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 , and ending

Name of foundation
MCINERNEY AND FAFARD FDN

Number and street (or P O box number if mail is not delivered to street address) | Room/suite
P.O. BOX 1501, NJ2-130-03-31

City or town, state, and ZIP code
PENNINGTON NJ 08534-1501

A Employer identification number
06-1602836

B Telephone number (see instructions)
609-274-6834

C If exemption application is pending, check here ▶ ☐

D 1. Foreign organizations, check here ▶ ☐
2. Foreign organizations meeting the 85% test, check here and attach computation ▶ ☐

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

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

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

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

I Fair market value of all assets at end of year *(from Part II, col. (c), line 16)* ▶ $ 871,156

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)
Revenue	1 Contributions, gifts, grants, etc , received (attach schedule)				
	2 Check ▶ ☒ if the foundation is **not** required to attach Sch B				
	3 Interest on savings and temporary cash investments				
	4 Dividends and interest from securities	24,746	23,196		
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10	27,135			
	b Gross sales price for all assets on line 6a 127,941				
	7 Capital gain net income (from Part IV, line 2)		27,135		
	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)				
	12 **Total.** Add lines 1 through 11	51,881	50,331	0	
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc				
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees (attach schedule)				
	b Accounting fees (attach schedule)	1,500			1,500
	c Other professional fees (attach schedule)	10,096	6,057		4,038
	17 Interest				
	18 Taxes (attach schedule) (see instructions)	312	231		
	19 Depreciation (attach schedule) and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses (attach schedule)	160	160		
	24 **Total operating and administrative expenses.** Add lines 13 through 23	12,068	6,448	0	5,538
	25 Contributions, gifts, grants paid	37,000			37,000
	26 **Total expenses and disbursements.** Add lines 24 and 25	49,068	6,448	0	42,538
	27 Subtract line 26 from line 12				
	a **Excess of revenue over expenses and disbursements**	2,813			
	b **Net investment income** (if negative, enter -0-)		43,883		
	c **Adjusted net income** (if negative, enter -0-)			0	

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For Paperwork Reduction Act Notice, see instructions.
HTA

10

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	777	483	483
	2	Savings and temporary cash investments	25,983	3,961	3,961
	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 ▶			
	8	Inventories for sale or use			
	9	Prepaid expenses and deferred charges			
	10 a	Investments—U S and state government obligations (attach schedule)			
	b	Investments—corporate stock (attach schedule)	62,720	62,354	107,039
	c	Investments—corporate bonds (attach schedule)	160,436	241,135	261,086
	11	Investments—land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	12	Investments—mortgage loans			
	13	Investments—other (attach schedule)	486,800	429,696	498,587
	14	Land, buildings, and equipment basis ▶			
		Less accumulated depreciation (attach schedule) ▶			
	15	Other assets (describe ▶)			
	16	**Total assets** (to be completed by all filers—see the instructions Also, see page 1, item I)	736,716	737,629	871,156
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)	0	0	
Net Assets or Fund Balances		**Foundations that follow SFAS 117, check here ▶ ☐ and complete lines 24 through 26 and lines 30 and 31.**			
	24	Unrestricted			
	25	Temporarily restricted			
	26	Permanently restricted			
		Foundations that do not follow SFAS 117, check here ▶ ☒ and complete lines 27 through 31.			
	27	Capital stock, trust principal, or current funds	736,716	737,629	
	28	Paid-in or capital surplus, or land, bldg , and equipment fund			
	29	Retained earnings, accumulated income, endowment, or other funds			
	30	**Total net assets or fund balances** (see instructions)	736,716	737,629	
	31	**Total liabilities and net assets/fund balances** (see instructions)	736,716	737,629	

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	736,716
2	Enter amount from Part I, line 27a	2	2,813
3	Other increases not included in line 2 (itemize) ▶ GAIN ON PY SALES SETTLED IN CY	3	267
4	Add lines 1, 2, and 3	4	739,796
5	Decreases not included in line 2 (itemize) ▶ See Attached Statement	5	2,167
6	Total net assets or fund balances at end of year (line 4 minus line 5)—Part II, column (b), line 30	6	737,629

Part IV Capital Gains and Losses for Tax on Investment Income

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

	(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a				0
b				0
c				0
d				0
e				0

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

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

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7 / If (loss), enter -0- in Part I, line 7 } **2** 27,135

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

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

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

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

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

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

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

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col (b) divided by col (c))
2011	37,436	823,479	0 045461
2010	38,989	787,792	0.049491
2009	53,076	732,409	0.072468
2008	51,587	999,580	0.051609
2007	54,407	1,221,453	0 044543

2 **Total** of line 1, column (d) . . .	2	0.263572
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 052714
4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5	4	843,901
5 Multiply line 4 by line 3 . . .	5	44,485
6 Enter 1% of net investment income (1% of Part I, line 27b) . . .	6	439
7 Add lines 5 and 6 . . .	7	44,924
8 Enter qualifying distributions from Part XII, line 4 . . .	8	42,538

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)

1 a Exempt operating foundations described in section 4940(d)(2), check here ▶ ☐ and enter "N/A" on line 1 Date of ruling or determination letter ________ (attach copy of letter if necessary—see instructions)			
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ▶ ☐ and enter 1% of Part I, line 27b		1	878
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0
3 Add lines 1 and 2		3	878
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	
5 **Tax based on investment income.** Subtract line 4 from line 3 If zero or less, enter -0-		5	878
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a 327		
b Exempt foreign organizations—tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d		
7 Total credits and payments Add lines 6a through 6d		7	327
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	551
10 **Overpayment.** If line 7 is more than the total of lines 5 and 8, enter the **amount overpaid** ▶		10	0
11 Enter the amount of line 10 to be **Credited to 2013 estimated tax** ▶	Refunded ▶	11	0

Part VII-A Statements Regarding Activities

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

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

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

Website address ▶ N/A

14 The books are in care of ▶ MLTC, A DIVISION OF BANK OF AMERICA, N.A Telephone no ▶ 609-274-6834

Located at ▶ 1300 MERRILL LYNCH DRIVE PENNINGTON NJ ZIP+4 ▶ 08534-1501

15 Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of **Form 1041**—Check here ▶ ☐

and enter the amount of tax-exempt interest received or accrued during the year ▶ 15

			Yes	No
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		X

See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ▶

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

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	N/A	
	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 ▶ 20______ , 20______ , 20______ , 20______				
b	Are there any years listed in 2a for which the foundation is **not** applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to **all** years listed, answer "No" and attach statement—see instructions)		2b	N/A	
c	If the provisions of section 4942(a)(2) are being applied to **any** of the years listed in 2a, list the years here ▶ 20______ , 20______ , 20______ , 20______				
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	☐ Yes ☒ No			
b	If "Yes," did it have excess business holdings in 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	N/A	
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?		4a		X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?		4b		X

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

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

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

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

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

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

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

b If any answer is "Yes" to 5a(1)–(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53 4945 or in a current notice regarding disaster assistance (see instructions)? **5b** N/A

