	1,014.25	889 50
06985P100	BASIC ENERGY SVCS INC	30 000	484.35	342 30
071813109	BAXTER INTL INC	1160 000	69,025 25	77,325 60
072743206	BAYERISCHE MOTOREN WERKE A G	700.000	13,144 50	22,435 00
07329M100	BBVA BANCO FRANCES SA	20 000	75 70	100 60
073302101	BE AEROSPACE INC	130.000	3,361 89	6,422 00

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
073730103	BEAM INC	1060 000	52,511.97	64,755.40
075896100	BED BATH & BEYOND INC	220 000	8,663 14	12,300 20
077347300	BEL FUSE INC	20 000	437 46	391 00
084670702	BERKSHIRE HATHAWAY INC DEL	2350.000	186,857 85	210,795.00
088606108	BHP BILLITON LTD	990.000	76,738.68	77,635 80
08915P101	BIG 5 SPORTING GOODS CORP	70.000	703 95	917.00
090572207	BIO RAD LABS INC	20 000	2,069.10	2,101 00
09062X103	BIOGEN IDEC INC	340 000	25,565 23	49,765 80
09071M106	BIOLINERX LTD	10 000	28.15	25 30
091826107	BLACK BOX CORP DEL	20.000	590.77	486 80
09247X101	BLACKROCK INC	310 000	57,840 61	64,080 10
093671105	BLOCK H & R INC	260.000	4,725 50	4,828 20
09643P207	BLYTH INC	20 000	317.90	311 00
100557107	BOSTON BEER INC	10 000	1,132.65	1,344 50
101119105	BOSTON PRIVATE FINL HLDGS INC	80 000	460 24	720 80
101121101	BOSTON PROPERTIES INC	150.000	15,264 75	15,871 50
101137107	BOSTON SCIENTIFIC CORP	1930 000	17,794 99	11,058 90
105105100	BRAMBLES LTD	320 000	4,817 60	4,990 08
10552T107	BRF-BRASIL FOODS SA	280 000	5,598 60	5,910 80
110122108	BRISTOL MYERS SQUIBB CO	4950 000	131,694 05	161,320 50
111320107	BROADCOM CORP	490.000	15,151 83	16,272.90
114340102	BROOKS AUTOMATION INC	70.000	521.85	563 50
115637209	BROWN FORMAN CORP	1580 000	106,832 64	99,935 00
115736100	BROWN SHOE INC NEW	60 000	626.58	1,102 20
117043109	BRUNSWICK CORP	90 000	1,220 97	2,618 10
12082W204	BURBERRY GROUP PLC	100 000	4,490 50	3,985 70
124857202	CBS CORP	610 000	8,615 03	23,210 50
12504L109	CBRE GROUP INC	290.000	4,116 38	5,771.00
125071100	C D I CORP	50.000	672 25	856 50
125269100	CF INDS HLDGS INC	19 000	1,703.16	3,860 04
125509109	CIGNA CORP	830 000	39,584.02	44,371 80
12572Q105	CME GROUP INC	450 000	25,162 31	22,801 50
126153105	CPFL ENERGIA S A	50 000	1,078 25	1,048 00
12626K203	CRH PLC	300.000	5,346 00	6,102.00

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
12637N105	CSL LTD	740 000	11,319 40	20,704 46
126408103	CSX CORP	1030 000	17,263 08	20,321 90
126501105	CTS CORP	40 000	339.00	425 20
126650BH2	CVS CAREMARK CORP	25000 000	29,027.00	29,889 25
12673P105	CA INC	360 000	8,278 41	7,912 80
126804301	CABELAS INC	50 000	1,069 75	2,087 50
12686C109	CABLEVISION SYS CORP	190 000	4,791 64	2,838 60
127097103	CABOT OIL & GAS CORP	200 000	7,935 15	9,948.00
12709P103	CABOT MICROELECTRONICS CORP	30 000	953 85	1,065 30
12776P200	CAIRN ENERGY PLC	466 000	6,575 74	4,011 79
12811R104	CALAMOS ASSET MGMT INC	20 000	282.70	211 40
131193104	CALLAWAY GOLF CO	60 000	473 58	390 00
132011107	CAMBREX CORP	630 000	3,676 24	7,169.40
13342B105	CAMERON INTL CORP	240 000	10,494 50	13,550.40
134429109	CAMPBELL SOUP CO	170.000	5,708 09	5,931 30
138006309	CANON INC	550.000	23,987.15	21,565 50
139098107	CAP GEMINI S A	30 000	697.65	649 83
14040HAN5	CAPITAL ONE FINL CORP	50000 000	52,029 50	57,201 00
14149Y108	CARDINAL HEALTH INC	330 000	10,988 93	13,589 40
141665109	CAREER EDUCATION CORP	70 000	1,919 68	245 90
142339100	CARLISLE COS INC	60 000	3,377 70	3,525 60
142795202	CARLSBERG AS	900 000	16,756.20	17,621 10
143130102	CARMAX INC	220 000	5,437 48	8,258 80
143658300	CARNIVAL CORP	890 000	29,245 32	32,725 30
14365C103	CARNIVAL PLC	150 000	5,475 58	5,812.50
144430204	CARREFOUR SA	1700.000	16,886.10	8,721 00
144577103	CARRIZO OIL & CO INC	40 000	815 00	836 80
147528103	CASEYS GEN STORES INC	160.000	9,603 20	8,496 00
14754D100	CASH AMER INTL INC	30 000	1,119 45	1,190.10
148411101	CASTLE A M & CO	20.000	248 90	295 40
149123101	CATERPILLAR INC	950 000	57,353.54	85,128 08
149150104	CATHAY GENERAL BANCORP	80 000	670.64	1,562 40
150602209	CEDAR REALTY TRUST INC	60 000	378.18	316 80
15100H109	CELESIO AG	1480 000	8,399 00	5,091 20

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
151020104	CELGENE CORP	670.000	39,312.70	52,574.90
151290889	CEMEX S A B DE C V SPONSOR	433.000	4,139.14	4,273.71
15135B101	CENTENE CORP	50.000	1,802.25	2,050.00
15189T107	CENTERPOINT ENERGY INC	410.000	5,969.89	7,892.50
15234Q108	CENTRAIS ELETRICAS BRASILEIRAS S	100.000	929.50	501.00
15234Q207	CENTRAIS ELETRICAS BRASILEIRAS	120.000	1,032.60	374.40
153527205	CENTRAL GARDEN & PET CO	40.000	376.92	418.80
15639K300	CENTRICA PLC	1370.000	25,550.51	29,716.67
156431108	CENTURY ALUM CO	80.000	1,379.44	700.93
156700106	CENTURYLINK INC	28.000	1,255.06	1,095.36
162825103	CHECKPOINT SYS INC	50.000	777.15	537.00
165167107	CHESAPEAKE ENERGY CORP	630.000	17,868.13	10,470.60
166744201	CHEUNG KONG HLDGS LTD	670.000	8,779.01	10,286.51
16890T105	CHINA NEW BORUN CORP	10.000	17.85	15.40
168919108	CHINA CONSTR BK CORP	2180.000	36,797.80	34,989.00
16937R104	CHINA EASTN AIRLS LTD SPONSORED	20.000	547.50	402.00
16938G107	CHINA DIGITAL TV HLDG CO LTD	30.000	112.15	50.40
169409109	CHINA SOUTHN AIRLS LTD	30.000	845.45	775.50
16941M109	CHINA MOBILE LTD	580.000	28,765.43	34,057.60
16941R108	CHINA PETE & CHEM CORP	200.000	18,484.39	22,984.00
16942A302	CHINA SHENHUA ENERGY CO LTD	975.000	17,330.95	17,082.98
16943C109	CHINA NEPSTAR CHAIN DRUGSTORE	20.000	78.30	30.40
16945R104	CHINA UNICOM (HONG KONG) LTD	200.000	3,309.00	3,258.00
16949B113	CHINA NUOKANG BIO-	10.000	68.05	57.00
16949N109	CHINA LODGING GROUP LTD	10.000	170.15	170.50
16950W105	CHINA XINIYA FASHION LTD	10.000	12.35	11.60
16951C108	CHINA MING YANG WIND PWR GROUP	30.000	39.15	36.00
171046105	CHRISTOPHER & BANKS CORP	50.000	360.15	272.50
171232101	CHUBB CORP	150.000	11,229.25	11,298.00
17163B102	CIBER INC	90.000	317.07	300.60
171778202	CIELO S A	122.000	3,295.82	3,395.75
171779309	CIENA CORP	100.000	2,207.60	1,570.00
171798101	CIMAREX ENERGY CO	90.000	5,511.15	5,195.70
172062101	CINCINNATI FINL CORP	160.000	4,543.20	6,265.60

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
172755100	CIRRUS LOGIC CORP	70 000	2,140.25	2,027 90
172908105	CINTAS CORP	120 000	3,863 60	4,908 00
177376100	CITRIX SYS INC	180 000	11,394.08	11,811 60
18538R103	CLEARWATER PAPER CORP	30 000	1,183.65	1,174 80
18683K101	CLIFFS NAT RES INC	170 000	8,455.31	6,556 90
18946Q101	CLP HLDGS LTD	1180 000	10,450.67	9,873 06
189754104	COACH INC	410 000	15,297.84	22,759 10
19089R104	COBHAM PLC	1070.000	7,188 05	7,680 46
19122T109	COCA-COLA ENTERPRISES INC	2330 000	67,684 43	73,930 90
191241108	COCA-COLA FEMSA S A DE C V	10.000	1,038.85	1,490 40
1912EP104	COCA COLA HELLENIC BOTTLING CO	90 000	2,386.43	2,121 30
192446102	COGNIZANT TECHNOLOGY SOLUTIONS	290.000	13,796.17	21,425.87
192576106	COHU INC	30 000	269.85	325 20
193068202	COLDWATER CREEK INC	20.000	405.84	96 20
194162103	COLGATE PALMOLIVE CO	480.000	38,031.56	50,179 20
19765H362	COLUMBIA SHORT TERM BOND FUND	68377.212	670,096.68	683,772.12
19765L694	COLUMBIA STRATEGIC INCOME FUND	217658.239	1,307,006 57	1,379,953 24
19765P125	COLUMBIA HIGH YIELD MUNICIPAL FD	68620.627	756,398 06	736,985 53
199908104	COMFORT SYS USA INC	960.000	10,325 22	11,673 60
20030N101	COMCAST CORP	3940 000	65,574 66	147,198.40
200340107	COMERICA INC	80 000	2,512.19	2,427 20
202597308	COMMERZBANK A G	4890 000	22,271 97	9,246 99
203668108	COMMUNITY HEALTH SYS INC NEWCO	90.000	2,267 44	2,766 60
204166102	COMMVAULT SYS INC	40.000	2,659 40	2,786 50
204319107	COMPAGNIE FINANCIERE RICHEMONT	3220.000	14,265 24	25,116 00
204386106	D B A CGG VERITAS	80.000	2,426 80	2,441 60
204409601	COMPANHIA ENERGETICA DE MINAS	200.000	2,297 00	2,172 00
20440T201	COMPANHIA BRASILEIRA DE	60.000	2,734 50	2,663 40
20440W105	COMPANHIA SIDERURGICA NACIONAL	350.000	5,876 87	2,065 00
20441W104	COMPANHIA DE BEBIDAS DAS AMERS	390.000	12,150 01	16,255 20
20441W203	COMPANHIA DE BEBIDAS DAS AMERS	370 000	8,231 88	15,536 30
204429104	COMPANIA CERVECERIAS UNIDAS S A	100.000	2,837 60	3,163 00
20449X203	COMPASS GROUP PLC	2460 000	21,004 86	28,991 10
20451N101	COMPASS MINERALS INTL INC	40 000	3,113 00	2,988 40

FNB TTEE UA TIMOTHY J MEE CHAR T

05-6077239

Balance Sheet

12/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
205363104	COMPUTER SCIENCES CORP	150 000	8,660 70	6,007 50
205768203	COMSTOCK RES INC	50 000	1,197 25	756 01
205826209	COMTECH TELECOMMUNICATIONS CP	20 000	503 10	507 60
205887102	CONAGRA FOODS INC	390 000	9,041 06	11,505 00
206277105	CONCORD MED SVCS HLDGS LTD	10 000	45 85	41 30
20825C104	CONOCOPHILLIPS	2090 000	60,991 02	121,199 10
20854P109	CONSOL ENERGY INC	240 000	13,230 05	7,704 00
209115104	CONSOLIDATED EDISON INC	280 000	12,689 79	15,551 20
209341106	CONSOLIDATED GRAPHICS INC	10 000	264 25	349 20
21036P108	CONSTELLATION BRANDS INC	1010 000	34,430 59	35,743 90
212485106	CONVERGYS CORP	110 000	1,145 65	1,805 10
217204106	COPART INC	110.000	3,296 15	3,245 00
21871D103	CORELOGIC INC	110 000	1,816 65	2,961 20
218868107	CORINTHIAN COLLEGES INC	90 000	473 85	220 50
21987A209	CORPBANCA	40 000	762 60	810 00
22002T108	CORPORATE OFFICE PPTYS TR	80 000	1,920 40	1,998 40
22025Y407	CORRECTIONS CORP AMER	100 000	3,409 50	3,547 00
22160K105	COSTCO WHSL CORP NEW	810 000	56,442.29	79,971 30
22238M109	COUNTRY STYLE COOKING	10 000	78.55	71.60
222862104	COVENTRY HEALTH CARE INC	190 000	4,815.97	8,517 70
225313105	CREDIT AGRICOLE S A	900 000	3,289.50	3,609.90
225401108	CREDIT SUISSE GROUP	1090 000	25,068.47	26,770.40
22541LAM5	CREDIT SUISSE FIRST BOSTON USA	75000.000	78,602.25	78,340.50
226406106	CRESUD S A C I F Y A	10 000	83.04	83 20
227483104	CROSS CTRY HEALTHCARE INC	30 000	250 95	144 00
228227104	CROWN CASTLE INTL CORP	80.000	5,331 60	5,772 80
228903100	CRYOLIFE INC	40 000	250 52	249 20
22943F100	CTRIPO COM INTL LTD	60.000	2,259 39	1,359 60
229669106	CUBIC CORP	20.000	974.70	959 40
231021106	CUMMINS INC	190.000	15,261.75	20,586.50
231561101	CURTISS WRIGHT CORP	50.000	1,557.45	1,641 50
232806109	CYPRESS SEMICONDUCTOR CORP	130.000	1,287.65	1,409 20
23304Y100	DBS GROUP HLDGS LTD	360.000	16,039 80	17,494 56
233326107	DST SYS INC DEL	30 000	1,707.15	1,818 00

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
23332B106	DSP GROUP INC	30 000	171 75	172.80
233331107	DTE ENERGY CO	170 000	10,101 25	10,208 50
233806306	DAI NIPPON PRTG LTD	270 000	2,015 55	2,101 68
23381D102	DAIICHI SANKYO CO LTD	1340 000	27,735 50	20,487 26
233825108	DAIMLER AG	780 000	36,046 00	42,491 28
234064301	DAIWA SECS GROUP INC	720 000	3,279 60	3,955 68
234264109	DAKTRONICS INC	40 000	574 00	443 20
235851102	DANAHER CORP DEL	2460 000	114,165 42	137,514 00
236363107	DANSKE BK A/S	2230 000	19,870 21	18,845.73
23636T100	DANONE	2460 000	30,967.26	32,371.14
23918K108	DAVITA HEALTHCARE PARTNERS INC	90 000	7,031.25	9,947 70
242370104	DEAN FOODS CO	180 000	1,864 90	2,971 80
244199105	DEERE & CO	570 000	22,621.75	49,259 40
24702R101	DELL INC	3500 000	51,836 41	35,490 00
247850100	DELTIC TIMBER CORP	20.000	1,377 10	1,412 40
247916208	DENBURY RES INC	370.000	6,943 05	5,994 00
248019101	DELUXE CORP	50 000	1,323 25	1,612.00
24872B100	DENSO CORP	450.000	6,611 97	7,736.40
25030W100	DESARROLLADORA HOMEX S A DE	20.000	340 10	249 60
25157Y202	DEUTSCHE POST AG	420 000	7,839.30	9,191 70
2515A0NY5	DEUTSCHE BK AG	75000 000	77,582.25	76,302 00
25179M103	DEVON ENERGY CORP NEW	560 000	42,718.99	29,142 40
252603105	DIAMOND FOODS INC	30 000	619 95	410 10
253798102	DIGI INTL INC	200 000	1,843 12	1,894 00
253922108	DIME CMNTY BANCSHARES	30 000	430 35	416.70
25400B108	DIGITAL GENERATION INC	30 000	963 60	327.30
254423106	DINEEQUITY INC	20 000	1,249 10	1,340.00
25459HBA2	DIRECTV HLDGS LLC / DIRECTV FING	50000 000	52,613 50	56,089 00
254709108	DISCOVER FINL SVCS	1530 000	49,526 02	58,981.50
25470F104	DISCOVERY COMMUNICATIONS INC	170 000	8,767 41	10,791 60
25490A309	DIRECTV	640.000	21,224.32	32,102 40
256135203	DR REDDYS LABS LTD	200.000	5,430 00	6,658 00
25659P402	DOLAN CO	30 000	186 15	116 70
256746108	DOLLAR TREE INC	40 000	2,099.80	1,622.40

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
25746U109	DOMINION RES INC VA NEW	960 000	39,084.36	49,728.00
257559203	DOMTAR CORP	10.000	795.14	835.20
257867101	DONNELLEY R R & SONS CO	170.000	2,110.55	1,528.30
260543103	DOW CHEM CO	2320 000	70,433.54	75,004.21
26138E109	DR PEPPER SNAPPLE INC	1710.000	70,663.93	75,547.80
26152H301	DRDGOLD LTD	20.000	154.30	161.20
264411505	DUKE RLTY CORP	240.000	2,877.95	3,328.80
26441C204	DUKE ENERGY CORP	1091.000	59,509.92	69,605.80
268648102	EMC CORP	2700 000	61,339.32	68,310.00
26874R108	ENI S P A	890 000	42,446.32	43,734.60
26875P101	EOG RES INC	280 000	27,871.63	33,821.20
268780103	E ON SE	1030 000	43,252.79	19,133.28
26882D109	EPIQ SYS INC	40 000	447.40	510.00
26884L109	EQT CORP	140 000	7,640.49	8,257.20
269246401	E TRADE FINL CORP	242 000	3,981.57	2,165.90
26969P108	EAGLE MATERIALS INC	10 000	386.35	585.00
273202101	EAST JAPAN RY CO	1080 000	11,523.88	11,616.48
277432100	EASTMAN CHEM CO	150 000	6,309.67	10,207.50
278642103	EBAY INC	1100.000	26,546.30	56,097.47
278865100	ECOLAB INC	280.000	17,326.01	20,132.00
279158109	ECOPETROL S A	180 000	8,945.93	10,740.60
281020107	EDISON INTL	420 000	14,604.66	18,979.80
28176E108	EDWARDS LIFESCIENCES CORP	110 000	11,151.45	9,918.70
284131208	ELAN PLC	600.000	3,750.19	6,126.00
285039103	ELECTRICITE DE FRANCE	2870 000	26,797.71	10,639.09
285512109	ELECTRONIC ARTS INC	300.000	4,427.01	4,356.00
288853104	ELLIS PERRY INTL INC	20.000	330.66	399.00
290138205	ELONG INC SPONSORED ADR	10.000	154.25	148.30
29081P303	EMBOTELLADORA ANDINA S A	20.000	636.10	759.40
29082A107	EMBRAER S A	70 000	1,895.95	1,995.70
291011104	EMERSON ELEC CO	1550 000	71,053.74	82,088.00
292448206	EMPRESAS ICA SOCIEDAD	60.000	539.70	603.60
29244T101	EMPRESA NACIONAL DE	50.000	2,730.25	2,440.50
292554102	ENCORE CAP GROUP INC	30.000	770.85	918.60

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
29264F205	ENDO HEALTH SOLUTIONS INC	750.000	24,317.96	19,672.58
29265W207	ENEL SOCIETA PER AZIONI	2750.000	16,376.45	11,376.75
29273RAR0	ENERGY TRANSFER PARTNERS L P	60000.000	62,098.20	73,460.40
29274F104	ENERSIS S A	110.000	2,191.75	2,004.20
29285W104	ENGILITY HLDGS INC	16.000	324.32	308.16
29358P101	ENSIGN GROUP INC	20.000	513.70	543.00
29384R105	ENTROPIC COMMUNICATIONS INC	90.000	511.65	476.10
294100102	ENZO BIOCHEM INC	40.000	171.40	108.00
294429105	EQUIFAX INC	120.000	3,703.80	6,494.40
29444U502	EQUINIX INC	50.000	6,123.81	10,310.00
29476L107	EQUITY RESIDENTIAL	360.000	12,014.06	20,401.20
294821608	ERICSSON	1660.000	17,452.74	16,766.00
29666V204	ESPRIT HLDGS LTD	260.000	3,690.18	720.46
297284200	ESSILOR INTL	180.000	5,338.22	9,020.16
297425100	ESTERLINE TECHNOLOGIES CORP	40.000	1,644.92	2,544.40
29759W101	DELHAIZE GROUP	50.000	2,239.45	2,027.50
30161N101	EXELON CORP	1396.000	64,395.84	41,517.04
30162A108	EXELIS INC	180.000	1,999.91	2,028.60
30212P303	EXPEDIA INC DEL	95.000	2,427.50	5,836.80
30214U102	EXPONENT INC	20.000	1,054.90	1,116.60
30215C101	EXPERIAN PLC	1000.000	12,575.04	15,930.00
30219G108	EXPRESS SCRIPTS HLDG CO	879.000	45,792.49	47,466.00
30225X103	EXTERRAN HLDGS INC	970.000	13,175.70	21,262.40
30231G102	EXXON MOBIL CORP	5448.000	94,746.60	471,524.40
302520101	FNB CORP PA	140.000	1,613.09	1,486.80
303250104	FAIR ISAAC CORP	40.000	1,190.40	1,681.20
303726103	FAIRCHILD SEMICONDUCTOR INTL	80.000	1,037.20	1,152.00
307305102	FANUC CORP	490.000	8,284.72	15,036.63
311900104	FASTENAL CO	310.000	14,413.85	14,461.50
31359MW41	FEDERAL NATL MTG ASSN	300000.000	355,235.10	351,270.00
3135G0CM3	FEDERAL NATL MTG ASSN	150000.000	153,561.00	153,891.00
3137ALY78	FEDERAL HOME LN MTG CORP	131269.970	132,654.44	133,988.57
3137EACD9	FEDERAL HOME LN MTG CORP	200000.000	212,467.40	208,440.00
313855108	FEDERAL SIGNAL CORP	60.000	333.90	456.60