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

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

If "Yes," attach the statement required by Regulations section 53 4945–5(d)

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

b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract? **6b** No: X

If "Yes" to 6b, file Form 8870

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

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

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
JAMES J MCINERNEY 24 LAKE ROAD NEWTOWN, CT 06470	PRESIDENT 2 00	0		

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

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

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

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

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

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

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

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

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

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2	Amount
1 NONE	
2	
All other program-related investments See instructions 3 NONE	
Total. Add lines 1 through 3 ▶	0

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

1	Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a	Average monthly fair market value of securities	1a	833,637
b	Average of monthly cash balances	1b	23,115
c	Fair market value of all other assets (see instructions)	1c	
d	**Total** (add lines 1a, b, and c)	1d	856,752
e	Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation) 1e		
2	Acquisition indebtedness applicable to line 1 assets	2	
3	Subtract line 2 from line 1d	3	856,752
4	Cash deemed held for charitable activities Enter 1 ½ % of line 3 (for greater amount, see instructions)	4	12,851
5	**Net value of noncharitable-use assets.** Subtract line 4 from line 3 Enter here and on Part V, line 4	5	843,901
6	**Minimum investment return.** Enter 5% of line 5	6	42,195

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	42,195
2a	Tax on investment income for 2012 from Part VI, line 5	2a	878		
b	Income tax for 2012 (This does not include the tax from Part VI)	2b			
c	Add lines 2a and 2b			2c	878
3	Distributable amount before adjustments Subtract line 2c from line 1			3	41,317
4	Recoveries of amounts treated as qualifying distributions			4	
5	Add lines 3 and 4			5	41,317
6	Deduction from distributable amount (see instructions)			6	
7	**Distributable amount** as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1			7	41,317

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	42,538
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	
3	Amounts set aside for specific charitable projects that satisfy the		
a	Suitability test (prior IRS approval required)	3a	
b	Cash distribution test (attach the required schedule)	3b	
4	**Qualifying distributions.** Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4	4	42,538
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	
6	**Adjusted qualifying distributions.** Subtract line 5 from line 4	6	42,538

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				41,317
2	Undistributed income, if any, as of the end of 2012				
a	Enter amount for 2011 only			34,761	
b	Total for prior years 20____, 20____, 20____				
3	Excess distributions carryover, if any, to 2012				
a	From 2007				
b	From 2008				
c	From 2009				
d	From 2010				
e	From 2011				
f	**Total** of lines 3a through e	0			
4	Qualifying distributions for 2012 from Part XII, line 4 ► $ 42,538				
a	Applied to 2011, but not more than line 2a			34,761	
b	Applied to undistributed income of prior years (Election required—see instructions)				
c	Treated as distributions out of corpus (Election required—see instructions)				
d	Applied to 2012 distributable amount				7,777
e	Remaining amount distributed out of corpus				
5	Excess distributions carryover applied to 2012 *(If an amount appears in column (d), the same amount must be shown in column (a))*				
6	**Enter the net total of each column as indicated below:**				
a	Corpus Add lines 3f, 4c, and 4e Subtract line 5	0			
b	Prior years' undistributed income Subtract line 4b from line 2b		0		
c	Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed				
d	Subtract line 6c from line 6b Taxable amount—see instructions				
e	Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount—see instructions			0	
f	Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				33,540
7	Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3) (see instructions)				
8	Excess distributions carryover from 2007 not applied on line 5 or line 7 (see instructions)				
9	**Excess distributions carryover to 2013.** Subtract lines 7 and 8 from line 6a				
10	Analysis of line 9				
a	Excess from 2008				
b	Excess from 2009				
c	Excess from 2010				
d	Excess from 2011				
e	Excess from 2012				

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

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

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

	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					0
b 85% of line 2a					0
c Qualifying distributions from Part XII, line 4 for each year listed					0
d Amounts included in line 2c not used directly for active conduct of exempt activities					0
e Qualifying distributions made directly for active conduct of exempt activities Subtract line 2d from line 2c					0
3 Complete 3a, b, or c for the alternative test relied upon a "Assets" alternative test—enter (1) Value of all assets					0
(2) Value of assets qualifying under section 4942(j)(3)(B)(i)					0
b "Endowment" alternative test—enter 2/3 of minimum investment return shown in Part X, line 6 for each year listed					0
c "Support" alternative test—enter (1) Total support other than gross investment income (interest, dividends, rents, payments on securities loans (section 512(a)(5)), or royalties)					0
(2) Support from general public and 5 or more exempt organizations as provided in section 4942(j)(3)(B)(iii)					0
(3) Largest amount of support from an exempt organization					0
(4) Gross investment income .					0

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

1 Information Regarding Foundation Managers:

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

JAMES J MCINERNEY AND GARY FAFARD

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* See Attached Statement				
Total			▶ 3a	37,000
b *Approved for future payment* NONE				
Total			▶ 3b	0

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated.	Unrelated business income		Excluded by section 512, 513, or 514		(e)
	(a) Business code	(b) Amount	(c) Exclusion code	(d) Amount	Related or exempt function income (See instructions)
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments					
4 Dividends and interest from securities			14	24,746	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income					
8 Gain or (loss) from sales of assets other than inventory			18	27,135	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		0		51,881	0

13 Total. Add line 12, columns (b), (d), and (e) 13 51,881

(See worksheet in line 13 instructions to verify calculations)

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

Line No. ▼	Explain below how each activity for which income is reported in column (e) of Part XVI-A contributed importantly to the accomplishment of the foundation's exempt purposes (other than by providing funds for such purposes) (See instructions)
	Not Applicable

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

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

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

(a) Line no	(b) Amount involved	(c) Name of noncharitable exempt organization	(d) Description of transfers, transactions, and sharing arrangements
		Not Applicable	

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

b If "Yes," complete the following schedule

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

Sign Here

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

Signature of officer or trustee: [signature] Date: 4/22/2013 Title: TRUSTEE

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

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☒ if self-employed	PTIN
DONALD J ROMAN	[signature]	4/22/2013		P00364310
Firm's name ▶ PricewaterhouseCoopers, LLP			Firm's EIN ▶ 13-4008324	
Firm's address ▶ 600 GRANT STREET, PITTSBURGH, PA 15219			Phone no 412-355-6000	

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name
PRATT NATURE CENTER
Street
163 PAPER MILL ROAD

City	State	Zip Code	Foreign Country
NEW MILFORD	CT	06776	

Relationship	Foundation Status
NONE	501 (C)(3)

Purpose of grant/contribution	Amount
GENERAL OPERATING	2,000

Name
AMERICARES
Street
88 HAMILTON AVENUE

City	State	Zip Code	Foreign Country
STAMFORD	CT	06902	

Relationship	Foundation Status
NONE	501 (C)(3)

Purpose of grant/contribution	Amount
GENERAL OPERATING	5,000

Name
CONNECTICUT FOOD BANK
Street
PO BOX 8686

City	State	Zip Code	Foreign Country
EAST HAVEN	CT	06512	

Relationship	Foundation Status
NONE	501 (C)(3)