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
3138ATE48	FEDERAL NATL MTG ASSN	51670.670	54,294.55	55,461.75
3138ECEW9	FEDERAL NATL MTG ASSN	92333 750	95,651 96	98,721 40
31398AUJ9	FEDERAL NATL MTG ASSN	350000 000	366,586 50	358,970 50
31398AZV7	FEDERAL NATL MTG ASSN	375000 000	396,266 61	391,732 50
314211103	FEDERATED INVS INC PA	90 000	1,783 35	1,820 70
315616102	F5 NETWORKS INC	80 000	10,427 60	7,772 00
31620M106	FIDELITY NATL INFORMATION SVCS	770 000	19,719 52	26,803 70
316645100	FIFTH & PAC COS INC	110 000	769 97	1,369 50
316773100	FIFTH THIRD BANCORP	2050 000	23,712.44	31,160.00
318027208	FINMECCANICA SPA	330 000	813 45	946.77
318672706	FIRST BANCORP P R	285 000	2,197 54	1,305.30
319829107	FIRST COMWLTH FINL CORP PA	100 000	426 80	682 00
320209109	FIRST FINL BANCORP OH	60 000	1,007.10	877 20
320517105	FIRST HORIZON NATL CORP	243 000	3,126 05	2,408 13
33582V108	FIRST NIAGARA FINL GROUP INC	30.000	265.50	237 90
335889200	FIRST PAC LTD	180.000	843.90	988 20
336433107	FIRST SOLAR INC	70 000	9,730.13	2,159 89
337738108	FISERV INC	160 000	7,887.68	12,644 80
337932107	FIRSTENERGY CORP	400 000	18,505 16	16,704 00
338488109	FLAMEL TECHNOLOGIES SA	10 000	53 35	30 30
343793105	FLSMIDTH & CO A/S	220 000	1,233 10	1,272 04
34407D109	FLY LEASING LTD	10.000	128 85	123 20
344419106	FOMENTO ECONOMICO MEXICANO SA	210.000	17,061 25	21,147 00
345370860	FORD MTR CO DEL	6110.000	70,241 87	79,124 50
345838106	FOREST LABS INC	1640.000	54,440 76	57,924.80
346091705	FOREST OIL CORP	110.000	2,007.88	735 90
346233109	FORESTAR GROUP INC	40 000	746.60	693 20
34959F106	FORTUM OYJ	990 000	5,004 45	3,693 69
349882100	FOSSIL INC	50 000	1,820.25	4,655 00
35177Q105	FRANCE TELECOM	860 000	22,159 02	9,503 00
354613101	FRANKLIN RES INC	290 000	34,228 31	36,453 00
35471R106	FRANKLIN STR PPTYS CORP	70.000	873 72	861.70
358029106	FRESENIUS MED CARE AG	780 000	24,811 98	26,754 00
35906A108	FRONTIER COMMUNICATIONS CORP	1.000	8 38	4 28

FNB TTEE UA TIMOTHY J MEE CHAR T

05-6077239

Balance Sheet

12/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
35958N107	FUJIFILM HLGDS CORP	220 000	6,761.26	4,383.94
361268105	G & K SVCS INC	20.000	662.90	683.00
361448103	GATX CORP	50 000	2,073.25	2,165.00
36159R103	GEO GROUP INC	70 000	1,591.45	1,974.00
36160B105	GDF SUEZ	760 000	33,198.30	15,605.84
36191U106	GT ADVANCED TECHNOLOGIES INC	120 000	397.30	363.60
36467W109	GAMESTOP CORP	130 000	3,095.76	3,261.70
36468A106	GAMESA CORPORACION	380 000	561.30	166.44
364760108	GAP INC DEL	610 000	12,625.66	18,934.40
366651107	GARTNER GROUP INC NEW	90 000	4,255.65	4,141.80
36847Q103	GEELY AUTOMOBILE HLDGS LTD	80 000	752.40	757.60
369300108	GENERAL CABLE CORP DEL NEW	50 000	1,395.75	1,520.50
36962G4B7	GENERAL ELEC CAP CORP	50000 000	66,932.50	67,965.00
36962G5J9	GENERAL ELEC CAP CORP	50000.000	51,132.50	57,052.00
36962G6K5	GENERAL ELEC CAP CORP	50000 000	50,079.50	50,032.50
370334104	GENERAL MLS INC	610 000	23,579.43	24,656.20
37185R109	GENETIC TECHNOLOGIES LTD	10 000	25.35	21.80
372460105	GENUINE PARTS CO	100 000	5,358.50	6,358.00
37247A102	GENTIVA HEALTH SERVICES INC	30 000	655.65	301.50
37247D106	GENWORTH FINL INC	630 000	8,229.38	4,731.30
37250B104	GENTIUM S P A	10 000	112.35	113.50
37364X109	GEOSPACE TECHNOLOGIES CORP	20 000	1,503.10	1,777.40
373737105	GERDAU S A	370 000	6,285.97	3,326.30
374297109	GETTY RLTY CORP NEW	30 000	760.35	541.80
374689107	GIBRALTAR INDS INC	40 000	711.72	638.00
375558103	GILEAD SCIENCES INC	1180 000	53,685.22	86,671.00
37636P108	GIVAUDAN SA	1010 000	17,792.36	21,251.41
37637Q105	GLACIER BANCORP INC	70.000	1,037.05	1,029.70
37954N206	GLOBE SPECIALTY METALS INC	40 000	533.00	550.00
38059T106	GOLD FIELDS LTD	300.000	4,117.60	3,747.00
38259P508	GOOGLE INC	270.000	136,331.78	190,992.60
384802104	GRAINGER W W INC	60.000	12,536.60	12,142.20
393122106	GREEN MOUNTAIN COFFEE	130.000	3,788.38	5,374.20
395259104	GREENHILL & CO INC	30 000	1,469.85	1,559.70

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
397624107	GREIF INC	30.000	1,918.35	1,335 00
398433102	GRIFFON CORP	50.000	495 25	573 00
398438408	GRIFOLS S A	30.000	728 85	777 90
399909100	GRUPO FINANCIERO GALICIA SA	40.000	179 80	264 80
400131306	GRUMA S A B DE C V	20 000	230 90	243 40
40048P104	GRUPO CASA SABA S A DE C V	10 000	39 75	71 00
400491106	GRUPO SIMEC S A DE C V	20 000	266 70	286 00
40049J206	GRUPO TELEVISA SA DE CV	220 000	4,534 23	5,847 60
400506101	GRUPO AEROPORTUARIO DEL	20 000	1,004 90	1,143.40
40051D303	GRUPO TMM S A	10 000	8.05	9 80
40065W107	GUANGSHEN RY LTD	420 000	7,027.90	8,290 80
401617105	GUESS INC	50 000	2,039.75	1,227 00
402307102	GULF ISLAND FABRICATION INC	20 000	439.90	480 60
402635304	GULFPORT ENERGY CORP	50 000	1,595 75	1,911 00
40414L109	HCP INC	570 000	17,759.31	25,741 20
40415F101	HDFC BK LTD	110 000	2,963 69	4,479 20
40418F108	HFF INC	40 000	597.00	596 00
40422M206	H LUNDBECK A/S	30 000	560 19	439 47
404251100	HNI CORP	50 000	1,450 25	1,503 00
40425J101	HMS HLDGS CORP	80 000	2,640 39	2,073.60
404275109	HRT PARTICIPACOES EM PETROLEO	240.000	378 00	277.20
404280406	HSBC HLDGS PLC	2010 000	99,951 27	106,670.70
406216101	HALLIBURTON CO	1470 000	50,968 42	50,994 30
410120109	HANCOCK HLDG CO	1 000	32 76	31 73
410345102	HANESBRANDS INC	100 000	2,522 98	3,582 00
41043C304	HANG SENG BK LTD	310 000	4,674 95	4,747 34
41043F208	HANGER INC	40 000	1,001 80	1,094 40
41043M104	HANG LUNG PPTYS LTD	200 000	4,109 44	3,973.80
410693105	HANNOVER RUECKVERSICHERUNG	50 000	1,840 75	1,943 30
412822108	HARLEY DAVIDSON INC	280 000	7,218 32	13,672.40
413160102	HARMONIC INC	90 000	773 55	456.30
413216300	HARMONY GOLD MNG LTD	150 000	1,194 75	1,344 00
413875105	HARRIS CORP DEL	110.000	5,155 05	5,385.60
414585109	HARRIS TEETER SUPERMARKETS INC	50.000	1,864 25	1,928 00

FNB TTEE UA TIMOTHY J MEE CHAR T

05-6077239

Balance Sheet

12/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
415864107	HARSCO CORP	30 000	758.75	705.00
416196103	HARTE-HANKS INC	40 000	324.20	236.00
416515104	HARTFORD FINL SVCS GROUP INC	410 000	10,329.21	9,200.40
418056107	HASBRO INC	130 000	5,743.40	4,667.00
419596101	HAVERTY FURNITURE INC	20 000	227.10	326.20
421933102	HEALTH MGMT ASSOC INC NEW	320.000	2,359.36	2,982.40
42210P102	HEADWATERS INC	80 000	518.64	684.80
42217K106	HEALTH CARE REIT INC	240 000	12,466.62	14,709.60
42222G108	HEALTH NET INC	80 000	2,280.84	1,944.00
422245100	HEALTHWAYS INC	40 000	567.40	428.00
422819102	HEIDRICK & STRUGGLES INTL INC	20 000	245.90	305.20
42281P205	HEIDELBERGCEMENT AG	290 000	3,118.35	3,504.36
423012301	HEINEKEN N V	740 000	17,134.70	24,841.80
423074103	HEINZ H J CO	520 000	23,549.25	29,993.60
42330P107	HELIX ENERGY SOLUTIONS GROUP INC	100 000	970.10	2,064.00
423452101	HELMERICH & PAYNE INC	100 000	4,855.50	5,601.00
425166303	HENDERSON LD DEV LTD	400 000	3,061.20	2,822.80
425883105	HENNES & MAURITZ AB	2500 000	14,103.75	17,255.00
427866108	HERSHEY CO	150 000	839.62	10,833.00
42809H107	HESS CORP	290 000	18,481.96	15,358.40
428236BQ5	HEWLETT PACKARD CO	20000 000	20,440.00	19,826.20
42840B101	HI-TECH PHARMACAL INC	20 000	681.10	699.60
431571108	HILLENBRAND INC	60 000	1,372.50	1,356.60
432589109	HILLSHIRE BRANDS CO	176 000	3,351.96	4,952.64
433578507	HITACHI LIMITED	210.000	6,456.87	12,240.90
434741203	HOLCIM LTD	1800.000	24,085.40	26,310.60
436106108	HOLLYFRONTIER CORP	200.000	5,995.00	9,310.00
436893200	HOME BANCSHARES INC	30.000	990.45	990.60
437076AR3	HOME DEPOT INC	75000.000	81,666.75	78,469.50
43713W107	HOME INNS & HOTELS MGMT INC	10.000	264.25	289.00
43731T102	HOME RETAIL GROUP PLC	90.000	1,102.95	741.42
438128308	HONDA MTR LTD	770.000	26,594.65	28,443.80
438516106	HONEYWELL INTL INC	1900.000	84,519.56	120,593.00
438550303	HONG KONG & CHINA GAS LTD	2140 000	5,917.10	5,840.06

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
43858F109	HONG KONG EXCHANGES &	450.000	8,764 55	7,658 10
441060100	HOSPIRA INC	160.000	8,144 94	4,998 40
44106M102	HOSPITALITY PPTYS TR	120 000	2,876 53	2,810.40
44107P104	HOST HOTELS & RESORTS INC	30 000	362.72	470 10
443251103	HOYA CORP	180 000	4,943.46	3,520 26
443304100	HUANENG PWR INTL INC	40 000	1,125.40	1,486 00
443683107	HUDSON CITY BANCORP	1710 000	23,547 41	13,902 30
444859102	HUMANA INC	220 000	10,075 25	15,098 60
446150104	HUNTINGTON BANCSHARES INC	3770 000	23,936 53	24,090 30
446413106	HUNTINGTON INGALLS INDS INC	50 000	1,777 25	2,167 00
448415208	HUTCHISON WHAMPOA LTD	1380 000	28,469 58	28,807 50
450047204	IRSA INVERSIONES Y	10.000	70 55	69 70
45068B109	ITT EDUCATIONAL SERVICES INC	20.000	348 50	346 20
450737101	IBERDROLA S A	403.000	9,091 06	8,915.57
450936109	ICAP PLC	590 000	8,239 35	5,888 79
45103T107	ICON PUB LTD CO	30 000	693 15	832 80
45104G104	ICICI BK LTD	120 000	4,684 72	5,233 20
451055107	ICONIX BRAND GROUP INC	70 000	901 46	1,562 40
45168D104	IDEXX LABS INC	60 000	5,549 70	5,568 00
45169U105	IGATE CAPITAL CORP	30 000	591.45	473 10
452308109	ILLINOIS TOOL WKS INC	410 000	19,856 55	24,932 10
452553308	IMPALA PLATINUM HLDGS LTD	240.000	7,059 12	4,743 84
455793109	INDUSTRIA DE DISENO TEXTIL	460.000	10,865 10	12,796 28
456463108	INDUSTRIAS BACHOCO S A B DE C V	10 000	261 95	279 20
45662N103	INFINEON TECHNOLOGIES AG	450 000	3,435 75	3,636 00
45672B107	INFORMA PLC	130 000	1,719 85	1,897 61
456788108	INFOSYS TECHNOLOGIES LTD	190 000	10,661.19	8,037 00
456837103	ING GROEP N V	1580 000	17,011.00	14,994 20
45765U103	INSIGHT ENTERPRISES INC	60 000	706 38	1,042 20
45790H101	INPEX CORP	1510 000	20,522 75	19,974 28
458140100	INTEL CORP	7150.000	156,000 61	147,433 00
45841V109	INTERACTIVE INTELLIGENCE GROUP	20 000	626 30	670 80
45857P400	INTERCONTINENTAL HOTELS GROUP	1.000	17 50	27.82
45865V100	INTERCONTINENTAL EXCHANGE INC	70.000	9,532 95	8,666.70

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
458665304	INTERFACE INC	60 000	765 90	964 20
45867G101	INTERDIGITAL INC PA	50 000	2,059 75	2,054 50
459044103	INTERNATIONAL BANCSHARES CORP	70 000	1,338 61	1,266 30
459200HA2	INTERNATIONAL BUSINESS MACHS	100000 000	99,861 00	105,045 00
460146103	INTERNATIONAL PAPER CO	930 000	25,189 76	37,051 20
460254105	INTERNATIONAL RECTIFIER CORP	70.000	1,158.83	1,241 10
46113M108	INTERVAL LEISURE GROUP INC	40 000	578.60	775 60
461148108	INTEVAC INC	30 000	458.79	137 10
46115H107	INTESA SANPAOLO	960 000	21,829.12	9,872 64
461202103	INTUIT	280 000	15,751.79	16,653.11
46120E602	INTUITIVE SURGICAL INC	40 000	12,288 92	19,614.80
462044108	ION GEOPHYSICAL CORP	160 000	1,093 28	1,041 60
46267Q202	IRELAND BK	268 000	2,231 95	1,742 00
462846106	IRON MTN INC PA	206 000	4,934 43	6,396 30
465036200	ISRAEL CHEMICALS LTD	1140 000	18,270.30	13,638 96
465562106	ITAU UNIBANCO HLDG SA	940.000	22,148.00	15,472 40
46612J507	JDS UNIPHASE CORP	220 000	2,537.50	2,970.00
466249208	J SAINSBURY PLC	1070 000	22,228 27	24,008.66
46625H100	J P MORGAN CHASE & CO	5640 000	244,050 75	247,985.72
46625HHN3	JPMORGAN CHASE & CO	125000 000	132,927.50	131,701 25
46625HJE1	JPMORGAN CHASE & CO	55000 000	55,308.00	56,637 90
46626D108	JSC MMC NORILSK NICKEL	290 000	4,922.75	5,319 18
466294105	JSC RUSHYDRO	470 000	1,097 45	1,128 47
47012E106	JAKKS PAC INC	30 000	541.95	375 60
47102X105	JANUS CAP GROUP INC	180 000	2,379 90	1,533 60
471115402	JARDINE MATHESON HLDGS LTD	140 000	4,257.82	8,680 00
471122200	JARDINE STRATEGIC HLDGS LTD	240 000	2,334 30	4,262.40
472319102	JEFFERIES GROUP INC NEW	160 000	3,956 78	2,971 20
477143101	JETBLUE AWYS CORP	190 000	1,349 95	1,086 80
478366107	JOHNSON CTLS INC	650 000	19,935 91	19,935 50
481165108	JOY GLOBAL INC	100 000	5,594.50	6,378 00
48137C108	JULIUS BAER GROUP LTD	2220 000	15,684.30	15,682 08
48203R104	JUNIPER NETWORKS INC	500.000	10,147.50	9,835 00
48206M102	JUPITER TELECOMMUNICATION CO LTD	90.000	1,172 25	1,123.11

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
48241A105	KB FINL GROUP INC	150.000	7,734.58	5,385.00
48242W106	KBR INC	20 000	599 10	598 40
482480100	KLA-TENCOR CORP	160 000	7,184 80	7,641 60
482686102	K-SWISS INC	30 000	314.85	100 80
483548103	KAMAN CORP	30 000	1,002 45	1,104 00
485537302	KAO CORP	220 000	5,245 46	5,722 42
48562P103	KAPSTONE PAPER & PACKAGING	40 000	828 20	887 60
48666K109	KB HOME	70 000	976 85	1,106 00
48667L106	KDDI CORP	430 000	7,972 54	7,571 44
487836108	KELLOGG CO	510 000	26,747 51	28,483 50
487836BD9	KELLOGG CO	60000 000	67,720 20	66,836 40
492051305	KEPPEL CORP LTD	897 000	13,864 38	16,155 87
493267108	KEYCORP NEW	3590 000	29,717 95	30,227 80
494386204	KIMBERLY CLARK DE MEXICO S A B	70 000	884 45	894 81
49446R109	KIMCO REALTY CORP	520 000	6,878 45	10,046 40
49456B101	KINDER MORGAN INC DEL	308.000	9,149 58	10,881 64
49456B119	KINDER MORGAN INC DEL	467.000	824.92	1,765 26
494580103	KINDRED HEALTHCARE INC	884 000	6,899.44	9,564 88
495724403	KINGFISHER PLC	530.000	3,907.69	4,895.08
497498105	KIRKLANDS INC	20 000	336.10	211.80
49803T102	KITE RLTY GROUP TR	90.000	354.51	503.10
49989A109	KOC HLDG	135.000	2,445 20	3,502 31
500255104	KOHL'S CORP	230.000	12,574.21	9,885 40
500458401	KOMATSU LTD	400.000	8,563.68	10,103 60
500467402	KONINKLIJKE AHOLD NV	550.000	7,410.15	7,349 10
500472303	KONINKLIJKE PHILIPS ELECTRS NV	390.000	10,121 36	10,350 60
500600101	KOPIN CORP	50.000	205 25	166 50
50060P106	KOPPERS HLDGS INC	10.000	340 95	381 50
500631106	KOREA ELECTRIC PWR	220 000	3,302 07	3,073 40
500643200	KORN FERRY INTL	50 000	1,084 75	793 00
50075NBB9	KRAFT FOODS INC	50000.000	53,751 50	54,475 50
50076Q106	KRAFT FOODS GROUP INC	970 000	30,690 30	44,105 90
50077C106	KRATON PERFORMANCE POLYMERS	30.000	1,156 35	720 90
501044101	KROGER CO	1700 000	36,752.00	44,234 00

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
501173207	KUBOTA LTD	90 000	4,725.45	5,185.80
501556203	KYOCERA CORP	80 000	7,275.21	7,308.00
50183L107	LDK SOLAR CO LTD	20 000	206.70	28.80
50186V102	LG DISPLAY CO LTD	160 000	2,871.39	2,316.80
50187A107	LHC GROUP INC	20.000	427.50	426.00
501897102	LI & FUNG LTD	1210.000	6,657.65	4,271.30
502160104	LSB INDS INC	10.000	337.55	354.20
502161102	LSI CORP	580 000	3,578.31	4,100.60
502424104	L-3 COMMUNICATIONS HLDGS INC	100 000	8,150.66	7,662.00
502441306	LVMH MOET HENNESSY LOUIS	810 000	19,404.81	29,645.19
50540R409	LABORATORY CORP AMER HLDGS	90 000	6,802.47	7,795.80
505730101	LADBROKES PLC	390 000	770.25	1,256.97
505861401	LAFARGE S A	300 000	6,549.90	4,769.10
512807108	LAM RESEARCH CORP	160 000	5,622.61	5,780.80
52602E102	LENDER PROCESSING SVCS INC	80 000	1,627.60	1,969.60
526057104	LENNAR CORP	150 000	4,690.20	5,800.50
526250105	LENOVO GROUP LTD	120 000	2,029.60	2,173.68
527288104	LEUCADIA NATL CORP	190 000	5,640.95	4,520.10
529043101	LEXINGTON REALTY TR	130 000	1,022.86	1,358.50
529771107	LEXMARK INTL NEW	70 000	2,516.79	1,623.30
53217V109	LIFE TECHNOLOGIES CORP	170 000	8,685.83	8,335.10
53219L109	LIFEPOINT HOSPITALS INC	50 000	1,935.75	1,887.50
532716107	LIMITED BRANDS INC	340 000	6,415.12	16,000.40
533535100	LINCOLN EDL SVCS CORP	30 000	208.35	167.70
534187109	LINCOLN NATL CORP IND	300 000	7,901.16	7,770.00
535223200	LINDE AG	1640 000	24,647.48	28,540.92
536797103	LITHIA MTRS INC	10 000	341.45	374.20
540424108	LOEWS CORP	1390 000	54,611.45	56,642.50
54336Q203	LONMIN PUB LTD CO	70 000	1,599.85	650.72
54338V101	LONZA GROUP AG	2710 000	19,796.55	14,615.03
546347105	LOUISIANA PAC CORP	150 000	1,087.95	2,898.00
548661107	LOWES COS INC	2220.000	51,235.57	78,854.40
550283105	LUMOS NETWORKS CORP	20.000	185.10	200.40
55068R202	LUXOTTICA GROUP S P A	60.000	2,405.10	2,481.00

FNB TTEE UA TIMOTHY J MEE CHAR T

05-6077239

Balance Sheet

12/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
550819106	LYDALL INC DEL	10 000	133 75	143 40
55261F104	M & T BK CORP	120 000	10,249 60	11,816 40
552676108	M D C HLDGS INC	40 000	1,077 50	1,470 40
552690109	MDU RES GROUP INC	110 000	2,099 35	2,336 40
552715104	MEMC ELECTR MATLS INC	210 000	2,162 21	674 10
55305B101	M/I HOMES INC	20 000	217 46	530 00
55306N104	MKS INSTRUMENT INC	40 000	957 80	1,031 20
553479106	MRV ENGENHARIA PARTICIPACOES	10 000	100 85	117.02
553491101	MS&AD INS GROUP HLDGS	430 000	3,816 25	4,239 80
553530106	MSC INDL DIRECT INC	50 000	3,310 65	3,769 00
55354G100	MSCI INC	110 000	2,948 55	3,408 90
55402X105	MWI VETERINARY SUPPLY INC	20 000	770 70	2,200 00
554382101	MACERICH CO	121 000	4,100 09	7,054 30
55616P104	MACYS INC	390 000	6,715 88	15,217 80
55616XAF4	MACYS RETAIL HLDGS INC	50000 000	54,784 00	53,293.50
560877300	MAKITA CORP	50 000	2,072 25	2,322.50
561641101	MAN SE	140 000	1,325.90	1,490.44
565849106	MARATHON OIL CORP	1390.000	49,016 91	42,617 40
56585A102	MARATHON PETE CORP	325.000	9,816.64	20,475 00
566330106	MARCUS CORP	20 000	194.50	249.40
567908108	MARINEMAX INC	30 000	268 11	268 20
56824R106	MARINE HARVEST ASA	30 000	289.35	552 00
57060D108	MARKETAXESS HLDGS INC	30 000	914 85	1,059 00
570912105	MARKS & SPENCER GROUP P L C	340 000	4,037 22	4,225 86
57164Y107	MARRIOTT VACATIONS WORLDWIDE	31 000	485 07	1,291 77
571748102	MARSH & MCLENNAN COS INC	670 000	14,718 90	23,094 90
574599106	MASCO CORP	580 000	8,787 98	9,662 80
57636Q104	MASTERCARD INC	100 000	28,808 41	49,128 00
576690101	MATERION CORP	10 000	201 85	257 80
576853105	MATRIX SVC CO	20.000	219 50	230 00
577081102	MATTEL INC	770.000	17,313 33	28,197 40
580135101	MCDONALDS CORP	1360.000	88,025.30	119,965 60
580645109	MCGRAW HILL COS INC	260.000	12,749 10	14,214 20
58155Q103	MCKESSON CORP	370.000	22,974 93	35,875 20