Purpose of grant/contribution	Amount
GENERAL OPERATING	10,000

Name
CANINE ADVOCATES OF NEWTOWN, INC.
Street
PO BOX 236

City	State	Zip Code	Foreign Country
NEWTOWN	CT	06470	

Relationship	Foundation Status
NONE	501 (C)(3)

Purpose of grant/contribution	Amount
GENERAL OPERATING	1,000

Name
THEATRE WORKS
Street
5 BROOKSIDE AVENUE

City	State	Zip Code	Foreign Country
NEW MILFORD	CT	06776	

Relationship	Foundation Status
NONE	501 (C)(3)

Purpose of grant/contribution	Amount
GENERAL OPERATING	2,000

Name
POLYTECHNIC INSTITUTE OF NYU
Street
6 METROTECH CENTER

City	State	Zip Code	Foreign Country
BROOKLYN	NY	11201	

Relationship	Foundation Status
NONE	501 (C)(3)

Purpose of grant/contribution	Amount
GENERAL OPERATING	5,000

Continuation of Part XV, Line 3a (990-PF) - Grants and Contributions Paid During the Year

Recipient(s) paid during the year

Name	THIRTEEN/WNET
Street	825 8TH AVENUE
City	NEW YORK
State	NY
Zip Code	10019
Foreign Country	
Relationship	NONE
Foundation Status	501 (C)(3)
Purpose of grant/contribution	GENERAL OPERATING
Amount	5,000

Name	TECHNOSERVE
Street	1 MECHANIC STREET
City	NORWALK
State	CT
Zip Code	06850
Foreign Country	
Relationship	NONE
Foundation Status	501 (C)(3)
Purpose of grant/contribution	GENERAL OPERATING
Amount	5,000

Name	KEVIN'S COMMUNITY CENTER
Street	PO BOX 37
City	NEWTOWN
State	CT
Zip Code	06470
Foreign Country	
Relationship	NONE
Foundation Status	501 (C)(3)
Purpose of grant/contribution	GENERAL OPERATING
Amount	2,000

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

Name	
Street	
City	
State	
Zip Code	
Foreign Country	
Relationship	
Foundation Status	
Purpose of grant/contribution	
Amount	

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

	Amount	Totals	Gross Sales	Cost, Other Basis and Expenses	Net Gain or Loss
Long Term CG Distributions	669	Capital Gains/Losses	127,941	100,806	27,135
Short Term CG Distributions	0	Other sales	0	0	0

	Check "X" to include in Part IV	Description	CUSIP #	Purchaser	Check "X" if Purchaser is a Business	Date Acquired	Acquisition Method	Date Sold	Gross Sales Price	Cost or Other Basis	Valuation Method	Expense of Sale and Cost of Improvements	Depreciation	Adjustments	Net Gain or Loss
1	X	BLACKROCK GLOBAL	09251T509			2/25/2010		12/5/2012	23	9				0	14
2	X	BLACKROCK GLOBAL	09251T509			6/18/2010		12/5/2012	0	0				0	0
3	X	BLACKROCK GLOBAL	09251T509			2/25/2010		12/5/2012	9,982	8,961				0	1,021
4	X	COHEN & STEERS	19248H401			6/18/2010		8/27/2012	2	2				0	0
5	X	COHEN & STEERS	19248H401			2/25/2010		8/27/2012	5,998	5,699				0	299
6	X	COHEN & STEERS	19248H401			10/26/2010		8/27/2012	0	0				0	0
7	X	FIDELITY ADV LEVERAGED	315805374			2/25/2010		8/27/2012	12,967	10,088				0	2,879
8	X	FIDELITY ADV LEVERAGED	315805374			2/25/2010		8/27/2012	30	24				0	6
9	X	FIDELITY ADV LEVERAGED	315805374			6/18/2010		8/27/2012	3	2				0	1
10	X	ISHARES RUSSELL 1000	464287622			3/31/2011		8/27/2012	235	222				0	13
11	X	ISHARES RUSSELL 1000	464287622			2/25/2010		8/27/2012	78	63				0	15
12	X	ISHARES RUSSELL 1000	464287622			2/25/2010		8/27/2012	78	61				0	17
13	X	ISHARES RUSSELL 1000	464287622			2/25/2010		8/27/2012	24,972	19,338				0	5,634
14	X	ISHARES RUSSELL 1000	464287622			9/30/2011		8/27/2012	313	254				0	59
15	X	ISHARES RUSSELL 1000	464287622			7/12/2011		8/27/2012	313	294				0	19
16	X	ISHARES RUSSELL 1000	464287622			2/25/2010		8/27/2012	78	63				0	15
17	X	ISHARES RUSSELL 1000	464287622			7/3/2012		8/27/2012	313	302				0	11
18	X	ISHARES RUSSELL 1000	464287622			3/30/2012		8/27/2012	235	234				0	1
19	X	ISHARES RUSSELL 1000	464287622			12/30/2011		8/27/2012	391	348				0	43
20	X	IVY ASSET STRATEGY	466001864			2/25/2010		8/27/2012	6,983	6,063				0	920
21	X	IVY ASSET STRATEGY	466001864			2/25/2010		8/27/2012	3	3				0	0
22	X	IVY ASSET STRATEGY	466001864			6/18/2010		8/27/2012	14	12				0	2
23	X	LENNAR CORP CL A	526057104			5/10/2012		8/27/2012	64	59				0	5
24	X	LENNAR CORP CL A	526057104			5/12/2011		8/27/2012	128	72				0	56
25	X	LENNAR CORP CL A	526057104			7/26/2012		8/27/2012	64	60				0	4
26	X	LENNAR CORP CL A	526057104			2/13/2012		8/27/2012	96	71				0	25
27	X	LENNAR CORP CL A	526057104			11/3/2011		8/27/2012	128	67				0	61
28	X	LENNAR CORP CL A	526057104			7/22/2011		8/27/2012	128	75				0	53
29	X	LENNAR CORP CL A	526057104			8/19/2010		8/27/2012	20,296	8,265				0	12,031
30	X	LENNAR CORP CL A	526057104			8/19/2010		8/27/2012	32	13				0	19
31	X	LENNAR CORP CL A	526057104			8/19/2010		8/27/2012	32	13				0	19
32	X	LENNAR CORP CL A	526057104			8/19/2010		8/27/2012	32	13				0	19
33	X	LENNAR CORP CL A	526057104			8/19/2010		8/27/2012	32	13				0	19
34	X	MARATHON OIL CORP	565849106			3/13/2012		12/5/2012	182	204				21	-1
35	X	MARATHON OIL CORP	565849106			9/11/2012		12/5/2012	334	318				0	16
36	X	MARATHON OIL CORP	565849106			3/13/2012		12/5/2012	30	34				4	0
37	X	MARATHON OIL CORP	565849106			12/13/2011		12/5/2012	212	196				0	16
38	X	MARATHON OIL CORP	565849106			8/30/2011		12/5/2012	5,008	4,373				0	635
39	X	MARATHON OIL CORP	565849106			8/30/2011		12/5/2012	30	26				0	4
40	X	MARATHON OIL CORP	565849106			6/12/2012		12/5/2012	273	222				0	51
41	X	OPPENHEIMER	68380T509			6/18/2010		8/27/2012	2	2				0	0
42	X	OPPENHEIMER	68380T509			5/28/2010		8/27/2012	141	135				0	6
43	X	OPPENHEIMER	68380T509			2/25/2010		8/27/2012	2	2				0	0
44	X	OPPENHEIMER	68380T509			4/30/2010		8/27/2012	154	155				0	-1
45	X	OPPENHEIMER	68380T509			2/26/2010		8/27/2012	6	6				0	0
46	X	OPPENHEIMER	68380T509			2/25/2010		8/27/2012	13,554	13,300				0	254
47	X	OPPENHEIMER	68380T509			3/31/2010		8/27/2012	134	135				0	-1
48	X	OPPENHEIMER	68380T509			2/25/2010		8/27/2012	6	6				0	0
49	X	OPPENHEIMER DEVELOPING	683974505			6/18/2010		8/27/2012	11	10				0	1
50	X	OPPENHEIMER DEVELOPING	683974505			2/25/2010		8/27/2012	17	14				0	3
51	X	OPPENHEIMER DEVELOPING	683974505			2/25/2010		8/27/2012	13,972	11,732				0	2,240
52	X	RS GLOBAL NATURAL	74972H648			12/15/2010		8/27/2012	1	2				0	-1
53	X	RS GLOBAL NATURAL	74972H648			12/15/2010		8/27/2012	29	30				0	-1
54	X	RS GLOBAL NATURAL	74972H648			12/15/2010		8/27/2012	8,969	9,047				0	-78
55	X	WHFIT - TRUST ASSET SALE	78463V107			6/29/2010		1/11/2012	13	10				0	3
56	X	WHFIT - TRUST ASSET SALE	78463V107			6/29/2010		2/14/2012	13	9				0	4
57	X	WHFIT - TRUST ASSET SALE	78463V107			6/29/2010		3/13/2012	13	9				0	4
58	X	WHFIT - TRUST ASSET SALE	78463V107			6/29/2010		4/10/2012	14	11				0	3
59	X	WHFIT - TRUST ASSET SALE	78463V107			6/29/2010		5/16/2012	15	12				0	3
60	X	WHFIT - TRUST ASSET SALE	78463V107			6/29/2010		6/12/2012	13	10				0	3
61	X	WHFIT - TRUST ASSET SALE	78463V107			6/29/2010		7/6/2012	13	10				0	3
62	X	WHFIT - TRUST ASSET SALE	78463V107			6/29/2010		8/10/2012	13	10				0	3
63	X	WHFIT - TRUST ASSET SALE	78463V107			6/29/2010		9/12/2012	13	9				0	4
64	X	WHFIT - TRUST ASSET SALE	78463V107			6/29/2010		10/8/2012	15	10				0	5
65	X	WHFIT - TRUST ASSET SALE	78463V107			6/29/2010		11/19/2012	14	10				0	4
66	X	WHFIT - TRUST ASSET SALE	78463V107			6/29/2010		12/11/2012	13	9				0	4