FNB TTEE UA TIMOTHY J MEE CHAR T

05-6077239

Balance Sheet

12/31/2012

Bank of America



Cusip	Asset	Units	Basis	Market Value
582839106	MEAD JOHNSON NUTRITION CO	190 000	15,447.08	12,519 10
583334107	MEADWESTVACO CORP	80.000	2,100.63	2,549 60
583840103	MECHEL OAO	60 000	976 30	415 80
583840509	MECHEL OAO	40 000	133 80	77 60
58463J304	MEDICAL PPTYS TR INC	100.000	1,049 42	1,196 00
584688105	MEDICINES CO	50 000	858.15	1,198 50
585055106	MEDTRONIC INC	2260 000	98,863.58	92,705 20
585464100	MELCO CROWN ENTERTAINMENT LTD	80 000	371.00	1,347 20
589378108	MERCURY SYSTEMS INC	20 000	268.90	184 00
589584101	MERIDIAN BIOSCIENCE INC	30 000	613 95	607.50
59001A102	MERITAGE HOMES CORP	20 000	723.10	747 00
591520200	METHODE ELECTRON	30 000	313 05	300 90
59156R108	METLIFE INC	2030 000	74,838 99	66,868.20
59156RAN8	METLIFE INC	50000 000	54,751 50	55,045.00
591673207	METROGAS INC ADR	10 000	20 95	14.24
59410T106	MICHELIN COMPAGNIE GENERALE	360 000	5,760 32	6,795 72
594918104	MICROSOFT CORP	9580 000	243,636.49	255,878 93
595112103	MICRON TECHNOLOGY INC	1080 000	12,153 24	6,847.20
600544100	MILLER HERMAN INC	50 000	1,019 25	1,073 00
602675100	MINDRAY MED INTL LTD	40 000	1,297 00	1,308 00
602720104	MINE SAFETY APPLIANCES CO	20 000	728 50	854 20
606769305	MITSUBISHI CORP	660 000	34,074 62	25,143.36
606783207	MITSUBISHI ESTATE LTD	560 000	9,366 72	13,270 32
606822104	MITSUBISHI UFJ FINL GROUP INC	5780 000	26,415 18	31,327 60
60687Y109	MIZUHO FINL GROUP INC	7830 000	29,204.18	28,657 80
607409109	MOBILE TELESYSTEMS OJSC	200 000	4,134.24	3,730 00
60740F105	MOBILE MINI INC	40 000	825.80	833 96
60855R100	MOLINA HEALTHCARE INC	20 000	529 10	541 20
60871R209	MOLSON COORS BREWING CO	1780 000	73,025 95	76,166 20
60877T100	MOMENTA PHARMACEUTICALS INC	40.000	614.60	471 60
609207105	MONDELEZ INTL INC	3540.000	69,137.15	90,104.33
61022P100	MONOTYPE IMAGING HLDGS INC	30.000	447.75	479 40
61166W101	MONSANTO CO	580.000	40,313 62	54,897 00
611740101	MONSTER BEVERAGE CORP	600 000	32,278 21	31,704 00

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
611742107	MONSTER WORLDWIDE INC	110.000	2,442 55	618 20
615369105	MOODYS CORP	450.000	15,756 24	22,644 00
615394202	MOOG INC	40.000	1,701 00	1,641.20
620076307	MOTOROLA SOLUTIONS INC	420 000	13,526.26	23,385 60
624580106	MOVADO GROUP INC	20.000	198.46	613 60
62474M108	MTN GROUP LTD	450 000	6,890 85	9,419 85
625453105	MULTIMEDIA GAMES HLDG CO INC	30 000	188 49	441 30
626425102	MURATA MFG CO CO LTD	340.000	5,254 70	4,964 34
626717102	MURPHY OIL CORP	170.000	9,700 71	10,123 50
626805204	MURRAY & ROBERTS HLDGS LTD	150.000	371 25	437 55
628530107	MYLAN INC	1340 000	24,083 32	36,783 00
628852204	NCI BLDG SYS INC	22.000	225 83	305 80
62886K104	NCI INC	10 000	217 15	46 90
62942M201	NTT DOCOMO INC	540.000	7,763 64	7,781 40
629491101	NYSE EURONEXT	260 000	6,459 42	8,200 40
630077105	NANOMETRICS INC	10 000	143 35	144 20
631103108	NASDAQ OMX GROUP	110 000	2,602.05	2,748.90
631158102	NASH FINCH CO	550 000	11,349.66	11,704.00
632525408	NATIONAL AUSTRALIA BK LTD	1600 000	38,953.61	41,528 00
633643606	NATIONAL BK GREECE S A	304 000	2,300.72	544 16
636180101	NATIONAL FUEL GAS CO N J	70 000	3,634 05	3,548 30
637071101	NATIONAL OILWELL VARCO INC	400 000	24,346 48	27,340 00
637138108	NATIONAL PENN BANCSHARES INC	110 000	750 26	1,025.20
63975K104	NEDBANK GROUP LTD	540 000	11,070 15	11,965 32
640079109	NEENAH PAPER INC	10 000	274 45	284.70
64110D104	NETAPP INC	340 000	11,838 29	11,407 00
64110L106	NETFLIX.COM INC	50 000	5,618.45	4,629 50
64115T104	NETSCOUT SYS INC	30 000	544 95	779 70
647581107	NEW ORIENTAL ED & TECHNOLOGY	50 000	939.75	971 50
649274305	NEW WORLD DEV LTD	720 000	2,638.32	2,233 44
649445103	NEW YORK CMNTY BANCORP INC	940 000	14,390.65	12,314 00
651191108	NEWCREST MNG LTD	310 000	10,720.13	7,138 37
651229106	NEWELL RUBBERMAID INC	270.000	4,105 97	6,012 90
651290108	NEWFIELD EXPL CO	30 000	2,150 05	803 40

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
65248E104	NEWS CORP	1910 000	26,083.81	48,724.10
65339F101	NEXTERA ENERGY INC	810 000	42,757.67	56,043 90
653656108	NICE SYS LTD	20 000	623 70	669.60
654090109	NIDEC CORP	200 000	3,124 00	2,914 00
654445303	NINTENDO LTD	370 000	12,059 43	4,905 09
654624105	NIPPON TELEG & TEL CORP	380 000	7,976 89	7,991 40
654633304	NIPPON YUSEN KABUSHIKI KAISHA	340 000	2,832 20	1,580 66
65473P105	NISOURCE INC	250 000	3,850 75	6,222 50
654744408	NISSAN MOTORS	640 000	10,962 90	12,005 76
655044105	NOBLE ENERGY INC	160 000	11,001 60	16,278 40
65535H208	NOMURA HLDGS INC	1560.000	8,151.00	9,157 20
65557A206	NORDEA BK AB	1380.000	14,108 78	13,173 48
655663102	NORDSON CORP	50 000	3,109 75	3,156 00
655664100	NORDSTROM INC	140 000	6,259.98	7,490 00
655844108	NORFOLK SOUTHERN CORP	140 000	7,664 84	8,657 60
656531605	NORSK HYDRO A S	370 000	1,740 85	1,853 70
665859104	NORTHERN TR CORP	220 000	10,052 31	11,035 20
66987M604	NOVATEL WIRELESS INC	30 000	246 08	39 90
670108109	NOVOZYMES A/S	160.000	4,332 00	4,501.12
670184100	NSK LTD	90.000	1,070 55	1,267.83
67020Q305	NTELOS HLDGS CORP	10.000	159.65	131 10
670346105	NUCOR CORP	40 000	1,949.67	1,726 40
67066G104	NVIDIA CORP	580 000	10,842.76	7,110 80
67069D108	NUTRI SYS INC	30 000	829 89	245 12
670849108	OGX PETROLEO E GAS	1300.000	14,082 90	2,780 70
670872100	OM GROUP INC	30 000	1,133.25	666 00
67103H107	O REILLY AUTOMOTIVE INC	120 000	5,767.80	10,730 40
674599105	OCCIDENTAL PETE CORP DEL	1240 000	101,564.75	94,996 40
676220106	OFFICE DEPOT INC	340 000	2,264 81	1,115 20
67622P101	OFFICEMAX INC DELAWARE	400.000	2,431 30	3,904 00
677862104	OIL CO LUKOIL	560.000	34,358.80	36,667 12
67935P103	OLAM INTL LTD	30 000	1,110 15	763 83
680223104	OLD REP INTL CORP	240 000	2,422 80	2,556 00
68162K106	OLYMPIC STL INC	1630 000	30,070 84	36,088 20

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
681904108	OMNICARE INC	110 000	2,213.75	3,971 00
681936100	OMEGA HEALTHCARE INVS INC	90.000	1,825 69	2,146 50
682159108	ON ASSIGNMENT INC	40.000	781.00	811 20
682680103	ONEOK INC NEW	190 000	8,229.36	8,122 50
683757108	OPNET TECHNOLOGIES INC	10.000	250.15	418 60
68375Q403	OPLINK COMMUNICATIONS INC	10 000	157 45	155 80
68389X105	ORACLE CORP	5500.000	142,060 91	183,260 00
68389XAP0	ORACLE CORP	80000 000	81,098 60	80,720 80
685564106	ORBITAL SCIENCES CORP	50 000	846 25	688 50
685691503	ORCHARD SUPPLY HARDWARE	2.000	4 30	3 60
686194101	ORIFLAME COSMETICS SA	30 000	543 45	476 37
68628V308	ORION MARINE GROUP INC	30 000	328 15	219 30
686330101	ORIX CORP	90 000	3,376.17	5,097 60
686331109	ORKLA A S	2220.000	18,321.78	19,347 30
68633D103	ORITANI FINL CORP	30 000	448 05	459 60
688239201	OSHKOSH TRUCK CORP	80.000	2,492 40	2,372 00
690768403	OWENS ILL INC	210.000	7,204.43	4,466 70
691497309	OXFORD INDS INC	20.000	440 20	927 20
69325Q105	PC-TEL INC	10 000	63 95	72 00
69327R101	PDC ENERGY INC	20 000	590.30	664 20
693390841	PIMCO HIGH YIELD FD	80213 904	750,000 00	773,262 03
693475105	PNC FINL SVCS GROUP INC	1190 000	72,853.75	69,388 90
693476BH5	PNC FDG CORP	75000 000	80,070.75	79,395 75
693483109	POSCO	160 000	18,540 88	13,144 00
693506107	PPG INDS INC	210 000	12,914 83	28,423 50
69351T106	PPL CORP	540 000	16,300 00	15,460 20
693656100	PVH CORP	60 000	3,150 00	6,660 60
69366X100	PT BANK RAKYAT	210 000	3,064 25	3,028 83
69367U105	PT BK MANDIRI PERSERO TBK	1070 000	9,186 15	8,993.35
693718108	PACCAR INC	330 000	13,841 36	14,919.30
695156109	PACKAGING CORP AMER	40 000	1,462 60	1,538.80
697529303	PALOMAR MED TECHNOLOGIES INC	20 000	198 06	184 20
697660207	PAMPA ENERGIA S A	10 000	31 35	34.40
69832A205	PANASONIC CORP	1170 000	17,138 51	7,101 90

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
699173209	PARAMETRIC TECHNOLOGY CORP	110 000	2,202 75	2,476 10
701094104	PARKER HANNIFIN CORP	140 000	7,601 02	11,908 40
70159Q104	PARKWAY PPTYS INC	30 000	459.19	419 70
70211M109	PARTNER COMMUNICATION CO LTD	370.000	5,453 65	2,212.60
704326107	PAYCHEX INC	400.000	12,350 20	12,440 00
704549104	PEABODY ENERGY CORP	340 000	17,002.01	9,047.40
70454K109	PDG RLTY S A EMPREENDIMENTOS E	270.000	2,395 35	872.91
705015105	PEARSON PLC	700 000	11,111 95	13,678 00
707882106	PENN VA CORP	50 000	601 05	220.50
708160106	PENNEY J C CO INC	130 000	3,828 62	2,562.30
709102107	PENNSYLVANIA RL ESTATE INVT TR	60 000	756 36	1,058.40
713278109	PEP BOYS MANNY MOE & JACK	40 000	378.60	393.20
713448108	PEPSICO INC	1 000	62 47	68.43
713831105	PERICOM SEMICONDUCTOR CORP	20 000	151 50	160.60
714264207	PERNOD RICARD S A	1290 000	26,108 09	29,742.24
714290103	PERRIGO CO	80 000	9,183 60	8,322.40
715684106	P T TELEKOMUNIKASI INDONESIA	110 000	3,913 55	4,064 50
716382106	PETMED EXPRESS INC	20 000	239 50	222 00
71646J109	PETROBRAS ARGENTINA S A	20 000	269 95	95 00
716473103	PETROFAC LTD	1250 000	16,133 25	16,488 75
71654V101	PETROLEO BRASILEIRO SA PETROBR	1460 000	55,183 41	28,192 60
71654V408	PETROLEO BRASILEIRO SA PETROBR	730 000	13,171 83	14,213 10
716599105	PETROLEUM GEO-SVCS ASA NEW	80 000	998 80	1,370 64
716748108	PETROQUEST ENERGY INC	50 000	258 75	247 50
716768106	PETSMART INC	100 000	4,569 50	6,834 00
71714F104	PHARMERICA CORP	20 000	273 30	284.80
718252604	PHILIPPINE LONG DISTANCE TEL	30 000	1,618 35	1,839 30
718546104	PHILLIPS 66	620.000	11,346 92	32,922 00
720186105	PIEDMONT NAT GAS INC	50.000	1,520 75	1,565.50
72341E304	PING AN INS GROUP CO CHINA LTD	1300 000	20,803 30	21,771.10
723664108	PIONEER ENERGY SVCS CORP	50.000	481 25	363.00
723787107	PIONEER NAT RES CO	490.000	48,751 46	52,229.10
724078100	PIPER JAFFRAY COS	10.000	286 55	321 30
724479100	PITNEY BOWES INC	1360 000	24,680 27	14,470.40

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
726505100	PLAINS EXPL & PRODTN CO	1030 000	35,296.76	48,348.20
729251108	PLUM CREEK TIMBER CO INC	150.000	6,280.76	6,655.50
73172K104	POLYCOM INC	30 000	314.25	313.80
73179P106	POLYONE CORP	80 000	1,202.00	1,633.60
73328P106	PORSCHE AUTOMOBIL HLDG SE	650 000	4,368.65	5,287.75
73640Q105	PORTFOLIO RECOVERY ASSOCS INC	10 000	954.35	1,068.60
737446104	POST HLDGS INC	20 000	628.30	685.00
73753A103	POSTNL N V	177 000	4,583.30	680.92
739197200	POWER ASSETS HLDGS LTD	470.000	3,691.95	4,014.27
739727105	PRANA BIOTECHNOLOGY LTD	10.000	23.15	22.00
74005P104	PRAXAIR INC	430.000	34,479.17	47,063.50
740189105	PRECISION CASTPARTS CORP	360 000	58,300.97	68,191.20
74144T108	PRICE T ROWE GROUP INC	240 000	13,192.02	15,628.10
741503403	PRICELINE COM INC	40 000	23,001.32	24,815.60
74251V102	PRINCIPAL FINL GROUP INC	260 000	7,693.58	7,415.20
742718109	PROCTER & GAMBLE CO	3610 000	235,198.36	245,082.90
74340W103	PROLOGIS INC	428 000	14,325.17	15,617.72
74343G303	PROMOTORA DE INFORMACIONES SA	30 000	43.65	31.80
74348T102	PROSPECT CAP CORP	160 000	1,702.40	1,739.20
743674103	PROTECTIVE LIFE CORP	80 000	1,768.86	2,286.40
74386T105	PROVIDENT FINL SVCS INC	50 000	706.75	746.00
744320102	PRUDENTIAL FINL INC	1170 000	68,688.83	62,396.10
74435K204	PRUDENTIAL PLC	710 000	15,838.79	20,270.50
744573106	PUBLIC SVC ENTERPRISE GROUP	470.000	15,708.81	14,382.00
74460D109	PUBLIC STORAGE INC	130.000	10,487.25	18,844.80
745867101	PULTEGROUP INC	650.000	8,970.11	11,804.00
74728G605	QBE INS GROUP LTD	480.000	6,642.08	5,431.68
74732F106	QINETIQ GROUP PLC	70.000	521.15	835.17
74733V100	QEP RES INC	160.000	5,856.80	4,843.20
747525103	QUALCOMM INC	2420.000	119,277.55	149,700.23
74834L100	QUEST DIAGNOSTICS INC	190.000	11,275.08	11,071.30
74835Y101	QUESTCOR PHARMACEUTICALS INC	50 000	1,207.25	1,336.00
74837R104	QUICKSILVER RESOURCES INC	110 000	1,532.91	314.60
74838C106	QUIKSILVER INC	160 000	362.08	680.00

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
74874Q100	QUINSTREET INC	20.000	121 10	134 40
749685103	RPM INTL INC	120 000	3,346 20	3,523 20
74973W107	RTI INTL METALS INC	20 000	452 90	551 20
74975E303	RWE AG	190 000	9,840 45	7,825 53
749941100	RF MICRODEVICES INC	250 000	1,830 85	1,120 00
750459109	RADISYS CORP	30 000	300.99	89 40
752344309	RANDGOLD RES LTD	30 000	2,531 05	2,976 37
75281A109	RANGE RES CORP	150 000	8,809.25	9,424 50
756255204	RECKITT BENCKISER PLC	3080 000	33,007.56	39,152 96
756577102	RED HAT INC	180.000	10,472 29	9,532 80
758205207	REED ELSEVIER P L C	130.000	4,240 75	5,465 20
75886F107	REGENERON PHARMACEUTICALS	70.000	4,541 15	11,974 90
758932107	REGIS CORP MINN	50.000	751 75	846 00
7591EP100	REGIONS FINL CORP	4240 000	28,379 39	30,231 20
75971T103	RENESOLA LTD	20 000	187 70	30 80
76009N100	RENT A CTR INC NEW	60.000	1,262 10	2,061.60
76026T205	REPSOL S A	343 000	6,249 20	6,934 77
760759100	REPUBLIC SVCS INC	580 000	17,300 81	17,011 40
761655406	REXAM PLC	70 000	1,604.61	2,480 52
768573107	RIVERBED TECHNOLOGY INC	140.000	4,764.90	2,760 80
772739207	ROCK-TENN CO	60.000	3,858.90	4,194 60
774341101	ROCKWELL COLLINS	290 000	16,661 99	16,869 30
775711104	ROLLINS INC	60.000	1,352 10	1,322.40
776696106	ROPER INDS INC NEW	70 000	7,790 65	7,803.60
777779307	ROSETTA RES INC	40 000	1,852 20	1,812 80
778296103	ROSS STORES INC	210 000	8,626 85	11,358 90
779376102	ROVI CORP	94 000	6,140 54	1,450 42
780097689	ROYAL BK SCOTLAND GROUP PLC	390 000	4,623.45	4,208.10
780099CC9	ROYAL BK SCOTLAND GROUP PLC	75000 000	75,817.50	76,755.75
780259107	ROYAL DUTCH SHELL PLC	1230 000	78,265 69	87,194 70
780287108	ROYAL GOLD INC	270.000	20,138 57	21,967 20
780641205	ROYAL KPN NV	420.000	7,190 08	2,057 58
78112T107	RUBICON TECHNOLOGY INC	10.000	64 55	61.10
781182100	RUBY TUESDAY INC	60.000	810 10	471.60

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
781270103	RUDOLPH TECHNOLOGIES INC	30 000	318 75	403 20
783332109	RUTHS HOSPITALITY GROUP INC	20 000	51 06	145 39
783513104	RYANAIR HLDGS PLC	60 000	1,783 00	2,056 80
783764103	RYLAND GROUP INC	40 000	684 60	1,460 00
783859101	S & T BANCORP INC	20 000	337 10	361 40
78390X101	SAIC INC	270 000	5,169 18	3,056 40
784117103	SEI INVESTMENTS CO	120 000	2,583 00	2,800.80
78423R105	SHFL ENTMT INC	50 000	445 55	725 00
78442P106	SLM CORP	2610.000	40,764 27	44,709 30
78454L100	SM ENERGY CO	60.000	2,973 30	3,132 60
78467K107	SSE PLC	1290.000	26,358 97	29,733.21
78478V100	STR HLDGS INC	30 000	579 75	75.60
78503N107	SWS GROUP INC	30.000	159 75	158 70
78572M105	SABMILLER PLC	1050.000	35,054 36	48,216 00
78573L106	SABRA HEALTH CARE REIT INC	30.000	646 65	651 60
786514208	SAFEWAY INC	350 000	7,483 04	6,331 50
786584102	SAFRAN S A	110.000	3,636 05	4,727.03
78663S102	SAGE GROUP PLC	140.000	2,550 10	2,678.90
790849103	ST JUDE MED INC	290 000	11,019 62	10,480 60
79380T100	SAKARI RES LTD	10 000	318 55	301 98
79466L302	SALESFORCE COM INC	120 000	14,568 90	20,172.00
795435106	SALIX PHARMACEUTICALS LTD	70 000	1,972 81	2,833.02
79588J102	SAMPO OYJ	390 000	5,166 75	6,257 55
796043107	SAMSON OIL & GAS LTD	30 000	21.59	23.10
80004C101	SANDISK CORP	220 000	6,495 94	9,570 00
800212201	SANDVIK AB	480 000	5,963 04	7,636.80
80104Q208	SANLAM LTD	150 000	3,498 75	3,957.60
80105N105	SANOFI	1900.000	73,494 43	90,022.00
80105N113	SANOFI CONTINGENT	250 000	600 00	425 00
803054204	SAP AG	600 000	35,603 98	48,228 00
803866300	SASOL LTD	620.000	27,870 22	26,839 80
804395101	SAUL CTRS INC	10.000	424 25	427.90
80585Y308	SBERBANK RUSSIA	1050 000	11,307 45	12,778.50
806857108	SCHLUMBERGER LTD	2 000	128.74	138.60

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
80687P106	SCHNEIDER ELEC SA	1160 000	17,093.80	16,771.28
808513105	SCHWAB CHARLES CORP NEW	1020 000	19,014 32	14,647 20
808541106	SCHWEITZER-MAUDUIT INTL INC	20 000	730.90	780 60
80874P109	SCIENTIFIC GAMES CORP	60 000	657 30	520.20
81211K100	SEALED AIR CORP NEW	180 000	4,005 90	3,151 80
813113206	SECOM LTD	350 000	4,376 75	4,386 90
815794102	SEGA SAMMY HLDGS INC	360.000	1,391 40	1,514 52
81603X108	SEIKO EPSON CORP	120 000	348 60	483 72
816078307	SEKISUI HOUSE LTD	250.000	2,373 25	2,723 75
81616X103	SELECT COMFORT CORP	50.000	865 25	1,308 50
81663N206	SEMICONDUCTOR MFG INTL CORP	190 000	680 35	484 50
816851109	SEMPRA ENERGY	1250 000	70,069 94	88,675 00
816851AQ2	SEMPRA ENERGY	50000 000	50,774 50	50,756 50
817070501	SENECA FOODS CORP CL A COM	10 000	233 25	304 00
81748L100	SERCO GROUP PLC	220 000	2,025.10	1,913 12
817565104	SERVICE CORP INTL	220 000	2,531 10	3,038 20
81783H105	SEVEN & I HLDGS CO LTD	180 000	9,429.30	10,146 60
818800104	SGS S A	1170 000	18,353.85	25,896 78
819882200	SHARP CORP	430 000	5,574 09	1,506 72
824348106	SHERWIN WILLIAMS CO	80 000	12,634 00	12,305 60
824551105	SHIN ETSU CHEM CO LTD	650 000	8,979 75	9,829.30
824596100	SHINHAN FINL GROUP CO LTD	190 000	7,463 92	6,961.60
82481R106	SHIRE PLC	340.000	27,051 56	31,341.20
824841407	SHISEIDO	160 000	2,250 40	2,252 00
82510E100	SHOPRITE HLDGS LTD	220.000	9,395.10	10,605.32
826565103	SIGMA DESIGNS INC	30.000	220.75	154 52
827048109	SILGAN HOLDINGS INC	40.000	1,752.20	1,661.60
827084864	SILICONWARE PRECISION INDS LTD	230 000	1,208.75	1,228.20
828730200	SIMMONS 1ST NATL CORP	10.000	235.55	253 60
828806109	SIMON PPTY GROUP INC NEW	810.000	75,163 16	128,052 90
829160100	SIMS METAL MANAGEMENT LTD	60.000	554 10	591 60
82929R304	SINGAPORE TELECOMMUNICATIONS	290.000	6,517 59	7,834 64
830566105	SKECHERS U S A INC	40 000	1,168 52	740 00
830879102	SKYWEST INC	980 000	9,089 50	12,210 80