Part I, Line 16b (990-PF) - Accounting Fees

	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		1,500	0	0	1,500
1	TAX PREP FEES	1,500			1,500

Part I, Line 16c (990-PF) - Other Professional Fees

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes (Cash Basis Only)
		10,096	6,057	0	4,038
	Description				
1	MERRILL LYNCH FEES AS AGENT	10,096	6,057		4,038

Part I, Line 18 (990-PF) - Taxes

		312	231	0	0
	Description	Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
1	ESTIMATED EXCISE TAX PAID	81			
2	FOREIGN TAX WITHHELD	231	231		

Part I, Line 23 (990-PF) - Other Expenses

		Revenue and Expenses per Books	Net Investment Income	Adjusted Net Income	Disbursements for Charitable Purposes
		160	160	0	0
	Description				
1	INVESTMENT FEES	160	160		

Part III (990-PF) - Changes in Net Assets or Fund Balances

Line 3 - Other increases not included in Part III, Line 2

1	GAIN ON PY SALES SETTLED IN CY	1	267
2	Total	2	267

Line 5 - Decreases not included in Part III, Line 2

1	BOND AMORTIZATION	1	1,549
2	CY LATE POSTING MUTUAL FUNDS	2	79
3	PURCHASE OF ACCRUED INTEREST C/O TO NEXT YEAR	3	539
4	Total	4	2,167