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
83088M102	SKYWORKS SOLUTIONS INC	170 000	3,686 45	3,451 00
83175M205	SMITH & NEPHEW PLC	240 000	12,690 68	13,296 00
833551104	SNYDERS-LANCE INC	40 000	962 20	964.81
833635105	SOCIEDAD QUIMICA MINERA DE CHI	30.000	1,439 63	1,729 20
83364L109	SOCIETE GENERALE FRANCE	1580 000	22,740 94	11,807 34
83404D109	SOFTBANK CORP	700 000	11,889 50	12,710 60
83421A104	SOLERA HLDGS INC	60 000	2,971.50	3,208 20
83545G102	SONIC AUTOMOTIVE INC	50 000	551 15	1,044 50
83546A104	SONIC HEALTHCARE LTD	300.000	4,120.50	4,151 70
835495102	SONOCO PRODS CO	90 000	2,727.45	2,675 70
83569C102	SONOVA HLDG AG	520 000	10,702.70	11,521 12
835898107	SOTHEBYS HLDGS INC	80 000	1,876.24	2,689 60
842587107	SOUTHERN CO	820 000	34,302 24	35,104 20
844741108	SOUTHWEST AIRLS CO	40.000	538 29	409 60
844895102	SOUTHWEST GAS CORP	40.000	1,658 60	1,696 40
845467109	SOUTHWESTERN ENERGY CO	320.000	16,146 56	10,691.20
846819100	SPARTAN MTRS INC	40.000	266 92	196 80
846822104	SPARTAN STORES INC	20 000	291 10	307 20
847560109	SPECTRA ENERGY CORP	1040.000	25,555 37	28,475 20
852061100	SPRINT NEXTEL CORP	2750 000	11,388 61	15,592 50
85375C101	STANDARD PAC CORP NEW	120 000	462 36	882 00
854231107	STANDEX INTL CORP	10 000	475 45	512 90
854502101	STANLEY BLACK & DECKER INC	163 000	9,496 64	12,057.11
855030102	STAPLES INC	640 000	13,966 08	7,296 00
855244109	STARBUCKS CORP	710 000	16,751 31	38,077.30
85590A401	STARWOOD HOTELS & RESORTS	180 000	6,470 77	10,324 80
857477103	STATE STR CORP	450 000	19,806 03	21,154 50
858119100	STEEL DYNAMICS INC	270 000	5,026 91	3,707 10
858375108	STEIN MART INC	20 000	150.10	150.80
858912108	STERICYCLE INC	80.000	7,482.00	7,462.40
859158107	STERLING BANCORP	30.000	247.14	273.30
861642106	STONE ENERGY CORP	40 000	833.80	820.80
86210M106	STORA ENSO CORP	320.000	2,378 98	2,212 80
863236105	STRAYER ED INC	10.000	1,274 55	561 70

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
863667101	STRYKER CORP	350.000	18,602.54	19,187.00
864323100	SUBSEA 7 INC	110.000	2,143.35	2,611.07
864691100	SUEZ ENVIRONNEMENT CO S A	230.000	2,508.15	1,381.15
865613103	SUMITOMO CORP	2170.000	25,983.27	27,606.74
86562M209	SUMITOMO MITSUI FINL GROUP INC	4490.000	26,093.84	32,956.60
86562X106	SUMITOMO MITSUI TR HLDGS INC	1622.000	5,987.83	5,646.18
86676H302	SUN HUNG KAI PPTYS LTD	670.000	10,058.71	10,044.64
86722A103	SUNCOKE ENERGY INC	60.000	842.10	935.40
867914103	SUNTRUST BKS INC	890.000	19,289.60	25,231.50
868157108	SUPERIOR ENERGY SVCS INC	140.000	4,114.58	2,900.80
868536103	SUPERVALU INC	3430.000	22,515.51	8,472.10
868861105	SURGUTNEFTEGAZ JSC	310.000	1,629.05	2,024.61
868861204	SURGUTNEFTEGAZ JSC	1370.000	13,021.85	12,019.01
868873100	SURMODICS INC	10.000	92.45	223.60
869099101	SUSQUEHANNA BANCSHARES INC PA	170.000	1,242.05	1,781.60
869587402	SVENSKA CELLULOSA	1110.000	21,242.06	24,058.14
86959C103	SVENSKA HANDELSBANKEN AB	440.000	6,182.40	7,859.28
870123106	SWATCH GROUP AG	840.000	21,088.20	21,162.12
870195104	SWEDBANK A B	390.000	3,620.65	7,613.58
870738101	SWIFT ENERGY CO	40.000	623.80	615.60
870794302	SWIRE PAC LTD	300.000	3,860.58	3,709.80
870886108	SWISS RE LTD	490.000	27,799.15	35,277.06
871013108	SWISSCOM AG	640.000	28,944.00	27,534.08
871237103	SYKES ENTERPRISES INC	30.000	540.15	456.60
871503108	SYMANTEC CORP	660.000	12,140.04	12,421.20
871543104	SYMMETRICOM INC	30.000	151.89	173.10
871546206	SYMMETRY MED INC	40.000	331.80	420.80
87157B103	SYNCHRONOSS TECHNOLOGIES INC	20.000	374.30	421.80
87160A100	SYNGENTA AG	440.000	25,905.29	35,552.00
87161C105	SYNOVUS FINL CORP	720.000	1,655.72	1,764.00
871829107	SYSCO CORP	920.000	25,631.32	29,127.20
872275102	TCF FINL CORP	150.000	1,651.55	1,822.50
872540109	TJX COS INC NEW	1470.000	37,349.70	62,401.50
87262N109	TNT EXPRESS N V	20.000	276.00	222.28

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
874039100	TAIWAN SEMICONDUCTOR MFG LTD	1780 000	20,421 76	30,544 80
874060205	TAKEDA PHARMACEUTICAL CO LTD	2080 000	45,814 34	46,367.36
87612E106	TARGET CORP	1290 000	55,891 20	76,329 30
878377100	TECHNE CORP	30.000	2,160 63	2,050.20
878546209	TECHNIP	170 000	3,492 06	4,865 74
87873R101	TECHTRONIC INDS LTD	110 000	1,126 95	1,019 04
879273209	TELECOMM ARGENTINA S A	30 000	351 45	341 40
879360105	TELEDYNE TECHNOLOGIES INC	30 000	1,467 75	1,952 10
87936R106	TELEFONICA BRASIL SA	70 000	1,552.25	1,684 20
879382208	TELEFONICA S A	1710 000	47,568 03	23,067 90
87938WAN3	TELEFONICA EMISIONES S A U	40000.000	40,238 40	41,620 00
87969N204	TELSTRA LTD	350 000	7,324 91	7,939 75
880208400	TEMPLETON GLOBAL BD FUND	17857 143	250,000.00	238,214 29
88031M109	TENARIS S A	90 000	4,054 08	3,772 80
88032Q109	TENCENT HLDGS LTD	430 000	9,637 59	13,814.18
88033G407	TENET HEALTHCARE CORP	97.000	2,643 99	3,149 59
88076W103	TERADATA CORP	150 000	10,245.75	9,283 50
880779103	TEREX CORP NEW	100 000	1,983 50	2,811 00
880890108	TERNIUM S A	460 000	9,892 25	10,833 00
881609101	TESORO CORP	30 000	1,253 55	1,321.50
88162F105	TETRA TECHNOLOGIES INC DEL	70 000	764 75	531 30
88164L100	TESSERA TECHNOLOGIES INC	40 000	631.00	658 00
882491103	TEXAS INDS INC	20.000	801 90	1,020.20
882508104	TEXAS INSTRS INC	1310.000	32,863 51	40,465 90
883203101	TEXTRON INC	340 000	6,459 52	8,428 60
883556102	THERMO FISHER SCIENTIFIC CORP	510 000	24,604 64	32,527 80
88554D205	3D SYS CORP	40 000	1,817.80	2,134 00
88579Y101	3M CO	2270 000	193,119 36	210,769.50
886547108	TIFFANY & CO NEW	110.000	4,905 23	6,307 40
887317303	TIME WARNER INC	1680.000	48,373 96	80,354 40
88732J207	TIME WARNER CABLE INC	850 000	74,680 41	82,611 50
88732JBD9	TIME WARNER CABLE INC	50000 000	50,582.50	48,762.50
887389104	TIMKEN CO	80 000	3,478.00	3,826 40
888339207	TITANIUM METALS CORP	80.000	1,364 40	1,320 80

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
889094108	TOKIO MARINE HLDGS INC	290.000	7,518.25	7,992.40
889110102	TOKYO ELECTRON LTD	270.000	2,893 05	3,071 79
889478103	TOLL BROTHERS INC	130.000	2,603 25	4,202 90
890110109	TOMPKINSTRUSTCO INC	10 000	384 95	396 40
892331307	TOYOTA MOTOR CORP	600.000	47,923 44	55,950 00
892356106	TRACTOR SUPPLY CO	60.000	4,086 30	5,301 60
893521AB0	TRANSATLANTIC HLDGS INC	50000.000	57,661 50	66,585 00
893870204	TRANSPRTDRA DE GAS DEL SUR	20 000	28 10	35 20
89417E109	TRAVELERS COS INC	740 000	35,910 61	53,146 80
894650100	TREDEGAR CORP	20 000	376 90	408 40
89465J109	TREASURY WINE ESTATES LTD	261 000	1,398 48	1,270 81
896239100	TRIMBLE NAVIGATION LTD	70 000	2,945 44	4,184 60
896522109	TRINITY INDS INC	70 000	1,950.15	2,507 40
896818101	TRIUMPH GROUP INC NEW	40 000	2,199.95	2,612 00
896945201	TRIPADVISOR INC	95 000	2,511.45	3,982 40
898349105	TRUSTCO BK CORP N Y	80 000	452.38	422 40
899035505	TUESDAY MORNING CORP	30 000	88.89	187 50
899415202	TULLOW OIL PLC	1430 000	13,594.45	14,656 07
900111204	TURKCELL ILETISIM HIZMETLERI A S	120 000	1,740 60	1,936 80
900148701	TURKIYE GARANTI BANKASI A S	990 000	4,806.45	5,137 11
902681105	UGI CORP NEW	100 000	3,301 50	3,271 00
902973304	US BANCORP DEL	3640 000	104,492 59	116,261.60
90400P101	ULTRAPAR PARTICIPACOES S A	170.000	2,917 20	3,787 60
904034105	ULTRATECH INC	20.000	657 10	746.00
90460M204	UNICHARM CORP	90.000	915 75	935 73
904784709	UNILEVER N V	1350.000	44,696 99	51,705 00
907818108	UNION PAC CORP	670.000	56,818 66	84,232 40
909218109	UNIT CORP	40.000	1,737 00	1,802 00
90984P303	UNITED CMNTY BK BLAIRSVILLE GA	20 000	146 58	188 80
910873405	UNITED MICROELECTRONICS CORP	1140.000	3,662.17	2,268 60
911163103	UNITED NAT FOODS INC	40 000	2,102 20	2,143 60
911268100	UNITED ONLINE INC	80 000	512 91	447 20
911271302	UNITED OVERSEAS BK LTD	260 000	7,343 86	8,433 36
911312106	UNITED PARCEL SVC INC	1020.000	65,631 37	75,204 60

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
911363109	UNITED RENTALS INC	360.000	12,985.20	16,387.20
912810QS0	UNITED STATES TREAS BD	450000.000	512,452.18	528,889.50
912810QX9	UNITED STATES TREAS BD	40000.000	37,787.47	38,625.20
912828FY1	UNITED STATES TREAS NT	250000.000	295,458.98	289,297.50
912828PJ3	UNITED STATES TREAS NT	160000.000	164,931.25	164,700.80
912828RU6	UNITED STATES TREAS NT	250000.000	249,427.73	253,535.00
912828SV3	UNITED STATES TREAS NT	615000.000	621,322.08	620,332.05
912828TG5	UNITED STATES TREAS NT	150000.000	148,775.39	149,097.00
912828TJ9	UNITED STATES TREAS NT	5000.000	4,989.20	4,967.20
912828TM2	UNITED STATES TREAS NT	115000.000	114,708.01	114,891.90
912828TV2	UNITED STATES TREAS NT	30000.000	30,442.20	30,248.40
912909108	UNITED STS STL CORP	180.000	10,664.53	4,293.00
913017109	UNITED TECHNOLOGIES CORP	1870.000	135,312.99	153,358.70
91311E102	UNITED UTILS GROUP PLC	1090.000	23,332.35	23,865.55
913456109	UNIVERSAL CORP VA	810.000	36,750.09	40,427.10
913483103	UNIVERSAL ELECTRS INC	10.000	162.85	193.50
913903100	UNIVERSAL HLTH SVCS INC	90.000	2,994.99	4,351.50
913915104	UNIVERSAL TECHNICAL INST INC	20.000	245.29	200.80
915436109	UPM KYMMENE CORP	210.000	2,585.73	2,437.68
917302200	USINAS SIDERURGICAS DE MINAS	200.000	2,491.00	1,250.40
918194101	VCA ANTECH INC	80.000	1,644.40	1,684.00
918204108	V F CORP	240.000	21,810.24	36,232.80
91829F104	VOXX INTL CORP	20.000	152.50	134.60
91912E204	VALE S A	1130.000	29,819.23	22,927.70
91913Y100	VALERO ENERGY CORP NEW	710.000	13,090.70	24,225.20
919794107	VALLEY NATL BANCORP	178.000	2,138.54	1,655.40
92023R308	VALLOUREC SA	240.000	2,386.80	2,499.12
920355104	VALSPAR CORP	70.000	4,313.05	4,368.00
92230Y104	VASCO DATA SEC INTL INC	20.000	184.40	163.20
92276F100	VENTAS INC	400.000	21,094.47	25,888.00
92334N103	VEOLIA ENVIRONNEMENT	180.000	5,720.75	2,203.20
92343E102	VERISIGN INC	140.000	5,599.30	5,434.80
92343V104	VERIZON COMMUNICATIONS INC	3020.000	94,981.84	130,675.40
92343VBD5	VERIZON COMMUNICATIONS INC	50000.000	49,545.50	51,746.50

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
92532F100	VERTEX PHARMACEUTICALS INC	200 000	8,897 80	8,380 00
925458101	VESTAS WIND SYS A/S UTD KINGDOM	240.000	387 60	450 48
92553P201	VIACOM INC	440.000	13,316 86	23,205 60
925815102	VICOR CORP	10.000	53 65	54 20
92672A101	VIEWPOINT FINL GROUP INC MD	30.000	598 95	628 20
92719A106	VIMPELCOM LTD	130 000	2,671.89	1,363 70
927320101	VINCI S A	1030 000	15,154 39	12,207 56
928241108	VIROPHARMA INC	70 000	1,230 25	1,593 20
92826C839	VISA INC	730 000	73,813 27	110,653.40
92827P102	VIRTUSA CORP	10 000	154 75	164 30
92833U202	VISIONCHINA MEDIA INC	1 000	95 90	3.05
92852T201	VIVENDI SA	517 000	13,426 98	11,553 40
92857W209	VODAFONE GROUP PLC	2870 000	67,400 90	72,295.30
928662303	VOLKSWAGEN AG	370 000	12,091 25	15,878 18
928856400	VOLVO AKTIEBOLAGET	580 000	6,111 86	7,917 00
929042109	VORNADO RLTY TR	400 000	30,857.49	32,032 00
929160109	VULCAN MATLS CO	260 000	11,050.18	13,533 00
92930RBB7	WFRBS COML MTG TR 2012-C9	75000 000	76,871.75	77,348 25
92933H101	WPP PLC	340 000	18,835.88	24,786 00
92934F203	WSP HLDGS LTD	2 000	13.95	3 29
929352102	WUXI PHARMATECH CAYMAN INC	90 000	1,470.45	1,417 50
938824109	WASHINGTON FED INC	100 000	1,626.50	1,687 00
941053100	WASTE CONNECTIONS INC	40 000	1,295.00	1,351 60
94106L109	WASTE MGMT INC DEL	1980 000	65,280.17	66,805 20
941848103	WATERS CORP	70.000	5,811 75	6,098 40
942683103	WATSON PHARMACEUTICALS INC	560 000	44,114.15	48,160 00
943315101	WAUSAU-MOSINEE PAPER CORP	60.000	691.98	519 60
948597109	WEICHA PWR CO LTD	40.000	587.40	710 12
94974BET3	WELLS FARGO & CO	75000 000	79,968.75	79,078 50
950840108	WESFARMERS LTD	2040 000	34,937.40	39,023 16
958102105	WESTERN DIGITAL CORP	200 000	8,310 22	8,498 00
959802109	WESTERN UNION CO	560 000	7,086.80	7,621 60
960224103	WESTFIELD HLDGS LTD / WESTFIELD	1480 000	32,911 74	32,451 96
961214301	WESTPAC BKG CORP	430 000	50,012 75	59,301 30

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
962166104	WEYERHAEUSER CO	635.000	17,423 93	17,665 70
969457100	WILLIAMS COS INC DEL	580 000	11,011 74	18,989 20
97651M109	WIPRO LTD	186.000	2,612 89	1,629.36
977868207	WOLSELEY PLC	1214 000	2,805 63	5,722 80
980745103	WOODWARD INC	60 000	2,320 26	2,287 80
981419104	WORLD ACCEP CORP DEL	10 000	727 45	745 60
98161Q101	WORLEYPARSONS LTD	80 000	2,067 60	1,940 16
981811102	WORTHINGTON INDS INC	60 000	1,238 70	1,559 40
98212B103	WPX ENERGY INC	180 000	2,221 56	2,678 40
98310W108	WYNDHAM WORLDWIDE CORP	220 000	4,623 37	11,706 20
98313R106	WYNN MACAU LTD	50 000	1,470 25	1,351 45
983772104	XO GROUP INC	20.000	155 50	186 00
98418K105	XSTRATA PLC	4810.000	19,013 93	16,560 83
98418W109	XUEDA ED GROUP	10 000	29 95	24 50
984245100	YPF SOCIEDAD ANONIMA	180.000	5,852 90	2,619.00
984332106	YAHOO INC	1130.000	15,757 06	22,487.00
984846105	YANZHOU COAL MNG CO LTD	770 000	13,088 78	13,151 60
984851204	YARA INTL ASA	90 000	4,158 05	4,427 82
98584B103	YINGLI GREEN ENERGY HLDG CO	40.000	468 60	94 00
988415105	YUE YUEN INDL HLDGS LTD	60 000	988 70	1,002 48
988498101	YUM BRANDS INC	420 000	15,138 49	27,888.00
988858106	ZALE CORP NEW	30.000	81.67	123.30
98944B108	ZEP INC	20.000	247.70	288.80
989825104	ZURICH INS GROUP LTD	1630.000	39,964 95	43,343.33
B7WCX92#2	DE MASTER BLENDER 1753 NV	880 000	8,624 00	10,115.71
D18190898	DEUTSCHE BK AG	650.000	26,413 94	28,788 50
G0408V102	AON PLC	299.000	14,674 92	16,627.39
G1151C101	ACCENTURE PLC	1260.000	79,279 58	83,790.00
G2554F113	COVIDIEN PLC	850.000	45,589.24	49,079 00
G29183103	EATON CORP PLC	320.000	16,609 60	17,337 60
G3157S106	ENSCO PLC	170 000	9,746 64	10,077 60
G47791101	INGERSOLL-RAND CO LTD	300.000	12,070 50	14,388 00
G491BT108	INVESCO LTD	540 000	12,501 22	14,088 60
G6359F103	NABORS INDS INC	830 000	14,734 95	11,993 50

FNB TTEE UA TIMOTHY J MEE CHAR T
05-6077239
Balance Sheet
12/31/2012



Cusip	Asset	Units	Basis	Market Value
G72800108	PROTHENA CORP PLC	14 634	72.64	107 27
G7945M107	SEAGATE TECH	350.000	8,963 75	10,647 00
H0023R105	ACE LTD	540 000	29,297 70	43,092.00
H50430232	LOGITECH INTL S A	80 000	838 80	603 20
H5833N103	NOBLE CORP	230 000	8,870 14	8,008 60
H84989104	TE CONNECTIVITY LTD	390 000	13,542 75	14,476 80
N07059210	ASML HOLDINGS NV	130 000	5,931 12	8,370 70
N20935206	CNH GLOBAL N V	20 000	744 30	805 80
N53745100	LYONDELLBASELL INDUSTRIES NV	1100 000	52,458 45	62,799.00
		Totals	26,599,192.02	29,245,461 43

Form **8868**

(Rev. January 2013)

Department of the Treasury
Internal Revenue Service**Application for Extension of Time To File an
Exempt Organization Return**

OMB No 1545-1709

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

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

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

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

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

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

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

Enter filer's identifying number, see instructions

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

Name of exempt organization or other filer, see instructions

Employer identification number (EIN) or

TIMOTHY J MEE CHARITABLE TRUST

05-6077239

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

Social security number (SSN)

P O BOX 1802

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

PROVIDENCE, RI 02901-1802

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 4720- (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ► US TRUST FIDUCIARY TAX SERVICES

Telephone No. ► (888) 866-3275FAX No. ► 401-278-8944

- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) . If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- 1 I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until 08/15, 20 13, to file the exempt organization return for the organization named above. The extension is for the organization's return for:
- ☒ **X** calendar year 2012 or
- ☐ tax year beginning _____, 20 _____, and ending _____, 20 _____.

- 2 If the tax year entered in line 1 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period

3a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	3a \$	30,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit.	3b \$	26,248.
c Balance due. Subtract line 3b from line 3a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions	3c \$	3,752.

Caution. If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

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

Form **8868** (Rev. 1-2013)

JSA

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- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** and check this box ☒ **X**
- Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** (on page 1)

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

Type or print File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions		Enter filer's identifying number, see instructions	
	TIMOTHY J MEE CHARITABLE TRUST		Employer identification number (EIN) or	
	Number, street, and room or suite no. If a P O box, see instructions		05-6077239	
	P O BOX 1802		Social security number (SSN)	
	City, town or post office, state, and ZIP code. For a foreign address, see instructions.			
	PROVIDENCE, RI 02901-1802			

Enter the Return code for the return that this application is for (file a separate application for each return) 0 4

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.

- The books are in the care of **US TRUST FIDUCIARY TAX SERVICES**
Telephone No. **(888) 866-3275** FAX No. **401-278-8944**
- If the organization does not have an office or place of business in the United States, check this box ☐
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) If this is for the whole group, check this box ☐ . If it is for part of the group, check this box ☐ and attach a list with the names and EINs of all members the extension is for

- I request an additional 3-month extension of time until 11/15, 2013.
- For calendar year 2012, or other tax year beginning _____, 20____, and ending _____, 20____.
- If the tax year entered in line 5 is for less than 12 months, check reason: ☐ Initial return ☐ Final return
☐ Change in accounting period
- State in detail why you need the extension ADDITIONAL TIME REQUESTED TO FILE A COMPLETE AND ACCURATE RETURN

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a \$	30,000.
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b \$	30,000.
c Balance Due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c \$	

Signature and Verification must be completed for Part II only.

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete, and that I am authorized to prepare this form.

Signature *Kevin J. Kiser* Title _____ Date _____

Form 8868 (Rev 1-2013)