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

	Amount
Long Term CG Distributions	669
Short Term CG Distributions	0

	Description of Property Sold	CUSIP #	How Acquired	Date Acquired	Date Sold	Gross Sales Price	Depreciation Allowed	Adjustments	Cost or Other Basis Plus Expense of Sale	Gain or Loss	F M V as of 12/31/69	Adjusted Basis as of 12/31/69	Excess of FMV Over Adj Basis	Gains Minus Excess of FMV Over Adjusted Basis or Losses
						127,272	0	25	100,831	28,466	0	0	0	28,466
1	BLACKROCK GLOBAL	09251T509		2/25/2010	12/5/2012	23		0	9	14	0	0	0	14
2	BLACKROCK GLOBAL	09251T509		6/18/2010	12/5/2012	0		0	0	0	0	0	0	0
3	BLACKROCK GLOBAL	09251T509		2/25/2010	12/5/2012	9,982		0	8,961	1,021	0	0	0	1,021
4	COHEN & STEERS	19248H401		6/18/2010	8/27/2012	2		0	2	0	0	0	0	0
5	COHEN & STEERS	19248H401		2/25/2010	8/27/2012	5,998		0	5,699	299	0	0	0	299
6	COHEN & STEERS	19248H401		10/26/2010	8/27/2012	0		0	0	0	0	0	0	0
7	FIDELITY ADV LEVERAGED	315805374		2/25/2010	8/27/2012	12,967		0	10,088	2,879	0	0	0	2,879
8	FIDELITY ADV LEVERAGED	315805374		2/25/2010	8/27/2012	30		0	24	6	0	0	0	6
9	FIDELITY ADV LEVERAGED	315805374		6/18/2010	8/27/2012	3		0	2	1	0	0	0	1
10	ISHARES RUSSELL 1000	464287622		3/31/2011	8/27/2012	235		0	222	13	0	0	0	13
11	ISHARES RUSSELL 1000	464287622		2/25/2010	8/27/2012	78		0	63	15	0	0	0	15
12	ISHARES RUSSELL 1000	464287622		2/25/2010	8/27/2012	78		0	61	17	0	0	0	17
13	ISHARES RUSSELL 1000	464287622		2/25/2010	8/27/2012	24,972		0	19,338	5,634	0	0	0	5,634
14	ISHARES RUSSELL 1000	464287622		9/30/2011	8/27/2012	313		0	254	59	0	0	0	59
15	ISHARES RUSSELL 1000	464287622		7/12/2011	8/27/2012	313		0	294	19	0	0	0	19
16	ISHARES RUSSELL 1000	464287622		2/25/2010	8/27/2012	78		0	63	15	0	0	0	15
17	ISHARES RUSSELL 1000	464287622		7/3/2012	8/27/2012	313		0	302	11	0	0	0	11
18	ISHARES RUSSELL 1000	464287622		3/30/2012	8/27/2012	235		0	234	1	0	0	0	1
19	ISHARES RUSSELL 1000	464287622		12/30/2011	8/27/2012	391		0	348	43	0	0	0	43
20	IVY ASSET STRATEGY	466001864		2/25/2010	8/27/2012	6,983		0	6,063	920	0	0	0	920
21	IVY ASSET STRATEGY	466001864		2/25/2010	8/27/2012	3		0	3	0	0	0	0	0
22	IVY ASSET STRATEGY	466001864		6/18/2010	8/27/2012	14		0	12	2	0	0	0	2
23	LENNAR CORP CL A	526057104		5/10/2012	8/27/2012	64		0	59	5	0	0	0	5
24	LENNAR CORP CL A	526057104		5/12/2011	8/27/2012	128		0	72	56	0	0	0	56
25	LENNAR CORP CL A	526057104		7/26/2012	8/27/2012	64		0	60	4	0	0	0	4
26	LENNAR CORP CL A	526057104		2/13/2012	8/27/2012	96		0	71	25	0	0	0	25
27	LENNAR CORP CL A	526057104		11/3/2011	8/27/2012	128		0	67	61	0	0	0	61
28	LENNAR CORP CL A	526057104		7/22/2011	8/27/2012	128		0	75	53	0	0	0	53
29	LENNAR CORP CL A	526057104		8/19/2010	8/27/2012	20,296		0	8,265	12,031	0	0	0	12,031
30	LENNAR CORP CL A	526057104		8/19/2010	8/27/2012	32		0	13	19	0	0	0	19
31	LENNAR CORP CL A	526057104		8/19/2010	8/27/2012	32		0	13	19	0	0	0	19
32	LENNAR CORP CL A	526057104		8/19/2010	8/27/2012	32		0	13	19	0	0	0	19
33	LENNAR CORP CL A	526057104		8/19/2010	8/27/2012	32		0	13	19	0	0	0	19
34	MARATHON OIL CORP	565849106		3/13/2012	12/5/2012	182		21	204	-1	0	0	0	-1
35	MARATHON OIL CORP	565849106		9/11/2012	12/5/2012	334		0	318	16	0	0	0	16
36	MARATHON OIL CORP	565849106		3/13/2012	12/5/2012	30		4	34	0	0	0	0	0
37	MARATHON OIL CORP	565849106		12/13/2011	12/5/2012	212		0	196	16	0	0	0	16
38	MARATHON OIL CORP	565849106		8/30/2011	12/5/2012	5,008		0	4,373	635	0	0	0	635
39	MARATHON OIL CORP	565849106		8/30/2011	12/5/2012	30		0	26	4	0	0	0	4
40	MARATHON OIL CORP	565849106		6/12/2012	12/5/2012	273		0	222	51	0	0	0	51
41	OPPENHEIMER	68380T509		6/18/2010	8/27/2012	2		0	2	0	0	0	0	0
42	OPPENHEIMER	68380T509		5/28/2010	8/27/2012	141		0	135	6	0	0	0	6
43	OPPENHEIMER	68380T509		2/25/2010	8/27/2012	2		0	2	0	0	0	0	0
44	OPPENHEIMER	68380T509		4/30/2010	8/27/2012	154		0	155	-1	0	0	0	-1
45	OPPENHEIMER	68380T509		2/26/2010	8/27/2012	6		0	6	0	0	0	0	0
46	OPPENHEIMER	68380T509		2/25/2010	8/27/2012	13,554		0	13,300	254	0	0	0	254
47	OPPENHEIMER	68380T509		3/31/2010	8/27/2012	134		0	135	-1	0	0	0	-1
48	OPPENHEIMER	68380T509		2/25/2010	8/27/2012	6		0	6	0	0	0	0	0
49	OPPENHEIMER DEVELOPING	683974505		6/18/2010	8/27/2012	11		0	10	1	0	0	0	1
50	OPPENHEIMER DEVELOPING	683974505		2/25/2010	8/27/2012	17		0	14	3	0	0	0	3
51	OPPENHEIMER DEVELOPING	683974505		2/25/2010	8/27/2012	13,972		0	11,732	2,240	0	0	0	2,240
52	RS GLOBAL NATURAL	74972H648		12/15/2010	8/27/2012	1		0	2	-1	0	0	0	-1
53	RS GLOBAL NATURAL	74972H648		12/15/2010	8/27/2012	29		0	30	-1	0	0	0	-1
54	RS GLOBAL NATURAL	74972H648		12/15/2010	8/27/2012	8,969		0	9,047	-78	0	0	0	-78
55	WHFIT - TRUST ASSET SALE	78463V107		6/29/2010	1/11/2012	13		0	10	3	0	0	0	3
56	WHFIT - TRUST ASSET SALE	78463V107		6/29/2010	2/14/2012	13		0	9	4	0	0	0	4
57	WHFIT - TRUST ASSET SALE	78463V107		6/29/2010	3/13/2012	13		0	9	4	0	0	0	4
58	WHFIT - TRUST ASSET SALE	78463V107		6/29/2010	4/10/2012	14		0	11	3	0	0	0	3
59	WHFIT - TRUST ASSET SALE	78463V107		6/29/2010	5/16/2012	15		0	12	3	0	0	0	3
60	WHFIT - TRUST ASSET SALE	78463V107		6/29/2010	6/12/2012	13		0	10	3	0	0	0	3
61	WHFIT - TRUST ASSET SALE	78463V107		6/29/2010	7/6/2012	13		0	10	3	0	0	0	3
62	WHFIT - TRUST ASSET SALE	78463V107		6/29/2010	8/10/2012	13		0	10	3	0	0	0	3
63	WHFIT - TRUST ASSET SALE	78463V107		6/29/2010	9/12/2012	13		0	9	4	0	0	0	4
64	WHFIT - TRUST ASSET SALE	78463V107		6/29/2010	10/8/2012	15		0	10	5	0	0	0	5
65	WHFIT - TRUST ASSET SALE	78463V107		6/29/2010	11/19/2012	14		0	10	4	0	0	0	4
66	WHFIT - TRUST ASSET SALE	78463V107		6/29/2010	12/11/2012	13		0	9	4	0	0	0	4

Part VIII, Line 1 (990-PF) - Compensation of Officers, Directors, Trustees and Foundation Managers

	Name	Check "X" if Business	Street	City	State	Zip Code	Foreign Country	Title	Avg Hrs Per Week	Compensation	Benefits	Expense Account
										0	0	0
1												
2	JAMES J MCINERNEY		24 LAKE ROAD	NEWTOWN	CT	06470		PRESIDENT	2 00	0		

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

	Description	Date	Line	Amount
1	Credit from prior year return		1	246
2	First quarter estimated tax payment		2	
3	Second quarter estimated tax payment		3	
4	Third quarter estimated tax payment		4	
5	Fourth quarter estimated tax payment		5	
6	Other payments		6	81
7	Total		7	327

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

1	Distributable amounts for 2011 that remained undistributed at the beginning of the 2012 tax year	1	34,761
2		2	
3		3	
4		4	
5		5	
6		6	
7		7	
8		8	
9		9	
10	Total	10	34,761

Merrill Lynch
Wealth Management
Bank of America Corporation

MERRILL LYNCH TRUST COMPANY,
A DIVISION OF BANK OF AMERICA, N.A.
AGENT OF THE
MCINERNEY AND FAFARD FDN
TUA 12-08-2000

Net Portfolio Value: $875,750.48

Your Financial Advisor:
MCDONALD/TACKMAN
63 COPPS HILL RD
RIDGEFIELD CT 06877
1-866-743-2520

Trust Officer:
LINDA A GRANT
609-274-5481

TRUST MANAGEMENT ACCOUNT

This account is enrolled in the Personal Investment Advisory Program

December 01, 2012 - December 31, 2012

ASSETS	*December 31*	*November 30*
Cash/Money Accounts	4,444.05	23,936.37
Fixed Income	261,086.25	263,108.50
Equities	107,038.60	112,336.45
Mutual Funds	498,586.81	461,202.59
Options	-	-
Other	-	-
Alternative Investments	-	41,512.50
Subtotal (Long Portfolio)	*871,155.71*	*902,096.41*
Estimated Accrued Interest	4,594.77	3,456.66
TOTAL ASSETS	$875,750.48	$905,553.07

LIABILITIES		
Debit Balance	-	-
Short Market Value	-	-
NET PORTFOLIO VALUE	$875,750.48	$905,553.07

CASH FLOW	*This Statement*	*Year to Date*
Opening Cash/Money Accounts	$23,936.37	
CREDITS		
Funds Received	-	-
Electronic Transfers	-	-
Other Credits	-	-
Subtotal	-	-
DEBITS		
Electronic Transfers	-	-
Other Debits	(38,500.00)	(38,581.00)
ML Trust Fees	(894.77)	(10,197.80)
Non ML Trust Fees	-	-
Bill Payment	-	-
Subtotal	*($39,394.77)*	*($48,778.80)*
Net Cash Flow	($39,394.77)	($48,778.80)
Dividends/Interest Income	6,100.34	25,205.91
Dividend Reinvestments	(2,267.77)	(5,943.49)
Security Purchases/Debits	-	(119,912.00)
Security Sales/Credits	16,069.88	127,112.15
Closing Cash/Money Accounts	$4,444.05	
Securities You Transferred In/Out	(10.37)	(137.21)

MCINERNEY AND FAFARD FDN

ACCOUNT INVESTMENT OBJECTIVE

December 01, 2012 - December 31, 2012

TOTAL RETURN: Objective is to strike a balance between fixed-income instruments for current income and equities for growth. Despite the relatively balanced nature of the portfolio, the investor should be willing to assume the risk of price volatility and principal loss.

If you have changes to your investment objective, please contact your Financial Advisor(s).

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

CASH/MONEY ACCOUNTS Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Estimated Annual Income	Est. Annual Yield%
CASH	156.30	156.30		**156.30**		
BIF MONEY FUND	1,081.00	1,081.00	1.0000	**1,081.00**		.04
TOTAL		1,237.30		**1,237.30**		.04

CORPORATE BONDS Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ VODAFONE GROUP PLC *GLB 05.000% SEP 15 2015* *MOODY'S: A3 S&P: A-< CUSIP: 92857WAG5* *ORIGINAL UNIT/TOTAL COST: 106.8640/26,716.00*	03/08/10	25,000	25,884.41	110.9360	**27,734.00**	1,849.59	368.06	**1,250**	4.50
Δ COMMONWEALTH EDISON *1ST MORTGAGE SER 104 05.950% AUG 15 2016* *MOODY'S: A3 S&P: A- CUSIP: 202795HN3* *ORIGINAL UNIT/TOTAL COST: 110.5110/27,627.75*	03/08/10	25,000	26,563.53	116.5440	**29,136.00**	2,572 47	561.94	**1,488**	5.10
Δ WELLS FARGO COMPANY *SUBORDINATED GLB 05.125% SEP 15 2016* *MOODY'S: A3 S&P: A CUSIP: 949746JE2* *ORIGINAL UNIT/TOTAL COST: 105.0610/26,265.25*	07/07/10	25,000	25,797.35	112.6280	**28,157.00**	2,359.65	377.26	**1,282**	4.55

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MCINERNEY AND FAFARD FDN

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

CORPORATE BONDS (continued) Description	Acquired	Quantity	Adjusted/Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
Δ AMERICAN EXPRESS *GLB 06.150% AUG 28 2017* *MOODY'S: A3 S&P: BBB+ CUSIP: 025816AX7* *ORIGINAL UNIT/TOTAL COST: 106.9850/26,746.25*	03/08/10	25,000	26,163.91	120.4970	**30,124.25**	3,960.34	525.31	**1,538**	5.10
Δ METLIFE INC *SER A 06.817% AUG 15 2018* *MOODY'S: A3 S&P: A- CUSIP: 59156RAR9* *ORIGINAL UNIT/TOTAL COST: 110.8160/27,704.00*	03/08/10	25,000	26,930.04	125.9770	**31,494.25**	4,564.21	643.83	**1,705**	5.41
Δ SOUTHWESTERN ELEC POWER *06.450% JAN 15 2019* *MOODY'S: BAA3 S&P: BBB CUSIP: 845437BK7* *ORIGINAL UNIT/TOTAL COST: 112.6360/28,159.00*	07/07/10	25,000	27,365.08	121.7050	**30,426.25**	3,061.17	743.54	**1,613**	5.29
Δ BUCKEYE PARTNERS LP *05.500% AUG 15 2019* *MOODY'S: BAA3 S&P: BBB CUSIP: 118230AH4* *ORIGINAL UNIT/TOTAL COST: 107.4700/26,867.50*	08/27/12	25,000	26,789.03	109.2720	**27,318.00**	528.97	519 44	**1,375**	5.03
Δ FIRST NIAGARA FIN GRP *06.750% MAR 19 2020* *MOODY'S: BAA2 S&P: BBB CUSIP: 33582VAB4* *ORIGINAL UNIT/TOTAL COST: 116.5000/29,125.00*	08/27/12	25,000	28,966.71	118.3370	**29,584.25**	617.54	478.13	**1,688**	5.70
Δ ENTERGY CORP *05.125% SEP 15 2020* *MOODY'S: BAA3 S&P: BBB- CUSIP: 29364GAF0* *PAR CALL DATE: 06/15/20 PAR CALL PRICE: 100.00* *ORIGINAL UNIT/TOTAL COST: 106.9470/26,736.75*	08/27/12	25,000	26,674.65	108.4490	**27,112.25**	437.60	377.26	**1,282**	4.72
TOTAL		225,000	241,134.71		**261,086.25**	19,951.54	4,594.77	**13,221**	5.06

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

PLEASE REFER TO NOTES BELOW FOR INFORMATION REGARDING CREDIT RATINGS.

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
LENNAR CORP CL A	LEN	08/19/10	1,374	13.0168	17,885.10	38.6700	53,132.58	35,247.48	220	.41
		02/09/11	1	15.4100	15.41	38.6700	38.67	23.26	1	.41
		05/12/11	1	19.9000	19 90	38.6700	38 67	18.77	1	.41
		11/03/11	1	17.5700	17.57	38.6700	38.67	21.10	1	.41
		05/10/12	1	22.2800	22.28	38.6700	38.67	16.39	1	.41
		07/26/12	1	29.4500	29.45	38.6700	38.67	9.22	1	.41
(.7745 FRACTIONAL SHARE)		10/31/12		34.4738	26.70	38.6700	29.95	3.25	1	.41
Subtotal			*1,379.7745*		*18,016.41*		***53,355.88***	*35,339.47*	***226***	***.41***
MARATHON OIL CORP	MRO	08/30/11	736	26.4422	19,461.47	30.6600	22,565.76	3,104.29	501	2.21
		09/14/11	500	24.3924	12,196.20	30.6600	15,330.00	3,133.80	340	2.21
		03/19/12	1	30.9500	30.95✦	30.6600	30.66	(0.29)	1	2.21
		05/23/12	500	24.4255	12,212.75	30.6600	15,330.00	3,117.25	340	2.21
		06/12/12	1	27.1400	27.14	30.6600	30.66	3.52	1	2.21
(.6429 FRACTIONAL SHARE)		12/11/12		30.3779	19.53	30.6600	19.71	.18	1	2.21
Subtotal			*1,738.6429*		*43,948.04*		***53,306.79***	*9,358.75*	***1,184***	***2.21***
TOTAL					61,964.45		106,662.67	44,698.22	1,410	1.32

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
BLACKROCK GLOBAL *ALLOCATION FD INC INSTL*	1,632	29,021.16	19.8300	**32,362.56**	3,341.40	29,003	**3,359**	**467**	1.44
SYMBOL: MALOX Initial Purchase: 02/25/10									
Fixed Income 28% Equity 72%									
.1060 Fractional Share		*1.86*	*19.8300*	***2.10***	*.24*			***1***	***1.44***
COHEN & STEERS *INTRNATIONL RLTY FD CL I*	2,399	24,292.67	11.3600	**27,252.64**	2,959.97	24,292	**2,959**	**626**	2.29

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MCINERNEY AND FAFARD FDN

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
SYMBOL: IRFIX Initial Purchase: 02/25/10									
Equity 100%									
.6220 Fractional Share		*6.19*	*11.3600*	*7.07*	*.88*			*1*	*2.29*
EATON VANCE GLBL MACRO	3,394	35,027.48	9.8300	**33,363.02**	(1,664.46)	35,027	**(1,664)**	**1,317**	3.94
ABSOLUTE RETURN CL I									
SYMBOL: EIGMX Initial Purchase: 09/30/10									
Alternative Investments 100%									
.5740 Fractional Share		*5.92*	*9.8300*	***5.64***	*(0.28)*			***1***	*3.94*
FIDELITY ADV LEVERAGED	691	19,882.95	39.8600	**27,543.26**	7,660.31	19,853	**7,689**	**56**	.20
COMPANY STOCK CL I									
SYMBOL: FLVIX Initial Purchase: 02/25/10									
Equity 100%									
.1610 Fractional Share		*4.52*	*39.8600*	***6.42***	*1.90*			***1***	*.20*
ISHARES CORE S&P MID-CAP	404	30,181.01	101.7000	**41,086.80**	10,905.79	29,817	**11,269**	**587**	1.42
ETF									
SYMBOL: IJH Initial Purchase: 02/25/10									
Equity 100%									
.0914 Fractional Share		*9.23*	*101.7000*	***9.30***	*.07*			***1***	*1.42*
ISHARES MSCI EAFE INDEX	800	42,075.13	56.8600	**45,488.00**	3,412.87	41,914	**3,573**	**1,407**	3.09
FUND									
SYMBOL: EFA Initial Purchase: 02/25/10									
Equity 100%									
.8045 Fractional Share		*42.69*	*56.8600*	***45.74***	*3.05*			***2***	*3.09*
ISHARES RUSSELL 1000	581	35,652.01	79.1500	**45,986.15**	10,334.14	35,299	**10,686**	**945**	2.05

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
INDEX FUND									
SYMBOL: IWB Initial Purchase: 02/25/10									
Equity 100%									
.2544 Fractional Share		*20.28*	*79.1500*	***20.14***	*(0.14)*			***1***	*2.05*
IVY ASSET STRATEGY	1,008	21,903.84	26.0700	**26,278.56**	4,374.72	21,903	**4,374**	**774**	2.94
FUND CL I									
SYMBOL: IVAEX Initial Purchase: 02/25/10									
Alternative Investments 100%									
.8770 Fractional Share		*19.05*	*26.0700*	***22.86***	*3.81*			***1***	*2.94*
LOOMIS SAYLES STRATEGIC	2,150	30,019.83	15.4600	**33,239.00**	3,219.17	29,977	**3,261**	**1,815**	5.45
INC FD CL Y									
SYMBOL: NEZYX Initial Purchase: 02/25/10									
Fixed Income 100%									
.6110 Fractional Share		*8.60*	*15.4600*	***9.45***	*.85*			***1***	*5.45*
OPPENHEIMER	3,885	24,701.75	6.5800	**25,563.30**	861.55	24,682	**880**	**1,022**	3.99
INTERNATIONAL BOND FD Y									
SYMBOL: OIBYX Initial Purchase: 02/25/10									
Fixed Income 100%									
.7580 Fractional Share		*4.79*	*6.5800*	***4.99***	*.20*			***1***	*3.99*
OPPENHEIMER DEVELOPING	795	21,978.26	34.8800	**27,729.60**	5,751.34	21,949	**5,779**	**198**	.71
MARKETS FD CL Y									
SYMBOL: ODVYX Initial Purchase: 02/25/10									
Equity 100%									
.4800 Fractional Share		*12.94*	*34.8800*	***16.74***	*3.80*			***1***	*.71*

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MCINERNEY AND FAFARD FDN

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
RS GLOBAL NATURAL	686	25,228.90	37.2300	**25,539.78**	310.88	25,228	310	32	.12
RESOURCES FUND CL Y									
SYMBOL: RSNYX Initial Purchase: 12/15/10									
Equity 100%									
.9590 Fractional Share		*35.26*	*37.2300*	***35.70***	*.44*			*1*	*.12*
SPDR GOLD TRUST	250	30,065.48	162.0204	**40,505.10**	10,439.62	30,065	10,439		
SYMBOL: GLD Initial Purchase: 06/29/10									
Alternative Investments 100%									
TCW EMERGING	2,801	25,611.91	9.3200	**26,105.32**	493.41	24,997	1,107	1,434	5.49
MARKETS INCOME I SHARE									
SYMBOL: TGEIX Initial Purchase: 08/27/12									
Fixed Income 100%									
.8280 Fractional Share		*7.71*	*9.3200*	***7.72***	*.01*			*1*	*5.49*
TORTOISE ENERGY CAPITAL	1,113	26,188.26	28.4700	**31,687.11**	5,498.85	26,188	5,498	1,859	5 86
SYMBOL: TYY Initial Purchase: 02/25/10									
Equity 100%									
.8474 Fractional Share		*20.40*	*28.4700*	***24.13***	*3.73*			*2*	*5.86*
Subtotal (Fixed Income)				*93,991.88*					
Subtotal (Equities)				*295,781.14*					
Subtotal (Alternative Investments)				*100,175.18*					

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF PRINCIPAL INVESTMENTS

December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Unrealized Gain/(Loss)*	*Total Client Investment*	*Cumulative Investment Return ($)*	*Estimated Annual Income*	*Current Yield%*
TOTAL		422,030.08		489,948.20	67,918.12		69,519	12,555	2.56
TOTAL PRINCIPAL INVESTMENTS		726,366.54		858,934.42	132,567.88			27,186	3.17

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment.
Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.
Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions

Notes

Δ Debt Instruments purchased at a premium show amortization   θ Debt Instruments purchased at a discount show accretion

< Derived from Moody's and/or S & P ratings for other debt securities of this issuer and provided by a third party vendor.

✦Cost basis has been adjusted by the deferred loss amount from a previous "Wash Sale" and the acquisition date has been adjusted to include the holding period of the lot closed by that previous "Wash Sale".

For Credit Ratings: S&P and Moody's provide credit ratings on the credit quality of certain bonds and preferred stocks. For a credit enhanced security, Moody's and S&P publish and provide third party vendors the higher of the rating on the credit enhancer (guarantor) or the stand alone rating on the underlying security.

YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

CASH/MONEY ACCOUNTS *Description*	*Quantity*	*Total Cost Basis*	*Estimated Market Price*	*Estimated Market Value*	*Estimated Annual Income*	*Est. Annual Yield%*
CASH	326.75	326.75		326.75		
BIF MONEY FUND	2,880.00	2,880.00	1.0000	2,880.00	1	.04
TOTAL		3,206.75		3,206.75	1	.04

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS

December 01, 2012 - December 31, 2012

EQUITIES Description	Symbol	Acquired	Quantity	Unit Cost Basis	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Annual Income	Current Yield%
LENNAR CORP CL A	LEN	10/31/12	1	37.5000	37.50	38.6700	**38.67**	1.17	1	.41
MARATHON OIL CORP	MRO	08/30/11	1	26.4400	26.44	30.6600	30.66	4.22	1	2.21
		03/19/12	6	33.9566	203.74✦	30.6600	183.96	(19.78)	5	2.21
		12/11/12	4	30.3800	121.52	30.6600	122.64	1.12	3	2.21
Subtotal			*11*		*351.70*		***337.26***	*(14.44)*	***9***	***2.21***
TOTAL					389.20		375.93	(13.27)	10	2.66

MUTUAL FUNDS/CLOSED END FUNDS/UIT Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return($)	Estimated Annual Income	Current Yield%
ISHARES CORE S&P MID-CAP *ETF*	15	1,297.08	101.7000	**1,525.50**	228.42	N/A	**1,305**	22	1.42
	1	*N/A*	*101.7000*	***101.70***				***2***	*1.42*
SYMBOL: IJH *Initial Purchase:02/25/10* *Equity 100%*									
ISHARES MSCI EAFE INDEX *FUND*	75	3,943.52	56.8600	**4,264.50**	320.98	N/A	**4,161**	132	3.09
	1	*N/A*	*56.8600*	***56.86***				***2***	*3.09*
SYMBOL: EFA *Initial Purchase:02/25/10* *Equity 100%*									
ISHARES RUSSELL 1000 *INDEX FUND* *SYMBOL: IWB* *Initial Purchase:02/25/10* *Equity 100%*	7	534.49	79.1500	**554.05**	19.56	N/A	**493**	12	2.05
LOOMIS SAYLES STRATEGIC *INC FD CL Y* *SYMBOL: NEZYX* *Initial Purchase:REINV*	29	410.91	15.4600	**448.34**	37.43	N/A	**448**	25	5.45

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YOUR TRUST MANAGEMENT ACCOUNT STATEMENT OF INCOME INVESTMENTS December 01, 2012 - December 31, 2012

MUTUAL FUNDS/CLOSED END FUNDS/UIT (continued) Description	Quantity	Total Cost Basis	Estimated Market Price	Estimated Market Value	Unrealized Gain/(Loss)	Total Client Investment	Cumulative Investment Return ($)	Estimated Annual Income	Current Yield%
Fixed Income 100%									
TCW EMERGING *MARKETS INCOME I SHARE* *SYMBOL: TGEIX* *Initial Purchase:REINV* *Fixed Income 100%*	65	601.23	9.3200	605.80	4.57	N/A	605	34	5.49
TORTOISE ENERGY CAPITAL *SYMBOL: TYY* *Initial Purchase:REINV* *Equity 100%*	38	879.12	28.4700	1,081.86	202.74	N/A	1,081	64	5.86
Subtotal (Fixed Income)				*1,054.14*					
Subtotal (Equities)				*7,584.47*					
TOTAL		7,666.35		8,638.61	813.70		8,093	293	3.39
TOTAL INCOME INVESTMENTS		11,262.30		12,221.29	800.43			304	2.49

Total Client Investment: Cost of shares directly purchased and still held. Does not include shares purchased through reinvestment. Does not apply to income investments "denoted by "N/A".

Cumulative Investment Return: Estimated Market Value minus Total Client Investment. Cumulative Investment Return is the dollar value of the capital appreciation (depreciation) of all shares purchased and still held, including shares acquired through reinvestment of dividends and distributions, which may be greater or less than the actual income distributed.

Unrealized Gain or (Loss): Estimated Market Value minus Total Cost Basis (total cost of shares directly purchased and still held, as well as cost of shares acquired through reinvestment). Provided for Tax Planning purposes only and is not applicable to retirement accounts.

Initial Purchase: Date of your initial investment in this fund.

Market Timing: Merrill Lynch's policies prohibit mutual fund market timing, which involves the purchase and sale of mutual fund shares within short periods of time with the intention of capturing short-term profits resulting from market volatility. Market timing may result in lower returns for long-term fund shareholders because market timers capture short-term gains that would otherwise pass to all shareholders and due to increased transaction costs and fewer assets for investment due to the need to retain cash to satisfy redemptions.

LONG PORTFOLIO	Adjusted/Total Cost Basis	Estimated Market Value	Unrealized Gain/(Loss)	Estimated Accrued Interest	Estimated Annual Income	Current Yield%
TOTAL PRINCIPAL/INCOME INVESTMENTS	737,628.84	871,155.71	133,368.31	4,594.77	27,491	3.16

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